

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

ND MARSTON LTD

PASSED ON 9TH APRIL 1992

At an Extraordinary General Meeting of the above named Company duly convened and held at Marston House, Otley Road, Shipley on the 9th day of April 1992, the following resolutions were duly passed, as SPECIAL RESOLUTIONS.

SPECIAL RESOLUTIONS

1. IT IS RESOLVED 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) as if sub-section (1) of Section 89 of the Act did not apply to any such allotment.
2. IT IS RESOLVED that pursuant to Article 10 of the Articles of Association of the Company, and notwithstanding the provisions of Articles 6(i) and 6(ii) of the Articles of Association of the Company, which are hereby expressly excluded, the Directors of the Company be and are hereby authorised to issue 5,250,000 A Ordinary Shares of £1 each at par in the Company to Nippondenso International (UK) Limited in consideration for a subscription in cash and subject (save as provided above) to the Memorandum and Articles of Association of the Company.
3. IT IS RESOLVED that pursuant to Article 10 of the Articles of Association of the Company, and notwithstanding the provisions of Articles 6(i) and 6(ii) of the Articles of Association of the Company, which are hereby expressly excluded, the Directors of the Company be and are hereby authorised to issue 1,750,000 B Ordinary Shares of £1 each at par in the Company to Magnetti Marelli Partecipazioni SpA in consideration for a subscription in cash and subject (save as provided above) to the Memorandum and Articles of Association of the Company.

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Chairman

