

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
TELETRAC LIMITED (THE "COMPANY")
(Registered Number 07267676)

WEDNESDAY



LD1 "L2HN2BZ4" #13
25/09/2013
COMPANIES HOUSE

WRITTEN RESOLUTION

(Circulation Date: 25 September 2013)

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

SPECIAL RESOLUTION

That the amount of US\$60,673,120 standing to the credit of the Company's share premium account be and is hereby reduced to zero and the amount of the reduction, namely US\$60,673,120, be credited to the profit and loss account of the Company

AGREEMENT

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

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

Signature

Date 25 September 2013

Authorised signatory for and on behalf of **Teletrac Holdings (Cayman) Ltd**

Notes

- 1 The Resolution has been sent to all eligible members who were entitled to vote on the Resolution on the circulation date. Only such eligible members (or persons duly authorised on their behalf) should sign the Resolution
- 2 If you agree with the Resolution, please signify your agreement by signing and dating this document where indicated above and deliver it to the Company using one of the following methods
 - **By Hand:** delivering the signed copy to Jude Layas, Addleshaw Goddard LLP, Milton Gate, 60 Chiswell Street, London EC1Y 4AG
 - **Post:** returning the signed copy by post to Jude Layas, Addleshaw Goddard LLP, Milton Gate, 60 Chiswell Street, London EC1Y 4AG
- 3 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,
- 4 Once you have signified your agreement to the Resolution, you may not revoke your agreement
- 5 Unless, by 22 October 2013, sufficient agreement has been received by the company for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that you signify your agreement and deliver it to the Company before this date
- 6 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 of the Company
- 7 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