

Company No: 1630491

The Companies Acts 1948 and 1985

and

The Companies Act 2006

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

of

HITACHI CAPITAL (UK) PLC

Passed 26 December 2016

SATURDAY



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07/01/2017

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COMPANIES HOUSE

At an Extraordinary General Meeting of the Company, duly convened and held on 26 December 2016, the following resolutions were duly passed as ordinary or special resolutions, as detailed below

RESOLUTIONS

As a special resolution

- 1 THAT, the provision of the Company's memorandum as to the amount of the Company's authorised share capital (as altered by anything done by virtue of section 121 of the Companies Act 1985), which as from 1 October 2009 is treated as a provision of the Company's articles of association (the "**Articles**") setting a maximum amount of shares that may be allotted by the Company, be revoked with the intent and effect that such provision is deleted from the Articles

As an ordinary resolution

- 2 THAT, the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 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 provided that
 - (a) the maximum nominal amount of such shares that may be allotted under this authority (within the meaning of such section) is £100,000,000,
 - (b) this authority shall, unless it is (prior to its expiry) duly revoked or varied or is renewed, expire on 30 November 2021 save that the Company may, before such expiry, make an offer or agreement which will or may require such shares to be allotted after such expiry,

and the authority granted by this resolution is in substitution for any authority to allot shares in the Company previously granted to the Directors which (to the extent that it remains in force and unexercised) is revoked

As a special resolution

- 3 THAT, the Directors be empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the general authority conferred by resolution 2 above as if section 561(1) of the Companies Act 2006 did not apply to such allotment and such power shall expire on 30 November 2021 but so that the Company may before such expiry make an offer or

agreement which would or might require equity securities to be allotted after such expiry,
and the Directors may allot equity securities in pursuance of such offer or agreement as if
the power conferred by this resolution had not expired



Director