

**THE COMPANIES ACT 1985**  
(the "Act")

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**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTIONS**  
(Pursuant to Section 381A of the Act)  
- of -  
**BRITAX GERMAN HOLDINGS LIMITED ("the Company")**  
(Company Number: 4084394)

We, the undersigned, being the Sole Member of the Company, who at the date of this resolution would be entitled to attend and vote at a General Meeting of the Company, HEREBY PASS, pursuant to Section 381A of the Act, the following resolution as a Special Resolution and agree that the said resolution shall, for all purposes, be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:-

**SPECIAL RESOLUTIONS**

- 1            THAT, the Articles of Association of the Company be and are hereby amended by:
  - 1.1           the insertion of a new Article 6(A) as follows:-

“notwithstanding any of the other provisions of these Articles, the Directors must register any transfer of any share in the capital of the Company made pursuant to the terms of a debenture granted by, among others, the Company’s ultimate parent company, Seton House Group Limited, in favour of Lehman Commercial Paper Inc. as security agent and trustee for itself and for each of the Secured Parties (as defined therein) to which the Company will accede.” and
  - 1.2           the deletion of Article 4.

  
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for and on behalf of  
BRITAX INTERNATIONAL GmbH

DATED: 22 August 2001

