

**COMPANIES ACT 2006
SPECIAL RESOLUTION**

**Company number: 02597360
Company name: BMW (UK) TRUSTEES LIMITED**

At an Extraordinary General Meeting of the above mentioned Company held on 24 June 2016, the following special resolution was agreed and passed by the members

Resolution

The wording of Article 4 shall be deleted and replaced with the following

"4 One half of the total number of Members will be 'E' Members and the remaining half will be 'M' Members Those subscribers to the Memorandum of Association with an 'E' placed opposite their name are 'E' Members and those with an 'M' placed opposite their name are 'M' Members In exercising their power under Article 3 to admit persons to Membership of the Company the Directors will ensure that this equality in number of 'E' Members and 'M' Members is maintained No person will be admitted as an 'E' Member without the consent of a majority of the 'E' Members and no person will be admitted as an 'M' Member without the consent of a majority of the 'M' Members Only members of the BMW (UK) Operations Pension Scheme who are either currently accruing pensionable service under that Scheme, or in receipt of a pension arising from pensionable service under that Scheme (a "pensioner member") will be eligible to be 'E' Members "

The wording of Article 6 (b) shall be deleted and replaced with the following

"6 (b) if he is an 'E' Member, upon his ceasing to be a member of the BMW (UK) Operations Pension Scheme who is currently accruing pensionable service under that Scheme, unless he then retires and becomes a pensioner member "

The wording of Article 9 shall be deleted and replaced with the following

"9 No business will be transacted at any General Meeting unless a quorum of Members is present at the time Six Members present in person will be a quorum but so that such quorum will include three persons being 'E' Members and three persons being 'M' Members "

The wording of Article 14 shall be deleted and replaced with the following

"14 The number of Directors will not be less than eight nor more than twelve and the first Directors will be the subscribers to the Memorandum of Association "

The wording of Article 21 shall be deleted and replaced with the following

"21 No business will be transacted at any Directors' meeting unless a quorum of Directors is present at the time Six Directors present in person will be a quorum, but so that such quorum will include three Directors who are 'E' Members and three Directors who are 'M' Members "

Article 23 shall be deleted in its entirety and Articles 24 to 26 renumbered accordingly



K Craddock
SECRETARY
Dated 6 July 2016

TUESDAY



A15 *A5B22M75* #69
12/07/2016
COMPANIES HOUSE