Company No: 47945

Companies Acts 1985 and 1989
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
LUCAS GIRLING LIMITED
Passed 30 November 2000

At an Extraordinary General Meeting of the above-named Company, duly convened and held at Stratford Road, Solihull B90 4LA on **30** November 2000 at 11.00 am, the following Resolution was duly passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

THAT the provisions of the memorandum of association of the Company be altered by adding to the objects of the Company as set out in Clause 3 thereof the following subclause:

"(36) To release or otherwise extinguish without payment or other consideration all or any debts or rights of whatsoever nature or amount and howsoever arising at any time owing or belonging to the Company."

Secretary

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07/12/00