

Company Number 2613471

THE COMPANIES ACT 1985
SPECIAL RESOLUTION
OF
ALCON COMPONENTS LIMITED

Passed 2nd February 1999

At an extraordinary general meeting of the above named Company duly convened and held on 2nd February 1999 the following Resolution was duly passed as a Special Resolution.

SPECIAL RESOLUTION

That the Company is hereby authorised for the purposes of section 155 Companies Act 1985 to give financial assistance in connection with the acquisition of shares of the Company by Automotive Performance Technologies Limited ("Automotive") as follows:-

- (a) the execution by the Company in favour of National Westminster Bank Plc ("the Bank") of a debenture;
- (b) the execution by the Company in favour of the Bank of a chattels mortgage;
- (c) the execution by the Company in favour of the Bank of a guarantee;
- (d) the execution by the Company in favour of the Bank of a counter-indemnity in respect of a H.M. Customs & Excise duty deferment bond to be issued by the Bank;
- (e) the execution by the Company of an intercreditor agreement between the Purchaser, the Company, the Bank and 3i Group plc ("the Intercreditor Agreement");
- (f) the execution by the Company of the Advice of Borrowing Terms setting out the terms and conditions on which the Bank agrees to make the Overdraft available to the Company;
- (g) the execution by the Company of the Facility Agreement setting out the terms and conditions on which the Bank makes available term loan facilities of up to £815,000 to the Company; and
- (h) the execution by the Company of a support agreement to be entered into between 3i Group plc, the Company and the Purchaser ("the Support Agreement").


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CHAIRMAN

