



SPECIAL RESOLUTION

THAT:

- (1) it be confirmed that the authorised share capital of the Company is £5,040,000, divided into 25,000,000 ordinary shares of 5p each ("Ordinary Shares") and 3,790,000 7.5p cumulative redeemable voting preferred shares 1992/95 of £1 each ("Preferred Shares"), and that 21,100,000 Ordinary Shares and all of the Preferred Shares are in issue and are fully paid or credited as fully paid and the remaining Ordinary Shares are unissued; and to that end, but without prejudice to the generality thereof, and if and to the extent necessary, £140,000 of the authorised but unissued share capital resulting from the redemption of 210,000 Preferred Shares in November 1994 be cancelled, and the share capital of the Company be reduced by that amount; and
- (2) the Scheme of Arrangement dated 12 October 1998 (the "Scheme") between the Company and (1) the holders of the Scheme Shares and (2) Zincocelere and Mr R D Polson as the holders of the Connected Shares (all as defined in the Scheme), a print of which has been produced to this Meeting and for the purpose of identification has been signed by the Chairman of this Meeting, be and is hereby approved, and for the purpose of giving effect to it:
 - (a) the capital of the Company be reduced by cancelling and extinguishing the Scheme Shares (as defined in the Scheme);
 - (b) forthwith and contingently upon such reduction of capital taking effect the share capital of the Company be increased by the creation of one ordinary "A" share of 5p, having attached thereto the rights set out in the articles of association of the Company ("the Articles") as altered hereby; and the Articles be altered by deleting Article 3 and substituting the following:
 - "3.1 The authorised share capital of the Company is £4,628,230.95, divided into 16,764,618 ordinary shares of 5p each, 1 ordinary "A" share of 5p and 3,790,000 7.5p cumulative convertible redeemable voting preferred shares 1992/5 of £1 each ("Convertible Preferred Shares"), having the rights and being subject to the restrictions hereafter set forth.
 - 3.2 The ordinary "A" share of 5p shall confer the following rights:
 - (A) the holder thereof shall be entitled to receive notice of general meetings of the Company and to attend and vote, either in person or by proxy, at any such meeting on all matters; on a show of hands the holder, if (being an individual) present in person or (being a corporation) present by representative or proxy shall have one vote, and on a poll the holder, if present in person or by representative or proxy, shall have 8,235,382 votes;
 - (B) the holder thereof shall have the same entitlement to dividends as if the ordinary "A" share constituted and had always constituted 8,235,382 fully paid ordinary shares of 5p each, and for this purpose the ordinary "A" share shall be treated as if the amount paid up thereon were and had always been $8,235,382 \times 5p$;
 - (C) on a return of assets on liquidation or otherwise, the holder shall be entitled to receive the same amount as if the ordinary "A" share constituted and had always constituted 8,235,382 fully paid ordinary shares of 5p each, and for this purpose the reference in Article 4(B) to "ordinary shares" shall include the ordinary "A" share and the ordinary "A" share shall be treated as if the amount paid up thereon were $8,235,382 \times 5p$;
- (c) the directors of the Company be unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot the newly created ordinary "A" share of 5p to Viasystems Tamworth Limited provided that:
 - (i) the maximum nominal amount which may be allotted hereunder is 5p;
 - (ii) this authority shall expire on 30 April 1999; and
 - (iii) this authority shall be in addition to and without prejudice to any previous authority granted under the said section 80 which remains in force on the date on which this resolution is passed.
- (d) section 89(1) of the Companies Act 1985 shall not apply to the allotment of the ordinary "A" share of 5p to be made pursuant to the authority conferred by paragraph (c) above for 5p.

4/11/98