

Company number 2981649

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

JEFFERY (WANDSWORTH) LIMITED (Company)

24 SEPTEMBER 2008



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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the members of the Company propose that the resolution below is passed as a special resolution.

SPECIAL RESOLUTION

Alteration of articles of association

THAT the articles of association of the Company be altered as follows:

1. by deleting the present article 1 and replacing it with the following new article 1:

“1. In these Articles "Table A" means Table A scheduled to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 and the Companies Act 1985 (Electronic Communications) Order 2000 the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No. 2) Regulations 2007 so far as it applies to private companies limited by shares and any other subordinate legislation coming into operation prior to the date of adoption of these Articles. The regulations contained in Table A shall, except where they are excluded or modified by these Articles, apply to the Company and, together with these Articles, shall constitute the Articles of the Company.”

2. by deleting the present article 2 and replacing it with the following new article 2:

"2. In these Articles the expression "the Act" means the Companies Act 1985 and "the 2006 Act" means the Companies Act 2006 in each case as modified or re-enacted and in force for the time being and the expression "the Companies Acts" means the Act and the 2006 Act."

3. by deleting the word "extraordinary" from article 8.

4. by adding the following words to the beginning of article 9:

"Every notice convening a general meeting shall comply with section 325(1) of the 2006 Act."

5. by deleting the present article 11 and replacing it with the following new article 11:

(A) In addition to complying with any other relevant obligations under the Act or the 2006 Act, a Director who, to his knowledge, is in any way, whether directly or indirectly interested in a contract or proposed contract with the Company, shall declare the nature and extent of his interest at the meeting of the Board at which the question of entering into the contract is first taken into consideration if he knows his interest then exists (or he ought reasonably to be aware of it), or, in any other case, at the first meeting of the Board after he knows or ought reasonably to be aware that he is or has become so interested. A general notice to the Board by a Director to the effect that:

(i) he has an interest (as member, officer, employee or otherwise) in a specified company or firm and is to be regarded as interested in any contract which may after the date of the notice be made with that company or firm; or

(ii) he is to be regarded as interested in any contract which may after the date of the notice be made with a specified person who is connected with him,

and stating the nature and extent of his interest or, as the case may be, the nature of his connection with the specified person shall be deemed to be a sufficient declaration of interest under this Article in relation to any such contract.

(B) Subject to the Act and the 2006 Act, and provided that a Director has disclosed to the Board the nature and extent of his material interest, that Director notwithstanding his office may:

(i) be party to, or otherwise interested in, any contract with the Company or in which the

Company has a direct or indirect interest

(ii) hold any other office or place of profit with the Company (except that of auditor) in conjunction with his office of director for such period and upon such terms, including as to remuneration, as the Board may decide,

(iii) act by himself or through a firm with which he is associated in a professional capacity for the Company or any other company in which the Company may be interested (otherwise than as auditor)

(iv) be or become a director or other officer of, or employed by or otherwise be interested in any holding company or subsidiary company of the Company or any other company in which the Company may be interested and

(v) be or become a director of any other company in which the Company does not have an interest and which cannot reasonably be regarded as giving rise to a conflict of interest at the time of his appointment as a director of that other company. For the avoidance of doubt:

(a) the holding now or in the future by any General Motors Corporation group company of any shares in the Company or any other company and the holding now or in the future by any nominee of any General Motors Corporation group company of any office of director of the Company or any other company or any dealing with any company which is appointed by any General Motors Corporation group company under Dealer and Authorised Repairer Agreements in the United Kingdom;

(b) the involvement of any such company as is referred to in paragraph (a) above in any transaction in which the Company may be interested shall not reasonably be regarded as giving rise to conflict of interest. Regulations 94 to 96 (inclusive) of Table A shall not apply.

(C) the Board may, subject to the quorum and voting requirements set out in this article, authorise any matter which would otherwise involve a director breaching his duty under the Companies Acts to avoid conflicts of interest ("conflict"). For the avoidance of doubt:

(a) the holding now or in the future by any General Motors Corporation group company of any shares in the Company or any other company and the holding now or in the future by any nominee of any General Motors Corporation group company of any office of director of the Company or any other company or any dealing with company which is appointed by any General Motors Corporation group company under Dealer and Authorised Repairer Agreements in the United Kingdom;

(b) the involvement of any such company as is referred to in paragraph (a) above in any transaction in which the Company may be interested

shall not constitute a conflict and to the extent that it might otherwise constitute a conflict shall be deemed to have been authorised by the Board pursuant to the provisions of this Article.

(D) a Director seeking authorisation in respect of a conflict shall declare to the Board the nature and extent of his interest in a conflict as soon as is reasonably practicable and the Director shall provide the Board with such details of the relevant matter as are necessary for the Board to decide how to address the conflict together with such additional information as may be requested by the Board

(E) any Director (including the relevant Director) may propose that the relevant Director be authorised in relation to any matter which is the subject of a conflict such proposal and any authority given by the Board shall be effected in the same way that any other matter may be proposed to and resolved upon by the Board under the provisions of these Articles.

(F) where the Board gives or is deemed to have given authority in relation to a conflict:

(i) the Board may (whether at the time of giving the authority or subsequently):

(a) require that the relevant Director is excluded from the receipt of information, the participation in discussion and/or the making of decisions (whether at meetings of the Board or otherwise) related to the conflict to the extent reasonable to do so, and

(b) impose upon the relevant Director such other terms reasonably necessary for the purpose of dealing with the conflict as it may determine

(ii) the relevant Director will be obliged to conduct himself in accordance with any terms imposed by the Board in relation to the conflict pursuant to the preceding Article.

