

Company Number: 07459903

The Companies Act 2006
Company Limited by Shares
Written Resolution
of
Avid Electric Vehicles Limited
(the Company)

THURSDAY



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we the undersigned, being the sole eligible member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolution (the **Resolution**) as a written resolution and agree that the Resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting duly convened and held

Special Resolution

- 1 That the articles of association of the Company be and are hereby amended by
 - 1 1 the deletion of article 7(2) and the addition of the following new article 7(2)

"(2) If the company only has one director for the time being, the general rule does not apply, and the director may (for so long as he remains the sole director) take decisions without regard to any of the provisions of the articles relating to directors' decision-making"
 - 1 2 the addition of the following new article 26(6)

"(6) Notwithstanding any other provision of these Articles or any agreement made between the company and all or any of its members, the directors (or director if there is only one) or members may not decline to register any transfer of shares in the company nor suspend registration of any such shares (and a holder of shares in the company is not required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders before any transfer may take place) where in any such case the transfer is or is to be
 - (a) executed as transferor by NVM Private Equity LLP or any successor security trustee (the **Security Trustee**) for holders from time to time of the 10% secured loan stock of Avid Technology Group Limited (CN 06846533) where such shares have been mortgaged, charged or pledged by way of security to the Security Trustee and the transfer is executed pursuant to a power of sale under such security,*
 - (b) executed by a receiver or manager appointed by or on behalf of the Security Trustee under any such security, or*
 - (c) to the Security Trustee or as it may direct pursuant to any such security,**and a certificate signed by the Security Trustee that any such shares were so charged and the transfer was so executed shall be conclusive evidence of such facts"*

Agreement

The person named below, being the sole member of the Company entitled to vote on the above Resolution on *4 July* 2016 (the **Circulation Date**), hereby irrevocably agrees to the Resolution


a director, for and on behalf of Avid Technology Group Limited

Date *4 July* 2016

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- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
 - **By Hand** delivering the signed copy to Muckle LLP, Time Central, 32 Gallowgate, Newcastle upon Tyne, NE1 4BF
 - **Post** returning the signed copy by post to Muckle LLP, Time Central, 32 Gallowgate, Newcastle upon Tyne, NE1 4BF

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 The Resolution is proposed as a special resolution and will be passed once members representing 75% of the total voting rights of eligible members signify their agreement to it
 - 4 Unless, by the date 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or on this date
 - 5 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 Company's register of members
 - 6 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