

**Company No: 3207774**

**The Companies Act 2006  
COMPANY UNLIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF**

**LUCASVARITY  
(the "Company")**

**Passed on : 13 November 2014**

By written resolutions agreed to in **accordance with Part 13, Chapter 2, Companies Act 2006** by or on behalf of the required number of members of the Company who at the date of circulating the resolutions were entitled to vote on the resolutions, the following were duly passed.

**RESOLUTIONS**

**As Special Resolutions**

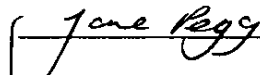
**THAT**, with effect from the date of passing this special resolution, the Company's Articles of Association be amended by revoking and deleting the restriction on the authorised share capital of the Company set out in Article 3.

**THAT**, with effect from the date of passing this special resolution in accordance with Article 8, the 4,000 ordinary shares of £0.25 each in the issued share capital of the Company be consolidated and dividend into 50 shares of £20 each.

**As an Ordinary Resolution**

**THAT**, with effect from the date of passing this resolution, the directors of the Company shall have the power to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act 2006. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985

Signed

  
Jane Pegg

Company Secretary

*13 November 2014*



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25/11/2014

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COMPANIES HOUSE