

Company Number 00829413

SATURDAY



THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
OF
EUROFLEET RENTAL LIMITED
(the "Company")**

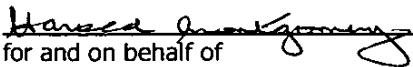
CIRCULATION DATE: 10 OCTOBER 2011
(the "Circulation Date")

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 pursuant to which The Governor and Company of the Bank of Ireland has agreed to advance to the Company and others an uncommitted loan facility in the amount and on the terms more particularly set out therein;
 - (b) a facility letter pursuant to which Bank of Ireland (UK) PLC has agreed to advance to the Company and others an overdraft facility in the amount and on the terms more particularly set out therein, and
 - (c) a facility letter pursuant to which Bank of Ireland (UK) PLC has agreed to advance to the Company and others a BACs facility and a VISA business card facility in the amount and on the terms more particularly set out therein;
 - (d) a cross company guarantee and indemnity to be made by each of Centurion Truck Rental Ltd, Intercounty Truck and Van Limited, Intercounty Vehicle Contracts Limited, West Pennine Trucks Limited, Montracon Limited, Commercial Vehicle Auctions Limited, Eurofleet Rental Limited, Scotia Plant Limited and Southern Plant Ltd in favour of The Governor and Company of the Bank of Ireland (as the "**Security Trustee**") for and on behalf of itself and Bank of Ireland (UK) PLC;
 - (e) a mortgage debenture to be made by the Company in favour of the Security Trustee, and
 - (f) a counter-indemnity to be made by the Company in favour of the Security Trustee, (altogether the "**Company Documents**"), and
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
BALLYVESEY HOLDINGS LIMITED
(as sole shareholder of the Company)

10 October 2011
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 **Carson McDowell Solicitors**, Murray House, Murray Street, Belfast BT1 6DN
 - Post **Carson McDowell Solicitors**, Murray House, Murray Street, Belfast BT1 6DN
- 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