

SECTION 381A COMPANIES ACT 1985

HAYDOCK FINANCE LIMITED
("the Company")

WRITTEN RESOLUTIONS



We, being all the members of the Company entitled to attend and vote at a General Meeting of the Company, hereby pass the following Resolutions as Special Resolutions and agree that the said Resolutions 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:

SPECIAL RESOLUTIONS

Statutory declarations made pursuant to section 155(6) of the Companies Act 1985 and related auditors reports having been produced and inspected setting out details (inter alia) of the following documents ("the Documents") which the Company and its wholly owned subsidiary, Ignition Vehicle Management Limited ("Ignition"), are proposing to enter into and grant in connection with (inter alia) the acquisition ("the Acquisition") by Haydock Finance Holdings Limited ("Holdings") of the entire issued share capital of the Company and details of financial assistance which the Company and Ignition are proposing to give for the purposes of the Acquisition by (inter alia) entering into the Documents and by making payment of sums to the holders of options over ordinary shares in the capital of the Company (the "Option Payments"):

(a) an amended and restated senior debt facility agreement to be entered into by the Company and The Governor and Company of the Bank of Scotland ("BoS") in relation to banking facilities of £120,000,000;

(b) a cross-guarantee in favour of BoS to be executed by the Company, Holdings and Ignition in terms of which each such company will guarantee the obligations of each other company to BoS; and

(c) an intra-group loan agreement to be made between the Company and Holdings in terms of which the Company will provide loan facilities to Holdings.

1. THAT the provisions (as the same may be amended, varied, supplemented or substituted) of the Documents and the Option Payments be and are hereby approved and (notwithstanding any provisions of the memorandum and articles of association of the Company or Ignition or any personal interest of any of the directors) the directors of the Company and Ignition be and are hereby empowered, authorised and directed to complete and enter into such Documents and the directors of the Company are authorised to make the Option Payments.

2. THAT notwithstanding that the entering into and granting the security and performing the obligations under the Documents and the Option Payments would constitute financial assistance within the meaning of Sections 151-158 (inclusive) of the Companies Act 1985, such entry and grant and the giving of such financial assistance is in the best interests of the Company and Ignition.

3. THAT the giving of such financial assistance be and is hereby approved and that the Company and Ignition entering into and/or granting the Documents to which they are a party and granting the security and performing their obligations thereunder and the Company making the Option Payments be and are hereby approved.


.....
JONATHAN WILKINSON as duly
authorised attorney for
DAVID BLACK

15th March 2005
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Date


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JONATHAN WILKINSON as duly
authorised attorney for
JAMES BLACK

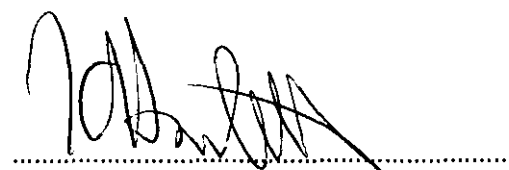
15th March 2005
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Date


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KEITH EASTHAM


15/3/05
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Date


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KENNETH HOWLETT

15/03/05
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Date


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KENNETH HOWLETT as duly
authorised attorney for
JUSTINE HOWLETT


15/03/05
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Date


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DEREK LAMOND


15 March 2005
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Date


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DEREK PORTER

15/3/05
.....
Date


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JONATHAN WILKINSON as duly
authorised attorney for
BENJAMIN WILKINSON

15th March 2005
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Date


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JONATHAN WILKINSON as duly
authorised attorney for
JAMES WILKINSON

15th March 2005
.....
Date



.....
JONATHAN WILKINSON as duly
authorised attorney for
ROBERT WILKINSON

15th March 2005
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Date


.....
JONATHAN WILKINSON

15th March 2005
.....
Date

I confirm that a copy of this written resolution was sent to the Auditors of the Company at or before the time at which it was supplied to a member for signature in accordance with Section 381B Companies Act 1985.


.....
Director

SECTION 381A COMPANIES ACT 1985 —

HAYDOCK FINANCE LIMITED
("the Company")

WRITTEN RESOLUTIONS

We, being all the members of the Company entitled to attend and vote at a General Meeting of the Company, hereby pass the following Resolutions as Special Resolutions and agree that the said Resolutions 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:

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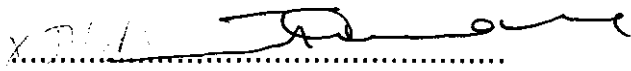
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3. THAT the giving of such financial assistance be and is hereby approved and that the Company and Ignition entering into and/or granting the Documents to which they are a party and granting the security and performing their obligations thereunder and the Company making the Option Payments be and are hereby approved.


.....
JONATHAN HARPER WILKINSON
as trustee for **ROBERT J WILKINSON**

15 MARCH 2005
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DATE


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SUSAN JOY WILKINSON
as trustee for **ROBERT J WILKINSON**

15 MARCH 2005
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DATE


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JONATHAN HARPER WILKINSON
as trustee for **THOMAS J WILKINSON**

15 MARCH 2005
.....
DATE


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SUSAN JOY WILKINSON
as trustee for **THOMAS J WILKINSON**

15 MARCH 2005
.....
DATE

I confirm that a copy of this written resolution was sent to the Auditors of the Company at or before the time at which it was supplied to a member for signature in accordance with Section 381B Companies Act 1985.

.....
Director

SECTION 381A COMPANIES ACT 1985—

HAYDOCK FINANCE LIMITED
("the Company")

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3. THAT the giving of such financial assistance be and is hereby approved and that the Company and Ignition entering into and/or granting the Documents to which they are a party and granting the security and performing their obligations thereunder and the Company making the Option Payments be and are hereby approved.

A. McRae

duly authorised signatory for
and on behalf of The Governor
and Company of The Bank
Of Scotland

15 March 2005

Date