

Company No 03616334

**DAIDO INDUSTRIAL BEARINGS EUROPE LIMITED ("the Company")**

**Written resolution of the Company pursuant to  
s 281 and Part 13 Ch 2 Companies Act 2006**

Date 7 December 2010

In accordance with Part 13 Ch 2 Companies Act 2006, the directors of the Company propose the following written resolution which is proposed as a special resolution ("**Special Resolution**")

**SPECIAL RESOLUTION**

THAT conditional upon the completion of the purchase of 1,250,000 B ordinary shares in the issued share capital of the Company by Daido Metal Co Ltd

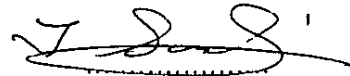
- 1 the articles of association contained in the printed document marked "A" attached to this resolution are approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company, and
- 2 the existing A ordinary shares and B ordinary shares in the share capital of the Company be and are hereby redesignated as a single class of ordinary shares having the rights and being subject to the restrictions set out in the articles of association to be adopted by the passing of this Special Resolution

**Agreement to written resolution**

*Please read the notes at the end of this document before signifying your agreement to the written resolutions*

The undersigned, being all of the members entitled on the date set out above to vote on the written resolution, irrevocably agrees to the Special Resolution

Signed by Daido Metal Co Ltd acting by its attorney Toshiyuki Sasaki



Date 7 Dec. 2010

Signed by Federal-Mogul Global Growth Limited acting by its attorney Daido Metal Co Ltd

Signature



THURSDAY



LD5 09/12/2010 168  
COMPANIES HOUSE

## NOTES

### *Procedures for signifying agreement*

- 1 If you agree to the resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the Company
- 2 Unless, by the end of the period of 28 days beginning on the date on which the resolution was circulated, sufficient agreement has been received for the written resolution to pass, it will lapse. If you are to the resolution, please ensure that your agreement reaches us before or during that date. Your agreement will be ineffective if received after that date.

### *Other*

- 3 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

**‘A’**

**THE COMPANIES ACT 2006**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**NEW  
ARTICLES OF ASSOCIATION  
(as adopted by Written Special Resolution  
passed on 7 December 2010)**

**- of -**

**DAIDO INDUSTRIAL BEARINGS EUROPE LIMITED**

**INTRODUCTORY**

- 1 1 The Regulations contained or incorporated in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) Amendment Regulations 1985 and The Companies Act 1985 (Electronic Communications) Order 2000 (in the following Articles "Table A") shall apply to the Company, save insofar as they are varied or excluded by or are inconsistent with the following Articles
- 1 2 In Regulation 1 of Table A, the words "and in Articles of Association adopting the same" shall be inserted after the word "regulations" in the last paragraph of that Regulation and the sentence "Any reference to any statutory provision shall be deemed to include a reference to each and every statutory amendment, modification, re-enactment and extension thereof for the time being in force" shall be inserted at the end of that Regulation
- 1 3 Regulations 40, 73 to 77 (inclusive), 80, 90, 94 to 98 (inclusive) and 118 of Table A shall not apply to the Company
- 2 In these Articles, the expression "the Controlling Shareholder" means the registered holder for the time being of more than one half in nominal value of the issued ordinary share capital of the Company and includes (for the avoidance of doubt) any member holding all of the issued ordinary share capital of the Company and the expression "the Nominee" means any person holding shares in the Company as nominee or otherwise on trust, for the Controlling Shareholder

**SHARE CAPITAL**

- 3 The current share capital of the Company is £13,500,000 divided into 13,500,000 Ordinary Shares of £1 00 each
- 4 1 No share or beneficial interest in a share shall be issued or allotted to any person other than the Controlling Shareholder or some other person expressly approved by the Controlling Shareholder in writing, but subject to that all the unissued shares for the time being in the capital of the Company shall be at the disposal of the Directors who may allot, grant options

over or otherwise dispose of them to such persons, at such times and on such terms and conditions as they think proper, subject to section 80 of the Act and provided that no share shall be issued at a discount

- 4 2 The Directors are authorised, for the purposes of section 80 of the Act, to allot and issue relevant securities (as defined in section 80(2) of the Act) up to an aggregate nominal value of £2,000,000. This authority shall expire on the fifth anniversary of the date of the adoption of these Articles, unless previously revoked, renewed or varied by the Company in general meeting
- 4 3 The Directors shall be entitled, pursuant to the authority conferred by Article 4 2 or any renewal or variation of such authority, to make at any time prior to its expiry any offer or agreement which would or might require relevant securities to be allotted after such expiry and to allot relevant securities pursuant to any such offer or agreement
- 4 4 The provisions of sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company

### **TRANSFER OF SHARES**

- 5 1 The Directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of any share in the capital of the Company, whether fully or partly paid save that the Directors shall be obliged to register any transfer of shares made to or by, or with the express written consent of the Controlling Shareholder, or made pursuant to Article 5 2. In its application to the Company Regulation 24 of Table A shall be modified by the deletion of the first sentence
- 5 2 The Controlling Shareholder may at any time by notice given to the Nominee at the registered address of the Nominee shown in the Register of Members of the Company require the Nominee to transfer all or any shares registered in his name to the Controlling Shareholder or any other person specified in the notice for no consideration. If the Nominee shall fail within 48 hours after service of the notice to transfer the shares in question, the Directors may authorise any person to execute on behalf of and as agent or attorney for the Nominee any necessary instrument of transfer and shall cause the name of the transferee to be entered in the Register as the holder of the shares in question. After the name of the transferee has been entered in the Register in purported exercise of these powers, the validity of the proceedings shall not be questioned by any person

