

Company No. 11496673

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of the shareholders of

Racing Point UK Limited  
(the 'Company')

(Circulation date 17 February 2020)

(Passed on 17 February 2020)



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the 'Act'), WE, being the members of the Company who at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company, **CONFIRM** and **AGREE** that the following resolutions shall have effect as if passed at a general meeting of the Company duly convened and held. Resolutions 1, 2 and 3 shall be passed as an ordinary resolution and Resolution 4 shall be passed as a special resolution (the 'Resolutions').

Accordingly, **WE RESOLVE:**

**ORDINARY RESOLUTIONS**

1. **THAT**, with effect from the date of this resolution the directors be unconditionally authorised pursuant to s551 of the Act to exercise any power of the Company to allot ordinary shares or grant rights to subscribe for or to convert any security into ordinary shares in the Company ('**Relevant Securities**') up to a maximum nominal amount of £200,000,000 at any time or times during the period of five years from the date of this resolution and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority.<sup>1</sup>

<sup>1</sup> The maximum nominal amount has been selected to ensure compliance with section 551(3)(a) of the Act. The authority granted pursuant to Resolution 1 is intended to be used to enable to directors to grant AML (as defined below) an option to subscribe for shares of the Company pursuant to the Term Sheet in anticipation of the Sponsorship Agreement (as defined below) (the '**Option**') and any other shares agreed to be issued pursuant to the Sponsorship Agreement, including any shares allotted and issued upon the extension of the sponsorship arrangements into the 2026-2030 seasons.

2. **THAT**, in anticipation of Lawrence Sheldon Strulovitch ('LSS') being appointed as a director of Aston Martin Lagonda Global Holdings plc ('AML') and his or his connected parties acquiring approximately 20% of AML's issued share capital (and therefore the possibility of AML being a person connected with a director of the Company, namely LSS), the prospective acquisition by the Company of the name, logo and branding of AML in the context of Formula 1, pursuant to an exclusive worldwide, royalty-free licence to be granted under a sponsorship agreement between the Company and AML (the '**Sponsorship Agreement**'), and the granting by the Company of certain rights in respect of hospitality, branding and promotion (all of which may constitute non-cash assets with a value in excess of £100,000) under the Sponsorship Agreement, be approved pursuant to section 190(1) of the Act.
3. **THAT** the term sheet prepared in anticipation of a prospective Sponsorship Agreement (a copy of which has been circulated to the members) be and is hereby ratified.

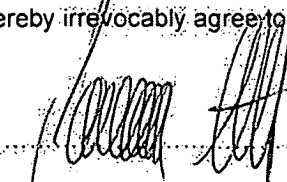
#### **SPECIAL RESOLUTION**

4. **THAT**, subject to the passing of Resolution 1, in accordance with section 570 of the Act, the directors be generally empowered to grant the Relevant Securities and, in particular, the Option (as defined in footnote 1) as if the pre-emption provisions applying to such grant contained in the Articles or otherwise did not apply to such grant and any rights of pre-emption in connection therewith and with the issue of shares in accordance with the terms of the Option be and are hereby waived.

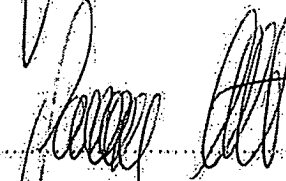
**AGREEMENT TO RESOLUTION**

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


We, the undersigned, being all the persons entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agree to such Resolutions.

Signed:   
For and on behalf of Racing Point UK Holdings Limited

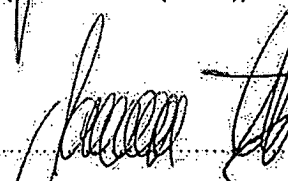
Dated:

Signed:   
For and on behalf of Racing Point UK Holdings Limited as nominee (Ref:2)

Dated:

Signed:   
For and on behalf of Racing Point UK Holdings Limited (as nominee (Ref:1))

Dated:

Signed:   
For and on behalf of Racing Point UK Holdings Limited as nominee (Ref:3)

Dated:

Signed: .....  
For and on behalf of 11503723 Canada Inc.

