

## THE COMPANIES ACTS 1985 TO 1989

## PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS  
OF  
TIMESOUND LIMITED

We, the undersigned, being the members for the time being of the above named Company entitled to receive notice of and to attend and vote at a meeting of the holders of the ordinary shares of €1 00 each in the Company (the "Ordinary Shares") and of the holders of the "A" redeemable shares of €1 00 each in the Company (the "Redeemable Shares") HEREBY RESOLVE that the following resolutions be adopted as Special Resolutions of the Company and agree that the said resolutions shall, pursuant to regulation 53 in Table A (which regulation is embodied in the articles of association of the Company) and Sections 381A to C inclusive of the Companies Act 1985 (as amended), for all purposes be as valid and effective as if the same had been passed at an extraordinary general meeting of the Company of the holders of the Ordinary Shares and of the Redeemable Shares duly convened and held

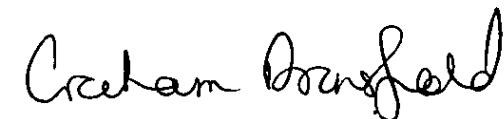
**SPECIAL RESOLUTIONS**

- 1 THAT the Company be re-registered as an unlimited company
- 2 THAT the existing Memorandum and Articles of Association of the Company be deleted in their entirety and that the Company adopt a new set of Memorandum and Articles of Association in the form produced to the meeting and signed by the persons signing this written resolution for the purposes of identification

Dated this 10th day of August 2007

For Tillotson Commercial Vehicles Limited

St Nicolas S à r l



Director



Manager AUTHORIZED REPRESENTATIVE

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THE COMPANIES ACTS 1985 TO 1989

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PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTION  
OF  
TIMESOUND LIMITED

We, the undersigned, being the member for the time being of the above named Company entitled to receive notice of and to attend and vote at a separate general meeting of the holders of "A" redeemable shares of €1.00 each (the "Redeemable Shares") HEREBY RESOLVE that the following resolution be adopted as an extraordinary resolution of the Company and agree that the said resolution shall, pursuant to regulation 53 in Table A (which regulation is embodied in the articles of association of the Company) and Sections 381A to C inclusive of the Companies Act 1985 (as amended), for all purposes be as valid and effective as if the same had been passed at a separate general meeting of the Company of the holders of the Redeemable Shares duly convened and held

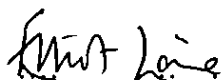
**EXTRAORDINARY RESOLUTION**

THAT the holder of the Redeemable Shares hereby

- (i) approves the reregistration of the Company from a limited company to an unlimited company made pursuant to a written resolution of the holders of the ordinary shares of €1 00 each in the capital of the Company and the holder of the Redeemable Shares and dated August 10, 2007, a copy of which is attached hereto (the "Written Resolution"),
- (ii) approves the adoption of the new Memorandum and Articles of Association of the Company made pursuant to the Written Resolution, and
- (iii) sanctions each and every modification or abrogation of the special rights and privileges attaching to the Redeemable Shares as are or may be involved in the proposals referred to in (i) and (ii) above

Dated this 10th day of August 2007

For St Nicolas S à r l



Manager AUTHORISED REPRESENTATIVE