

No. 6252749

THE COMPANIES ACT 2006

**WRITTEN RESOLUTION
of
ACROMAS MID CO LIMITED**

Circulation Date 11 June 2013

SPECIAL RESOLUTION

We, being the sole member of the Company who at the circulation date of this resolution is entitled to attend and vote at a general meeting of the Company, **RESOLVE**, in accordance with Chapter 2 Part 13 of the Companies Act 2006, to pass as a written resolution the following resolution as a special resolution

THAT any director of the Company shall be authorised for the purposes of section 175 of the Companies Act 2006 (the "**2006 Act**") to act or continue to act as a director of the Company notwithstanding any actual or potential conflicts of his interests arising from the reorganisation and refinancing of the Acromas group (including the whole business securitisation in relation to the AA companies in the Acromas group) as described in the Project Acorn PwC steps paper dated 5 June 2013 or by any document to which the Company is a party, and

THAT any director of the Company shall be authorised for the purposes of section 175 of the 2006 Act to act or continue to act as a director of the Company notwithstanding that at the time of his appointment or subsequently he also

- (a) holds office as a director of any other group company,
- (b) holds any other office or employment with any other group company,
- (c) participates in any scheme, transaction or arrangement for the benefit of the employees or former employees of the Company or any other group company (including any pension fund or retirement, death or disability scheme or other bonus or employee benefit scheme), or
- (d) is interested directly or indirectly in any shares in, debentures in (or any rights to acquire shares or debentures) or guarantees of the Company or any other group company



Date 11 June 2013

THURSDAY



A19 *A2AXX6ZS* 20/06/2013 #142
COMPANIES HOUSE

NOTES:

1. The sole member can signify its agreement to the resolution by signing the resolution and by either delivering a copy of the signed resolution to the Company Secretary by hand or by sending a copy of the signed resolution in hard copy form by post to the Company Secretary by fax to 01303 776 676 or by email to virki.haynes@saga.co.uk. The sole member can also signify agreement to the resolution by sending an email from its email address held by the company for such purposes to Virki Haynes at Virki.haynes@saga.co.uk identifying the resolution and indicating his agreement to such resolution.
2. The resolution must be passed by 11 June 2013. If the resolution is not passed by such date it will lapse. The agreement of a member to this resolution is ineffective if signified after this date.