

WRITTEN RESOLUTION OF ARNOLD CLARK AUTOMOBILES LIMITED (Company)

Registered Number: SC036386

Registered Office: 134 Nithsdale Drive, Glasgow G41 2PP

Below is a copy of a resolution of the Company (**Resolution**). The Resolution was passed as a special resolution by way of written resolution on **1 April 2009** pursuant to Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTION

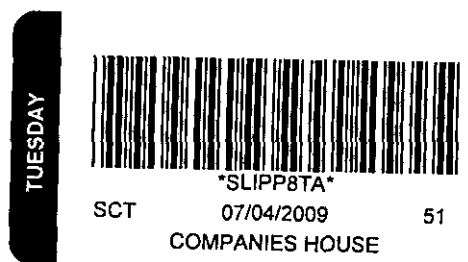
"That the regulations set forth in the printed document attached hereto be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all existing articles thereof."

.....*D Ferguson Kln*.....

Company Secretary

Date*02/04/2009*.....

Print Name*D F KERR*.....



THE COMPANIES ACTS 1985 and 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of
ARNOLD CLARK AUTOMOBILES LIMITED
(as adopted by Special Resolution dated 1 April 2009)

- 1 The regulations contained in Table A to the Companies Act 1985 as it relates to a private company limited by shares, as prescribed by the Companies (Tables A to F) Regulations 1985, amended by the Companies (Tables A to F) (Amendment) Regulations 1985, The Companies Act 1985 (Electronic Communications) Order 2000, the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (hereinafter referred to as "Table A") shall apply to and shall be the regulations of the Company save in so far as they are excluded or varied hereby or are inconsistent herewith.

- 2 The Articles numbered 24, 40 and 64 of Table A shall not apply to the Company, and the following Articles shall be modified:-

Article 8, so that the words "(not being a fully paid share)" shall be held to be delete;

Article 18, so that there shall be added to the end of the first sentence thereof the words "and all expenses that may have been incurred by the Company by reason of such non-payment";

Article 30, so that the words "elect either to" and the words "or to have some person nominated by him registered as the transferee" in the first sentence of the Article and the second, third and fourth sentences of the Article shall be held to be delete.

- 3 The Share Capital of the Company at the date of adoption of these Articles is £1,000,000 divided into 400,200 "A" Ordinary Shares of £1 each, 350,000 "B" Ordinary Shares of £1 each and 249,800 "C" Ordinary Shares of £1 each. The "A", "B" and "C" Ordinary Shares shall rank pari passu in all respects save that :-

- 3.1 the dividend payable may vary between classes; the Directors shall at each Annual General Meeting recommend any dividend proposed to be paid on any class of shares (and shall notify same in the Notice calling the Meeting), and the Members on the basis of one vote per share in any poll irrespective of class, shall have power to confirm or reject but not vary the recommendation; the Directors shall have no power to pay interim dividends without the consent of the Members, but may convene an

Extraordinary General Meeting at any time for purposes similar mutatis mutandis to the foregoing as if it were an Annual General Meeting

- 3.2 Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class may be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up with the consent in writing of the holders of three fourths of the issued shares of the class or with the sanction of an extraordinary resolution passed at a separate meeting of the holders of the class but not otherwise. To every such separate meeting all the provisions of these Articles relating to general meetings of the Company or the proceedings thereat mutatis mutandis apply except that the necessary quorum shall be one person at least holding or representing by proxy one third in nominal amount of the issued share of the class, that the holders of shares of the class shall on a poll have one vote in respect of every share of the class held by them respectively and that any holder of shares of the class present in person or by proxy may demand a poll.
- 4 The Directors are hereby generally and unconditionally authorised for the purpose of s80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into Shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued Share Capital at the date of the adoption of these Articles; provided that the authority hereby given shall expire five years after the adoption of these Articles unless previously renewed or varied save that the Directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.
- 5 The Directors may, without assigning any reason, decline to register any transfer of shares other than a Permitted Transfer in terms of article 7.
- 6 If any shareholder wishes to transfer his shares or any part thereof he shall be bound to offer the said shares by notice in writing to the Directors through the secretary at a fair price to be fixed as at the date of the notice by the auditor of the Company, acting as an expert and not as an arbiter, and such notice shall constitute the Directors his agents to contract with any member of the Company (including themselves or any one of them who are members of the Company or is a member of the Company) for the acquisition of said shares or any of them at the said price. If for the space of thirty days after receipt of such notice the Directors fail to find a member or members willing to purchase the shares or any of them at the said price and to give notice thereof within that time to the proposing transferor the said shares or any of them may in so far as no purchaser has been found for them be disposed of at not less than the said price at any time within two months as if this article had not been made subject always to article 5. In the event of the Directors finding a member or members willing to purchase the shares or any of them in terms of this Article the proposing transferor shall be bound forthwith on receipt of a notice to that effect to execute and deliver a transfer or transfer of the said shares purchased in exchange for the price and failing his doing so within seven days of such notice the Directors shall be entitled to sign a transfer or

