

Company No. 2835230

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTION OF SOLE SHAREHOLDER

of

VOLKSWAGEN FINANCIAL SERVICES (UK) LIMITED

In accordance with regulation 53 of Table A in the Schedule to the Companies (Table A to F) Regulations 1985 (as amended) (as incorporated in the Company's articles of association), we, being the only member of the Company who would, at the date of this resolution, have been entitled to vote upon it if it had been proposed at a general meeting, pass the following resolution as a special resolution:

SPECIAL RESOLUTION

THAT paragraph 3(a) of the memorandum of association of the Company be amended to read:

- "(a) To carry on business as a general commercial company and in particular (but without limiting the general nature of this object):
- (i) to provide hire, leasing and hire purchase finance to private individuals, partnerships and limited companies in connection with the hire, lease or acquisition of motor vehicles and related equipment of all descriptions;
 - (ii) to provide financial services to motor dealers, garages and similar institutions



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and their customers;

- (iii) to purchase motor vehicles of all descriptions for the purpose of hiring, leasing or otherwise providing fleets of motor vehicles to commercial users;
- (iv) to provide advice, consultancy and management services in relation to fleets of motor vehicles to users of such fleets (whether or not the said fleets are owned by the Company)"

Dated 9 October 1996

Signed 

a duly authorised signatory for and on behalf of Volkswagen Financial Services AG