

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

RENAULT F1 TEAM LIMITED
(the 'Company')

(Circulated on 5 February 2010)

(Passed on 5 February 2010)

TUESDAY



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09/02/2010

COMPANIES HOUSE

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We, the undersigned, being the holders of the entire issued share capital of the Company entitling the holders to attend and vote at general meetings of the Company **hereby resolve** in accordance with Chapter 2 of Part 13 of the Companies Act 2006

Special Resolution

- 1 'That the Articles of Association in the form of the document attached to this resolution be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company'

For and on behalf of
Grigny (UK) Limited

For and on behalf of
Renault S A S

NOTES

- 1 The circulation date of this resolution is 5 February 2010. This resolution has been sent to eligible members who would have been entitled to vote on the resolution on this date. Only such eligible members (or persons duly authorised on their behalf) should sign this resolution.
- 2 An eligible member can signify his or its agreement to the resolution by signing the resolution and by either delivering a copy of the signed resolution to Christine Blackman at Withers LLP by hand or by sending a copy of the signed resolution in hard copy form by post to Christine Blackman at Withers LLP, 16 Old Bailey, London EC4M 7EG or by email to Christine.Blackman@withersworldwide.com. An eligible member can also signify his or its agreement to the resolution by sending an e-mail from his or its e-mail address held by the company for such purposes to Christine Blackman at Christine.Blackman@withersworldwide.com identifying the resolution and indicating his agreement to such resolution.
- 3 This resolution must be passed by 5 March 2010. If the resolution is not passed by such date it will lapse. The agreement of a member to this resolution is ineffective if signified after this date.
- 4 A copy of this resolution has been sent to the auditors.

THE COMPANIES ACT 1985
(the 'Act')

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

Renault F1 Team Limited
(the 'Company')

(adopted by written resolution of the Company passed on 5 February 2010)

1 Preliminary

The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Tables A to F) (Amendment) Regulations 1985) ('**Table A**') shall apply to the Company, save in so far as they are varied or excluded by these Articles. References in these Articles to numbered Regulations are references to Regulations in Table A.

2 Issue of Shares

2.1 Subject to the provisions of the Act, to the provisions of these Articles and to any resolution of the Company, for the purpose of s80 of the Act and all other purposes, the directors shall have authority to exercise any power of the Company to offer, allot or otherwise dispose of any shares, or any other relevant securities in the company, to such persons, at such times and generally on such terms and conditions as they think proper provided that (in so far as the Company shall not have varied, renewed or revoked the said authority) the directors shall not be authorised to make any offer or allotment of shares in the Company, or grant any right to subscribe for, or to convert any securities into, shares in the Company if such allotment, or an allotment in pursuance of such offer or right, would or might result in the aggregate of the relevant securities in issue exceeding, in nominal value, the amount of the authorised share capital of the Company on the incorporation of the Company, and such limitation shall

determine the maximum amount of the relevant securities which at any time remain to be allotted by the directors under this Article 2 1

2 2 The period within which such authority may be exercised shall be limited to five years, commencing upon the incorporation of the Company

2 3 Any shares in the Company for the time being unissued shall, before they are issued, be offered to the members in proportion to their existing holdings of shares as nearly as the circumstances admit Such offer shall be made by notice specifying the number of shares offered and limited to a time within which the offer, if not accepted, will be deemed to be declined After the expiration of such time or, if earlier, on the receipt of a notice from the person to whom the offer has been made that he declines to accept the shares offered, the directors may subject to these Articles dispose of the same in such manner as they think most beneficial to the Company

2 4 S 89(1) and s 90(1) - (6) of the Act shall not apply to the Company

3 Transfer and Transmission of Shares

3 1 The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and may be executed solely by or on behalf of the transferor, whether the share is fully paid or not Regulation 23 shall be modified accordingly

3 2 Subject to Article 3 3, the directors may in their absolute discretion and without assigning any reason decline to register the transfer of a share, whether or not it is a fully paid share Regulation 24 shall not apply to the Company

