

No. 03580629

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

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RESOLUTION

of

INCHCAPE AUTOMOTIVE LIMITED

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At an Extraordinary General Meeting of the above-named Company duly convened and held on 3rd December, 1998 the following resolution was passed as a special resolution:

RESOLUTION

That:

the sum of £992,750,000 standing to the credit of the share premium account of the Company be cancelled

*R.C. Williams*

Chairman of the Meeting

LT983160.022

