

THE COMPANIES ACT 1985

**SPECIAL RESOLUTION** pursuant to section 378(2) of the Companies Act 1985

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**SMITHS MOTOR ACCESSORIES LIMITED**

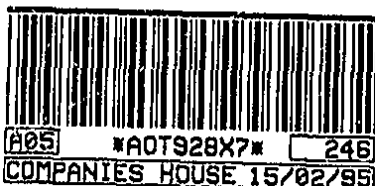
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At an Extraordinary General Meeting of the Company duly convened and held at 765 Finchley Road, London NW11 8DS on 1 February 1995, the following resolution was unanimously passed as a special resolution:

That the regulations contained in the printed document produced to the Meeting and signed for the purpose of identification by the Chairman hereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

*A. Smith*  
Chairman

Certified a True Copy .....  ..... N.R. Burdett - Secretary



THE COMPANIES ACT 1985  
PRIVATE COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF  
**SMITHS MOTOR ACCESSORIES LIMITED**

*Adopted by Special Resolution passed on 1 February 1995*

1. Except as otherwise provided in these Articles, the Regulations contained or incorporated in Table A in the Schedule to the Companies (Table A to F) Regulations 1985, as amended by the Companies (Table A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A"), shall apply to the Company. Any regulations previously applicable to the Company under any former enactment shall not apply to the Company. These Articles and the regulations incorporated in them shall take effect subject to the requirements of the Companies Act 1985 as amended and of every other statute for the time being in force affecting the Company (together called the "Statutes").
2. In these Articles, unless otherwise qualified, all words, expressions and phrases shall bear such meaning as would apply under the Statutes.
3. In these Articles, the expression the "owner" means the ultimate holding company of the Company.
4. Regulations 65 to 69 inclusive; 73 to 80 inclusive; 82 to 84 inclusive; 87; 89 and 90; 94 to 96 inclusive; and 118 of Table A shall not apply to the Company.
5. The directors of the Company shall be the persons for the time being and from time to time appointed as directors by the owner who may at any time remove a director from office. This Article is in addition to Regulation 81 of Table A.
6. The Chairman of the directors (if there shall be more than one director) shall be the person for the time being appointed as Chairman by the owner who may at any time remove a person from office as Chairman. This Article is in addition to Regulation 91 of Table A.
7. The owner may appoint any director to be an executive director and such appointment may be designated by any of the words 'Executive'; 'Managing'; 'Technical'; or any other such adjective or descriptive phrase as the owner may determine from time to time. The owner may at any time remove a person from office as an executive director.
8. The appointment of directors and chairmen and executive directors and their removal from office by the owner shall be made by notice in writing, signed by a director or corporate representative of the owner, and shall take effect on the deposit of such notice at the Registered Office of the Company.
9. The remuneration (if any) of a director or an executive director shall be such sum or other benefit as may be agreed between the director and the owner from time to time.
10. Regulation 64 shall be modified so that the Company shall not be required to have more than one director at any time.
11. The quorum for the transaction of the business of the directors shall be two, except that a sole director shall constitute a quorum on his or her own.

A meeting of directors may be conducted by telephone or other equipment providing instantaneous or near-instantaneous verbal communication between all parties involved. The quorum for a meeting held in such way shall be two directors in such communication and the meeting shall be deemed to have taken place at the place from where the Chairman of the meeting participates. The Chairman of the meeting shall decide and announce which method or methods shall be used for indicating voting. The Chairman of the meeting shall satisfy himself that all the directors and any other persons participating have suffered no impediment to making and hearing contributions to any discussion about and voting on any matter under consideration before he declares the results of any such voting.

12. A director who is in any way interested in any contract, transaction or agreement or proposed contract, transaction or agreement with the Company shall declare the nature of his interest at a meeting of directors in accordance with the Statutes or by notice in writing deposited at the Registered Office of the Company. Subject to such disclosure, a director may vote as a director on a resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he votes, his vote shall be counted and he shall be counted in the quorum when that resolution or matter is under consideration.
13. Regulation 72 shall be modified so as to permit the directors to delegate to any person such of their powers as they consider desirable to be exercised by him.