3 3 Notwithstanding anything contained in these Articles to the contrary, the directors shall not decline to register any transfer of shares where such transfer is executed by or in favour of any person to whom such shares are to be transferred in connection with a put or call option, nor may the directors suspend registration of any member to whom the relevant shares are to be transferred in connection with such put or call option A written statement by such member or anyone authorised to act on behalf of such member that the relevant shares are to be transferred in connection with a put or call option shall be conclusive evidence of that fact

4 Lien

The Company shall have a first and paramount lien on every share in the Company, whether fully paid or not, registered in the name of any person, whether as sole or joint holder, indebted to the Company for all monies due to the Company, whether in respect of that share or not The directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article The

Company's lien, if any, on a share shall extend to any amount payable in respect of it. The registration of a transfer of a share shall operate as a waiver of any lien of the Company. Regulation 8 shall not apply to the Company.

5 Proceedings at General Meetings

Unless otherwise determined by ordinary resolution, one person entitled to vote upon the business to be transacted shall be a quorum. Regulation 40 shall be modified accordingly.

6 Number of Directors

Unless otherwise determined by ordinary resolution the number of directors (other than alternate directors) shall not be subject to any maximum and the minimum number shall be one. Regulation 64 shall be modified accordingly.

7 Appointment and Removal of Directors

7.1 No director shall be required to retire by rotation, and Regulations 73-75 (inclusive), the second and third sentences of Regulation 79 and Regulation 80 shall not apply to the Company. All other references to retirement by rotation shall be deleted.

7.2 Regulations 76 and 77 (requirements on appointment of directors) shall not apply to the Company.

7.3 Without prejudice to the powers of the directors under Regulation 79, a member or members holding more than half in nominal amount of the issued share capital of the Company shall have power to appoint any person or persons as a director or directors, either as an addition to the existing directors or to fill any vacancy, and to remove from office any director howsoever appointed.

7.4 Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or by their duly appointed attorney or attorneys. Any such instrument may consist of several documents in the like form each signed or approved by one or more of the members or their attorneys (or, in the case of a member which is a body corporate, by a director of it or by a duly appointed representative) and shall take effect upon delivery to the registered office of the Company.

7.5 Regulation 81 shall apply with the addition of sub-clause (f) as follows

"(f) he is removed from office pursuant to Article 7 of the articles of the company"

8 Proceedings of Directors

- 8 1 Any director may participate in a meeting of the directors by means of telephone or other means of communication whereby all persons participating in the meeting can speak to each other and hear each other speak. Participation in a meeting in this manner shall constitute presence in person at such meeting and be counted in a quorum accordingly.
- 8 2 It shall be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Regulation 88 shall be modified accordingly.
- 8 3 The quorum necessary for the transaction of the business of the directors may be fixed by the directors and until so fixed shall, when one director only is in office, be one, and shall, when more than one director is in office, be two. Regulation 89 shall be modified accordingly.

9 Directors' Interests

Any director who is in any way either directly or indirectly interested in an existing contract or arrangement or a proposed contract or arrangement with the Company who first declares the nature of his interest to a meeting of the directors may vote (and such vote shall be counted) at any meeting of directors or of a committee of directors in relation to any existing or proposed contract or arrangement in which he, or any person with whom he is for any purpose of the Act connected, is directly or indirectly interested. He may also be taken into account in ascertaining whether a quorum is present at any meeting of the directors or of a committee of the directors at which any such contract or arrangement is proposed or considered. Regulation 94 shall be modified accordingly and Regulations 95 and 97 shall not apply to the Company.

10 Borrowing Powers

The directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part of them, and, subject to s 80 of the Act, to issue debentures, debenture stock or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

11 Indemnity

Every director, manager, the secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in his capacity as such officer.

- 11 1 in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or he is acquitted, or

11 2 in connection with any application under s 144(2) or (3) of the Act (acquisition of shares by innocent nominee) or s 727 of the Act (general power to grant relief in case of honest and reasonable conduct) in which relief is granted to him by the court

Regulation 118 shall be modified accordingly