Company No:- 48324

THE COMPANIES ACTS 1948 TO 1989 COMPANY LIMITED BY SHARES AUSTIN ROVER GROUP LIMITED

At the Extraordinary General Meeting of the above Company held on 17 May 1995 the following resolution was duly passed.

SPECIAL RESOLUTION

"That the Company having satisfied the provisions of Section 250 Companies Act 1985, relating to Dormant Companies, the Company be exempt from the provisions of Part VII of that Act relating to the audit of accounts."

H. A. Chole

CHAIRMAN

