

The Companies Act 2006
Public Company Limited by Shares
Memorandum of Association
of
Vertu Motors plc
(Incorporating all amendments to 22 July 2010)

Muckle^{LLP}

Muckle LLP
Time Central
32 Gallowgate
Newcastle upon Tyne
NE1 4BF

The Companies Act 2006

Public Company Limited by Shares

Memorandum of Association

of

Vertu Motors plc

(Incorporating all amendments to 22 July 2010¹)

1. DELETED
2. DELETED
3. DELETED
4. DELETED

¹ By a special resolution passed on 22 July 2010, the Articles of Association of the Company were amended by deleting the provisions of the Company's Memorandum of Association which, by virtue of section 28 of Companies Act 2006, were treated as provisions of the Company's Articles of Association.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of Shares shown opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS

Number of Shares
taken by each
Subscriber

LONDON LAW SECRETARIAL LIMITED

Marquess Court

69 Southampton Row

London

WC1B 4ET

No of shares 1

LONDON LAW SERVICES LIMITED

Marquess Court

69 Southampton Row

London

WC1B 4ET

No of shares 1

Total Shares taken 2

Dated 31 October 2006