

202224

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
STEDALL (VEHICLE FITTINGS) LIMITED
(the "Company")

FRIDAY



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13/03/2009
COMPANIES HOUSE

WRITTEN RESOLUTIONS

We, the undersigned, being the sole member of the Company who (at the circulation date of this resolution) (as defined in section 290 of the Companies Act 2006) would have been entitled to vote on these resolutions, hereby agree, pursuant to section 288 of the Companies Act 2006, to the following resolutions (of which the resolutions numbered 1.1(a) to (c) (inclusive) would otherwise be required to be passed as special resolutions and the resolution numbered 1.2 would otherwise be required to be passed as an ordinary resolution) by way of written resolution:

THAT:

1.1 The articles of association of the Company be and hereby be amended by:

(a) Deleting Article 1 and replacing it with the following:

"1.1. The regulations in Table A (as set out in the Schedule to the Companies (table A to F) 1985 SI 1985 No. 805 as amended) shall apply to the Company, save in so far as the Articles set out below disapply, modify or are inconsistent with them, to the exclusion of the Table A contained in any other enactment. References to Regulations are to Regulations in Table A. Regulation 8, 9, 10, 11, 24, 25 and 26 shall not apply and Regulation 28 shall only apply under deletion of the words "but any instrument of transfer which the directors refuse to register shall be returned to the person lodging it when the notice of the refusal is given".

1.2. In these Articles "**Security Interest Holder**" means a bank or institution (or any agent, trustee, nominee or receiver of such bank or institution) to whom shares in the Company are transferred by way of security or a purchaser, transferee or other recipient of the shares from such banks or institution.";

(b) Deleting Article 2 and replacing it with the following:

"2.1. Subject to the provisions of the Act, all unissued shares shall be at the disposal of the Directors and they may allot, grant rights, option or warrants to subscribe or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

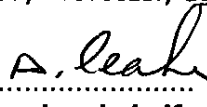
2.2. No person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or recognise (even where having notice hereof) any interest in any share except an absolute right to the entirety thereof in the holder unless:

- a) required by law;
- b) required by some other provision of the articles;
- c) expressly resolved by a resolution of the board of directors; or
- d) the share is held by a Security Interest Holder on trust.";

- (c) Deleting Article 11 and replacing it with the words "Not Used"; and
- 1.2 entry by the Company into the second amendment and accession agreement between the Company, Kroymans Corporation B.V., Citadel Enterprises B.V., ING Bank N.V. as security agent, ABN AMRO Bank N.V. as co-ordinator and others (incorporating accession by the Company as guarantor) be approved (the "**Second Amendment and Accession Agreement**").

AGREEMENT:

The undersigned, a person entitled to vote on the above resolutions on 25 February 2009 hereby irrevocably agrees to the Ordinary and the Special Resolutions.


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for and on behalf of
Defiance Tools Limited

Date: 25/2/09 2009

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
STEDALL (VEHICLE FITTINGS) LIMITED
(THE "COMPANY")

The following written resolutions were passed by the Company on 25 February 2009, of which resolution 1.1 would otherwise be required to be passed as an ordinary resolution and the resolutions set out in 1.2 would otherwise be required to be passed as special resolutions.

ORDINARY RESOLUTION

- 1.1 entry by the Company into the second amendment and accession agreement between the Company, Kroymans Corporation B.V., Citadel Enterprises B.V., ING Bank N.V. as security agent, ABN AMRO Bank N.V. as co-ordinator and others (incorporating accession by the Company as guarantor) be approved; and

SPECIAL RESOLUTIONS

- 1.2 The articles of association of the Company be and hereby be amended by:

- (a) Deleting Article 1 and replacing it with the following:

"1.1. The regulations in Table A (as set out in the Schedule to the Companies (table A to F) 1985 SI 1985 No. 805 as amended) shall apply to the Company, save in so far as the Articles set out below disapply, modify or are inconsistent with them, to the exclusion of the Table A contained in any other enactment. References to Regulations are to Regulations in Table A. Regulation 8, 9, 10, 11, 24, 25 and 26 shall not apply and Regulation 28 shall only apply under deletion of the words "but any instrument of transfer which the directors refuse to register shall be returned to the person lodging it when the notice of the refusal is given".

1.2. In these Articles "**Security Interest Holder**" means a bank or institution (or any agent, trustee, nominee or receiver of such bank or institution) to whom shares in the Company are transferred by way of security or a purchaser, transferee or other recipient of the shares from such banks or institution.";

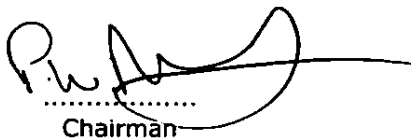
- (b) Deleting Article 2 and replacing it with the following:

"2.1. Subject to the provisions of the Act, all unissued shares shall be at the disposal of the Directors and they may allot, grant rights, option or warrants to subscribe or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

2.2. No person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or recognise (even where having notice hereof) any interest in any share except an absolute right to the entirety thereof in the holder unless:

- a) required by law;
- b) required by some other provision of the articles;
- c) expressly resolved by a resolution of the board of directors; or
- d) the share is held by a Security Interest Holder on trust."; and

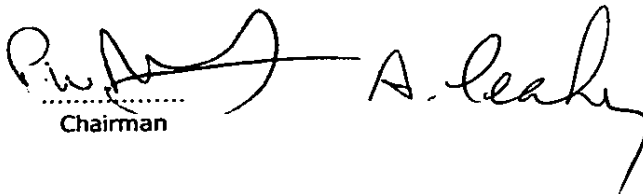
- c) Deleting Article 11 and replacing it with the words "Not Used".



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Chairman

Presented by: Ashurst LLP
Broadwalk House
5 Appold Street
London EC2A 2HA
Tel: 020 7638 1111
Ref: MZT.N299.00066

- c) Deleting Article 11 and replacing it with the words "Not Used".


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