### **GENERAL MEETINGS**

- 6 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. One member holding more than one half in nominal value of the issued ordinary share capital of the Company for the time being and present in person or by proxy or representative shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting but, save in such a case, two members present in person or by proxy or representative shall be a quorum

### **DIRECTORS**

- 7 In its application to the Company, Regulation 64 of Table A shall be modified by the deletion of the word "two" and the substitution of the word "one"
- 8 The Controlling Shareholder shall have the right at any time and from time to time to appoint one or more persons to be a Director or Directors of the Company. Any such appointment shall be effected by notice in writing to the Company by the Controlling Shareholder and the Controlling Shareholder may in like manner at any time and from time to time remove from office any Director (whether or not appointed by him or it pursuant to this Article)
- 9 In its application to the Company, Regulation 65 of Table A shall be modified by the deletion of the words "approved by resolution of the Directors and"

- 10 1 In its application to the Company, Regulation 78 of Table A shall be modified by the deletion of the words " and may also determine the rotation in which any additional Directors are to retire"
- 10 2 In its application to the Company, Regulation 79 of Table A shall be modified by the deletion of the second and third sentences
- 10 3 In its application to the Company, Regulation 84 of Table A shall be modified by the deletion of the third and final sentences
- 11 In its application to the Company, Regulation 81 of Table A shall be modified by the deletion of paragraph (e) and the substitution of the following paragraph

"(e) he is removed from office under the provisions of Article 8 of the Company's Articles of Association "

#### **PROCEEDINGS OF DIRECTORS**

- 12 The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number A sole Director shall have authority to exercise all powers and discretions vested in the Directors and, in its application to the Company, Regulation 89 of Table A shall be modified accordingly
- 13 A Director may vote at a meeting of the Directors, and form part of a quorum present at that meeting, in relation to any matter in which he has, directly or indirectly, an interest or duty which conflicts or which may conflict with the interests of the Company, provided that he has previously disclosed the nature of such duty or interest to the Directors The provisions of Regulation 86 of Table A shall be taken to apply equally to any disclosure to be made under the provisions of this Article

#### **EXECUTION OF DOCUMENTS**

- 14 In its application to the Company, Regulation 101 of Table A shall be modified by the addition of the following sentence

"Any instrument expressed to be executed by the Company and signed by two Directors or one Director and the Secretary by the authority of the Directors or of a committee authorised by the Directors shall (to extent permitted by the Act) have effect as if executed by affixing the seal "

#### **INDEMNITY**

- 15 1 This Article 15 shall have effect, and any indemnity provided by or pursuant to it shall apply, only to the extent permitted by, and subject to the restrictions of, the Act It does not allow for or provide (to any extent) an indemnity which is more extensive than as permitted by the Act and any such indemnity is limited accordingly This Article is also without prejudice to any indemnity to which any person may otherwise be entitled
- 15 2 The Company may indemnify any person who is a Director, the secretary or another officer of the Company (other than an auditor) out of the assets of the Company from and against any loss, liability or expense incurred by him or them in relation to the Company
- 15 3 The Directors may purchase and maintain insurance at the expense of the Company for the benefit of any such Director, secretary or other officer and they may provide any such person with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil (including regulatory) proceedings or in connection with an application under any of sections 144(3), 144(4) or 727 of the Act

## **ELECTRONIC COMMUNICATIONS**

- 16 Any Director who participates in the proceedings of a meeting by means of an electronic communication by which all the other Directors present at such meeting (whether in person or by alternate or by means of electronic communication) may hear at all times such Director and such Director may hear at all times all other Directors present at such meeting (whether in person or by alternate or by means of electronic communication) shall be deemed to be present at such meeting and shall be counted when reckoning a quorum
- 17 In their application to the Company, Regulations 60 and 61 of Table A shall be modified by the addition of the following sentence
- "The appointment of a proxy may be contained in an electronic communication sent to such address (including any number) as may be notified by or on behalf of the Company for that purpose and may be in such form as the Directors may approve including requirements as to the use of such discrete identifier or provision of such other information by a member so as to verify the identity of such member and as to the authenticity of any electronic signature thereon "
- 18 In its application to the Company, Regulation 62 of Table A shall be modified by the addition of the following sentences
- "In the event that more than one appointment of a proxy relating to the same share is so delivered or received for the purposes of the same meeting, the appointment last delivered or received (whether in writing or contained in an electronic communication) shall prevail in conferring authority on the person named therein to attend the meeting and vote
- An appointment of proxy contained in an electronic communication found by the Company to contain a computer virus shall not be accepted by the Company and shall be invalid "
- 19 In its application to the Company, Regulation 115 of Table A shall be modified by the addition of the following after the words "after the time it was sent" at the end of the third sentence
- "notwithstanding that the Company is aware of the failure in delivery of such electronic communication Without prejudice to such deemed delivery, if the Company is aware of the failure in delivery of an electronic communication and has sought to give notice by such means at least three times, it shall send the notice in writing by post within 48 hours of the original attempt"