

Company no. 3821164

The Companies Act 2006

Private company limited by shares

Written resolution of Barloworld Finance Limited

28 February 2011 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of Barloworld Finance Limited (the "**Company**") propose that the resolution below is passed as a special resolution (the "**Special Resolution**")

Special Resolution

- 1 That, the issued share capital of the Company be and is hereby reduced from £2,000,000 divided into 2,000,000 ordinary shares of £1 each fully paid to £25,000 divided into 25,000 ordinary shares of £1 each fully paid by returning to the holders of the said shares paid up share capital of 1,975,000 ordinary shares of £1 per share (which have been issued and are fully paid up as at 5 00pm (London time) on 25 February 2011)

Important:

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

The undersigned, being a person entitled to vote on the resolution on the Circulation Date (see Note 4), hereby irrevocably agrees to the Special Resolution

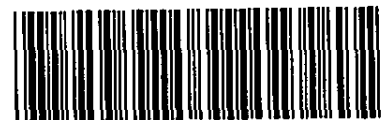


duly authorised signatory
for and on behalf of
Barloworld PLC

Number of ordinary shares 2,000,000

Date *28th February 2011*

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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 (by delivering the signed copy to Ground Floor, Statesman House, Stafferton Way, Maidenhead, Berkshire, SL6 1AD marked for the attention of Tricia Emery)
 - By post (by returning the signed copy to Ground Floor, Statesman House, Stafferton Way, Maidenhead, Berkshire, SL6 1AD marked for the attention of Tricia Emery)
- 2 Once you have signified your agreement to the resolutions such agreement cannot be revoked
- 3 In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s)
- 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 document
- 5 **The resolution will lapse if sufficient votes in favour of it have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one). In order to be effective sufficient votes to pass the resolution must have been cast within 15 days of the Circulation Date.** Unless you do not wish to vote on the resolution, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the resolution