

Company No 385881

THE COMPANIES ACT 2006

UNLIMITED COMPANY HAVING A SHARE CAPITAL

WRITTEN RESOLUTION

of

SETON HOUSE AUTOMOTIVE COMPONENTS (the "Company")

22 December 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolution is passed as a written resolution of the Company, having effect as an ordinary resolution (the "**Resolution**").

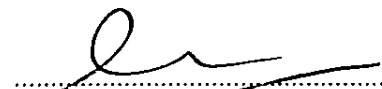
ORDINARY RESOLUTION

IT IS RESOLVED that authorisation of matters which give rise to an actual or potential conflict for the purposes of section 175 of the Act may be given by the directors of the Company in accordance with section 175(5)(a) of the Act.

AGREEMENT

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

The undersigned was at the time the Resolution was circulated entitled to vote on, and hereby irrevocably agree to, the Resolution:-


.....
For and on behalf of Seton House
Luxembourg S.à r.l.

22.12.2009
.....
Date


.....
For and on behalf of PAIG Acquisition Limited

22.12.2009
.....
Date

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THURSDAY



PC2 *PQSSCGG7* 07/01/2010
COMPANIES HOUSE

281

NOTES

If you agree with 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 Stuart McCaslin, Seton House Group Limited, Watchmoor Point, Watchmoor Road, Camberley, Surrey, GU15 3EX; or
- **Post:** returning the signed copy by post to Stuart McCaslin, Seton House Group Limited, Watchmoor Point, Watchmoor Road, Camberley, Surrey, GU15 3EX.

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.

Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

Unless by the date falling 28 days from the date set out above, insufficient 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.