

Company number 01569429

The Companies Act 2006

Company limited by shares

Friction Components and Systems Limited (the Company)

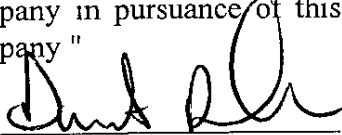
**Resolution in writing of the eligible members of the Company
passed in accordance with section 288 of the Companies Act 2006**

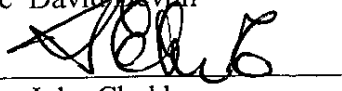
We, the undersigned, being the required majority of eligible members of the Company
irrevocably resolve as follows

Special resolution

That the draft article set out below adopted by the Company as a new article 21 of its
existing articles of association

"Subject to, and in accordance with, the provisions of the Companies Act 2006 (the "Act"),
the Company may purchase any of its own shares of any class (including redeemable shares)
at any price (whether above or below the nominal value of the shares) and make a payment in
respect of such redemption or purchase of its own shares otherwise than out of distributable
profits of the Company or the proceeds of a fresh issue of shares within such limits as may be
specified by the Company in general meeting in compliance with the provisions of the Act
and may enter into or vary any contract for such purchase Any shares to be so purchased
may be selected in any manner whatsoever Every such purchase or contract providing for
the purchase by the Company of shares in the Company shall be authorised by such
resolution or resolutions of the Company as may be required by the Act All shares so
purchased shall be cancelled immediately upon completion of the purchase Notwithstanding
anything to the contrary contained in these Articles the rights and privileges attaching to any
class of shares shall be deemed not to be modified or abrogated by anything done by the
Company in pursuance of this Article Regulation 10 in Table A shall not apply to the
Company "


Name David Devlin


Name John Chubb


Name Alan Keeney

Dated 17 FEBRUARY 2012

TUESDAY



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A12

28/05/2013

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COMPANIES HOUSE