

Company Number: 4325555

**COMPANIES ACT 2006**

**A PRIVATE UNLIMITED COMPANY HAVING A SHARE CAPITAL**

**FORD LRH**

**(THE "COMPANY")**

**WRITTEN RESOLUTION**

Circulation date. 29 October 2009

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

**SPECIAL RESOLUTIONS**

1. THAT effective from the date of this resolution and in accordance with article 4 3.1(e) of the Company's articles of association the share capital and share premium account of the Company be reduced by
  - (a) cancelling £0 99999999723 of the paid up capital on each of the 360,789,235 ordinary shares held by Ford Motor Company of Canada Limited,
  - (b) cancelling and extinguishing one ordinary share of £1 held by Ford of Europe;
  - (c) cancelling the share premium account of the Company, and
  - (d) transferring the amounts standing to the credit of the Company as a result of the reductions effected in paragraphs 1(a) to (c) inclusive to the reserves of the Company

**AGREEMENT**

I, the undersigned, being a person entitled to vote on the Resolution on 29 October 2009, irrevocably agree to the Resolutions.

Signed *Hope C Cushman*

Date *October 29, 2009*

For and on behalf of. **Ford Motor Company of Canada Limited**

SATURDAY



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COMPANIES HOUSE