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THE COMPANIES ACT 2006

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WRITTEN SPECIAL RESOLUTIONS

of

FEDERAL-MOGUL GLOBAL GROWTH LIMITED

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Made pursuant to Chapter 2 of Part 13 of the Companies Act 2006

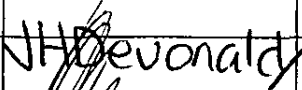
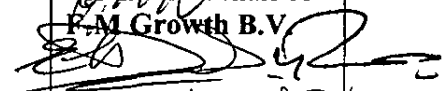
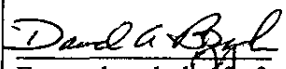
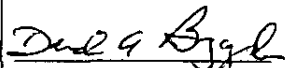
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We, the undersigned, being members representing not less than 75% of the total voting rights of members who were entitled to vote on the resolutions below on the above-stated date, AGREE AND RESOLVE by way of special resolution THAT.

- (1) Article 2 of the Articles of Association of the Company shall be amended by deleting the reference to Regulation 8.
- (2) Article 8 of the Articles of Association of the Company shall be deleted in its entirety.
- (3) Article 10 of the Articles of Association of the Company shall be deleted in its entirety and replaced with the following new Article 10:

"10 The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share, save that the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such a transfer is in favour of a chargee or mortgagee of any shares, any nominee of a chargee or mortgagee of any shares, a purchaser or transferee of any shares from a chargee or mortgagee (or its nominee) or a purchaser or transferee of any shares from any receiver, administrative receiver or administrator appointed by a chargee or mortgagee of any shares, and the directors shall as soon as practicable register any transfer of shares in connection with a transfer by a chargee or mortgagee (or its nominee) of any shares upon receipt of the duly stamped stock transfer form "



<i>Name of Shareholder</i>	<i>Signature</i>	<i>Date</i>	<i>Number of shares</i>	<i>Percentage holdings of issued voting share capital</i>
F-M Growth B V	 For and on behalf of <b>F-M Growth B.V.</b>  proxyholders of F-M Growth B.V. Intertrust (Netherlands) B.V.	12.12.07	14,000,100 Ordinary Shares and 515,230,000 Preference Shares	77.5%
F-M Global Inc	 For and on behalf of <b>F-M Global Inc</b>	17.12.07	109,992,114 Preference Shares	16%
F-M UK Holding Ltd	 For and on behalf of <b>F-M UK Holding Ltd.</b>	17.12.07	44,850,000 Ordinary Shares	6.5%