

Company No: 00054802

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTION IN WRITING
of
LUCAS INDUSTRIES LIMITED
("Company")

Passed on 23 April 2015

By a written resolutions agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolution of the Company was duly passed:

ORDINARY RESOLUTION

THAT, in accordance with Article 111 of the Company's Articles of Association and as recommended by the Company's Board of Directors, a dividend in specie be paid on the Company's issued ordinary shares of the following assets:

- (a) a note (receivable) held by the Company in TRW Deutschland Holding GmbH in an amount of €212,564,449 39;
- (b) a note (receivable) held by the Company in TRW Deutschland Holding GmbH in an amount of £110,000,000,
- (c) a receivable held by the Company in TRW Systems Limited in an amount of £86,189,889,
- (d) a receivable held by the Company in Automotive Holdings (UK) Limited in an amount of £58,970,579.

Signed *S M Baiter*

Name S M BAITER, a Director

Dated 23 April 2015

FRIDAY

