

Company No. 166685

THE COMPANIES ACTS 1985

AND

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TBA Industrial Products Limited

(the "Company")

FRIDAY



CIRCULATION DATE: 20 May 2013

Pursuant to Chapter 2 of Part 13 Companies Act 2006 (the "Act"), the sole director of the Company proposes that the resolution below (the "Resolution") be passed as a special resolution

SPECIAL RESOLUTION

1. THAT the issued share capital of the Company be reduced from £11,650,000 to £1 by cancelling 11,649,999 of the issued Ordinary Shares of £1 each in the capital of the Company, each of which is fully paid up and the amount by which the share capital is so reduced be credited to a distributable reserve

AGREEMENT

Please read the notes attached to this document before signifying your agreement to the Resolution

The undersigned, being persons entitled to vote on the above Resolution on the circulation date hereby irrevocably agree to the Resolution being passed as a Special Resolution

NAME: FEDERAL- MOGUL LIMITED

SIGNATURE: .....

Duly authorised for and on behalf of Federal-Mogul Limited

DATE: 22 May 2013

**Notes:**

1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

1 1 **BY HAND:** delivering the signed copy to TBA Industrial Products Limited, C/O Federal-Mogul Limited, Manchester International Office Centre, Styal Road, Manchester, Lancashire M22 5TN,

1 2 **BY POST.** returning the signed copy by post to TBA Industrial Products Limited, C/O Federal-Mogul Limited, Manchester International Office Centre, Styal Road, Manchester, Lancashire M22 5TN

If you do not agree to the Resolution you do not need to do anything, you will not be deemed to agree if you do not reply Please only return your agreement to the Resolution if you agree to the Resolution Once you have returned your agreement to the Resolution to the Company, you may not revoke your agreement

2 Where, by the date that falls 28 days after the circulation date shown above insufficient agreement has been received for the Resolution to pass, such Resolution will lapse If you agree to the Resolution please ensure that your agreement reaches the Company on or before this date

3 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the power of attorney or other authority when returning this document