

Company Number: 1760288

WE HEREBY CERTIFY THAT THIS IS A TRUE
AND CORRECT COPY OF THE ORIGINAL
DATED THIS 12th DAY OF December '08

Wragge & Co
WRAGGE & CO LLP
LONDON, EC1N 2SW

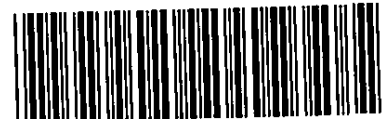
THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

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COMPANIES HOUSE

MERCEDES BENZ HIGHPERFORMANCEENGINES LIMITED (the "Company")

Circulation Date: 5 November 2008

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 ("CA 06") we, being the sole member of the Company irrevocably agree that Resolutions 1, 2 and 3 below are passed as ordinary resolutions, and Resolutions 4 and 5 as special resolutions of the Company.

- 1 THAT, with effect from the passing of these resolutions, the authorised share capital of the Company be increased to £10,000 and US\$12,263 (ten thousand pounds and twelve thousand, two hundred and sixty three US dollars) by the creation of 2,263 (two thousand, two hundred and sixty three) new E shares (the "E Shares") of US\$1.00 each, having the rights, privileges and restrictions as set out in the articles of association of the Company (the "Articles") as altered by these resolutions.
- 2 THAT the Directors of the Company be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 ("CA85") to exercise all the powers of the Company to allot relevant securities up to but not exceeding an aggregate nominal amount of £10,000 and US\$12,263 (ten thousand pounds and twelve thousand, two hundred and sixty three US dollars), provided that this authority shall (unless previously revoked or varied by the Company in general meeting) expire on the fifth

anniversary of the date of this resolution ("period of authority") save that the Company may, before the expiry of the period of authority, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allow relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred had not expired and that all previous general authorities granted to the directors pursuant to section 80 CA85 (or the statutory provisions of which that is a re-enactment) be hereby revoked.

3. THAT, for the purpose of Schedule 4 CA06 (Commencement No. 5, Transitional Provisions and Savings Order 2007), the directors of the Company may authorise conflicts of interest or possible conflicts of interest of directors in accordance with section 175(5)(a) CA06.
4. THAT the pre-emption provisions in Article 3 of the Articles be disapplied in relation to the allotment of 2,263 E Shares to the Company's parent, Daimler UK plc.
5. THAT the articles of association of the Company be altered by deleting the present Article 2 and replacing it with the following new Article 2:

"The share capital of the Company at the date of adoption of this article is £10,000 divided into 10,000 Ordinary Shares of £1 each and US\$12,263 divided into 2,500 "A" Shares of US\$1 each, 2,500 "B" Shares of US\$1 each, 2,500 "C" Shares, of US\$1 each, 2,500 "D" Shares of US\$1 each and 2,263 "E" Shares of US\$1 each. Save as otherwise provided in these Articles the Ordinary Shares "A" Shares, "B" Shares, "C" Shares, "D" Shares and "E" Shares constitute separate classes of shares and the following rights and conditions shall be attached thereto:

(A) *The following provisions shall apply to the Ordinary Shares of £1 each:*

- (a) *Notwithstanding any other provisions of these Articles, save as provided in paragraph (b) below, the holders of the Ordinary Shares of £1 each shall not be entitled to any participation in the profits or assets of the Company.*

- (b) *On a return of assets of the Company on a liquidation or a winding up of the Company the maximum that the holders of the Ordinary Shares shall receive will be £1 per share and any surplus shall be paid or distributed exclusively amongst the holders of "A" Shares of US\$1 each, "B" Shares of US\$1 each, "C" Shares of US\$1 each, "D" Shares of US\$1 each and "E" Shares of US\$1 each.*
- (c) *None of the Ordinary Shares of £1 each shall carry any rights to receive notice or attend and vote at any General Meeting of the Company.*
- (B) *The "A" Shares, "B" Shares, "C" Shares, "D" Shares and "E" Shares shall rank pari passu in all respects."*

Dated 25 November 2008



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For and behalf of
Daimler UK plc

Notes:

- 1 If you agree to the above resolution please indicate your agreement by signing and dating this document where indicated and returning it to the Company not later than 11.59 p.m. London time on 3 December 2008 using one of the following methods:
 - 1.1 **By Hand:** deliver it by hand to Diana Jones of Wragge & Co LLP at 3 Waterhouse Square, 142 Holborn, London EC1N 2SW;
 - 1.2 **By Post:** send it by post to Diana Jones of Wragge & Co LLP at 3 Waterhouse Square, 142 Holborn, London EC1N 2SW ;
 - 1.3 **By Fax:** fax it to +44(0)2076640340 marked for the attention of Diana Jones.

If the Company has not received sufficient agreement by that date, the resolution will lapse.
- 2 Once you have indicated your agreement to the resolution, you may not revoke that agreement.
- 3 If you do not agree to the above resolution, you need not do anything. If no response is received from you as indicated above, you will be counted as withholding your agreement to the above resolution.
- 4 If this document is signed or otherwise approved by an attorney or other representative on behalf of a member, please provide a copy of the relevant power of attorney or other authority to sign when indicating your agreement to the above resolution, otherwise you may not be counted as agreeing to it.