

Company Number: 03163864

THE COMPANIES ACT 2006

J.E.M ENTERPRISES LIMITED (THE "COMPANY")

A PRIVATE COMPANY LIMITED BY SHARES

Written Resolutions of the sole member of the Company passed in accordance
with Section 288 of the Companies Act 2006

Circulated on January 25, 2012 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed by way of special resolutions (the "Resolutions")

SPECIAL RESOLUTIONS

The undersigned, K & N Engineering, Inc , a company incorporated under the laws of the State of California, being the sole member of the Company as at the date of these Resolutions entitled to attend and vote at general meetings, hereby unanimously passes the following Resolutions of the Company pursuant to Section 288 of the Companies Act 2006 and agrees that such Resolutions shall be valid and effective as special resolutions for all purposes as if the same had been passed at a general meeting of the Company duly convened and held

- 1 That a new clause 4A of the articles of association of the Company in the form set out below be approved and adopted with immediate effect

"4A

Notwithstanding anything otherwise provided in these Articles, the Company shall have no lien over any share (or dividends payable thereon), whether fully paid or not, which has been mortgaged or charged by way of security pursuant to a debenture, charge, mortgage, assignment, lien or other encumbrance (each a "Security Interest") to any security trustee, bank, institution, other person or any nominee or agent of any security trustee, bank, institution or other person (each a "Secured Institution") "

- 2 That new clauses 6A and 6B of the articles of association of the Company in the form set out below be approved and adopted with immediate effect

"6A

Notwithstanding anything otherwise provided in these Articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, including, without limitations, the provisions of Article 6 3, or otherwise), the directors shall not decline to register any transfer of shares, nor may they suspend or delay such registration, where such transfer

- (a) is in favour of a Secured Institution and the transfer is as contemplated by, or pursuant to, any Security Interest granted in favour of that Secured Institution, or
- (b) is by or on behalf of a Secured Institution in favour of any person upon disposal, transfer or realisation of shares following that Secured Institution having become

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entitled to exercise, realise and/or enforce its rights under any Security Interest granted in favour of that Secured Institution,

and a certificate by any duly authorised officer of the relevant Secured Institution that the relevant transfer is within paragraph (a) or (b) above shall be conclusive evidence of that fact, where any such certificate shall only be required upon the reasonable and reasoned request of the Company

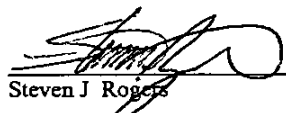
6B

Notwithstanding anything otherwise provided in these Articles, no Secured Institution shall be required to offer any shares which are, or are to be, the subject of any transfer of shares as contemplated by Article 6A above, to (a) the shareholders for the time being of the Company (or any of them), or (b) any other person, and (i) no such shareholder or person, as applicable, shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise, and (ii) no such transfer shall be deemed to be null and void on account of any requirement of notice otherwise required in these Articles ”

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

Signed



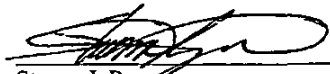
Steven J Rogers

J.E.M ENTERPRISES LIMITED

Date 25 JAN 2012

The undersigned, a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed.


Steven J. Rogers

For and on behalf of K & N Engineering, Inc.

Dated

25 Jan 2012