

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**AUTOMOTIVE INNOVATIONS (ST ALBANS) HOLDINGS LIMITED (Company)**

Circulated on *26 February 2018* (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**CA06**), Daniel Palmer the sole director of the Company (**Sole Director**) proposes that resolutions 1 and 2 below are passed as ordinary resolutions and resolution 3 below is passed as a special resolution (**Resolutions**).

**ORDINARY RESOLUTION**

1. THAT Article 14 of the Articles of Association of the Company be dis-applied so that the directors of the Company be authorised to take part in the decision making process for quorum and voting purposes in a matter or transaction which he is interested in, the matter in question being the proposed allotment of 50,003 ordinary shares of £1.00 each in the capital of the Company to the Sole Director.
2. THAT the draft section 110 transfer agreement to be made between the Company (1), Palmers & Sons Holdings Limited (acting by its joint Liquidators) (2), Automotive Innovations (St Albans) Limited (3), Thomas Edward Guthrie and Peter John Windatt (the joint **Liquidators**) (4), and Daniel Palmer (5) (**Section 110 Agreement**) whereby, pursuant to the terms of the Section 110 Agreement, the Company allot 50,003 ordinary shares to Daniel Palmer, be approved.

**SPECIAL RESOLUTION**

3. THAT in accordance with section 569 CA06, the directors of the Company be generally empowered to allot equity securities (as defined by section 560 CA06) as if section 561 CA06 did not apply to any such allotment provided that the authority granted by this resolution shall cease to have effect where:
  - a. this power is revoked;
  - b. the Company ceases to be a private company limited by shares; or
  - c. there is more than one class of shares in the Company.

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

The undersigned, being the sole person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Signed by .....

Daniel Palmer

Date *26/02/18* .....

TUESDAY



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06/03/2018

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COMPANIES HOUSE

## NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version, either by hand or by post marked for the attention of the Sole Director at the Company's registered office.

You may not return the Resolutions to the Company by any other method.

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.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless by the date 28 days after the Circulation Date sufficient agreement is received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.