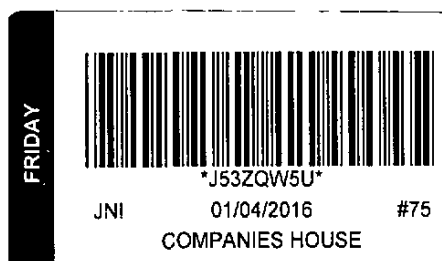


The Insolvency (NI) Order 1989

IRISH AUTO TRADER LIMITED
("the Company")

Company No. NI029022
Registered in Northern Ireland



The following written resolutions of the sole member of IRISH AUTO TRADER LIMITED were passed on 24 MARCH 2016.

Special Resolutions

- 1 **'THAT** the Company be wound up voluntarily pursuant to Article 70 of the Insolvency (Northern Ireland) Order 1989.'
- 2 **'THAT**, in accordance with the provisions of the Company's articles of association, the Joint Liquidators be and are hereby authorised to:
 - Distribute to the members of the Company in specie the whole or any part of the assets of the Company.
 - Value any assets and determine how the distribution shall be carried out to the members.
 - Vest the whole or any part of the assets in trustees upon such trust for the benefit of the members as the Joint Liquidators so determine, but no member shall be compelled to accept any assets upon which there is a liability.'
- 3 **'THAT** pursuant to Article 140 of the Insolvency (Northern Ireland) Order 1989, the Joint Liquidators be authorised to exercise any of the powers specified in Part 1 of Schedule 2 to said Order.'

Ordinary Resolutions

- 4 **'THAT** Emma Cray of PricewaterhouseCoopers LLP, Benson House, 33 Wellington Street, Leeds, LS1 4JP and Stephen Cave of PricewaterhouseCoopers LLP, Waterfront Plaza, 8 Laganbank Road, Belfast, BT1 3LR, be and are hereby appointed Joint Liquidators of the Company for the purpose of such winding up, and act required or authorised under any enactment to be done by the Joint Liquidators is to be done by all or any one or more of the persons for the time being holding office.'
- 5 **'THAT** the Joint Liquidators' remuneration shall be fixed by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the winding up, including those falling outside their statutory duties undertaken at the request of members, within the terms of a previously agreed fee with PricewaterhouseCoopers LLP.'
- 6 **'THAT** the books and records of the Company be held by the sole member to the order of the Joint Liquidators, and may not be destroyed without the permission of the Liquidator which will not be forthcoming until twelve months after dissolution of the Company.'
- 7 **'THAT** the Certificate of Appointment of the Joint Liquidators together with the certificate copies of the resolutions passed herein, be signed by "for and on behalf of the sole member".'

Dated this day the 24 MARCH 2016

Sean Glithero
For and on behalf of the sole member