

Company number 88767

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A43 13/06/2008 106

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COMPANIES HOUSE

## ATE COMPANY LIMITED BY SHARES

### WRITTEN RESOLUTION

of

### MAJOR AND COMPANY LIMITED (the "Company")

Circulated on 2<sup>nd</sup> May 2008 (the "Circulation Date")

Resolution will lapse on 30<sup>th</sup> May 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("the 2006 Act"), the members of the Company recommend that the following resolution is passed as

#### A SPECIAL RESOLUTION (the "Resolution")

That the current article 51 be deleted and replaced with the following new article 51:-

#### Indemnity, Defence Costs and Insurance

51 (A) To the extent permitted by the Companies Act 1985 ("the 1985 Act") and the 2006 Act and without prejudice to any indemnity to which he may otherwise be entitled, every person who is or was a director or other officer of the Company (other than any person (whether or not an officer of the Company) engaged by the Company as auditor) shall be and shall be kept indemnified out of the assets of the Company against all costs, charges, losses and liabilities incurred by him or her (whether in connection with any negligence, default, breach of duty or breach of trust by him or otherwise) in relation to the Company or its affairs provided that such indemnity shall not apply in respect of any liability incurred by him

- (i) to the Company or to any associated company; or
- (ii) to pay a fine imposed in criminal proceedings, or
- (iii) to pay a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (howsoever arising), or
- (iv) in defending any criminal proceedings in which he is convicted, or
- (v) in defending any civil proceedings brought by the Company, or an associated company, in which judgment is given against him, or
- (vi) in connection with any application under any of the following provisions in which the court refuses to grant him relief, namely

- (a) section 144(3) or (4) (acquisition of shares by innocent nominee) of the 1985 Act, which will remain in force until such time that it is repealed and replaced in its entirety by section 661(3) of the 2006 Act, or
- (b) section 727 (general power to grant relief in case of honest and reasonable conduct) of the 1985 Act, which will remain in force until such time that it is repealed and replaced in its entirety by section 1157 of the 2006 Act

(B) In article 51(A)(iv), (v) or (vi) the reference to a conviction, judgment or refusal of relief is a reference to one that has become final. A conviction, judgment or refusal of relief becomes final

- (i) if not appealed against, at the end of the period for bringing an appeal, or
- (ii) if appealed against, at the time when the appeal (or any further appeal) is disposed of

An appeal is disposed of

- (i) if it is determined and the period for bringing any further appeal has ended, or
- (ii) if it is abandoned or otherwise ceases to have effect

(C) In article 51, “associated company” in relation to the Company, means a company which is a subsidiary of the Company or a holding company of or a subsidiary of any holding company of the Company

(D) Without prejudice to article 51(A) or to an indemnity to which a director may otherwise be entitled, and to the extent permitted by the Act and otherwise upon such terms and subject to such conditions as the directors may in their absolute discretion think fit, the directors shall have the power to make arrangements to provide a director with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings or in connection with an application under section 144(3) or (4) (acquisition of shares by innocent nominee) of the 1985 Act (or subsequently section 661(3) of the 2006 Act) or section 727 (general power to grant relief in case of honest and reasonable conduct) (or subsequently section 1157 of the 2006 Act) or to enable a director to avoid incurring any such expenditure

## AGREEMENT

The undersigned, a member entitled to vote on the Resolution on the Circulation Date, has read the notes at the end of this document and hereby irrevocably agrees to the Resolution

for and on behalf of

Lubricants UK Limited

Dated: 02/05 / 2008

A handwritten signature in black ink, consisting of several vertical strokes and a horizontal crossbar, positioned to the right of the text 'for and on behalf of'.