

Company number: 0442361

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

AUTINS LIMITED (Company)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose that the resolution below is passed as a special resolution (**Resolution**)

All terms defined in this Resolution are such terms as defined in the board minutes of the Company dated on the same date that this Resolution is circulated

RESOLUTION

THAT the terms of the documents listed below proposed to be made between AI and Santander Bank Plc and attached to this Resolution, be approved and the Company be authorised to enter into the said documents

- a) Growth Capital Term Loan Facility,
- b) Asset Finance Facility Agreement,
- c) Invoice Finance Facility Agreement,
- d) The Tooling Revolving Credit Facility,
- e) Bridging Asset Finance Facility Agreement,
- f) IP Charge,
- g) Further IP Charge,
- h) Debenture,
- i) Cross Corporate Guarantee,
- j) Intercreditor Deed, and

TUESDAY



A26 *A38SDUAQ* #85
27/05/2014
COMPANIES HOUSE

k) Release Documents

Signed by **JAMES GRIFFIN:**

For and on behalf of

Date



29 APRIL 2014

Automotive Acoustics Group Limited



NOTES

1 If you agree to 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 Edward Hands & Lewis, The Old School Rooms, 346 Loughborough Road, Leicester LE4 5PJ

Post returning the signed copy by post to Edward Hands & Lewis, The Old School Rooms, 346 Loughborough Road, Leicester LE4 5PJ

Fax faxing the signed copy to 0116 266 6446 marked "For the attention of Jason Hathaway"

E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to Jason.h@ehlsolicitor.co.uk Please enter "Written resolution of Acoustic Insulations Limited in the e-mail subject box

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

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Where, by [LAPSE DATE], insufficient agreement has been received for the Resolution to pass, it will lapse If you agree to this Resolution, please indicate your agreement and notify us as soon as possible

4 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

5 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 or authority when returning this document

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

AUTINS LIMITED (Company)

Passed 29 APRIL 2014

The following resolution was passed as a special resolution on 29/04/2014 by way of a written resolution under chapter 2 of Part 13 of the Companies Act 2006 (Resolution)

All terms defined in this Resolution are such terms as defined in the board minutes of the Company dated on the same date that this Resolution is circulated

RESOLUTION

THAT the terms of the documents listed below proposed to be made between AI and Santander Bank Plc and attached to this Resolution, be approved and the Company be authorised to enter into the said documents

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- b) Asset Finance Facility Agreement,
- c) Invoice Finance Facility Agreement,
- d) The Tooling Revolving Credit Facility,
- e) Bridging Asset Finance Facility Agreement,
- f) IP Charge,
- g) Further IP Charge,
- h) Debenture,
- i) Cross Corporate Guarantee,
- j) Intercreditor Deed, and

k) Release Documents

AGREEMENT

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

The undersigned, a person entitled to vote on the above Resolution on 29/04/2014 hereby irrevocably agrees to the Resolution

Signed by JAMES GRIFFIN:

For and on behalf of



Date

29 APRIL 2014

Automotive Acoustics Group Limited

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