

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

-of-

BRITISH AMERICAN RACING GP LIMITED

On *21st March 2001* the following resolution was unanimously passed as a Written Resolution of the Company:-

THAT the following alterations to be made to the Articles of Association of the Company:

- (A) Throughout the Articles, references to "Finance Director" shall be replaced with references to "A Ordinary Shareholder's Appointed Representative", references to "Technical Director" shall be replaced with references to "B Ordinary Shareholder's Appointed Representative", and references to Managing Director shall be replaced with references to "C Ordinary Shareholder's Appointed Representative";
- (B) In Article 21.5, the words "representing the holders of not less than 65 per cent of the issued shares" shall be deleted;
- (C) in Article 22, there shall be inserted the words "or Operating Management Board" after the words "or any other director" and the words "where such directors represent the holders of not less than 65 per cent. of the issued shares of such Holding Company" shall be deleted;
- (D) in Article 23.1, the words "with the consent of the directors of the Holding Company representing not less than 65 per cent. of the issued shares of such Holding Company" shall be deleted and replaced by "with the consent of a majority of the directors of the Holding Company";
- (E) in Article 23.2(A) the words "the directors of the Holding Company representing not less than 65 per cent. of the issued shares of such Holding Company" shall be deleted and replaced by " a majority of the directors of the Holding Company";
- (F) in Article 23.5, the words "who together have been appointed by the holders of not less than 65 per cent. of the issued shares of such Holding Company" shall be deleted;

- (G) in Article 26, the words "any other director or any person" shall be deleted and replaced with "any other director".

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**as corporate representative of
British American Racing (Holdings) Limited**