

Surepart SVG Limited ("the Company")

Written resolutions of the single shareholder of the Company.

It was noted that, notwithstanding the single shareholder's re-appointment of PricewaterhouseCoopers LLP as auditors of the Company in December 2004, the Company had been dormant during the year ended 31 December 2004 and that therefore no audit had been required or undertaken.


Resolved by the single shareholder as follows:

Special Resolution

1. THAT the accounts of the Company for the financial period ended 31 December 2003 having been sent out in accordance with the Companies Act 1985, and the Company, having been dormant since the end of that period, resolves to make itself exempt from the provisions of the Companies Act 1985 relating to the audit of accounts and from the obligation to appoint auditors in subsequent years.

Elective Resolutions

2. THAT the Company dispenses with the laying of accounts and reports before the Company in general meeting in 2005 and in subsequent years.
3. THAT the Company dispenses with the holding of an Annual General Meeting in 2005 and in subsequent years.


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M D Rimmer
Company Secretary
For and on behalf of Unipart Automotive Holdings Limited

Dated 22 April 2005

