

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

MAR PARTS LIMITED

("Company")



WE HEREBY CERTIFY THIS TO BE A TRUE COPY
OF THE ORIGINAL

DATE 26/05/2008

SIGNED DLA PIPER
DLA PIPER UK LLP

Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") proposed by the directors of the Company, proposed as special resolutions as detailed below

SPECIAL RESOLUTIONS

- 1 **THAT** the provisions of the documents listed in the appendix (as the same may be amended, supplemented, extended, restated, novated and/or replaced in any manner from time to time) to this Written Resolution ("**Finance Documents**"), which the Company is proposing to enter into and grant in connection with the facilities provided by National Westminster Bank Plc ("**Natwest**") to the Company's parent company, Sytner Group Limited ("**Parent**"), be and are hereby approved and (notwithstanding any provisions of the memorandum and articles of association of the Company or any personal interest of any of the directors) the directors of the Company be and are hereby empowered, authorised and directed to complete and enter into such Finance Documents to which the Company is or is to become a party.
- 2 **THAT** notwithstanding that the entering into and granting of certain of the Finance Documents would constitute financial assistance within the meaning of Sections 151 to 158 (inclusive) of the Act, the Company is receiving full and fair consideration for the obligations it is undertaking in accordance with the terms thereof, and accordingly, such entry and granting, and the giving of such financial assistance, is for the benefit of the Company for the purposes of carrying on its business and most likely to promote the success of the Company for the benefit of its members as a whole
- 3 **THAT** the Company be authorised to give the financial assistance described in the statutory declaration sworn by the directors of the Company (a copy of which is attached) and to enter into the Finance Documents referred to in the statutory declaration (the provision of such financial assistance being for the benefit of the Company for the purposes of carrying on its business and most likely to promote the success of the Company for the benefit of its members as a whole)

Circulation date: 13TH May 2008

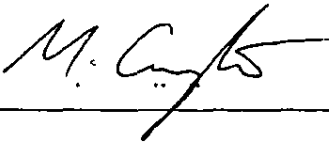
Registered office: 2 Penman Way, Grove Park, Leicester, Leicestershire, LE19 1ST

Attachments:

1. Statutory declaration in form G155(6)a.
2. Auditors' Report

Agreement to written resolutions

We, the undersigned, being the sole member entitled to vote on the above resolutions, irrevocably agree to such resolutions and confirm that a copy of the directors' statutory declaration made pursuant to section 155(6) of the Act and related auditors' report has been supplied to us at or before the time at which this document was supplied to us for signature (in accordance with section 300B of the Act)

Name of corporate member	MARANELLO HOLDINGS LIMITED	
Name and position of signatory	MARK CARPENTER - FINANCE DIRECTOR <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member		
		Dated 13/05/08.

APPENDIX

Finance Documents

- 1 Working capital facility letter to be entered into by (1) UAG UK Holdings Limited and various of its subsidiaries (including the Company) and (2) the Royal Bank of Scotland plc acting as agent of NatWest
- 2 Accession agreement to be entered into by the Company, to enable the Company to accede to an unlimited inter company composite guarantee dated 27 February 2007 between (among others) (1) NatWest, (2) the Parent and (3) the companies listed therein as guarantors
- 3 Debenture to be entered into by (1) Natwest and (2) the Company
- 4 Accession deed to be entered into by (1) the Company (2) the Parent and (3) the companies listed therein as lenders, to enable the Company to accede to an intra-group loan agreement dated 27 February 2007 between (1) the Parent as borrower and (2) the companies listed therein as lenders