

Company Number: 06632596

**WRITTEN RESOLUTION**

of

**LEASEDRIVE GROUP LIMITED (the "Company")**

*26 January* 2018 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution (the "**Resolution**"):

**SPECIAL RESOLUTION**

**THAT:**

- for cancellation*
- (a) the issued share capital of the Company be reduced by £85,216 by cancelling 47,852 preference shares of £1.00 each, 20,625 A ordinary shares of £0.50 each, 4,375 B ordinary shares of £0.50 each, 7,412 C ordinary shares of £1 each, 5,302 D ordinary shares of £1 each, 1,936 E ordinary shares of £1 each and 10,214 F ordinary shares of £1 each so that the Company's nominal share capital following such capital reduction will be £1.00 comprising one F ordinary share of £1.00 and the reserve arising therefrom be treated as a realised profit available for distribution to members of the Company;
  - (b) the share premium account of £24,438.42062 of the Company be cancelled and the amount so cancelled be credited to a reserve available for distribution to members of the Company;
  - (c) the capital redemption reserve of £173,125 of the Company be cancelled and the amount so cancelled be credited to a reserve available for distribution to members of the Company; and
  - (d) accordingly the memorandum of association of the Company be amended so that the existing words at paragraph 5 be treated as deleted and the following wording inserted in their place: "*The Company's share capital is £1.00 comprising one F ordinary share of £1.00*".

**2 AGREEMENT**

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

The undersigned, being the sole person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

**Name of Shareholder**

Zenith Acquisitionco 2 Limited

**Signature & date**

*[Signature]*  
Date: *26 January* 2018

TUESDAY



\*L6YPKZCY\*

LD2

30/01/2018

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COMPANIES HOUSE

30-7715/1/EUROPE

STEP 7A (Step 30 in the Steps Plan)

**NOTES**

- 1 If you agree to the Resolution please indicate your agreement by signing and dating this document where indicated opposite your name above and returning it to the Company using one of the following methods:
  - (a) **By Hand:** delivering the signed copy to Patrick Rawnsley at Number One, Great Exhibition Way, Kirkstall Forge, Leeds LS5 3BF.
  - (b) **Post:** returning the signed copy by post to Patrick Rawnsley at Zenith, Number One, Great Exhibition Way, Kirkstall Forge, Leeds LS5 3BF.
  - (c) **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Patrick.Rawnsley@zenith.co.uk. Please enter "**Reduction Written Resolution**" in the e-mail 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 for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 5 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.