

(Registered No: 04466016)



COMPANIES ACTS 1985 AND 1989

**NORTHWORLD INVESTMENTS LIMITED**

**(the "Company")**

PRIVATE COMPANY LIMITED BY SHARES

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**SHAREHOLDERS' WRITTEN RESOLUTIONS  
PURSUANT TO THE  
ARTICLES OF ASSOCIATION  
OF THE COMPANY**

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In accordance with the articles of association of the Company and regulation 53 of Table A (as defined in those articles), we, being all the members of the Company who, at the date of these resolutions, are entitled to attend and vote at a general meeting of the Company **HEREBY RESOLVE** as follows:

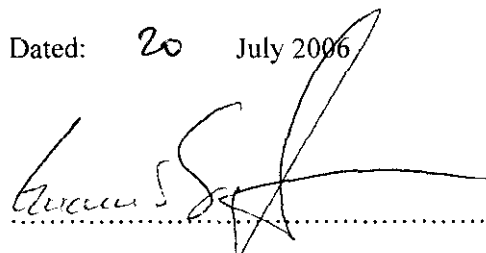
**SPECIAL RESOLUTIONS**

1. THAT the terms of, and the transactions contemplated by, and the execution, delivery and performance by the Company of the obligations contained in the following documents (and the payment of any costs, fees and expenses incurred in connection with the current transaction) is for the benefit of and in the interests of the Company and is hereby approved:
  - (a) an amendment and restatement agreement (the "**Amendment and Restatement Agreement**") to a facilities agreement originally dated 13 November 2004 (the "**Facilities Agreement**") to be entered into between (1) Lear Holdings Limited and others as Obligors, (2) Barclays Capital and Landsbanki Islands hf as Mandated Lead Arrangers and Original Lenders, (3) Barclays Bank PLC as Agent, (4) Barclays Bank PLC as Issuing Bank and VNG Bank and (5) Barclays Bank PLC as Security Trustee pursuant to which certain terms of the Facilities Agreement are to be amended due to amongst other things the restructuring of debt and changes to the financial covenants. In addition each of the Original Guarantors (as defined therein) of which the Company is one, will confirm to the Finance Parties (as defined therein) that the guarantee and indemnity given by it pursuant to clause 24.1 (*Guarantee and indemnity*) of the Facilities Agreement will continue in full force and effect notwithstanding the amendment and restatement of the Facilities Agreement in accordance with the terms of the Amendment and Restatement Agreement and extends to any increases in the Total Revolving Facility Commitments (as defined in the Facilities Agreement as amended by the Amendment and Restatement Agreement (the "**Restated Agreement**")) which are made available to the Borrowers (as defined in the Restated Agreement) in accordance with clause 4.5 (*Changes to the Total Revolving Facility Commitments*) of the Restated Agreement;

- (b) a restructuring deed to be entered into between (1) Barclays Bank PLC (as Senior Agent), (2) Barclays Capital and Landsbanki Islands hf (as Senior Arrangers), (3) Barclays Bank PLC (as Security Trustee), (4) Barclays Bank PLC and Landsbanki Islands hf (as Senior Lenders), (5) Barclays Bank PLC (as Senior Issuing and VNG Bank), (6) Landsbanki Islands hf (as Mezzanine Agent), (7) Landsbanki Islands hf (as Mezzanine Arranger), (8) Landsbanki Islands hf (as Mezzanine Lender), (9) Landsbanki Islands hf (as Mezzanine Issuing Bank), (10) Landsbanki Islands hf (as Junior Mezzanine Agent), (11) Landsbanki Islands hf (as Junior Mezzanine Arranger), (12) Landsbanki Islands hf (as Junior Mezzanine Lender), (13) Barclays Bank PLC and Landsbanki Islands hf (as Hedging Banks), (14) the persons named in part 1 of schedule 1 thereto (as Investors), (15) the companies named in part 2 of schedule 1 thereto (as Obligors), (16) the individuals named in part 3 of schedule 1 (as Managers) and (17) Arev Management Limited ("**Restructuring Deed**"); and
- (c) the subordination amendment and restatement deed to be entered into between, inter alios, the Parent, Barclays Bank PLC as Security Trustee, Barclays Bank PLC as senior agent, Landsbanki Islands hf as mezzanine agent, Landsbanki Islands hf as junior mezzanine agent, the Senior Creditors (as defined therein), the Mezzanine Creditors (as defined therein), the Junior Mezzanine Creditors (as defined therein) and the Investors (as defined therein).

Signed by, or by duly authorised representatives on behalf of, the members of the Company who, as at the date of these resolutions, would be entitled to attend and vote at a general meeting of the Company had the resolutions been put to such a meeting.

Dated: 20 July 2006



**LEAR ACQUISITIONS LIMITED**