

Company Number: 00135767

**THE COMPANIES ACT 1985, 1989 (AS AMENDED) AND 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION  
OF THE SOLE SHAREHOLDER**

of

**GENERAL MOTORS UK LIMITED**  
(the "Company")

THURSDAY



A23 \*AP50WBS3\* 23/07/2009 70  
COMPANIES HOUSE

Reference is hereby made to a revolving bridge facility agreement dated 31 May 2009, entered into the Company's ultimate shareholder Adam Opel GmbH as Borrower, Investitionsbank Hessen, Investitions – und Stukturbank Rheinland-Pfalz (ISB) GMBH, Kreditanstalt für Wiederaufbau, NRW.BANK and Thüringer Aufbaubank, as Lenders, and Kreditanstalt für Wiederaufbau, as Agent, and subject to German law (the "Revolving Bridge Facility Agreement").

The undersigned, being the sole member of the Company who as at the date of these resolutions has the right to attend and vote at an Extraordinary General Meeting of the Company, resolves, pursuant to Regulation 53 of the Companies (Tables A to F) Regulations 1985 (as amended) (as incorporated in the Company's Articles of Association) and agrees that the following resolutions shall, for all purposes, be as valid and effective as if they had been passed as a special resolution at an Extraordinary General Meeting of the Company duly convened and held:

**RESOLUTIONS**

**1 THAT the:**

**1.1 entry by the Company into:**

- (a) a guarantee agreement (substantially in the form of Schedule 8 to the Revolving Bridge Facility Agreement) between the Company as Chargor in favour of the Finance Parties (as defined therein);
- (b) a fixed charge security agreement over certain trademarks held by the Company between the Company as Chargor in favour of Landesbank Hessen-Thüringen Girozentrale as the Security Agent; and
- (c) a deed of subordination between the Company and Adam Opel GmbH as the Subordinated Party;

**1.2 transactions contemplated by the Revolving Bridge Facility Agreement; and**

1.3 performance by the Company of relevant obligations pursuant to the Revolving Bridge Facility Agreement,

in each case be and is hereby approved.

2 **THAT** the Articles of Association of the Company be amended by inserting a new article 3.2 to follow after article 3.1 to read as follows:

“3.2 Any lien on any shares (whether part or fully paid) which the Company has shall not apply in respect of any shares that have been charged by way of security to a Secured Party, a subsidiary or subsidiary undertaking of that Secured Party, or the nominee of any such a Secured Party.

“**Secured Party**” means any bank, financial institution or other person to whom such shares have been charged by way of security, whether such bank, financial institution or other person is acting as agent, trustee or otherwise.”

3 **THAT** the Articles of Association of the Company be amended by inserting a new article 4.2 to follow after article 4.1 to read as follows:

“4.2 Notwithstanding anything contained in these Articles, the directors shall not decline to register, nor suspend registration of any transfer of shares, where such transfer is:

- (a) in favour of a Secured Party to whom such shares are being transferred by way of security or any nominee of a Secured Party, or
- (b) duly executed by a Secured Party or its nominee to whom such shares (including any further shares in the Company acquired by reason of its holding of such shares) are to be transferred pursuant to a power of sale under any security document which creates any security interest over such shares, or
- (c) duly executed by a receiver appointed by a Secured Party or its nominee pursuant to any security document which creates any security interest over such shares,

and a certificate by any official of such Secured Party or its nominee or any such receiver that the shares are or are to be subject to such a security and that the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts.”



Name:

Title:

For and on behalf of:

**VHC SUB-HOLDINGS (UK)**

Dated: 7<sup>th</sup> July 2009

## NOTES

1. Please sign and date this document and return it to the Company using one of the following methods:

By Hand: delivering the signed copy to General Motors UK Limited, Griffin House UK1-101-135, Osborne Road, Luton LU1 3YT

Post: returning the signed copy by post to General Motors UK Limited, Griffin House UK1-101-135, Osborne Road, Luton LU1 3YT

Fax: faxing the signed copy to 01582 426752 marked "For the attention of the Company Secretary"

Email: by attaching a scanned copy of the signed documents to an email and sending it to [rabiya.nagi@uk.gm.com](mailto:rabiya.nagi@uk.gm.com), Please enter "Written Resolutions dated [*insert date*] 2009" in the email subject box

If there are no resolutions you agree with, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to a resolution, you may not revoke your agreement.
3. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.
4. The period for agreeing to the written resolution is the period of 28 days beginning with the circulation date in accordance with section 297 of the Companies Act 2006.