

Company Number 00305275

✓
DENSO MARSTON LTD

(the "Company")

SOLE MEMBER'S WRITTEN RESOLUTION

17/12/ 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 resolution is passed as a special resolution (the "**Resolution**")

SPECIAL RESOLUTION

THAT the share capital of the Company be reduced by 52,300,000 by cancelling and extinguishing 1,000 ordinary shares of £1 each and [cancelling the share premium account of the Company]

AND THAT the amount by which the share capital is reduced be credited to a distributable reserve of the Company

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

BY ORDER OF THE BOARD


Director

SATURDAY



A04 *A10CIQD7* 22/12/2012 #376
COMPANIES HOUSE

AGREEMENT

I THE UNDERSIGNED, being the sole member of the Company on the Circulation Date, HEREBY IRREVOCABLY AGREE to the Resolution



Name Yoshikazu Makino
duly authorised signatory
for and on behalf of
DENSO INTERNATIONAL UK LTD

Dated 17 / 12 / 2012

NOTES

- 1 To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company by delivering the signed copy by hand, or by post or by email to the Company Secretary
- 2 Once you have signified your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, by 28th day following the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse
- 4 A copy of the solvency statement made by the directors of the Company in accordance with section 643 Companies Act 2006 for the purposes of the reduction of share capital to be effected by the passing of the Resolution is being sent or submitted to you at the same time as and together with this document
- 5 A copy of this document was sent to the Company's auditors, Deloitte LLP, on the Circulation Date