

**Company Number NI013173**

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION  
OF  
AGNEW COMMERCIALS LIMITED  
(the "Company")**

**CIRCULATION DATE:** 6<sup>th</sup> Feb 2012  
(the "Circulation Date")

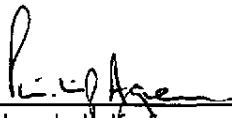
It is proposed that the following resolutions be passed as special resolutions by way of written resolutions pursuant to Chapter 2 of Part 13 of The Companies Act 2006:

**SPECIAL RESOLUTIONS**

- 1. THAT** the directors of the Company be authorised and directed to execute and enter into:
  - (a) a facility letter dated 30 January 2012 pursuant to which Ulster Bank Limited has agreed to make available an overdraft of £2,000,000 to Agnew Retail Limited, the Company, Isaac Agnew (Mallusk) Limited, Isaac Agnew (Holdings) Limited, Roadfield Limited, Road-Field Motors Limited, Agnew Autoexchange Limited, Agnew Corporate Ltd, Agnew Trade Centre Limited, Bavarian Garages (N.I) Limited, Gap Software Solutions Ltd, I A P C B Limited, Isaac Agnew Limited, Scandinavian Cars Limited, Stanley Motor Works (1932) Limited and Trade Parts Specialist (N.I.) Ltd; and
  - (b) Unilateral cross guarantee to be made by each of Agnew Retail Limited, the Company, Isaac Agnew (Mallusk) Limited, Isaac Agnew (Holdings) Limited, Roadfield Limited, Road-Field Motors Limited, Agnew Autoexchange Limited, Agnew Corporate Ltd, Agnew Trade Centre Limited, Bavarian Garages (N.I) Limited, Gap Software Solutions Ltd, I A P C B Limited, Isaac Agnew Limited, Scandinavian Cars Limited, Stanley Motor Works (1932) Limited and Trade Parts Specialist (N.I.) Ltd in favour of Ulster Bank Limited and Ulster Bank Ireland Limited,(together the "**Company Documents**")
- 2. THAT**, notwithstanding any limitation on the Company's powers or objects or any restriction (whether arising by virtue of a director's conflict or because of any other limitation, prohibition or restriction whatsoever) the terms of, and the transactions contemplated by, each of the Company Documents be approved and the execution of and entry into by the Company of the Company Documents be deemed for all purposes to be one of the objects of the Company.



Please indicate your agreement to the resolutions set out above by signing below.

  
\_\_\_\_\_  
for and on behalf of  
**ISAAC AGNEW (HOLDINGS) LIMITED**  
(as sole shareholder of the Company)

6.2.12  
\_\_\_\_\_  
Date

## NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed copy to the Company using one of the following methods:
  - By Hand: to **The Company Secretary** at 18 Boucher Way, Belfast, BT12 6RE
  - Post: to **The Company Secretary** at 18 Boucher Way, Belfast, BT12 6RE
2. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless within 28 days from the Circulation Date sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
6. 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.