

Number of Company - 2470318

THE COMPANIES ACT 1985

RESOLUTIONS

OF

JARDINE EUROPEAN MOTORS PLC

At an Extraordinary General Meeting of the Company duly convened and held at Charter Court, Colchester, Essex on 18th December, 1991 the following Resolutions, of which resolutions 1 and 2 are ordinary resolutions and 3 a special resolution, were duly passed:

RESOLUTIONS

1. It was resolved that the authorised share capital of the Company be increased to £15,000,000 by the creation of an additional 14,900,000 ordinary shares of £1 each.
2. It was resolved that subject to the passing of resolution 1 the directors be unconditionally authorised, pursuant to section 80, Companies Act 1985, to allot relevant securities (as defined in the Act) up to an aggregate nominal amount of £15,000,000 at any time or times during the period five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the company before the expiry of this authority.
3. It was resolved that subject to the passing of resolution 2 and to the provisions of sections 89 and 95 of the Companies Act 1985 becoming applicable to the company the Board be and it is hereby empowered pursuant to the said section 95 to allot equity securities for cash pursuant to the authority conferred by resolution 2 as if sub-section 1 of the said section 89 did not apply.

Matheson & Co., Limited
Secretaries

Jenifer Gee

Jenifer Gee
Assistant Secretary

