

Company Number. 03454611



FEDERAL-MOGUL GLOBAL GROWTH LIMITED

(the "Company")

I, Loic Daniel Hangran, being the sole director of the Company HEREBY RESOLVE pursuant to the Company's articles of association (the "Articles") as follows

RESOLUTIONS

1 Written Resolution

1 1 THAT, having carefully considered the matters referred to in section 172(1) of the Companies Act 2006, the form of written resolution attached to this sole director's resolution adopting an amended form of Articles of Association of the Company ("**Written Resolution**") be approved for submission to the shareholders of the Company and that it should be sent to every eligible shareholder of the Company, it having been noted that

1 1 1 pursuant to the Company's Articles of Association that so long as there is only one director, the quorum for the transaction of business at the meetings of the directors shall be reduced to one and such sole director may act alone in exercising without limitation all powers and authorities vested in the directors of the Company by the Articles of Association and Table A, and

1 1 2 Loic Daniel Hangran has declared his interest (if any) in accordance with section 177 of the Companies Act 2006, and

1 1 3 pursuant to article 30 of the Company's Articles of Association a director may vote and form part of the quorum in relation to any proposed transaction or arrangement in which they are interested

1 2 THAT, the amended form of Articles of Association be adopted, it having been noted that the Written Resolution had been passed by the shareholders of the Company

2 **Filing**

- 2 1 THAT, the Company Secretary be instructed to make all necessary and appropriate entries in the books and registers of the Company and to arrange for the Written Resolution and the amended form of Articles of Association to be filed at Companies House within 15 days



Loic Daniel Hangran, Sole Director

Dated 20 December 2010