

Company Number: 00606189



THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

**RESOLUTIONS
of
GROUP LOTUS PLC
(the "Company")**

(Passed on 11 June 2012)

At a general meeting of the Company duly convened and held on the above date, the following resolutions were passed as ordinary and special resolutions

ORDINARY RESOLUTIONS

- 1 THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in paragraph 5 of the memorandum of association of the Company (as amended by written resolution of the Company passed on 22 March 2007), which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted
- 2 THAT the directors be generally and unconditionally authorised to exercise all powers of the Company to allot ordinary shares of £0.10 each in the capital of the Company up to an aggregate nominal amount of £129,096,217 to Lotus Group International Limited (Company No 02831840). This authority shall expire (unless previously varied as to duration, revoked or renewed by the Company) on 31 January 2013, except that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the directors may allot shares or grant such rights in pursuance of such offer or agreement, as if the authority conferred by this Resolution had not expired, and this authority shall be in substitution for all existing authorities to allot to the extent unused




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SPECIAL RESOLUTIONS

- 3 THAT the allotment by the Company of 604,201,700 ordinary shares of £0 10 each on 2 February 2011 be and is hereby approved and ratified, notwithstanding that such allotment exceeded the restriction on the authorised share capital of the Company set out in paragraph 5 of the memorandum of association of the Company (as amended by written resolution of the Company passed on 22 March 2007), which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association
- 4 THAT the Company do ratify, confirm and approve such allotment



DATO' LUKMAN BIN IBRAHIM
Director