

Company Number 6718623

Print of Written Resolution for Filing

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF
THE MEMBERS



-of-

NORTON MOTORCYCLES (UK) LIMITED
(the "Company")

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions were agreed to and duly passed on **18 AUGUST** 2011 as written resolutions of the Company, having effect as, as the case may be, special or ordinary resolutions

SPECIAL RESOLUTIONS

- 1 That the Articles of Association of the Company be and they are hereby altered by adding the following as Article 13 3

"Notwithstanding any other provision of these Articles of Association, the directors may not at any time decline to register or delay in registering any transfer of any share (i) to Santander UK plc or any of its subsidiaries from time to time by way of security (a "**Permitted Transferee**") or (ii) by a Permitted Transferee to any person who receives any of such shares as a result of any enforcement (whether in whole or in part) of any security referred to in (i)"

ORDINARY RESOLUTION

- 2 That notwithstanding any personal interest (including without limitation the interest of Mr Garner as a director of the Company, Norton Motorcycle Holdings Limited and Norton Racing Limited and as a personal guarantor to the Bank of the Company), the board of directors of the Company be and it is hereby specifically authorised, empowered and directed in the name of and on behalf of the Company to authorise the execution and delivery of
 - A a facility letter between the Company and Santander UK plc (the "**Bank**") whereby the Bank would offer to make a facility of up to £625,000 available to the Company,
 - B a guarantee (the "**Guarantee**") by the Company, Norton Motorcycle Holdings Limited and Norton Racing Limited in respect of all of each other's obligations to the Bank,

- C a debenture (the "**Debenture**") by the Company over all of its property, assets and undertaking, present and future, the Debenture to be issued to Santander UK plc as security trustee (the "**Security Trustee**") for the Bank and its subsidiaries for the time being (each a "**Santander Group Member**") by way of security for all of its obligations to any of the Santander Group Members, and
- D a deed of priority (the "**Deed of Priority**") by the Company with the Security Trustee and Mr Stephen Murray and the trustees of M SIPP to regulate the priority of security granted by the Company

A handwritten signature in black ink, appearing to be 'Stephen Murray', written over a horizontal line.

Director/Secretary

NORTON MOTORCYCLES (UK) LIMITED

(Company Number 6718623)

(the "Company")

WRITTEN RESOLUTIONS

Circulation Date: 18 August

2011

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COMPANIES HOUSE

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Pursuant to Chapter 2 of Part 13 Companies Act 2006, the directors of the Company propose that the following resolutions be passed as written resolutions of the Company having effect as, as the case may be, special or ordinary resolutions (the "**Resolutions**")

SPECIAL RESOLUTIONS

- 1 That the Articles of Association of the Company be and they are hereby altered by adding the following as Article 13.3

"Notwithstanding any other provision of these Articles of Association, the directors may not at any time decline to register or delay in registering any transfer of any share (i) to Santander UK plc or any of its subsidiaries from time to time by way of security (a "**Permitted Transferee**") or (ii) by a Permitted Transferee to any person who receives any of such shares as a result of any enforcement (whether in whole or in part) of any security referred to in (i)"

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AGREEMENT

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

The undersigned, each being an eligible member of the Company entitled to vote on the Resolutions on the circulation date specified above, hereby irrevocably agree to the Resolutions.

Signed  Name Stuart Garner for and on behalf of Norton Motorcycle Holdings Limited

Dated 18 AUGUST 2011

NOTES

- 1 If you agree with the Resolutions, please indicate your agreement to them by signing and dating this document where indicated above, and return it to the Company. If you do not agree with the Resolutions, you do not need to do anything as by failing to reply to this document, you will not be deemed to have agreed with the Resolutions.
- 2 Once you have indicated your agreement to the Resolutions, you may not change your mind and revoke your agreement.
- 3 In order for the Resolutions to be passed, sufficient agreement must have been received by the Company within 28 days from the above Circulation Date. If sufficient agreement has not been received by that date then the Resolutions will lapse. If you do agree with the Resolutions, please return this document to the Company as quickly as possible and do ensure your agreement reaches us within 28 days of the above Circulation 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 names of the joint holders appear in the register of members.
- 5 If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.
- 6 The directors confirm that a copy of the Resolutions have been sent to the auditors of the Company in accordance with Chapter 2 of Part 13 Companies Act 2006.