

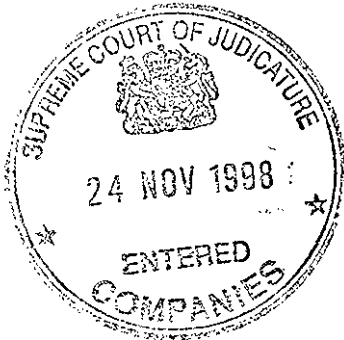
IN THE HIGH COURT OF JUSTICE
 CHANCERY DIVISION
 COMPANIES COURT
 THE HONOURABLE MR JUSTICE PARK
 MONDAY 23rd NOVEMBER 1998



S.C.J. No 005521 of 1998

(PM)

IN THE MATTER OF TDS CIRCUITS PLC
 AND IN THE MATTER OF THE COMPANIES ACT 1985



ORDER

UPON THE PETITION of the above-named TDS Circuits Plc (the "**Company**") whose registered office is situate at Whitebirk Estate, Blackburn, Lancashire BB1 5TD preferred unto this Court on 5th November 1998

AND UPON HEARING Counsel for the Company and for Zincocelere S.p.A., Mr R.D. Polson and Viasystems Tamworth Limited referred to in the Scheme of Arrangement hereinafter mentioned

AND UPON READING the said Petition and the evidence

AND each of the said Zincocelere S.p.A., Mr R.D. Polson and Viasystems Tamworth Limited by its or his Counsel undertaking to be bound by the Scheme of Arrangement hereinafter sanctioned and to execute and do or procure to be executed and done all such documents, acts and things as may be necessary or desirable to be executed or done by it or him for the purpose of giving effect to such Scheme of Arrangement

THIS COURT HEREBY SANCTIONS the Scheme of Arrangement as set forth in the Schedule to the said Petition and in the First Schedule hereto

AND THIS COURT ORDERS that the reduction of the capital of the Company from £5,040,000 to £4,628,230.90p resolved on and effected by a Special Resolution passed at an Extraordinary



General Meeting of the Company held on 4 November 1998 be and the same is hereby confirmed in accordance with the provisions of the above-mentioned Act

AND THIS COURT HEREBY APPROVES the Minute set forth in the Second Schedule hereto

AND IT IS ORDERED that this Order be produced to the Registrar of Companies and that an office copy hereof be delivered to him together with a copy of the said Minute

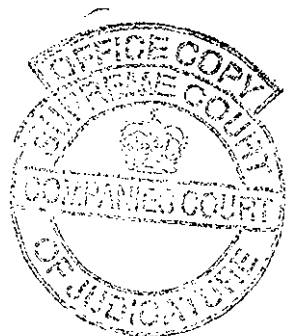
AND IT IS ORDERED that notice of the registration by the Registrar of Companies of this Order (so far as it confirms the reduction of capital of the Company) and of the said Minute be published once in "The Times" newspaper within 21 days after such registration

PM



THE FIRST SCHEDULE BEFORE REFERRED TO

SCHEME OF ARRANGEMENT



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SCHEME OF ARRANGEMENT

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT

No. 005521 of 1998

IN THE MATTER OF

TDS CIRCUITS PLC

and

IN THE MATTER OF THE COMPANIES ACT 1985

SCHEME OF ARRANGEMENT

(Under section 425 of the Companies Act 1985)

between

TDS CIRCUITS PLC

and

(I) THE HOLDERS OF SCHEME SHARES. AND

(II) ZINCOCELERE AND MR R D POLSON
AS THE HOLDERS OF THE CONNECTED SHARES

(all as defined below)

(A) In this Scheme, unless inconsistent with the subject or context, the following expressions shall bear the following meanings:

"Business Day"	any day (excluding Saturdays and Sundays and public holidays) on which banks are open for business in London
"Company" or "TDS Circuits"	TDS Circuits Plc
"Connected Shares"	the 12,864,118 Ordinary Shares held by Zincocele and the 500 Ordinary Shares held by Mr R D Polson
"Court"	the High Court of Justice in England and Wales
"Court Meeting"	the meeting of the holders of Scheme Shares convened by Order of the Court (and any adjournment thereof) to consider and, if thought fit, approve this Scheme (with or without any amendment)
"CREST"	a relevant system (as defined in the Uncertificated Securities Regulations 1995 (SI 1995 No. 3272)) in respect of which CRESTCo Limited is the Operator (as defined by such Regulations)
"Effective Date"	the date on which this Scheme becomes effective in accordance with clause 5 of this Scheme
"holder"	includes any person entitled by transmission
"in uncertificated form"	being held in uncertificated form in CREST and title to which by virtue of the CREST Regulations may be transferred by means of CREST

