

Company Number 6477691

COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF JAGUARLANDROVER LIMITED

PASSED ON 28TH MARCH 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following written resolutions were agreed to by members representing the required majority of the total voting rights of eligible members on the above date

ORDINARY RESOLUTION

- 1 That, in accordance with section 618 of the Companies Act 2006 (the "Act")
- (a) the 1,001,284,322 ordinary shares of £0 50 each in the capital of the Company be consolidated and sub-divided into 500,642,161 ordinary shares of £1 00 each, having the rights attaching to such shares set out in the articles of association contained in the printed document attached to this written resolution,
 - (b) the two deferred ordinary shares of £1 00 each in the capital of the Company be converted into, and redesignated as, ordinary shares of £1 00 each, forming a single class and ranking *par passu* with, and having the same rights as, the existing ordinary shares of £1 00 each in the capital of the Company,
 - (c) the 23,450,877 7.25% non-cumulative redeemable preference shares of £60 00 each in the capital of the Company be sub-divided and converted into, and redesignated as
 - (i) 1,000,000,000 ordinary shares of £1 00 each, forming a single class and ranking *par passu* with, and having the same rights as, the existing ordinary shares of £1 00 each in the capital of the Company, and
 - (ii) 407,052,620 7 25% non-cumulative redeemable preference shares of £1 00 each, having the rights attaching to such shares set out in the articles of association contained in the printed document attached to this written resolution

SPECIAL RESOLUTIONS

- 2 That, in accordance with section 642 of the Act, immediately following the reorganisation of the share capital of the Company pursuant to resolution 1, that capital be reduced from £1,907,694,783 00 divided into 1,500,642,163 ordinary shares of £1 00 each and 407,052,620 7 25% non-cumulative redeemable preference shares of £1 00 each (all of which are fully-paid up) to £1,657,694,783 00 divided into 1,500,642,163 ordinary shares of £1.00 each and 157,052,620 7 25% non-cumulative redeemable preference shares of £1 00 each (all of which are fully paid up) by cancelling and repaying 250,000,000 7 25% non-cumulative redeemable preference shares of £1 00 each registered in the name of TML Holdings PTE Limited
- 3 That, in accordance with section 90 of the Act, following the reduction of the Company's capital pursuant to resolution 2
- (a) the Company should be re-registered as a public company,

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- (b) with effect from the date of re-registration of the Company as a public company, the name of the Company be changed to "Jaguar Land Rover PLC", and
- (c) with effect from the date of re-registration of the Company as a public company, the articles of association contained in the printed document attached to this written resolution be adopted as the articles of association of the Company in substitution for the existing articles of association

Signed Helen M. McIntosh
Company Secretary