

Company number 04456791

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF
BRAKE BROS FINANCE LIMITED (the "Company")

On 20 December 2016, the following written resolutions were passed as special resolutions in respect of resolutions 1, 2 and 3 and in accordance with Chapter 2 of Part 13 of the Companies Act 2006

SPECIAL RESOLUTIONS

- 1 That the directors have the power given by section 550 of the Companies Act 2006
- 2 That, subject to the passing of resolution 1 above, the amount of £21,520,339 standing to the credit of the Company's capital contribution reserve, be and is hereby capitalised and appropriated to the shareholder of the Company appearing in the register of members as at the close of business on the Circulation Date (the "**Member**") and that the directors be and are hereby authorised to apply such sums in paying up in full £21,520,339 ordinary shares of £1 00 each in the capital of the Company and to allot and issue such new shares, credited as fully paid, to the Member (the "**Capitalisation**")
- 3 That, subject to the passing of resolution 1 and 2 above
 - (a) the issued share capital of the company be reduced from £ 291,470,339 to £1 by cancelling all but one of the issued ordinary shares of £1 00 each in the Company, each of which is fully paid up (the "**Capital Reduction**"),
 - (b) the proceeds from the Capital Reduction be treated as a creation of distributable reserves of the Company, and
 - (c) the directors are authorised to take all steps necessary or desirable to implement the Capital Reduction



Director/Secretary

