

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

New Holland Tractor (Company)

(Company Number 00766251)

30 November 2015

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

SPECIAL RESOLUTION

THAT the issued share capital of the Company be reduced from 6,084,100 ordinary shares of £1 each to 184,100 ordinary shares of £1 each by cancelling and extinguishing £5,900,000 of the issued ordinary shares of £1 each in the capital of the Company, each of which is fully paid up

AGREEMENT

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

The undersigned, a person entitled to vote on the Special Resolution on 30 November 2015 hereby irrevocably agrees to the Special Resolution

Signed by Colin Cantello

For and on behalf of **New Holland Holding Limited***

Date

30 November 2015

*100% shareholder of New Holland Tractor Limited

MONDAY



NOTES

1 If you agree with the Special 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

Simon McCarthy
Legal Department
Cranes Farm Road
Basildon
Essex
SS14 3AD

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

If you do not agree to the Special 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 Special Resolution, you may not revoke your agreement

3 Unless, by 31 December 2015, sufficient agreement has been received for the Special Resolution to pass, it will lapse If you agree to the Special Resolution, please ensure that your agreement reaches us before or during this date