

SHAREHOLDERS' RESOLUTION

UNIPART GROUP OF COMPANIES LIMITED (the "Company")
Registered in England, No 1994997

WRITTEN RESOLUTION of the members of the Company having the right to vote at a general meeting or authorised agents of such members

SPECIAL RESOLUTION

THAT the articles of association of the Company be amended as follows

1. The words "The Board shall ensure that there is at least one such one month period in each calendar year, that there shall be no more than 18 months between two Offer Dates" are deleted from article 31 2 and replaced with the following

"The Board shall ensure that, unless the Board otherwise determines, there is at least one such one month period in each calendar year and that there shall be no more than 18 months between two Offer Dates,"

2. The words "at least once in each calendar year at a time to be determined by the Board (but in any event so that not more than 18 months shall elapse between such valuations)" are deleted from article 31 7(ii) and replaced with the following

"unless the Board otherwise determines, at least once in each calendar year (at a time to be determined by the Board and so that not more than 18 months shall elapse between such valuations)"

Passed 24 November 2010



**WRITTEN CONSENTS OF THE "A" AND "E" ORDINARY
SHAREHOLDERS**

of

UNIPART GROUP OF COMPANIES LIMITED

The holders of the "A" and "E" Ordinary Shares" of 0 5p each in the capital of the Company who are entitled to attend and vote at separate meetings of the "A" and "E" Ordinary Shareholders respectively are hereby asked to consent, in accordance with section 630 of the Companies Act 2006 and Article 76 1 of the Articles of Association of the Company, to each and every variation, modification or abrogation of the special rights or privileges attached to the "A" and "E" Ordinary Shares as will or may be involved in or effected by or pursuant to the passing and the implementation of the special resolution set out in the Special Resolution circulated to members of the Company on 19 November 2010

Passed 24 November 2010