

Number of Company: 2835230

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

of

VOLKSWAGEN FINANCIAL SERVICES (UK) LIMITED
("the Company")

PASSED 24th March 1995

Notice is hereby given that pursuant to Regulation 53 in the Companies (Tables A to F) Regulations 1985, S.I.'s 1985 Nos 805 and 1052 incorporated in the Articles of Association of the Company the following resolutions were passed by the Company on 24th March 1995:

1. THAT the authorised share capital of the company be increased to £100,000,000 (ONE HUNDRED MILLION POUNDS) by the creation of an additional 50,000,000 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares of the company.
2. THAT the directors are generally and unconditionally authorised, pursuant to s.80 Companies Act 1985 to allot grant rights to subscribe for or to convert securities into shares of the company up to a maximum nominal amount of the unissued shares in the company at the date of this resolution. The provisions of s.89(1) Companies Act 1985 shall not apply to any allotment made under this power, which shall expire five years after the date of the passing of this resolution.

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Gerald James Daly
(Company Secretary)