Dated:

Signed: .....  
For and on behalf of RRRR Investments LLC

Dated:

Signed: .....  
Lady Carole Bamford as trustee of the JCB Service No.1 Scheme

Dated:

Signed: .....  
Lord Anthony Bamford as trustee of the JCB Service No.1 Scheme

Dated:

Signed: .....  
Nicholas Ryder as trustee of the JCB Service No.1 Scheme

Dated:

Signed: .....  
For and on behalf of Saint-James Invest SA

Dated:

**AGREEMENT TO RESOLUTION**

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

We, the undersigned, being all the persons entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agree to such Resolutions.

Signed: ..... Signed: .....

**For and on behalf of Racing Point UK Holdings Limited**      **For and on behalf of Racing Point UK Holdings Limited (as nominee (Ref:1))**

Dated: ..... Dated: .....

Signed: ..... Signed: .....

**For and on behalf of Racing Point UK Holdings Limited as nominee (Ref:2)**      **For and on behalf of Racing Point UK Holdings Limited as nominee (Ref:3)**

Dated: ..... Dated: .....

Signed: ..... Signed:  .....

**For and on behalf of 11503723 Canada Inc.**      **For and on behalf of RRRR Investments LLC**

Dated: ..... Dated: .....

Signed: ..... Signed: .....

**Lady Carole Bamford as trustee of the JCB Service No.1 Scheme**      **Lord Anthony Bamford as trustee of the JCB Service No.1 Scheme**

Dated: ..... Dated: .....

Signed: ..... Signed: .....

**Nicholas Ryder as trustee of the JCB Service No.1 Scheme**      **For and on behalf of Saint-James Invest SA**

Dated: ..... Dated: .....

**AGREEMENT TO RESOLUTION**

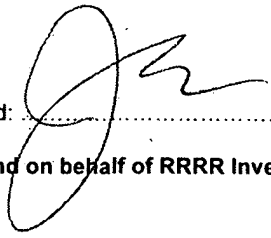
Please read the notes at the end of this document before signifying your agreement to the Resolution.

We, the undersigned, being all the persons entitled to vote on the above Resolution on the Circulation Date, hereby irrevocably agree to such Resolution.

Signed: ..... Signed: .....  
**For and on behalf of Racing Point UK Holdings Limited** **For and on behalf of Racing Point UK Holdings Limited (as nominee (Ref:1))**

Signed: ..... Signed: .....  
**For and on behalf of Racing Point UK Holdings Limited as nominee (Ref:2)** **For and on behalf of Racing Point UK Holdings Limited as nominee (Ref:3)**

Signed: ..... Signed: .....  
**For and on behalf of 11503723 Canada Inc.** **For and on behalf of RRRR Investments LLC**



Signed: ..... Signed: .....  
**Lady Carole Bamford as trustee of the JCB Service No.1 Scheme** **Lord Anthony Bamford as trustee of the JCB Service No.1 Scheme**

Dated: ..... Dated: .....

Signed: ..... Signed: .....  
**Nicholas Ryder as trustee of the JCB Service No.1 Scheme** **For and on behalf of Saint-James Invest SA**

Dated: ..... Dated: .....

**AGREEMENT TO RESOLUTION**

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

We, the undersigned, being all the persons entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agree to such Resolutions.

Signed: ..... Signed: .....  
For and on behalf of Racing Point UK Holdings Limited For and on behalf of Racing Point UK Holdings Limited (as nominee (Ref:1))

Dated: Dated:

Signed: ..... Signed: .....  
For and on behalf of Racing Point UK Holdings Limited as nominee (Ref:2) For and on behalf of Racing Point UK Holdings Limited as nominee (Ref:3)

Dated: Dated:

Signed: ..... Signed: .....  
For and on behalf of 11503723 Canada Inc. For and on behalf of RRRR Investments LLC

Dated: Dated:

Signed: C.G. Bamford Signed: APK  
Lady Carole Bamford as trustee of the JCB Service No.1 Scheme Lord Anthony Bamford as trustee of the JCB Service No.1 Scheme

Dated: 17 February 2020 Dated: 17 February 2020

Signed: Nicholas Ryder Signed: .....  
Nicholas Ryder as trustee of the JCB Service No.1 Scheme For and on behalf of Saint-James Invest SA

Dated: 17th February 2020 Dated:

**AGREEMENT TO RESOLUTION**

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

We, the undersigned, being all the persons entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agree to such Resolutions.

Signed: ..... Signed: .....  
**For and on behalf of Racing Point UK Holdings Limited** **For and on behalf of Racing Point UK Holdings Limited (as nominee (Ref:1))**

Dated: ..... Dated: .....

