

THE COMPANIES ACT 2006
WRITTEN SPECIAL RESOLUTION
OF

AVL UNITED KINGDOM LIMITED (the "Company")

Company Number 1067795

Dated on the 29 day of December 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a Special Resolution (Resolution).

Special Resolution: WHERE PAID-UP CAPITAL IS RETURNED:

That the paid-up share capital of the Company be reduced from £6,680,000 to £4,180,000 by paying paid-up capital into the P&L Reserves to the extent of £1.00 per share on each of the 2,500,000 Ordinary Shares of £1.00 each which have been issued and are fully paid-up but without reducing the nominal amount of any of such shares but such reduction shall be on the condition that the date on which this resolution is passed is within 15 days (inclusive) of the date that the attached Statement of Solvency was made

***NOTE – ENC. STATEMENT OF SOLVENCY (ATTACHED TO RESOLUTION)**

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, all persons entitled to vote on the Resolution on [CIRCULATION DATE], hereby irrevocably agree to the Resolution:

<u>MEMBER</u>	<u>SIGNATURE</u>	<u>DATE</u>
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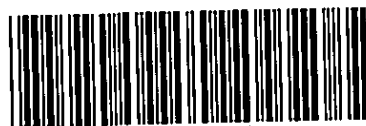
For AVL UK HOLDINGS LTD -----

[Handwritten Signature]

29/12/15

**First Corporate
Unit 2, Simmonds Buildings,
Bristol Road,
Hambrook,
Bristol
BS16 1RY**

TUESDAY



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15/03/2016
COMPANIES HOUSE