

Company Number 362333

**Kwik-Fit Holdings Limited**

(the "Company")

**SOLE MEMBER'S WRITTEN RESOLUTIONS**

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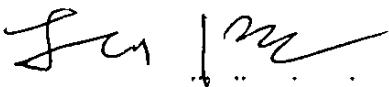
Circulation Date 8 August 2011 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary resolutions (the "Resolutions"):

- 1 THAT authorisation of any conflict of interest may be given by the directors of the Company in accordance with section 175(5)(a) of the Companies Act 2006
- 2 THAT any actual or potential conflict of interest that may arise by reason of any existing or future director of the Company being or becoming a director or other officer of, or employed by or otherwise interested in, any body corporate which is a parent undertaking or subsidiary undertaking (as those terms are defined in section 1162 of the Companies Act 2006) of the Company, or any subsidiary undertaking of any parent undertaking of the Company, or any body corporate in which such parent undertaking or subsidiary undertaking is interested, be and is hereby authorised and ratified

Please read the Notes at the end of this document before signifying your agreement to the Resolutions below

**BY ORDER OF THE BOARD**



Director



## AGREEMENT

WE, THE UNDERSIGNED, being the sole member of the Company on 8 August 2011, HEREBY IRREVOCABLY AGREE to the Resolutions

Rajesh Gaur

duly authorised signatory  
for and on behalf of  
**Kwik-Fit Finance Limited**

Dated 8 August 2011

### NOTES

- 1 To signify your agreement to the Resolutions you should sign and date this document where indicated above and return it to the Company by delivering the signed copy by hand or returning the signed copy by post to the Company Secretary  
  
If you do not agree to any of the Resolutions you need take no action you will not be deemed to agree if you fail to reply
- 2 Once you have signified your agreement to a Resolution, you may not revoke your agreement to that Resolution
- 3 Unless, 28 days after the Circulation Date, sufficient agreement has been received for a Resolution to pass, it will lapse
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document
- 6 A copy of this document was sent to the Company's auditors, Ernst & Young LLP, on the Circulation Date