

THE COMPANIES ACT 2006
RESOLUTION IN WRITING
OF
NORTON MOTORCYCLES (UK) LIMITED
(Company Number 06718623)

Circulated to the members of the Company on 10th July 2013 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the undersigned being the members who at the date of this written resolution are entitled to attend and vote at general meetings of the Company **HEREBY RESOLVE** that the following resolution be passed as a special resolution of the Company (the "**Resolutions**") and agree that the said resolution shall for all purposes be as valid and binding and effective as if the same had been passed at a general meeting of the Company duly convened and held

SPECIAL RESOLUTION

That the Articles of Association of the Company be amended by adding the following new Article 13 4

"13 4 Notwithstanding anything to the contrary contained in these articles of association or Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended)

13 4 1 no shareholder approval will be required and the directors shall not decline to register any transfer of shares where such transfer is executed by or in favour of any person to whom such shares have been charged, mortgaged or there is otherwise a security interest created over the same in favour of any person (or by or in favour of any nominee of such person) or any third party purchasing such shares in relation to an enforcement of such charge, mortgage or security interest (a "**Relevant Third Party**") nor may the directors suspend registration of any member which is a person (or nominee thereof) to whom such shares have been charged, mortgaged or there is otherwise a security interest created over the same or a Relevant Third Party A certificate by the holder of the relevant security interest (or an official thereof) that the relevant shares are charged, mortgaged or there is otherwise a security interest created over the same shall be conclusive evidence of that fact, and

13 4 2 the provisions of Regulations 8 to 11 of Table A (*Lien*) and articles 3 1 shall not apply to any shares where such shares are held by or in favour of any person to whom such shares have been charged, mortgaged or there is otherwise a security interest created over the same (or by or in favour of any nominee of such person) or a Relevant Third Party "

THURSDAY



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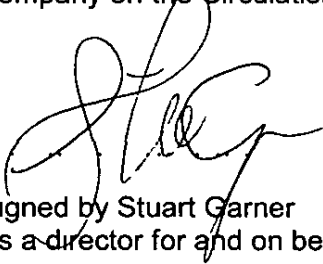
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AGREEMENT

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

The undersigned, being the person entitled to vote on the above Resolutions of the Company on the Circulation Date, hereby irrevocably agrees to the Resolutions

A handwritten signature in black ink, appearing to be 'Stuart Garner', written over the printed name.

Signed by Stuart Garner
As a director for and on behalf of Norton Motorcycle Holdings Limited

Date 10-7-13

NOTES

- 1 If you agree with the Resolutions, please sign and date this document and return it to the Company using one of the following methods
 - **By hand** delivering the signed copy to the Company Secretary, Norton Motorcycles (UK) Limited, Gate 21 Donington Park, Castle Donington, Derby, DE74 2RP
 - **Post** returning the signed copy by post to the Company Secretary, Norton Motorcycles (UK) Limited, Gate 21 Donington Park, Castle Donington, Derby, DE74 2RP

If you do not agree with the Resolutions, 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 Resolutions, you may not revoke your agreement
- 3 The Resolutions set out above will lapse if the required majority of eligible members have not signified their agreement to it by the end of the period of 28 days beginning with the Circulation Date. If you agree to the Resolutions, please ensure that your agreement reaches us before that 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