

Company No. 2110320

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

OF

CENTRAL TRAILER RENTCO INTERNATIONAL LIMITED

On 1 December 2014, the following ordinary and special resolutions were duly passed as written resolutions of the Company pursuant to section 288 of the Companies Act 2006 (the Act)

ORDINARY RESOLUTIONS

That

- 1 pursuant to section 618 of the Act, the 11,000,000 issued cumulative redeemable preference shares of £1 each in the capital of the Company be sub-divided into 110,000,000 cumulative redeemable preference shares of £0 10 each, such preference shares having the rights set out in the articles of association of the Company from time to time,
- 2 subject to the passing of resolution 1 above, the 110,000,000 issued cumulative redeemable preference shares of £0 10 in the capital of the Company be re-designated as ordinary shares of £0 10 each, such ordinary shares having the rights set out in the articles of association of the Company from time to time, and
- 3 subject to the passing of resolutions 1 and 2 above, the 1,000,000 issued cumulative convertible participating preferred ordinary shares of £0 10 each in the capital of the Company be re-designated as ordinary shares of £0 10 each, such ordinary shares having the rights set out in the articles of association of the Company from time to time

SPECIAL RESOLUTIONS

That

- 4 subject to the passing of resolutions 1 to 3 above (inclusive), the draft regulations attached to these resolutions and initially by a director for identification purposes be adopted as the articles of association of the Company to the exclusion of and in substitution for the existing articles of association of the Company,
- 5 subject to the passing of resolutions 1 to 4 above (inclusive), the Company's share capital be reduced from £356,027,000 (divided into 3,560,270,000 ordinary shares of £0 10 each (all of which are fully paid up)) to £0 10 (comprising 1 ordinary share of £0 10) by cancelling and extinguishing

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3,560,269,999 issued ordinary shares of £0 10 each, and that the sum of £356,026,999 be credited to the Company's profit and loss account, and

- 6 the Company's share premium be reduced by £34,785,673 to £ nil, and that the sum of £34,785,673 be credited to the Company's profit and loss account

For and on behalf of

M S Thorne

Oakwood Corporate Secretary Limited

Secretary