

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

GENERAL MOTORS LIMITED
Company Number: 01682792

(the "Company")

WEDNESDAY



LD1 *L64BPVZP* 20/07/2011 69
COMPANIES HOUSE

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN
ACCORDANCE WITH SECTION 291 OF THE COMPANIES ACT 2006**

SPECIAL RESOLUTION

That

- (A) The amount of £124,763,707.12 standing to the credit of the share premium account of the Company be reduced to £3,263,707.12
- (B) the capital be returned to the Company's shareholders by the payment of £ 121,500,000.00 in cash

By order of the board


Director/Secretary

18/7/11
Date

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT 2006

- 1 Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution
- 2 The circulation date of the written resolution is 18 July 2011 (the "**Circulation Date**")
- 3 The procedure for signifying agreement by eligible members to a written resolution is as follows
 - (A) a member signifies his/her/its agreement to a proposed written resolution when the Company receives from him/her/it (or someone acting on his/her/its behalf) an authenticated document –
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his/her/its agreement to the resolution,
 - (B) the document must be sent to the Company in hard copy form or in electronic form,
 - (C) a member's agreement to a written resolution, once signified, may not be revoked, and
 - (D) a written resolution is passed when the required majority of eligible members have signified their agreement to it
- 4 The period for agreeing to the written resolution is the period of 15 days beginning with the Circulation Date

AGREEMENT BY ELIGIBLE MEMBER TO WRITTEN RESOLUTIONS

We, being the eligible member of the Company

- 1 confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006, and
- 2 hereby resolve and agree that the above resolution be passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that the resolution shall take effect as a special resolution

Executed on behalf of General
Motors Japan Limited



By

RABIYA NAGI

Capacity

Attorney

Date

20 July 2011