

LOTUS F1 TEAM LIMITED

(the "Company")

kwiktag *

066 231 607



WRITTEN RESOLUTIONS OF THE SOLE MEMBER PURSUANT TO S 281(1)(a) OF THE COMPANIES ACT 2006 (the "Act")

January 2014 (the "Circulation Date")

Passed 13 January 2014

We, the undersigned, being the members of the Company being entitled to attend and vote at general meetings of the Company, pursuant to section 283(2) of the Act hereby AGREE and RESOLVE

- in the case of Resolution 1 that the same takes effect as if it had been passed as an ordinary resolution of the Company at a general meeting duly convened and held, and
- in the case of Resolution 2 that the same takes effect as if it had been passed as a special resolution of the Company at a general meeting duly convened and held,

Ordinary Resolutions

- 1 **THAT** in accordance with section 551 of the Act and pursuant to the terms of the share purchase agreement to be entered into on or around the date of this resolution, the directors be generally and unconditionally authorised to allot up to 6,744,444 Ordinary Shares of the Company of £1 00 each (the "Ordinary Shares") provided that this authority shall unless renewed, varied or revoked by the Company, expire 6 months from the date of passing of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

Special Resolutions

- 2 **THAT** pursuant to the authorities granted in resolution 1 above, and in accordance with section 570 of the Act, the directors be generally empowered to allot such equity securities (as defined in section 560 of the Act) as if section 561(1) of the Act, or the restrictions as to pre-emption provisions in the articles of association of the Company (including any restriction contained in the Company's articles of association) did not apply to such allotment and any rights of pre-emption in connection therewith are hereby waived, provided that this power shall be limited to the allotment of 6,744,444 Ordinary Shares and expires 6 months from the date of passing of this Resolution (unless renewed, varied or revoked by the Company prior to or on that date) save 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 any such offer or agreement notwithstanding that the power conferred by this resolution has expired

SATURDAY



A329AJK2

A26

22/02/2014

#305

COMPANIES HOUSE

Company Number 01806337

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the above resolutions (the "**Resolutions**")

The undersigned, being the sole member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions

GRAVITY MOTORSPORTS SARL

acting by

GÉRARD LOPEZ and ERIC LUX

Directors

)

)

)

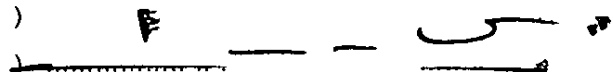
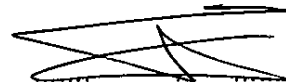
)

)

)

)

)



Company Number 01806337

NOTES

- 1 If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning a copy of it to the Company's solicitors
 - (a) **by fax:** faxing the signed copy to fax number +44 (0)203 170 7956 marked "For the attention of Andrew Gay", or
 - (b) **by email:** by attaching a scanned copy of the signed document to an email and sending it to andrew.gay@jagshawbaker.com Please enter "Lotus F1 Team Limited Resolutions" in the email subject box

Please then deliver the original signed copy:

- (c) **by hand** delivering the signed copy to Andrew Gay c/o JAG Shaw Baker, 33 St James's Square, London SW1Y 4JS, or
 - (d) **by post** returning the signed copy by post to Andrew Gay c/o JAG Shaw Baker, 33 St James's Square, London SW1Y 4JS
- 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 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 4 Unless, within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before 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 certified copy of the relevant power of attorney or authority when returning this document