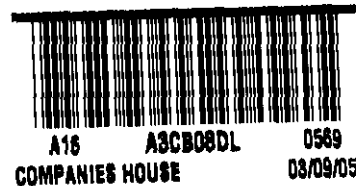


Company Number: 03207774

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SHAREHOLDERS WRITTEN RESOLUTION
(pursuant to Section 381A of the Companies Act 1985)
OF
LUCAS VARITY
(the "Company")



The undersigned, being the holders of all the issued share capital of the Company and entitled to vote, hereby resolves that the decision taken by the directors at a meeting of the Company on 27 July 2005, a certified extract of which is attached, is hereby ratified and is effective from the date thereof:

A handwritten signature in black ink, appearing to read "Automotive Holdings", is written over a horizontal line.

Automotive Holdings (UK) Limited

27.07.05

Date

A handwritten signature in black ink, appearing to read "Peter R. Hayes", is written over a horizontal line.

TRW Automotive Inc

8/29/05

Date

A handwritten signature in black ink, appearing to read "John A. Cant", is written over a horizontal line.

TRW Automotive LV Corp

8/29/05

Date

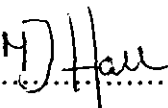
Certified Extract of the Minutes of meeting of directors of LucasVarity at Stratford Road,
Solihull B90 4AX on 27 July 2005

"It was noted that an indirect subsidiary company of the Company, Lucas Investment Finance Limited ("LIFL") had included a £122.7 million receivable in its accounts for the year ending 31 December 2003 in connection with the reallocation of proceeds of sale of the Aeronautical Systems business from Northrop Grumman Space & Mission Systems Corp to Goodrich Corp. which resulted in an exceptional item for the year.


Based on current analysis and a determination of the likelihood of recovery, the directors of LIFL had resolved that that a full provision should be made against the receivable in the LIFL's accounts for the year ended 31 December 2004, which results in an exceptional loss for the year.

*The Company in its capacity as shareholder both of Lucas Industries Limited and Stylealpha Limited, **HEREBY RESOLVES** to ratify the decision of the board of Directors of Lucas Industries Limited to ratify a decision of the Board of Directors of Stylealpha Limited to ratify a decision of the board of Directors of LIFL that a full provision should be made against a £122.7 million receivable in the LIFL accounts for the year ended 31 December 2004."*

The above is certified to be a true extract from the Minutes of the Meeting of directors.


.....

Secretary


.....

Date