

Company Number: 02764964
A PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF

Industrial Friction Services Limited (the "Company")

Circulated on 28 May 2019 (the "Circulation Date")

The director of the Company propose that the following resolutions (the "Resolutions") be passed as written resolutions of the Company under Chapter 2 of Part 13 of the Companies Act 2006. The Resolutions are proposed as special resolutions. Please read the notes at the end of this document before signifying your agreement to the Resolutions.

SPECIAL RESOLUTIONS

1. THAT the Company reduce its share capital using the solvency statement procedure available to the Company under section 641(1)(a) of the Companies Act 2006 by reducing the share capital of the Company of £150,000 divided into 150,000 ordinary shares of £1.00, each fully paid, to £1 divided into 1 ordinary share of £1, each fully paid, by the cancellation of the paid up share capital to the extent of £1 per share upon each of the £150,000 ordinary shares which are in issue and are fully paid up (the "Capital Reduction").
2. THAT the directors of the Company be and are hereby authorised to take all steps necessary or desirable to implement the Capital Reduction.
3. THAT the requisite entries be made in the Company's statutory records and accounts upon the registration of the Capital Reduction sanctioned pursuant to the first resolutions above and the amount by which the share capital is so reduced be credited to a reserve of the Company.

AGREEMENT

The undersigned, being all the members of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree that the Resolutions be passed as written resolutions of the Company, and that the Resolutions shall take effect as special resolutions, and confirm receipt of a copy of the director's solvency statement (the "Solvency Statement") made pursuant to section 643 of the Companies Act 2006 at or before the date hereof, as required by section 642(2) of the Companies Act 2006.

Please note that the Resolutions must be approved not later than 15 days after the date of the Solvency Statement in order for the Capital Reduction to be valid.

TUESDAY



A87DD6MA
A08 11/06/2019 #161
COMPANIES HOUSE

Alliance Automotive UK Limited

Represented by

A handwritten signature in black ink, appearing to read 'J. Coombes', written in a cursive style.

John Coombes

Director

Date

NOTES:

1. If you wish to agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated.
2. If you do not agree to the Resolutions you need not do anything. You will not be deemed to agree if you fail to respond.
3. Once you have indicated your agreement to the Resolutions you may not revoke your agreement.
4. Unless by the end of the period of 28 days beginning with the circulation date set out above sufficient agreement has been received for the Resolutions to be passed it will lapse.
5. If you are signing this document on behalf of another person under a power of attorney or other authority, please provide a copy of such power or authority when returning this document.