



THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

RAC INSURANCE LIMITED (the *Company*)

(Registered Number: 02355834)

WRITTEN RESOLUTIONS

(Circulation Date: 22 April 2016)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary resolutions (the *Resolutions*). In these written resolutions, unless the context otherwise requires, words and expressions used in these written resolutions have the meaning given to them in the minutes of a meeting of the board of directors of the Company annexed to these written resolutions.

We, being all of the members of the Company who at the date of these resolutions are entitled to attend and vote at General meetings of the Company, hereby unanimously RESOLVE that the following resolutions be passed as written resolutions having effect as ordinary resolutions of the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006 and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

Special Resolutions

1. THAT the articles of association of the Company be amended by the insertion, following article 29 of a new article 29A as follows:

"29A Notwithstanding any other provision of these articles:

(a) any restrictions on the transfer of shares contained in these articles shall not apply to; and

(b) the directors shall not decline to register, nor suspend registration of,

any transfer of shares where such transfer is:

- (i) in favour of a bank, financial institution or other person to whom such shares have been charged by way of security, whether such bank, financial institution or other person is acting as agent, trustee or otherwise (a *Secured Party*); or
- (ii) duly executed by a Secured Party or its nominee to whom such shares (including any further shares in the company acquired by reasons of its holding of such shares) are to be transferred pursuant to a power of sale under any security documents which creates an interest over such shares; or
- (iii) duly executed by a receiver appointed by a Secured Party or its nominee pursuant to any security document which creates any security interest over such shares,

and a certificate by any official of such Secured Party or its nominee or any such receiver that the shares are or are to be subject to such a security and that the transfer is executed in accordance with

the provisions of this article shall be conclusive evidence of such facts."

2. THAT these resolutions have effect notwithstanding any provisions of the Company's articles of association.

AGREEMENT

Please read the Notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, a person entitled to vote on the Resolutions on 22 April 2016, hereby irrevocably votes in favour of the Resolutions:

Signed. 

For and on behalf of **RAC GROUP LIMITED**

Dated 22 April 2016

Signed. 

For and on behalf of **RAC MOTORING SERVICES**

Dated 22 April 2016

NOTES:

1. The Resolutions have been sent to all members who are entitled to vote on the Resolutions on the circulation date. Only such members (or persons duly authorised on their behalf) should sign the Resolutions.
2. If you do not wish to vote in favour of the Resolutions, you do not need to do anything; you will not be deemed to vote in favour if you fail to reply.
3. Once you have signified your vote in favour of the Resolutions, you may not revoke your vote.
4. The Resolutions will lapse on 16 May 2016 unless sufficient members have agreed to pass the Resolutions. If you wish to vote in favour of the Resolutions, please ensure that you indicate your vote and that the Company receives the Resolutions on or before this date.