

Company No: 3207774

The Companies Act 1985 (the "Act")

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

Of

LUCASVARITY

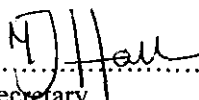
Pursuant to Sections 252,366A and 386 of the Act

Passed 25 January 2005

At an Extraordinary General Meeting (the "Meeting") of the above named Company duly convened and held at Stratford Road, Solihull B90 4AX on 25 January 2005, the following resolutions were duly passed as Elective Resolutions of the Company:

Resolutions

- (a) THAT the Company be and is hereby authorised to dispense with the laying of accounts and reports before the Company in general meetings in respect of the present financial year and each subsequent financial year whilst the resolution remains in force, in accordance with Section 252 of the Act;
- (b) THAT the Company be and is hereby authorised to dispense with the holding of annual general meetings in respect of the present financial year and each subsequent year whilst the resolution remains in force, in accordance with Section 366A of the Act; and
- (c) THAT the Company be and is hereby authorised to dispense with the obligation to appoint auditors annually and that the Company's auditors shall be deemed to be re-appointed for each succeeding financial year whilst this resolution remain in force, in accordance with Section 386 of the Act.


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Secretary

31.01.05.
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Date

