

Definitions and Interpretation

The terms used in this MG01 and the attached continuation sheets have the meaning set out below

"Call Option Agreement" means the call option agreement dated 3 February 2012 between the Lender and Genii Capital SA

"Charged Property" means:

- (a) the Plant and Equipment,
- (b) the Real Property, and
- (c) the Work-in Progress

"Collateral Rights" means all rights, powers, authorities, discretions and remedies of the Lender or any Receiver provided by or pursuant to the Debenture or by law

"Finance Document" means

- (a) the Loan Stock Instrument,
- (b) the Debenture, and
- (c) the Call Option Agreement

"Lender" means Perusahaan Otomobil Nasional Sdn Bhd

"Loan Stock Instrument" means the loan stock instrument dated 3 February 2012 made between, among others, the Company and the Lender

"Occupational Lease" means any occupational lease or licence or other right of occupation to which any property or asset may be subject from time to time

"Plant and Equipment" means all plant, machinery, show cars, computers, office and other equipment and chattels, as detailed in schedule 1 (*Details of Mortgaged Property and Plant, Machinery and Tools*) of the Debenture as set out in continuation sheets 5 to 18

"Real Property" means

- (a) the land registered with Title Number ON187168 and known as Whiteways Technical Centre, Enstone, Chipping Norton,
- (b) the land registered with Title Number ON147450 and known as the Staff Flat, Oathill Lodge, Enstone, Chipping Norton,
- (c) any freehold, leasehold or immovable property specified in schedule 1 (*Details of Mortgaged Property and Plant, Machinery and Tools*) of the Debenture as set out in continuation sheets 5 to 18,
- (d) any buildings from time to time on or forming part of such freehold or leasehold property),
- (e) any after acquired land adjacent to (a) or (b), and
- (f) all Related Rights