

MARELLI OVERSEAS LIMITED

(Company No. 07261926)

WRITTEN RESOLUTION of Marelli Overseas Limited (the "Company")

1 AUGUST 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose that the resolution below is passed as an ordinary resolution (the "**Resolution**")

ORDINARY RESOLUTION

- 1 That the directors be given the powers to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act 2006 This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006

Please read the notes accompanying this document before you signify your agreement to the Resolution

The undersigned being a person entitled to vote on the Resolution on the date noted above hereby irrevocably agrees to the Resolution

Signed

for and on behalf of

Date

.. *G. Malle* ..

FKI Engineering Limited

.. *01/08/2013* ..

WEDNESDAY



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07/08/2013

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COMPANIES HOUSE