

Company Number: SC302937

THURSDAY



The Companies Act 2006
Company Limited by Shares
Written Resolution
of
Boydslaw 103 Limited
(Company)

Certified a true and correct copy
of the original document

Signed... Muckle W P

Muckle LLP
Newcastle upon Tyne

Date... 01.02.2010

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

Ordinary Resolution

1. THAT the Company, in good faith and for the benefit and in the best interests of the Company for the purpose of carrying on its business, enter into the arrangements (the "**Transaction**") to be effected under or pursuant to the following documents and perform its obligations and exercise its rights in relation to the Transaction:
 - 1.1 a facility agreement proposed to be entered into by (1) FCE Bank PLC; (2) Vertu Motors plc (**Vertu**); (3) Bristol Street First Investments Limited; (4) Vertu Motors (Property) Limited; (5) Motor Nation Car Hypermarkets Limited; (6) Dunfermline Autocentre Limited and (7) the Company;
 - 1.2 a letter of variation addressed to the Company from Barclays Bank PLC (**Bank**) regarding the treasury loan dated 28 September 2005;
 - 1.3 the accession agreement relating to the CAS cross guarantee between Vertu as agent and others in favour of the Bank;
 - 1.4 the accession agreement as an additional guarantor relating to the senior facilities agreement (**Facility Letter**) dated 28 February 2007, as amended 28 March 2009, 7 April 2008, 28 October 2008 and 26 February 2009 and as amended and restatement on 11 May 2009, amended on 7 July 2009 and as further amended from time to time; and
 - 1.5 the accession agreement relating to the master agreement dated 27 March 2007 between the Bank, Vertu as agent and others relating to a sterling composite accounting system

(together the above are known as **Documents**)

- 1.6 any documents, certificates and notices and other communications as may be required in connection with or as contemplated by the terms of the Documents.
2. That the directors be authorised to pass and to implement such resolutions as they think fit in connection with the Company's entry into the Transaction and the performance of its obligations and the exercise of its rights in relation to the Transaction, including as regards approval and execution and delivery of the Documents and all related matters.

Special Resolutions

3. That the articles of association be amended by renumbering the existing article 7 as 7.1 and inserting the following wording as a new article 7.2:

"Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:

- (a) is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "**Secured Institution**"); or
- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (c) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the Directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject to any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise."

4. That the articles of association be amended by renumbering the existing article 5 as 5.1 and inserting the following wording as a new article 5.2:

"Notwithstanding the above, the Company's lien shall not apply to shares which have been charged by way of security to a Secured Institution."

Circulation Date:

Agreement

The undersigned, who was entitled to vote on the above resolution on 29/1/ 2010, hereby irrevocably agree to the Resolution:

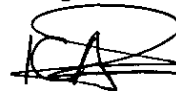
Date

Member

Signature

29/1/2010

Bristol Street First Investments
Limited



Notes

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions.
2. If you agree to all of 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 Nicola Loose at Muckle LLP, Time Central, 32 Gallowgate, Newcastle upon Tyne, NE1 4BF.
 - **Post:** returning the signed copy by post to Nicola Loose at 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.

3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless, by 28 days from 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.
7. A copy of this resolution was forwarded to the auditors of the Company on or before the date hereof.