

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**Kwik Fit Holdings Limited**

(the Company)

FRIDAY



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01/06/2007

COMPANIES HOUSE

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**Company Number: No 00362333**

**UNDER SECTION 381A OF THE COMPANIES ACT 1985**

(passed on 25 May 2007)

Unless otherwise defined in this resolution, capitalised words used in this resolution have the meaning given to them in the board minutes of the Company referring to this resolution dated on or about the date of this resolution

We, the undersigned, being the sole shareholder of all the issued share capital of the Company entitled to attend and vote at general meetings of the Company as at the date of this resolution pass the following resolutions

**THAT**

- 1 subject to compliance with section 155 to 158 of the Companies Act 1985, the giving by the Company of financial assistance for the purpose of the Refinancing in the form described in the statutory declarations sworn by the Directors of the Company pursuant to Section 155(b) of the Companies Act 1985 on the date hereof, be approved,
- 2 the execution by the Company of any and/or each of the Relevant Documents is in the best interests of the Company and the approval for the Company to enter into any and/or each of the Relevant Documents (and any other document which may be required in connection with the Relevant Documents or the Refinancing or any other agreement, undertaking, statement, certificate, notice, request, letter or acknowledgement in connection with, or notice under, any Relevant Document or the Refinancing or any other document relating to any Relevant Document or the Refinancing) to which the Company is a party is given notwithstanding that the Company might thereby be held to be giving financial assistance for the purposes of Sections 151 and 152 of the Companies Act 1985,
- 3 the Directors of the Company may provide for the execution or ratification, as the case may be, on behalf of the Company of any and/or each of the Relevant Documents (and any other document which may be required in connection with the Relevant Documents or the Refinancing or any other agreement, undertaking, statement, certificate, notice, request, letter or acknowledgement in connection with, or notice under, any Document or the Refinancing or any other document relating to any Relevant Document or the Refinancing) with such amendments, additions and variations as such persons authorised to execute the same may in their absolute discretion and sole opinion approve (the signature of such person being due evidence for all purposes of his approval of any such amendment, addition or variation),
- 4 subject to compliance with Section 155 to 158 of the Companies Act 1985, the giving by the subsidiaries of the Company listed below of "financial assistance" in respect of the Refinancing be approved and the terms of the Relevant Documents described in resolution (1) above, and the entry into and performance of the transactions contemplated thereby and thereunder by the following subsidiaries of the Company be and are hereby approved notwithstanding that those subsidiaries might be held to be giving financial assistance for the purposes of Sections 151 and 152 of the Companies Act 1985

- (a) Kwik-Fit (GB) Limited,
- (b) Kwik-Fit Euro Limited,
- (c) Kwik-Fit Properties Limited,
- (d) TPAS (UK) Limited,
- (e) Exhaust Specialists Limited,
- (f) Detailagent Limited,
- (g) Kwik-Fit Developments Limited,
- (h) Superdrive Motoring Centres Limited,
- (i) Kwik-Fit (Eastern) Limited,
- (j) Ebley Tyre Services Limited,
- (k) Swanton Novers Estates Limited,
- (l) Kwik-Fit Insurance Services Limited, and
- (m) Kwik-Fit (NL) Limited

*Moraleeby*  
for Kwik-Fit Finance Limited