

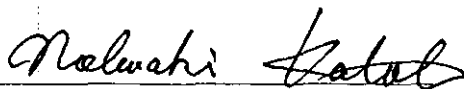
Company Number: 305275

WRITTEN RESOLUTIONS of DENSO MARSTON LTD ("the Company")

Pursuant to the provisions of Clause 74 of the Articles of Association of the Company the following are Resolutions in writing signed by all the Members for the time being of the Company entitled to receive notice of and to attend and vote at General Meetings of the Company and shall 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, in the case of Resolutions 1 and 2 as **ORDINARY RESOLUTIONS** and in the case of Resolution 3 as a **SPECIAL RESOLUTION**.

IT IS RESOLVED

1. THAT the Authorised Share Capital of the Company be increased from £40,000,000 to £63,000,000 by the creation of a further 23,000,000 Ordinary Shares of £1 each ranking *pari passu* in all respects as one class of shares with existing Ordinary Shares in the Capital of the Company.
2. THAT the Directors be and they are hereby authorised in accordance with Section 80 of the Companies Act 1985 ("the Act") but subject to the consents required by Article 6 of the Articles of Association of the Company to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Act) up to a maximum nominal amount of £63,000,000 such authority (unless previously revoked or varied by the Company in General Meeting) expiring on 19th January 2011 but may be previously revoked or varied by the Company in General Meeting save that the Directors may allot relevant securities pursuant to this authority after that date pursuant to an offer or agreement made by the Company on or before that date.
3. THAT the Directors be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94 of the Act) pursuant to the authority conferred by Resolution 2, as if Sections 89 (1) and 90 of the Act did not apply to any such allotment.



N. Kato

Duly authorised signatory for DENSO International UK Ltd

Dated: 19th January 2006

