

Company Number: 1555486

**THE COMPANIES ACT 1985**

**AND**

**THE COMPANIES ACT 1989**

**RESOLUTION**

**OF**


**AVIS PENSION TRUSTEES LIMITED**

We, the undersigned, being the sole member of the Company who is at the date hereof entitled to attend and vote at a general meeting of the Company, hereby pass the following resolution in writing (such resolution to have effect as special resolution) pursuant to section 381A, Companies Act 1985 (as amended):

THAT the articles of the company be altered by inserting the following article to be numbered 21A:

‘A person entitled to be present at a meeting of the directors or of a committee of the directors shall be deemed to be present for all purposes if he is able (directly or by telephonic communication) to speak to and be heard by all those present or deemed to be present simultaneously. A director so deemed to be present shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where it is convened to be held or (if no director is present in that place) where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is. The word *meeting* in these articles shall be construed accordingly.’

Dated this 6<sup>th</sup> day of November 2006

  
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for and on behalf of  
**Avis Rent A Car Limited**

