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**COMPANIES ACT 2006  
SPECIAL RESOLUTION**

**COMPANY NUMBER: 02597360**

**COMPANY NAME: BMW (UK) TRUSTEES LIMITED**

On the 17<sup>th</sup> day of April 2020 the following Special Resolution was agreed and passed by the members:

**THAT**, the articles of association of the company are amended as follows:

Article 1.1 is amended by the insertion of a new definition after the definition of Eligible Director:

***"Emergency Event means an event, of such duration as is determined by the Directors, which is beyond the reasonable control of the Company and which is disruptive to the running, management, administration or other operation of the Company. Such events include (but are not limited to) any act of God, act of government or state, war, act of terrorism, civil commotion, insurrection, pandemic or international or domestic restriction on movement or normal operation of business."***

Article 5.1 is deleted and replaced with the following wording:

***"5.1 The number of Directors will not be less than eight nor more than twelve and the first Directors were the Subscribers to the Company's Memorandum of Association. For the duration of any Emergency Event, the number of Directors shall be reduced to such number of Directors as are able to act in that capacity subject to a minimum number of four. The provisions of the rest of this Article 5 shall apply during any Emergency Event."***

Article 13.2 is deleted and replaced with the following wording:

***"13.2 The quorum for the transaction of business at any meeting of the Directors' shall: be at least six Directors; and***

***include at least three MNT Directors and at least three CNT Directors.***

***For the duration of any Emergency Event, the quorum shall be at least two Directors, to include at least one MNT Director and at least one CNT Director."***

Signed:



**K CRADDOCK**  
Company Secretary  
21 April 2020

