

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

AUTOSMART HOLDINGS LIMITED (the "Company")

CIRCULATION DATE: 8 October 2010

WEDNESDAY



A16 *AV86607K* 13/10/2010 336
COMPANIES HOUSE

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 written resolution of the Company, having effect as a special resolution (the "Resolution")

SPECIAL RESOLUTION

IT IS RESOLVED

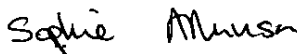
THAT the Company shall purchase 75,213 of its own ordinary B shares of £1 each off-market from Keelex 357 Limited ("Keelex") in the manner and upon the terms and for the consideration as set out in the Share Buy-Back Agreement between (1) Keelex and (2) the Company, intended to be made in the form annexed to this resolution (the "Share Buy-Back Agreement"), be and is hereby approved by the undersigned pursuant to Section 694(2) Companies Act 2006 and generally for all purposes

AGREEMENT

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

We, the undersigned, being the eligible members of the Company having the right to vote on the Resolution warrant that a draft copy of the Share Buy-Back Agreement between (1) Keelex 357 Limited, and (2) the Company, referred to in the Resolution was produced to us with the draft resolution and hereby resolve pursuant to the Companies Act 2006 that the special resolution set out above shall be passed and shall be deemed to be as effective as if it had been passed at a general meeting of the Company duly convened and held

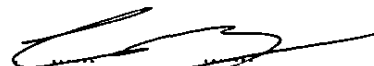
The undersigned, being the only eligible members entitled to vote on the Resolution on [8 October] 2010, hereby irrevocably agree to the Resolution -


Sophie Atkinson

8 October 2010
Date


Christopher Ashton

8 October 2010
Date


Christopher Brain

8TH OCTOBER 2010
Date

NOTES TO WRITTEN RESOLUTION

- 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** delivering the signed copy to the directors at the registered office of the Company, or
 - **Post** returning the signed copy by post to the directors at the registered office of the Company
- 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, by 26 October 2010, 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
- 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 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