

Company No 3735655

WEDNESDAY



A45

APVLVP76
02/05/2007
COMPANIES HOUSE

400

THE COMPANIES ACTS 1985 AND 1989

WRITTEN RESOLUTIONS

OF

INCHCAPE AUTOMOTIVE LIMITED

We, the undersigned, being the sole Members of the Company who are at the date hereof entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following Resolutions in writing (such resolutions to have effect as Ordinary Resolutions) pursuant to Section 381A of the Companies Act 1985 as amended by the Companies Act 1989, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held

ORDINARY RESOLUTIONS

- 1 "THAT, the capital of the Company be increased from £27,000,300 to £32,000,300 by the creation of 5,000,000 'A' ORDINARY shares of £1 00 each ranking pari passu in all respects with the existing 'A' ORDINARY shares in the capital of the Company "
- 2 "That the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution Provided that the authority hereby given shall expire 5 years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority "

Passed on 23 April 2007

£1 00 'A' ORDINARY shareholders

£1 00 'B' ORDINARY shareholders

For and on behalf of
Inchcape plc

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Inchcape plc

B M RICHMOND
DIRECTOR

B M RICHMOND
DIRECTOR