

Company Number 03048528

COMPANIES ACTS 1985 TO 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
PAPWORTH SPECIALIST VEHICLES LIMITED
(the "Company")

CIRCULATION DATE – 9 February 2010
(the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution

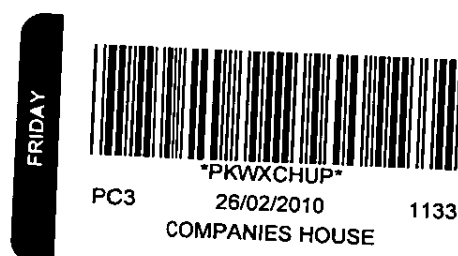
SPECIAL RESOLUTION

That the execution of and entry into the following document by the Company be and is hereby approved

A Deed of Accession to be made by (1) Treka Bus Limited (company number 04063157) in favour of (2) Barclays Bank PLC pursuant to which Treka Bus Limited will accede as guarantor and chargor to a composite deed of guarantee and debenture dated 1 October 2008 made by (1) the Company and others in favour of (2) Barclays Bank PLC

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolution



The undersigned, person entitled to vote on the resolution on the Circulation Date hereby irrevocably agree to the resolution



Name RAYMOND RYAN

Date 9 FEB 2010

Director for and on behalf

of **ASSETCO SPECIALIST VEHICLES LIMITED**

(as a shareholder of the Company)

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - **By Hand** delivering the signed copy to Michael Lavender (company secretary) at 800 Field End Road, South Ruislip, Middlesex, HA4 0QH;
 - **Post** returning the signed copy by post to Michael Lavender (company secretary) at 800 Field End Road, South Ruislip, Middlesex, HA4 0QH
- 2 If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4 Unless sufficient agreement has been received for the Resolution to pass within 28 days from the Circulation Date, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney when returning this document