

RESOLUTION IN WRITING

Company No. 03207774

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

LucasVarity

(the "Company")

In accordance Article 57 of the Company's articles of association, we, being all the members of the Company who would, at the date of this resolution, have been entitled to vote upon it as if it had been proposed at a general meeting at which we were present, pass the following resolution in writing:

RESOLUTION IN WRITING

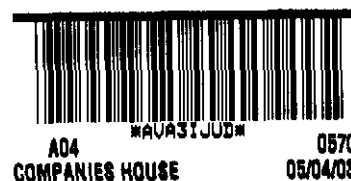
That:

1. the Company approve and ratify the terms of the transaction contemplated by, and the execution delivery and performance of the draft Security Agreement dated 28 February 2003 (the "**Security Agreement**") between Automotive Holdings (UK) Limited, the Chargors (as defined therein) and JPMorgan Chase Bank as agent and trustee for the Secured Creditors (as defined therein) (the "**Collateral Agent**") granting security over the Company's assets in favour of the Collateral Agent;
2. the Company approve and ratify the terms of the transaction contemplated by, and the execution delivery and performance of the draft Foreign Guarantee dated 28 February 2003 (the "**Guarantee**") among the Foreign Guarantors (as defined therein) and the Collateral Agent;
3. effective on and from 28 February 2003, the Company's articles of association be altered by the deletion of the following:

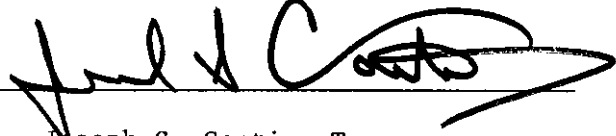
Article 10;

Article 26; and

Article 28.



Dated 31 MARCH 2003

Signed 

Print name Joseph S. Cantie, Treasurer

For and on behalf of TRW Automotive (LV) Corp.

Dated 31 MARCH 2003

Signed 

Print name Graham Plumley

For and on behalf of Automotive Holdings (UK) Limited

Date sent to auditors 31 MARCH 2003