

Company No. 1994997

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

EXTRAORDINARY RESOLUTION

of

UGC LIMITED

At a meeting of the holders of Founders "A" Ordinary Shares of 0.5 pence each of the Company, duly convened and held at Unipart House, Cowley, Oxford OX4 2PG on 25 May 2005, the following resolution was passed as an extraordinary resolution.

EXTRAORDINARY RESOLUTION

THAT this class meeting of holders of Founders "A" Ordinary Shares of 0.5 pence each in the capital of the Company ("A" Ordinary Shares") hereby sanctions each and every variation, modification or abrogation of the special rights or privileges attached to the "A" Ordinary Shares as will or may be involved in or effected by or pursuant to the passing and the implementation of resolution 3 set out in the Notice of Meeting included with this circular to shareholders dated 29 April 2005 convening an Annual General Meeting of the Company.



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M D Rimmer
Company Secretary



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COMPANIES HOUSE

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