



Statement of the directors

GENERAL MOTORS LIMITED

Company Number: 01682792 (the "Company")

STATEMENT OF THE DIRECTORS OF THE COMPANY

made on *20th July* 2011

- 1 This is a statement of the directors of the Company for the purposes of section 644(5) of the Companies Act 2006 and has been signed by each of the directors of the Company
- 2 The directors of the Company confirm that the solvency statement dated *20* July 2011 and made for the purposes of section 642 of the Companies Act 2006 in the form as prescribed by the Companies (Reduction of Share Capital) Order 2008 was
 - (A) made not more than 15 days before *20* July 2011 being the date on which the special written resolution to (A) reduce the amount of £124,763,707 12 standing to the credit of the share premium account of the Company to £3,263,707 12, and (B) the return of the capital to the Company's shareholders by payment of £121,500,000 be made in cash, was passed as a special resolution, and
 - (B) provided to its member in accordance with section 642(2) of the Companies Act 2006

Signed

Christopher William Parfitt, Director

John Fulcher, Director