

PRINT OF RESOLUTIONS FOR FILING AT COMPANIES HOUSE

Company Number 10208076

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

MERITOR HOLDINGS UK LTD. (the "Company")

passed on 14 June 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following ordinary and special resolutions were duly passed as written resolutions of the Company.

ORDINARY RESOLUTION

- 9 That the directors be and they are hereby generally and unconditionally authorised, for the purposes of section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot ordinary shares of £1 00 each in the Company up to an aggregate maximum nominal amount of £366,470,909 (366,470,909 shares) provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the date of these Resolutions save that the Company may, before such expiry, make an offer or agreement which would or might require shares in the Company to be allotted after such expiry and the directors may allot shares in the Company in pursuance of such offer or agreement as if such authority had not expired

SPECIAL RESOLUTION

- 10 That, subject to the passing of resolution 1 and in accordance with section 570 of the Companies Act 2006 (the "Act"), the directors be and they are hereby generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1, as if section 561(1) of the Act did not apply to any such allotment provided that this power shall
- 10 1 be limited to the allotment of equity securities up to an aggregate nominal amount of £366,470,909 (366,470,909 shares) and
- 10 2 expire five years from the date of these Resolutions (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired



Director

TUESDAY



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28/06/2016
COMPANIES HOUSE

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