transfers for and on behalf of the transferor, receive the purchase money in trust for the transferor, and enter the name of the transferee or transferees in the Register of Members.

7 For the purposes of these articles:-

7.1 **"Privileged Relation"** in relation to a member means the member's children and grandchildren (including step and adopted children and their issue) and step and adopted children of the member's children and in the case of Sir John Arnold Clark only shall include Lady Philomena Butler Wallace or Clark and in the case of Lady Philomena Butler Wallace or Clark only shall include Sir John Arnold Clark;

7.2 **"Family Trust"** in relation to any member means a trust which does not permit any of the settled property or the income therefrom to be applied otherwise than for the benefit of that member and/or a Privileged Relation of that member and under which no power of control is capable of being exercised over the votes of any shares which are the subject of the trust by any person other than the trustees or such member or his Privileged Relations;

7.3 **"Settlor"** includes a testator or an intestate in relation to a Family Trust arising respectively under a testamentary disposition or an intestacy of a deceased member.

7.4 Notwithstanding any other provision in these articles any member may at any time transfer (or by will bequeath or otherwise dispose of on death) ("**Permitted Transfer**") all or any shares held by him to a Privileged Relation or to trustees to be held upon a Family Trust.

7.5 Where any shares are held by trustees upon a Family Trust:-

7.5.1 on any change of trustees such shares may be transferred to the new trustees of that Family Trust;

7.5.2 such shares may be transferred at any time to the settlor or to another Family Trust of the settlor or to any Privileged Relation of the settlor; and

7.5.3 if and whenever any such shares cease to be held upon a Family Trust (otherwise than in consequence of a transfer to the settlor or to another Family Trust of the settlor or to any Privileged Relation of the settlor) a notice in terms of Article 6 shall be deemed to have been given in respect of the relevant shares by the holders thereof and such shares may not otherwise be transferred;

8 For a general meeting a quorum shall be two persons personally present and holding or representing by proxy in the aggregate at least one half of the issued share capital of the Company whose holders are entitled to be present and vote.

- 9 Until otherwise determined by a general meeting the number of Directors shall not be fewer than one or more than ten.
- 10 Sir John Arnold Clark, residing at Crowhill House, Endrick Road, Killearn, Glasgow G63 9QD while a Director shall be Chairman of the Board and failing his acting as Chairman for any reason Lady Philomena Butler Wallace or Clark, residing at Crowhill House aforesaid while a Director shall be Chairman of the Board. Article 91 of Table A is modified to that effect.
- 11 The Directors shall be re-imbursed by the Company of all reasonable expenses and outlays incurred by them in prosecution of the Company's business and attending board meetings.
- 12 The Directors, without prejudice to their general powers, may in the name and on behalf of the Company and from time to time at their discretion borrow from themselves or from others any sum or sums of money for the purposes of the Company without limit as to amount, and that upon such terms and in such manner as they think fit.
- 13 If a member has no registered address in the United Kingdom and has not supplied to the Company an address in the United Kingdom for the giving of notices to him, a notice addressed to him at his last known address in the United Kingdom shall be deemed to be duly given to him on the day on which it is posted.
- 14 Subject to the provisions of Part V of the Companies Act 1985 the company may:
- 14.1 pursuant to s159 and s160 of that Act issue shares which are to be redeemed or are liable to be redeemed at the option of the company or the shareholder on such terms and in such manner as shall be provided by the Articles of the company;
 - 14.2 pursuant to s162 of that Act purchase its own shares (including any redeemable shares);
 - 14.3 pursuant to s155 of that Act give financial assistance for the purchase of its own shares or those of its holding company.