

MCLAREN GROUP LIMITED

(the "**Company**")

SATURDAY



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13/08/2022

#312

COMPANIES HOUSE

ORDINARY SHAREHOLDERS CONSENT NOTICE

14 JULY 2022

Capitalised terms used but not otherwise defined in this Super Majority Consent shall have the same meanings given to such terms in the amended and restated shareholders' agreement dated 3 August 2021 between the Company and its shareholders (the "**Shareholders' Agreement**").

SUPER MAJORITY MATTERS

Pursuant to the shareholder information pack appended to this notice (the "**Shareholder Information Pack**"), it is proposed that the Company take the necessary actions to effect:

- (a) the provision of equity financing by way of the issuance of a new class of convertible preference shares in the Company to certain investors and the subsequent issuance of shares in McLaren Holdings Limited in order to enable the financing to be used by the McLaren Automotive group (the "**Equity Financing**"); and
- (b) the adoption of amended articles of association of the Company covering the terms of the Equity Financing as included in the Shareholder Information Pack (the "**New Articles**") in substitution for, and to the exclusion of, the Company's existing articles of association.

The Equity Financing and adoption of the New Articles, further details of which are provided in the Shareholder Information Pack (the "**Super Majority Matters**"), require the consent of a Super Majority of the Ordinary Shareholders pursuant to clause 7.1 and paragraphs 1 and 3 of Part 1 of Schedule 4 of the Shareholders' Agreement, which shall be obtained with the consent of Shareholders holding in aggregate not less than 75 per cent of the Ordinary Shares.

We, the undersigned Shareholders constituting a Super Majority, irrevocably consent to the Super Majority Matters pursuant to clause 7.1 and paragraphs 1 and 3 of Part 1 of Schedule 4 of the Shareholders' Agreement.

ORDINARY RESOLUTION

Pursuant to the Shareholder Information Pack, it is also proposed that in accordance with section 551 of the Companies Act 2006 (the "**Act**"), the directors of the Company be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £12,500 provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years after (but including) the date on which this resolution is passed.

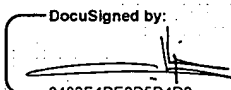
This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

We, the undersigned Shareholders constituting a simple majority of the holders of the Ordinary Shares entitled to vote on this resolution, hereby irrevocably consent to the passing of this ordinary resolution by way of written resolution, in accordance with Chapter 2 Part 13 of the Act.

SPECIAL RESOLUTION

Subject to the passing of the ordinary resolution above and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of

the Act) pursuant to the authority conferred by the above ordinary resolution, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £12,500 and provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years after (but including) the date on which this resolution is passed.

DocuSigned by:

8483F4DE9D5D4D9

Signed by Khaled Alromaihi

For and on behalf of

BAHRAIN MUMTALAKAT HOLDING COMPANY B.S.C.(c)

Signed by _____

For and on behalf of

TAG AUTOMOTIVE LIMITED

Signed by _____

For and on behalf of

NIDALA (BVI) LIMITED

Signed by _____

For and on behalf of

FAVORITA LIMITED

Signed by _____


For and on behalf of

PERLMAN INVESTMENTS LIMITED

Signed by _____

For and on behalf of

BAHRAIN MUMTALAKAT HOLDING COMPANY B.S.C.(c)

 _____

Signed by _____

For and on behalf of

TAG AUTOMOTIVE LIMITED

Signed by _____

For and on behalf of

NIDALA (BVI) LIMITED

Signed by _____

For and on behalf of

FAVORITA LIMITED

Signed by _____

For and on behalf of⁺

PERLMAN INVESTMENTS LIMITED

Signed by _____

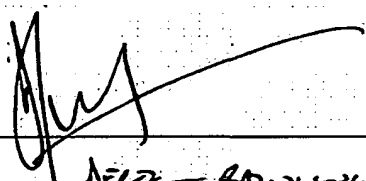
For and on behalf of

BAHRAIN MUMTALAKAT HOLDING COMPANY B.S.C.(c)

Signed by _____

For and on behalf of

TAG AUTOMOTIVE LIMITED

Signed by  _____

For and on behalf of

NIDALA (BVI) LIMITED

Signed by _____

For and on behalf of

FAVORITA LIMITED

Signed by _____

For and on behalf of

PERLMAN INVESTMENTS LIMITED

Signed by _____

For and on behalf of

BAHRAIN MUMTALAKAT HOLDING COMPANY B.S.C.(c)

Signed by _____

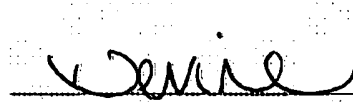

For and on behalf of

TAG AUTOMOTIVE LIMITED

Signed by _____

For and on behalf of

NIDALA (BVI) LIMITED

Signed by Nevine Al Manni

Robin Baird

For and on behalf of

FAVORITA LIMITED

Signed by _____

For and on behalf of

PERLMAN INVESTMENTS LIMITED

Signed by _____

For and on behalf of

BAHRAIN MUMTALAKAT HOLDING COMPANY B.S.C.(c)

Signed by _____

For and on behalf of

TAG AUTOMOTIVE LIMITED

Signed by _____

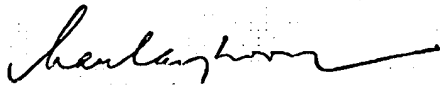
For and on behalf of

NIDALA (BVI) LIMITED

Signed by _____

For and on behalf of

FAVORITA LIMITED



Signed by Chan Lay Hoon

For and on behalf of

PERLMAN INVESTMENTS LIMITED

Signed by _____

For and on behalf of

MCKAL HOLDINGS LIMITED



Signed by its Authorised Signatory

For and on behalf of

~~ACANITT LIMITED~~

ALTITUDE HOLDINGS RSC LIMITED

Shareholder Information Pack

Signed McLaren Group Limited Board Minutes, including Appendices from 8 July 2022

NOTES

1. If you agree to the resolutions, 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 McLaren Group Limited, McLaren Technology Centre, Chertsey Road, Woking, Surrey, GU21 4YH.
- Post: returning the signed copy by post to McLaren Group Limited, McLaren Technology Centre, Chertsey Road, Woking, Surrey, GU21 4YH.
- Email: by attaching a scanned copy of the signed document to an email and sending it to tim.murnane@mclaren.com. Please enter "Written resolutions dated 14 July 2022" in the email subject box.

If you do not agree to 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. Unless, by 28 days beginning with the Circulation Date, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this 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.