

Company Number: 09230857

**A PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**OF**

**ALLIANCE AUTOMOTIVE FINANCE LIMITED**

(the "Company")

Circulated on 28 June 2018 (the "Circulation Date")

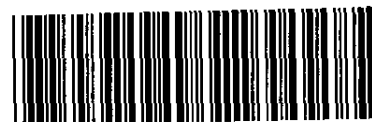
The directors of the Company propose that the following resolutions (the "Resolutions") be passed as written resolutions of the Company under Chapter 2 of Part 13 of the Companies Act 2006. The Resolutions are proposed as special resolutions. Please read the notes at the end of this document before signifying your agreement to the Resolutions.

**SPECIAL RESOLUTIONS**

1. **THAT**, the directors having satisfied themselves that its payment would not affect the Company's ability to pay its foreseeable debts as they fell due, a dividend at a total cost of €18,550,857.49 (the "Dividend") be paid immediately to the members of the Company whose names appear on the register of members at the time of the resolution.
2. **THAT** the payment of the Dividend be satisfied by (i) the transfer to GPC Europe Automotive Group Ltd. of a €18,375,000 promissory note with an interest rate of 5.25% per annum issued by Genuine Parts Company (the "Note Transfer") which has a value of €18,549,179.70 and (ii) using the available cash resources of the Company by payment of €1,677.79 in cash to Alliance Automotive Holdings Limited (the "AAH Payment").
3. **THAT** any director of the Company be and is hereby authorised to take all steps necessary to ensure payment of the Dividend through the Note Transfer and the AAH Payment.

**AGREEMENT**

The undersigned, being all the members of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree that the Resolutions be passed as written resolutions of the Company, and that the Resolutions shall take effect as special resolutions.



Alliance Automotive Holding Limited

Represented by *Denis ANDRÉ*

A handwritten signature in black ink, appearing to be 'D Denis ANDRÉ', written over a horizontal line.

Director

Date: 28 June 2018

GPC Europe Automotive Group Limited

Represented by

Treg Brown

Director

Date: 28 June 2018

Alliance Automotive Holding Limited

Represented by

Director

Date: 28 June 2018

GPC Europe Automotive Group Limited

Represented by

  
Treg Brown

Director

Date: 28 June 2018

## NOTES

1. Eligible members are the members who would have been entitled to vote on the Resolutions on the Circulation Date.
2. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by attaching a scanned copy of the signed document to an email and sending it to Mary Vann Hamilton (mary\_vannhamilton@genpt.com).
3. If you do not agree to the Resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.
4. The Resolutions are passed when members representing a simple majority of the total voting rights signify their agreement to them.
5. Once you have indicated your agreement to any of the Resolutions, you may not revoke your agreement.
6. The period for agreeing to a written resolution before it lapses is the period of 28 days beginning with the Circulation Date. If you agree with the Resolutions please ensure that your agreement to the Resolutions reaches us before midnight on 25 July 2018.
7. 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.