

Company number: 5384316

SATURDAY



THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

- of -

McLAREN CONSTRUCTION GROUP PLC (the "Company")

14 December 2012 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution (the "Resolution").

SPECIAL RESOLUTION

That the existing Article 4(C)(i) of the Articles of Association of the Company be deleted and replaced with the following new Article 4(C)(i):

"As to income, in priority to the payment of any dividend or other distribution to the holders of the ordinary shares, a fixed non-cumulative preferential dividend of 0.01% of the par value of the Redeemable Shares in issue as at the end of each relevant financial year out of the profits of the Company available for distribution;"

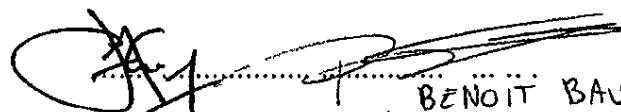
AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, being a member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

Signed

Name:


BENOIT BAUDUIN
DAMIEN CREAN (PRINT NAME)

For and on behalf of: McLAREN S.A.

Date:

14th December 2012

NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods.

- (a) by hand: delivering the signed copy to John Bailey at McLaren House, 100 Kings Road, Brentwood, Essex CH14 4EA

(b) **by post:** returning the signed copy by post to John Bailey at McLaren House, 100 Kings Road, Brentwood, Essex CH14 4EA.

(c) **by email** by attaching a scanned copy of the signed document to an email and sending it to John Bailey at John.Bailey@mclarengroup.com Please enter "Written resolutions" in the email subject box.

If you do not agree to the Resolution, you do not need to do anything, you will not be deemed to agree if you fail to reply.

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us on or before this date.

4. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document