

Company number: 00787446

THE COMPANIES ACTS 1985 to 2006  
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

- of -

BRAWN GP LIMITED

(the "Company")

TUESDAY



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10/03/2009

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COMPANIES HOUSE

5 March 2009 (the "Circulation Date")

Pursuant to section 2 of part 13 of the Companies Act 2006, the directors of the Company propose that:

- (a) resolutions 1 and 2 below are passed as ordinary resolutions (together the "**Ordinary Resolutions**"); and
- (b) resolution 3 below is passed as a special resolution (the "**Special Resolution**").

ORDINARY RESOLUTIONS

1. That the directors be generally and unconditionally authorised:

- (a) for the purposes of section 80 of the Companies Act 1985 (as amended) to exercise all the powers of the Company to allot relevant securities (the expression "relevant securities" and references to the allotment of "relevant securities" bearing the same respective meanings in this resolution as in section 80 of the Companies Act 1985 (as amended)); and
- (b) for the purposes of section 551 of the Companies Act 2006 (once it comes into force) to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company,

up to a maximum aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution, provided that:

- (i) the authority granted under this resolution shall expire five years after the passing of this resolution; and
- (ii) the Company may, before such expiry under paragraph (i) above of this resolution, make an offer or agreement which would require relevant securities to be allotted (subject to the authority under paragraph (a) above of this resolution having effect at the time of such offer or agreement) or shares to be allotted or rights to subscribe for or to convert any security into shares to be granted (subject to the authority under paragraph (b) above of this resolution having effect at or before the time of such offer or agreement)

after such expiry and the directors may allot such relevant securities or shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

2. That for the purposes of paragraph 47(3)(b) of Schedule 4 of the Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007, authorisation of conflicts of interest may be given, subject to the provisions of the new articles of association, by the directors in accordance with section 175(5)(a) of the Companies Act 2006 at any time following the passing of this resolution.

### SPECIAL RESOLUTION

3. That the directors be empowered:

- (a) pursuant to section 95 of the Companies Act 1985 (as amended) to allot equity securities wholly for cash pursuant to the authority conferred by resolution 1 above as if section 89(1) of the Companies Act 1985 (as amended) and any rights of pre-emption (however expressed) contained in the articles of association of the Company did not apply to any such allotment (the expression "equity securities" and references to the allotment of "equity securities" bearing the same respective meanings in this paragraph (a) as in section 94 of the Companies Act 1985 (as amended)); and
- (b) pursuant to section 570 of the Companies Act 2006 to allot equity securities wholly for cash pursuant to the authority conferred by resolution 1 above as if section 561 of the Companies Act 2006 and any rights of pre-emption (however expressed) contained in the articles of association of the Company did not apply to any such allotment (the expression "equity securities" and references to the allotment of "equity securities" bearing the same respective meanings in this paragraph (b) as in section 560 of the Companies Act 2006).

### AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolutions and the Special Resolution (together the "Resolutions").

The undersigned, being the sole member of the Company entitled to vote on the Resolutions on the Circulation Date in accordance with the provisions of the Company's articles of association, hereby irrevocably agree to the Resolutions.

Signed: .....

Name: ROSS BRAWN

Date: 5/03/09 .....

TUESDAY



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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 it to the Company by

delivering by hand the signed copy to the company secretary, Caroline McGrory, at Brawn GP F1 Team, Brackley, Northamptonshire, NN13 7BD.

2. 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.
3. You may only agree to all of the Resolutions or none of them.
4. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
5. Unless, by the 28th day following the Circulation Date, agreement has been received from you for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.
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.