

Company number 1607161

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

FLEET WINDSCREENS LIMITED (the "Company")

CIRCULATED: 29 SEPTEMBER 2009

I hereby certify this to
be a true copy
of the original

[Signature]
SECRETARY

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose:

- resolutions 1 and 2 below are passed as ordinary resolutions (together **Ordinary Resolutions**); and
- resolutions 3 and 4 below are passed as special resolutions (together **Special Resolutions**).

ORDINARY RESOLUTIONS

THAT with effect from 1 October 2009

1. at such time as the Company has only one class of shares in issue the directors of the Company be and are hereby authorised to allot shares of that class or to grant rights to subscribe for or to convert any security into shares in the Company, in accordance with Section 550 Companies Act 2006.
2. the three Ordinary Resolutions passed at the General Meeting of the Company held on 1 October 2008 which authorised the board of directors to authorise matters which would otherwise involve a director in breaching his duties under the Companies Acts to avoid a conflict of interest or duty and a conflict of duties ("Conflicts"); require a director to declare Conflicts and to deal with relevant matters and arrangements be and are hereby rescinded and revoked.

SPECIAL RESOLUTIONS

THAT with effect from 1 October 2009

3. the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and
4. the Articles of Association circulated with this resolution and initialled by a director for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

AGREEMENT¹

The undersigned, a person entitled to vote on the above resolutions on 29 September 2009, hereby irrevocably agrees to the Ordinary Resolutions and Special Resolutions:

Signed for and on behalf of

Autoglass Limited

Date

[Signature]
.....
29/09/09

THURSDAY



ARXQ1DQS

A61

01/10/2009

5

COMPANIES HOUSE

¹ Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolutions and Special Resolutions.

NOTES

1. You can choose to agree to the all of the Ordinary Resolutions and Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, 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 Ben McMechan, Belron International Limited, The King's Observatory, Old Deer Park, Richmond, Surrey TW9 2AZ
- **Post:** returning the signed copy by post to Ben McMechan, Belron International Limited, The King's Observatory, Old Deer Park, Richmond, Surrey TW9 2AZ
- **Fax:** faxing the signed copy to +44 (0) 20 8948 7323 marked "For the attention of Ben McMechan".
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to benm@belron.com. Please enter "Written resolutions dated 29 September 2009" in the e-mail subject box.

If you do not agree to all of the resolutions, 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 resolutions, you may not revoke your agreement.

3. Unless, by 27th October 2009, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. 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.