

No. 2584542

The Companies Act 1985
Private Company Limited by Shares
Written Resolutions of
PRODRIVE AUTOMOTIVE TECHNOLOGY LIMITED

The following resolutions were passed as written resolutions of the Company in accordance with Section 381A of the Companies Act (as amended) on 27 March 2002.

IT IS HEREBY RESOLVED:-

1. **THAT**, in accordance with Section 366A and 379A of the Companies Act 1985 (as amended) the Company hereby elects to dispense with the holding of annual general meetings for the year 2002 and subsequent years.
2. **THAT**, in accordance with Sections 379A and 252 of the Companies Act 1985 (as amended) ("the Act"), the Company hereby elects in respect of the financial year ending 31 December 2002 and subsequent financial years to dispense with the obligation in Section 241 of the Act to lay accounts and reports before the Company in general meeting.
3. **THAT**, in accordance with Section 379A and 386 of the Companies Act 1985 (as amended) ("the Act"), the Company hereby elects in respect of the financial year ending 31 December 2002 and subsequent financial years to dispense with the obligation under Section 384 of the Act to appoint auditors annually.



Company Secretary

Dated 22/04/02

Bower & Bailey (HS)
Anchor House
269 Banbury Road
Summertown
Oxford OX2 7JF

