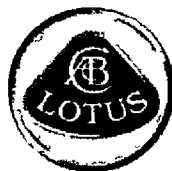


We hereby certify this to be a true copy of the original which has been seen by me

Dated this 25 day of March 2015

Trowers & Hamling

Trowers & Hamling LLP
3 Bunhill Row, London, EC1Y 8YZ



WRITTEN RESOLUTION

of

LOTUS CARS LIMITED

(the "Company")

pursuant to sections 288-300 of the Companies Act 2006

Company Number: 00895081

CR Number 10/2014

(Circulated on 17 February 2015⁵ (the "Circulation Date"))

We, the undersigned, being the sole eligible member of the Company for the time being entitled to receive notice of, attend and vote at general meetings of the Company, agree to pass the following ordinary and special resolution by way of written resolution and agree that the resolution set out at paragraph 1 below shall be deemed to take effect as a special resolution and that the resolution set out in paragraph 2 below shall be deemed to take effect as an ordinary resolution and the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

Special resolution

- 1 **That** the Articles of Association annexed hereto and marked "A" for the purposes of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association

Ordinary resolution

- 2 **That** the directors be authorised, generally and unconditionally, pursuant to section 551 of the 2006 Act to exercise any power of the Company to allot 2,173,700 redeemable non-voting preference shares of £1 each in the capital of the Company to Proton Holdings Berhad provided that this authority shall expire five years from the date on which this resolution is passed unless previously revoked, renewed or varied

save that the directors may, after this authorisation has expired, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority

Signed:

DAHA 

for and on behalf of
Group Lotus plc

Date

25 February 201⁵

NOTES

- 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, Post or fax (fax no 01953 60 8104) to Lotus Cars Limited, Potash Lane, Hethel, Norwich, Norfolk NR14 8EZ marked "For the attention of Company Secretary"

E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to lwrigglesworth@lotuscars.com Please enter "For the attention of Company Secretary" in the e-mail subject box

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 Unless, within 28 days from the Circulation Date, sufficient agreement has been received for the Resolution to be passed, they will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date
- 4 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