

Company Number: 10338183

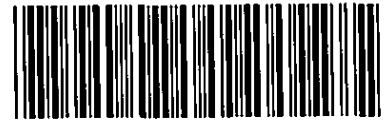
**PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION OF THE MEMBERS**

of

**HOFER POWERTRAIN PRODUCTS UK LTD. (the "Company")**

23/03/2017 2017 (the "Circulation Date")

THURSDAY



A17 \*A64RDT2P\* 20/04/2017 #151  
COMPANIES HOUSE

Pursuant to chapter 2 of part 13 of Companies Act 2006 (the "Act"), the following resolution (the "**Resolution**") is proposed by the directors as a special resolution. The Resolution is first circulated to the sole member on the Circulation Date.

**SPECIAL RESOLUTION**

1. THAT, in accordance with section 569 of the Companies Act 2006 (the "Act"), the directors be generally empowered to allot equity securities (as defined in section 560 of the Act) as if section 561(1) of the Act did not apply to any such allotment and as if any pre-emption rights set out in the Company's articles of association did not apply to any such allotments, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £98.00 and expire on the fifth anniversary of the Circulation Date (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

**AGREEMENT**

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

We, the undersigned, being the shareholders of the Company and entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Signed by



hofer powertrain International GmbH  
Gewerbepark 1  
A-4451 Garsten

hofer powertrain International GmbH  
Gewerbepark 1  
A-4451 Garsten  
Telefon: +43 7252 / 72150-0  
Telefax: +43 7252 / 72150-50  
E-Mail: kontakt@hofer-powertrain.at  
FAX: 044 10

Bankverbindung:  
Raiffeisenbank St. Ulrich  
BIC: RZOOAT2L543  
IBAN: AT74 3454 3000 0005 0153  
Internet: www.hofer.de

Geschäftsführer: Ing. Markus HOFER  
Firmenbuchgericht: Landesgericht Steyr  
FN 442678y  
ATU70410828  
UID-Nr.



#### **NOTES**

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to the Company.

You may not return the Resolution to the Company by any other method.

2. 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, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.