

Company No 00385881

THE COMPANIES ACT 2006

UNLIMITED PRIVATE COMPANY

WRITTEN RESOLUTION

of

SETON HOUSE AUTOMOTIVE COMPONENTS
(the "Company")

1 September 2011

(the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolution is passed as a written resolution of the Company, having effect as a special resolution (the "Resolution") -

SPECIAL RESOLUTION

- 1 **THAT** the Company shall reduce its share capital pursuant to Article 4 5 of the articles of association of the Company by way of the cancellation of -

1 1 1 13,532 A ordinary shares of US\$1 00 each held by Seton House Luxembourg, S à r l ("SH Lux"),

1 1 2 74,271 B ordinary shares of US\$0 50 each held by SH Lux,

1 1 3 23,392,857 B ordinary shares of US\$0 50 each held by PAIG Acquisition Limited ("PAL"),

1 1 4 24,930 C ordinary shares of US\$0 25 each held by SH Lux, and

1 1 5 15,921 D ordinary shares of US\$0 75 each held by SH Lux,

and shall return \$68,840 75 of such capital of the Company to SH Lux and \$11,696,428 50 of such capital of the Company to PAL

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

We, the undersigned, were, at the time the Resolution was circulated, entitled to vote on, and hereby irrevocably agree to, the Resolution


Duly authorised for and on behalf of
PAIG ACQUISITION LIMITED

Dated 1 September 2011

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WEDNESDAY



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28/09/2011

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COMPANIES HOUSE

M. Hodgkinson

Seton House Luxembourg, S à r l

Dated 1 September 2011

By M. HODGKINSON

Title Manager

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 -
 - **By Hand** delivering the signed copy to Alexander Burton, c/o Pinsent Masons LLP, 3 Colmore Circus, Birmingham B4 6BH
 - **Post** returning the signed copy by post to Alexander Burton, c/o Pinsent Masons LLP, 3 Colmore Circus, Birmingham B4 6BH

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, by 28 days from the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date
- 4 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 relevant power of attorney or authority when returning this document