

No: 1972133

**JAGUAR PENSION TRUSTEES LIMITED**

***Special Resolution in Writing of the Members of the Company  
pursuant to Article 5.14 of the Company's Articles of Association.***

We, the undersigned, being all the Members of the Company, hereby resolve that the following Resolution be passed as a Special Resolution:

**SPECIAL BUSINESS**

**ARTICLES OF ASSOCIATION**

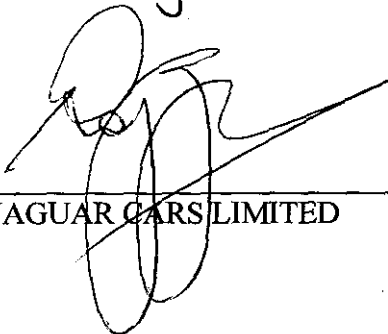
THAT the Articles of Association of the Company be amended in the manner following that is to say:

- (a) by deleting Article 7.01 in its entirety and adopting a new Article 7.01 as follows:-

"7.01 Unless otherwise determined by ordinary resolution, the number of trustees (other than alternate trustees) shall not be less than two and not more than sixteen of which not more than eight shall be appointed by the management member (a "management trustee") as provided in article 7.02 and not more than eight shall be appointed by the employee member (an "employee trustee") as provided in article 7.02."

- (b) by deleting , in Article 11.01, the words "... two management trustees and two employee trustees..." and replacing them with the words "...six management trustees and six employee trustees...".
- (c) by deleting, in Article 16.02(a), the words "...not less than three management trustees and not less than three employee trustees..." and replacing them with the words "...not less than five management trustees and not less than five employee trustees...".

The date of the Meeting being the date of the last signature hereto was **1st  
January 2002.**

  
\_\_\_\_\_  
JAGUAR CARS LIMITED

\_\_\_\_\_  
E. J. MCDONALD



No: 1972133**JAGUAR PENSION TRUSTEES LIMITED*****Special Resolution in Writing of the Members of the Company  
pursuant to Article 5.14 of the Company's Articles of Association.***

We, the undersigned, being all the Members of the Company, hereby resolve that the following Resolution be passed as a Special Resolution:

**SPECIAL BUSINESS****ARTICLES OF ASSOCIATION**

THAT the Articles of Association of the Company be amended in the manner following that is to say:

- (a) by deleting Article 7.01 in its entirety and adopting a new Article 7.01 as follows:-

"7.01 Unless otherwise determined by ordinary resolution, the number of trustees (other than alternate trustees) shall not be less than two and not more than sixteen of which not more than eight shall be appointed by the management member (a "management trustee") as provided in article 7.02 and not more than eight shall be appointed by the employee member (an "employee trustee") as provided in article 7.02."

- (b) by deleting, in Article 11.01, the words "... two management trustees and two employee trustees..." and replacing them with the words "...three management trustees and three employee trustees..."

- (c) by deleting, in Article 16.02(a), the words "...not less than three management trustees and not less than three employee trustees..." and replacing them with the words "...not less than five management trustees and not less than five employee trustees..."

The date of the Meeting being the date of the last signature hereto was 1st

January 2002.

JAGUAR CARS LIMITED

  
E. J. MCDONALD