

Company number 8341601

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of LUCAS BOWLAND (UK) LIMITED (Company)

The following resolution was passed by LUCAS HOLDINGS (BOWLAND) LIMITED, the Company's sole shareholder, as a special resolution on 16 June 2016

SPECIAL RESOLUTION

That Clause 14 of the Company's Articles of Association is deleted and replaced as follows

14. TRANSFER OF SHARES

14 1 Model Article 26(5) shall be amended by the addition of the following words "The directors may not refuse to register the transfer of a share made with the prior written approval of the Majority Shareholder In any other case" before the words "the directors may refuse to register"

14 2 Despite any other provision of these articles, the directors must register a transfer of shares left for registration in accordance with these regulations where the transferor or transferee is a person entitled to the benefit of any mortgage, charge or other security granted in respect of those shares or any receiver, receiver and manager, agent or attorney appointed under that security, or any person who has purchased those shares as a result of the exercise of a person's rights under that security Article 26(5) of the Model Articles (as amended by article 14 1) will not apply to a transfer under this article 14 2

