

Company No: 3207774

**The Companies Act 1985
COMPANY UNLIMITED BY SHARES**

**RESOLUTIONS
OF
LUCASVARITY
(the "Company")**

Notice is hereby given that at an extraordinary general meeting of the Company held at Stratford Road, Solihull B90 4AX on 18 December 2006 the following resolutions were duly passed as Special Resolution:

SPECIAL RESOLUTIONS

That:

- (a) the share capital of the company be reduced by canceling and extinguishing 227,550,164 shares of 25 pence each registered at the close of business on 18 December 2006 in the name of the shareholders of the Company on a pro-rata basis (the "Shareholders"); and
- (b) the sum of 25 pence shall be paid to the Shareholders in respect of each share, being an aggregate of £56,887,541, such payment to be satisfied as determined by the board of the Company.

Dated: 18 December 2006


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M J Hall
Company Secretary

