

Company No: 3207774

**The Companies Act 2006
COMPANY UNLIMITED BY SHARES**

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

Passed the 27 day of November 2008

By written resolutions agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, as the date of circulating the resolutions were entitled to vote on the resolutions the following were passed as special resolutions:

RESOLUTIONS

1. That the authorised and issued share capital of the Company be reduced by £18,783,667.75 and that such reduction be effected by cancelling and extinguishing:

- (i) 72,617,244 of the ordinary shares of 25p each held by Automotive Holdings (UK) Limited; and
- (ii) 2,517,427 of the ordinary shares of 25p each held by TRW Automotive (LV) Corp

and that the Articles of Association of the Company be amended by deleting existing Article 3 and substituting therefor the following:

The share capital of the Company as at 27 November 2008 is £52,405,266.25 divided into 209,621,065 ordinary shares of 25p each.

2. That the share premium account of the Company be cancelled.

Dated: 27 November 2008


J Pegg
Company Secretary

