

Company Number 01324965
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of

AGEAS RETAIL LIMITED (the "Company")

passed on 6th February 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following special resolution was duly passed as a written resolution of the Company

SPECIAL RESOLUTION

- 1 That the members of the Company ratify and (notwithstanding any provisions of the Memorandum and Articles of Association of the Company or any personal interest of any of the directors) confirm the Company's entry into
 - 1 1 a £150,000,000 receivables finance facility agreement dated 17 September 2014 between, (1) the Company, UKAIS Limited, Kwik-Fit Insurance Services Limited, Express Insurance Services Limited and The Green Insurance Company Limited as original clients (the "**Original Clients**") (2) RBS Invoice Finance Limited ("**RBSIF**") (in its capacities as mandated lead arranger, as original lender, agent and security agent) and (3) Barclays Bank plc (in its capacities as mandated lead arranger and original lender) (the "**Receivables Finance Agreement**"),
 - 1 2 a debenture (the "**Debenture**") dated 17 September 2014 in favour of RBSIF in its capacity as security agent, securing the obligations of the Company to the Secured Parties (as defined in the Debenture), and
 - 1 3 a cross-guarantee dated 17 September 2014 granted by the Original Clients in favour of the Finance Parties (as defined in the Receivables Finance Agreement)
- 2 That the execution and performance of the documents listed above was and is in the best interests of the Company's business and the entry into by the Company of the proposed transactions substantially on the terms set out in the Receivables Finance Agreement will promote the success of the Company for the benefit of its members as a whole



Rosemary Smith
Company Secretary



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