

G S International Trucks Limited
(the "Company")

Company No
06865902

Passed
27 May 2014

FRIDAY



The Companies Acts 2006

At a general meeting of the above-named Company duly convened and held at Barnfields Road, Barnfields Industrial Estate, Leek, Staffs, ST13 5QG, United Kingdom on Tuesday 27 May 2014 at 12 00 noon the following resolutions were duly passed as special resolutions

Special Resolutions

- 1 That the authorised share capital of the company shall be dispensed with
- 2 That the directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire 5 years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority, namely by the creation of new share classes Ordinary-A and Ordinary-B. Each share class shall rank Pari Passu and have attached to them full voting, dividend and capital distribution (including on winding up) rights, they do not confer any rights of redemption
- 3 That 850 issued Ordinary shares of £1 00 each in the capital of the Company be re-designated into 850 Ordinary-A shares of £1 00 as detailed below such £1 00 Ordinary-A shares shall have the rights and restrictions as set out in the attached document entitled article 5 which, for the purpose of identification, has been signed by the chairman

Number of Shares	Registered in the Name of
850	Guido Schoop

- 4 That 150 issued Ordinary shares of £1 00 each in the capital of the Company be re-designated into 150 Ordinary-B shares of £1 00 as detailed below such £1 00 Ordinary-B shares shall have the rights and restrictions as set out in the attached document entitled article 5 which, for the purpose of identification, has been signed by the chairman

Number of Shares	Registered in the Name of
150	Nicola Clare Podmore

- 5 That the memorandum of association of the Company be amended by inserting therein the attached new article 5 as article 5 which, for the purpose of identification, has been signed by the chairman

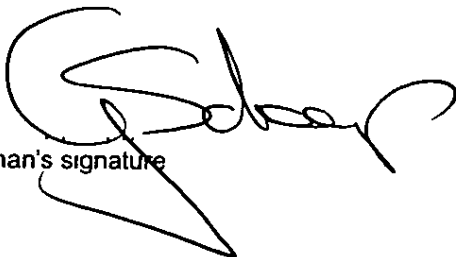

Chairman

29/5/14
Date

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION OF
G S INTERNATIONAL TRUCKS LIMITED
(Company no. 06865902)

- 5 As at the special resolution passed on 27 May 2014 and in association with Companies Act 2006, the **authorised** share capital of the company shall be removed

The current share capital of the company of £1,000 shall then be divided into 850 Ordinary-A shares of £1 each and 150 Ordinary-B shares of £1 each. Each share class shall rank *pari passu* and have attached to them full voting, dividend and capital distribution (including on winding up) rights, they do not confer any rights of redemption

X 
Chairman's signature