

Registered Number: 0956104

Circulation Date:

PENDRAGON EXTRA LIMITED

(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

**SOLE MEMBER'S DECISION
PURSUANT TO CHAPTER 2, PART 13 OF
THE COMPANIES ACT 2006 (the "Act")**

Pursuant to Chapter 2, Part 13 of the Companies Act 2006, WE, being the sole member of the Company who would be regarded for the purposes of Chapter 2 of Part 13 of the Act as entitled to vote on the resolutions set out below, HEREBY PASS THE FOLLOWING RESOLUTION IN WRITING, and hereby irrevocably agree in accordance with section 288 of the Act that the said resolution shall for all purposes be valid and effective as if passed at a general meeting of the Company duly convened and held:

Special Resolution

IT WAS RESOLVED THAT the share capital of the Company be reduced by £9,249,999 from £9,250,000 to £1 and the amount by which the share capital is so reduced be repaid to the holders of those shares.

We, the undersigned, being the sole member entitled at the time the resolution was circulated to vote on the resolution, **HEREBY AGREE** to the resolutions being passed.

Signed.....*Richard Mabney*.....
For and on behalf of Charles Sidney Limited

Dated.....*28.11.*.....2018



GUIDANCE NOTES:-

1. If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it by using one of the following methods:-
 - **BY HAND:** by delivering the signed copy to:
Mr. Richard Maloney
Legal Department, Pendragon PLC
Loxley House
2 Oakwood Court
Little Oak Drive
Annesley
Nottingham
NG 15 ODR
 - **BY POST:** by delivering the signed copy to:
Mr. Richard Maloney
Legal Department, Pendragon PLC
Loxley House
2 Oakwood Court
Little Oak Drive
Annesley
Nottingham
NG 15 ODR
 - **BY FAX:** by faxing the signed copy to 01623 725013 marked "For the attention of Mr R Maloney"
 - **BY E-MAIL:** by attaching a scanned copy of the signed document to an e-mail and sending it to richard.maloney@pendragon.uk.com.
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 the date at the end of the 28-day period beginning on the circulation date of this resolution, sufficient agreement has been received for the resolutions to pass, they will lapse.
5. 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.