

Company Number 3588027

UNIPART NORTH AMERICA LIMITED ("the Company")

Written resolution of the single shareholder of the Company.

Resolved by the single shareholder as follows:

Special Resolution

THAT the Articles of Association of the Company be and are hereby amended by the insertion of the following text as a new paragraph following on from the text of the existing Article 6. of the Company's Articles of Association.

"Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:

- (a) is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such bank or institution (a "Secured Institution");
- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (c) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the members for the time being of the Company or any of them, and no such members shall have the right under the articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not."


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

Dated **17** October 2003

