

Company No 184343

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**RESOLUTION IN WRITING**  
**OF**  
**GKN UK INVESTMENTS LIMITED**  
**(the "COMPANY")**

**Passed on 17 December 2010**

By a written resolution agreed in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution, the following resolution of the Company was duly passed as a special resolution

**SPECIAL RESOLUTION**

THAT the Company's share premium account be cancelled and that the authorised and issued share capital of the Company comprising of 10,377,147 shares divided into 4,718,853 'B' Ordinary Shares of £1 each and 5,658,294 Ordinary Shares of £1 each be reduced to 100 shares divided into 45 'B' Ordinary shares of £1 each and 55 Ordinary Shares of £1 each, and that such reduction be effected by a return of capital to the Company's sole shareholder



Secretary

Dated 17 December 2010

MONDAY



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20/12/2010

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COMPANIES HOUSE