

Company No. 03167671

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

of

INTIER AUTOMOTIVE HOLDING (U.K.) LIMITED

(Passed on 20th April 2006)



The following resolutions were passed as written resolutions pursuant to Section 381A of the Companies Act 1985:

WRITTEN RESOLUTION

THAT

1. the authorized share capital of the Company be increased from £150,000,000 to £250,000,000 by the creation of 100,000,000 redeemable preference shares of £1.00 each, such shares to rank pari passu in all respects with the Company's existing redeemable preference shares which are issued and outstanding, and to have the rights and be subject to the restrictions in respect of such existing redeemable preference shares set out in the Company's Articles of Association as amended pursuant to this resolution;
2. the Articles of Association of the Company (the "Articles") be and are hereby amended by inserting the following as Article 2 (A) of the Articles in place of the existing Article 2(A):

"2(A) The authorized share capital of the Company is £250,000,000 divided into 100 ordinary shares of £1.00 each and 249,999,900 redeemable preference shares of £1.00 each ("redeemable shares")."; and
3. the directors be and are hereby generally and unconditionally authorized to exercise all the powers of the Company to allot all the redeemable preference shares referred to in paragraph 1 of this resolution pursuant to section 80 of the Companies Act 1985 (the

"Act") provided that the authority hereby conferred shall expire five years from the date of passing this resolution, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board of Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired, and so that the authority hereby given shall be additional to and without prejudice to the unexercised portion of the authorities and powers granted to the directors under the Articles or any prior resolution.

.....JHDavies.....

Director/Secretary