14. In accordance with section 91(1) of the Act, section 89(1) and section 90(1) to (5) or section 90(6) of the Act shall not apply to the Company. The directors shall not be entitled to exercise any of the powers, authorities, rights or discretions conferred on them by the Act or these Articles in relation to the issue and allotment of shares and relevant securities without the prior written consent of the owner.
15. The directors shall not be entitled to borrow money or mortgage or charge the property, undertaking or uncalled capital of the Company without the prior written consent of the owner.
16. The owner or the directors with the consent of the owner shall be entitled to make any and all arrangements between the Company and its bankers as it thinks or they think fit from time to time. Such arrangements shall include but not be limited to the appointment of a bank or banks as bankers to the Company; the opening, administration, operation and closing of bank accounts and banking facilities both in the United Kingdom and overseas and in any currency; the determination of the manner by which all cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be; the entering into foreign exchange transactions; the investment of surplus funds of the Company; the arrangement and drawing down of loan facilities; the use and operation of any form of electronic banking arrangements, including making payments and entering into foreign exchange transactions electronically; the issuance of any form of guarantee to or indemnification of any bank; and the agreement to and authorisation of any form of set-off arrangement.

Any representative of the owner duly authorised by the owner in this regard may sign any document and do any thing necessary including but not limited to the attestation of the affixing of the Common Seal of the Company to indicate acceptance of or agreement to any banking related matter, determined by the owner in accordance with this Article, and such signature, execution or action shall be effective as if the matter had been unanimously approved at a duly constituted meeting of the directors.

17. Regulations 53 and 93 of Table A shall be modified so that resolutions in writing may be approved by letter, facsimile, telex or electronic mail, sent to the Registered Office of the Company, in a form that replicates the whole text of the resolution thereby approved and indicates that it has been so approved and includes the name and signature or other words of execution, as appropriate, of the person or body approving the resolution. This Article is in addition to and not limited by the provisions in sections 381A; 381B; and 381C of the Companies Act 1985, as amended.
18. The Company may give notice of meetings to members and officers in writing or by facsimile, telex or electronic mail sent to the latest relevant number or address as provided by the member or officer to the Company. Confirmation by a facsimile, telex or electronic mail network that the transmission of a notice has been successfully made shall be conclusive evidence that notice was given and such notice shall be deemed to have been given 24 hours after confirmation by the relevant network, unless the Company is notified before the expiry of such period that the content of the notice was not wholly legible.

In the case of a member of the Company, any facsimile or telex number or electronic mail address shown by that member as belonging to him on any communication emanating from his registered address may be used by the Company for the purposes of this Article unless and until notification of any change in registered address, facsimile or telex number or electronic mail address is deposited by the member at the Registered Office of the Company.

Regulations 88; 111; 112; 115 and 116 of Table A shall be modified accordingly.

19. A meeting of shareholders or class meeting thereof may be conducted by telephone or other equipment providing instantaneous or near-instantaneous verbal communication between all parties involved. A meeting conducted in such manner shall be deemed to have taken place at the place from where the person appointed Chairman of the meeting participates. Regulations 40 to 45 inclusive of Table A shall be modified so that persons in communication with the Chairman of the meeting shall be deemed to be present at the meeting. The Chairman of the meeting shall decide and announce which method or methods shall be used for indicating voting. Regulation 46 of Table A shall be modified accordingly. The Chairman of the meeting shall satisfy himself that all the persons participating therein have suffered no impediment to making and hearing contributions to any discussion about and voting on any matter under consideration before he declares the results of any such voting. References in this Article to members shall include their duly appointed proxies and, in the case of corporate members, their duly appointed representatives.
20. Every director, other officer or auditor of the Company shall, to the extent permitted by the Statutes, be indemnified out of the assets of the Company against any liability incurred by him in the execution of, or in relation to, his duties. This indemnity shall not apply to any liability to the extent that it is recovered from any person and the indemnity is subject to such officer or auditor taking all reasonable steps to effect such recovery so that the indemnity shall not apply to the extent that an alternative right of recovery is capable of being enforced. Subject to the Statutes, no director, other officer or auditor shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company, in the execution of or in relation to his duties. This Article does not require the Company to purchase and maintain for any such officer or auditor insurance against any such liability, but does not restrict the Company from doing so.