

**Company no. 06632596**

**The Companies Act 2006**  
**Private company limited by shares**  
**Written resolutions**  
**of**  
**Leasedrive Group Limited**

**29 March 2010 (the "Circulation Date")**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of Leasedrive Group Limited (the "**Company**") propose that resolution 1 below be passed as an ordinary resolution and resolutions 2 and 3 be passed as special resolutions together the "**Resolutions**")

**Ordinary Resolution:**

- 1 **That** the directors of the Company be and they are unconditionally authorised pursuant to Section 551, Companies Act 2006 to exercise all powers of the Company to allot, or to grant any right to subscribe for or to convert any security into, shares in the Company up to a maximum nominal amount of £990 (including the aggregate issued share capital of the Company) This authority shall expire on the date 5 years after the passing of this resolution unless previously revoked, varied or extended save that the directors may, notwithstanding such expiry, allot any shares or grant any right to subscribe for, or to convert any security into, shares in pursuance of an offer or agreement to do so made by the Company before this authority expires

**Special Resolutions:**

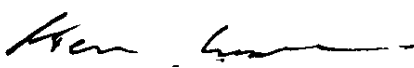


- 2      **That** article 2 of the Company's articles of association be deleted in its entirety, and
- 3      **That** any limit on the maximum amount of shares that may be allotted by the Company which is imposed by the amount of the Company's authorised share capital that was in force immediately before 1 October 2009 be revoked

**Important:**

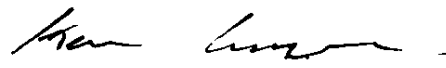
**Please read the notes at the end of this document before signifying your agreement to the Special Resolutions.**

The undersigned, being persons entitled to vote on the Special Resolutions on the Circulation Date (*see Note 4*), hereby irrevocably agree to the Special Resolutions

  
duly authorised signatory  
for and on behalf of  
Lloyds TSB Development Capital Limited

Number of Ordinary-A shares      **20,625**

Date      **29/3/10**

  
duly authorised signatory  
for and on behalf of  
OBS Co-Investment Plan 2008

Number of Ordinary-B shares      **4,375**

Date      **29/3/10**

Signed 

Name    David Bird

Number of	Ordinary-C shares	3,585
	Ordinary-D shares	1,751
	Preference shares	17,129

Date 29/3/10

Signed 

Name Sean Farrell

Number of	Ordinary-C shares	242
	Ordinary-D shares	253
	Preference shares	6,797

Date 29/3/10

Signed 

Name Roderick Graham

Number of	Ordinary-C shares	3,585
	Ordinary-D shares	1,751
	Preference shares	17,129

Date 29/3/10

Signed 

Name Roger Partridge

Number of	Ordinary-C shares	6,963
	Ordinary-D shares	3,400
	Preference shares	162,718

Date 29/3/10

Signed 

Name Joe Howick

Number of	Ordinary-D shares	495
	Preference shares	6,797

Date 29/3/10

Signed 

Name Peter Opperman

Number of Ordinary-D shares 1,052

Date 29/3/10

## Notes

- 4 You can choose to agree to both of the Resolutions or neither of them but you cannot agree to only some of them. If you agree to both of the Resolutions, 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
- By hand (by delivering the signed copy to Osborne Clarke, Apex Plaza, Forbury Road, Reading RG1 1AX marked for the attention of Caroline Drummond)
  - By post (by returning the signed copy to Osborne Clarke, Apex Plaza, Forbury Road, Reading RG1 1AX marked for the attention of Caroline Drummond)
- 5 **The Resolutions will lapse if sufficient votes in favour of them have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one)** Unless you do not wish to vote on the Resolutions, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against both of the Resolutions
- 6 Once you have signified your agreement to the resolutions such agreement cannot be revoked
- 7 In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s)
- 8 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