

PRINT OF RESOLUTIONS FOR FILING AT COMPANIES HOUSE

Company Number 00072544

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

THE BRITISH CAR AUCTION GROUP LIMITED (the "Company")

passed on 15 March 2024

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following special resolutions were duly passed as written resolutions of the Company:

SPECIAL RESOLUTIONS

1. Amendment of articles of association

That the articles of association of the Company be amended by deleting the provisions of article 3 and replacing them with "[left blank]".

2. Authority to allot

That, subject to the passing of Resolution 1, in accordance with section 551 of the Companies Act 2006, for the purposes of the articles and for all other purposes, the Directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £10 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of this Resolution.

This authority revokes and replaces all unexercised authorities previously granted to the Directors.

3. Disapplication of pre-emption rights

That, subject to the passing of Resolution 2 and in accordance with section 570 of the Companies Act 2006, for the purposes of the articles and for all other purposes, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by Resolution 2, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- a) be limited to the allotment of equity securities up to an aggregate nominal amount of £10; and
- b) expire on the fifth anniversary of the date of this Resolution (unless renewed, varied or revoked by the Company prior to or on that date).

.....


Director