

Company No: 3207774

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

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

We, the undersigned, being the holders of all the issued share capital of the Company and entitled to vote, hereby resolve in writing pursuant to section 381A of the Act and by way of Special Resolution as follows:

WRITTEN RESOLUTION

That:

- (a) the share capital of the company be reduced by canceling and extinguishing 108,800,000 shares of 25 pence each registered in the name of Automotive Holdings (UK) Limited ("AHUK"); and
- (b) the sum of 25 pence shall be paid to AHUK in respect of each share, being an aggregate of £27,200,000, such payment to be satisfied as determined by the board of the Company.


Duly authorised signatory for and on
behalf of TRW Automotive (LV) Corp

13.12.04
Date


Duly authorised signatory for and on
behalf of Richmond UK Inc

13.12.04
Date

