

Company No: NI010781

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Guthrie & Anderson Limited (the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions.

SPECIAL RESOLUTIONS

"THAT the existing articles of association of the Company are amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's existing articles of association."

"THAT the articles of association set out in the document attached to these resolutions be and are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company."

Circulation Date: 19 February 2021

AGREEMENT

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

We, the undersigned, being persons entitled to vote on the above resolution, irrevocably agree to such resolution:

Name of Shareholder

Signature

Date of Signature

Balmoral Motors Limited

M. D. R. h
.....

19 February 2021

Attachments:

New Articles of Association



NOTES

1. Shareholder(s) who wish to agree to such resolution should signify their agreement in one of the following ways:
 - Sign and return this document to Guthrie & Anderson Limited, marked for the attention of the Company Secretary; or
 - If sent via DocuSign, electronically sign and click "Finish" to return this document to the Company via the platform; or
 - E-mail the company at philkenney@lookers.co.uk attaching a scanned copy of the signed document to an email containing the subject "Written resolutions dated 16 February 2021"

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. If sufficient agreement is not received within 28 days of the Circulation Date then this resolution will lapse and shareholders will not be able to indicate agreement after that date. If you agree to the resolution, please ensure your agreement reaches us before that date.
3. Once you have indicated your agreement to the resolution, you may not revoke your agreement.
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.