

**Company No. 20152**

**THE COMPANIES ACTS 1985**

**AND**

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF**

**FEDERAL-MOGUL UK INVESTMENTS LIMITED**

**(the "Company")**

**CIRCULATION DATE:** 19 September 2019

Pursuant to Chapter 2 of Part 13 Companies Act 2006 (the "Act"), the directors of the Company propose that the resolution below (the "**Resolution**") be passed as a special resolution:

**SPECIAL RESOLUTION**

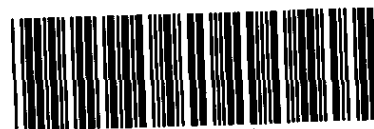
1. THAT the Share Premium Account of the Company be reduced by £200,000,000 from £336,691,098 to £136,691,098 and the amount by which it is reduced be credited to a distributable reserve.

**AGREEMENT**

Please read the notes attached to this document before signifying your agreement to the Resolution.

The undersigned, being persons entitled to vote on the above Resolution on the circulation date hereby irrevocably agree to the Resolution being passed as a Special Resolution.

MONDAY



\*A8ELUWH\*

A08

23/09/2019

#306

COMPANIES HOUSE

**NAME:** FDML HOLDINGS LIMITED

**SIGNATURE:**

A handwritten signature in black ink, appearing to be 'S. J.', written over a dotted line.

**Duly authorised for and on behalf of FDML Holdings Limited**

**DATE:** 19 September 2019

**Notes:**

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
  - 1.1 **BY HAND:** delivering the signed copy to Federal-Mogul UK Investments Limited, c/o Federal-Mogul Limited, Manchester International Office Centre, Styal Road, Manchester, Lancashire M22 5TN;
  - 1.2 **BY POST:** returning the signed copy by post to Federal-Mogul UK Investments Limited, c/o Federal-Mogul Limited, Manchester International Office Centre, Styal Road, Manchester, Lancashire M22 5TN.

If you do not agree to the Resolution you do not need to do anything; you will not be deemed to agree if you do not reply. Please only return your agreement to the Resolution if you agree to the Resolution. Once you have returned your agreement to the Resolution to the Company, you may not revoke your agreement.

- 2 Where, by the date that falls 28 days after the circulation date shown above insufficient agreement has been received for the Resolution to pass, such a Resolution will lapse. If you agree to the Resolution please ensure that your agreement reaches the Company on or before this date.
- 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 power of attorney or other authority when returning this document.