(iii) the Board may provide that where the relevant director obtains (otherwise than through his position as a Director of the Company) information that is confidential to a third party, the Director will not be obliged to disclose that information to the Company, or to use or apply the information in relation to the Company's affairs, where to do so would amount to a breach of that confidence. For the avoidance of doubt the Board shall be deemed to have so provided in relation to confidential information obtained by the Director as a result of the holding now or in the future by any General Motors Corporation group company of any shares in any other company and the holding now or in the future by any nominee of any General Motors Corporation group company of any office of director of any other company or any dealing with any company which is appointed by any General Motors Corporation

group company under Dealer and Authorised Repairer Agreements in the United Kingdom;

(iv) the terms of the authority shall be recorded in writing (but the authority shall be effective whether or not the terms are so recorded) and the preceding Article shall constitute a written authority in relation to any Director nominated by any General Motors Corporation Group Company.

6. by deleting the present article 24 and replacing it with the following new article 24:

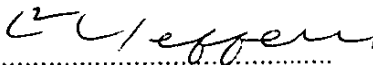
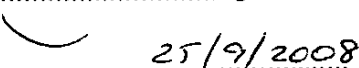
“24. Every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any relief from Liability granted by the court (Liability being any liability incurred in connection with negligence, default, breach of duty, breach of trust in relation to the Company), and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such Liability. Clause 118 in Table A shall not apply to the Company.”

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolution.

The undersigned, a person entitled to vote on the above resolution on 24 September 2008 , hereby irrevocably agrees to the Special Resolution:

Signed by Philip Jeffery


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Date

NOTES

1. NOTES

1. If you agree with the Resolution, 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 Duane Morris, 10 Chiswell Street, London EC1Y 4UQ.
- **Post:** returning the signed copy by post to Duane Morris, 10 Chiswell Street, London EC1Y 4UQ.
- **Fax:** faxing the signed copy to 0207 900 6558 marked "For the attention of S.A.Laws".
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to salaws@duanemorris.com. Please enter "Written resolutions dated 24 September 2008" in the e-mail subject box.

If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.

3. Unless, by 21 October 2008, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

Company number 2981649

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

JEFFERY (WANDSWORTH) LIMITED (Company)

24 SEPTEMBER 2008

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2. by deleting the present article 2 and replacing it with the following new article 2:

“2. In these Articles the expression “the Act” means the Companies Act 1985 and “the 2006 Act” means the Companies Act 2006 in each case as modified or re-enacted and in force for the time being and the expression “the Companies Acts” means the Act and the 2006 Act.”

3. by deleting the word “extraordinary” from article 8.

4. by adding the following words to the beginning of article 9:

“Every notice convening a general meeting shall comply with section 325(1) of the 2006 Act.”

5. by deleting the present article 11 and replacing it with the following new article 11:

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(i) he has an interest (as member, officer, employee or otherwise) in a specified company or firm and is to be regarded as interested in any contract which may after the date of the notice be made with that company or firm; or

(ii) he is to be regarded as interested in any contract which may after the date of the notice be made with a specified person who is connected with him,

and stating the nature and extent of his interest or, as the case may be, the nature of his connection with the specified person shall be deemed to be a sufficient declaration of interest under this Article in relation to any such contract.

(B) Subject to the Act and the 2006 Act, and provided that a Director has disclosed to the Board the nature and extent of his material interest, that Director notwithstanding his office may:

(i) be party to, or otherwise interested in, any contract with the Company or in which the

Company has a direct or indirect interest

(ii) hold any other office or place of profit with the Company (except that of auditor) in conjunction with his office of director for such period and upon such terms, including as to remuneration, as the Board may decide,

(iii) act by himself or through a firm with which he is associated in a professional capacity for the Company or any other company in which the Company may be interested (otherwise than as auditor)

(iv) be or become a director or other officer of, or employed by or otherwise be interested in any holding company or subsidiary company of the Company or any other company in which the Company may be interested and

(v) be or become a director of any other company in which the Company does not have an interest and which cannot reasonably be regarded as giving rise to a conflict of interest at the time of his appointment as a director of that other company. For the avoidance of doubt:

(a) the holding now or in the future by any General Motors Corporation group company of any shares in the Company or any other company and the holding now or in the future by any nominee of any General Motors Corporation group company of any office of director of the Company or any other company or any dealing with any company which is appointed by any General Motors Corporation group company under Dealer and Authorised Repairer Agreements in the United Kingdom;

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6. by deleting the present article 24 and replacing it with the following new article 24:

“24. Every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any relief from Liability granted by the court (Liability being any liability incurred in connection with negligence, default, breach of duty, breach of trust in relation to the Company), and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such Liability. Clause 118 in Table A shall not apply to the Company.”

AGREEMENT

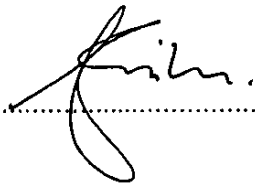
Please read the notes at the end of this document before signifying your agreement to the Special Resolution.

The undersigned, a person entitled to vote on the above resolution on 24 September 2008 , hereby irrevocably agrees to the Special Resolution:

Signed by

For and on behalf of GENERAL MOTORS UK
LIMITED

Date


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24/09/08
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