Signed: ..... Signed: .....  
**For and on behalf of Racing Point UK Holdings Limited as nominee (Ref:2)** **For and on behalf of Racing Point UK Holdings Limited as nominee (Ref:3)**

Dated: ..... Dated: .....

Signed: ..... Signed: .....  
**For and on behalf of 11503723 Canada Inc.** **For and on behalf of RRRR Investments LLC**

Dated: ..... Dated: .....

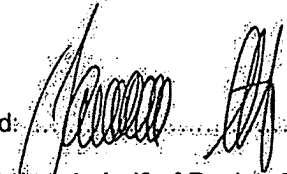
Signed: ..... Signed: .....  
**Lady Carole Bamford as trustee of the JCB Service No.1 Scheme** **Lord Anthony Bamford as trustee of the JCB Service No.1 Scheme**

Dated: ..... Dated: .....


Signed: ..... Signed: *Richard de Serratto* .....

**Nicholas Ryder as trustee of the JCB Service No.1 Scheme** **For and on behalf of Saint-James Invest SA**

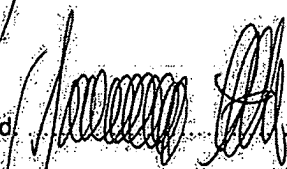
Dated: ..... Dated: 17 February 2020

Signed:   
For and on behalf of Racing Point UK Holdings Limited as nominee (Ref:4)

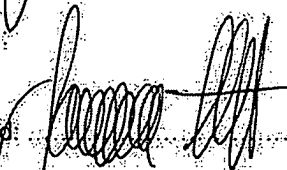
Dated:

Signed:   
For and on behalf of Racing Point UK Holdings Limited as nominee (Ref:6)

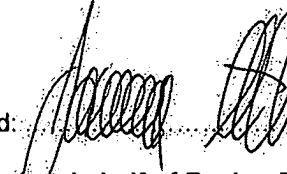
Dated:

Signed:   
For and on behalf of Racing Point UK Holdings Limited as nominee (Ref:8)


Dated:

Signed:   
For and on behalf of Racing Point UK Holdings Limited as nominee (Ref:10)

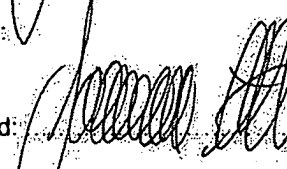
Dated:

Signed:   
For and on behalf of Racing Point UK Holdings Limited as nominee (Ref:5)

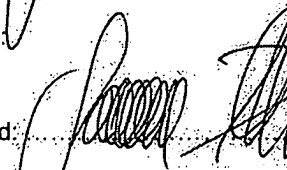
Dated:

Signed:   
For and on behalf of Racing Point UK Holdings Limited as nominee (Ref:7)

Dated:

Signed:   
For and on behalf of Racing Point UK Holdings Limited as nominee (Ref:9)

Dated:

Signed:   
For and on behalf of Racing Point UK Holdings Limited as nominee (Ref:11)

Dated:



## NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company within 28 days after the Circulation Date using one of the following methods:

- **By Hand:** delivering the signed copy to Robert Yeowart at Racing Point UK Limited, Dadford Road, Silverstone, Northamptonshire, United Kingdom NN12 8TJ.
- **Email:** by attaching a scanned copy of the signed document to an e-mail and sending it to robert.yeowart@racingpointf1.com. Please enter 'Written Resolution of Racing Point UK Limited' in the e-mail subject box.
- **Post:** returning the signed copy by post to the Company for the attention of Robert Yeowart at Racing Point UK Limited, Dadford Road, Silverstone, Northamptonshire, United Kingdom NN12 8TJ, marked 'Strictly Private and Confidential'.

If you do not agree with the Resolutions, 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 Resolutions, you may not revoke your agreement.
3. If, by the date 28 days after the Circulation Date, insufficient agreement has been received for a Resolutions to pass, such Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.
4. 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.
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.
6. In accordance with section 296(4) of the Act:
  - 6.1 the ordinary resolution above shall take effect upon a copy of it being signed and dated by or on behalf of shareholders holding more than 50% of the votes entitled to be cast on the ordinary resolution set out in this document.
  - 6.2 the special resolutions above shall take effect upon a copy of it being signed and dated by or on behalf of shareholders holding 75% of the votes entitled to be cast on the special resolution set out in this document.