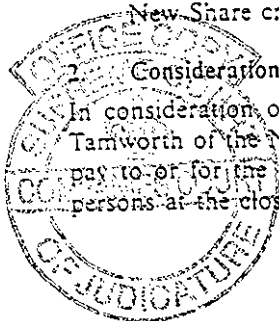


"New Share"	an ordinary "A" share of 5p in the Company having the rights referred to in clause 1(ii) of the Scheme
"Ordinary Shares"	ordinary shares of 5p each in the capital of the Company
"Record Date"	the Business Day immediately preceding the Effective Date
"Relevant Holders"	the holders of Scheme Shares on the register of members of the Company at the close of business on the Record Date
"Scheme Shares"	the Ordinary Shares in issue 48 hours prior to the Court Meeting other than the Connected Shares
"this Scheme"	this scheme of arrangement in its present form or with or subject to any modification, addition or condition approved or imposed by the Court
"Viasystems"	Viasystems Group Inc., a company incorporated and registered in the United States of America
"Viasystems Tamworth"	Viasystems Tamworth Limited, a wholly owned subsidiary of Viasystems
"Zincocelere"	Zincocelere S.p.A., a wholly owned subsidiary of Viasystems

- (B) The issued share capital of the Company is £4,845,000 comprising 21,100,000 Ordinary Shares and 3,790,000 Preferred Shares, all of which are fully paid or credited as fully paid. By paragraph (1) of the special resolution proposed in the Notice of Extraordinary General Meeting of the Company set out on pages 37 and 38 of the composite document dated 12 October 1998 of the Company, it will be confirmed that the authorised share capital of the Company is £5,040,000 divided into 25,000,000 Ordinary Shares and 3,790,000 Preferred Shares, and the issued share capital of the Company will be unaffected.
- (C) Viasystems Tamworth was incorporated in England and Wales as a limited company on 28 February 1986. The authorised share capital of Viasystems Tamworth at the date of this Scheme is £500,000 divided into 500,000 ordinary shares of £1 each, of which 100 have been issued and are fully paid.
- (D) Zincocelere, Mr R D Polson and Viasystems Tamworth have agreed to appear by Counsel on the hearing of the petition to sanction this Scheme and to undertake respectively to the Court to be bound thereby and to execute and do or procure to be executed and done all such documents, acts and things as may be necessary or desirable to be executed or done by them for the purposes of giving effect to this Scheme.
1. Cancellation of Scheme Shares and issue of the New Share
- (i) The share capital of the Company shall be reduced by cancelling and extinguishing the Scheme Shares.
- (ii) Forthwith and contingently upon the said reduction of capital taking effect the share capital of the Company shall be increased by the creation of the New Share, having attached thereto the rights set out in the articles of association of the Company as altered by paragraph 2(b) of the special resolution referred to in Recital (B) of the Scheme.
- (iii) Immediately after the increase of the capital of the Company provided for by clause 1(ii) above, and upon payment of 5p by Viasystems Tamworth to the Company, the Company shall allot and issue the New Share credited as fully paid to Viasystems Tamworth.

2. Consideration for the cancellation of the Scheme Shares

In consideration of the cancellation of the Scheme Shares and the allotment and issue to Viasystems Tamworth of the New Share, Viasystems Tamworth shall (subject as provided in clause 3 of this Scheme) pay to or for the accounts of the Relevant Holders 20p in respect of each Scheme Share held by such persons at the close of business on the Record Date.



3. Delivery of consideration

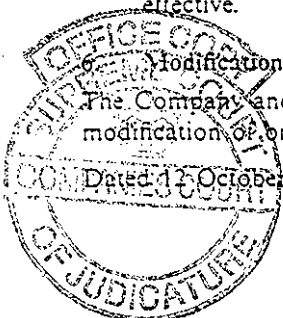
- (i) As soon as practicable after the Effective Date and in any event no more than 21 days thereafter, Viasystems Tamworth shall;
- (a) deliver, or procure the delivery of, to all Relevant Holders whose Scheme Shares are held in certificated form, cheques in respect of the consideration due to them under clause 2 of this Scheme; and
- (b) arrange for the creation of an assured payment obligation in favour of the payment bank of the Relevant Holders whose Scheme Shares are held in uncertificated form in accordance with the CREST assured payment arrangements (as set out in the CREST manual) in respect of the consideration payable to such shareholders under clause 2 of this Scheme, provided that (a) Viasystems Tamworth may (if for any reason, it wishes to do so) determine that all or part of such consideration shall be paid by cheque despatched by post, and (b) if a holder is a CREST member whose registered address is in the United States of America, Canada or Australia, such consideration shall be paid by cheque despatched by post, and in either of such cases, sub-clause (a) of this clause 3(i) shall apply, to the extent that it is appropriate.
- (ii) All cheques delivered under this Scheme shall be made payable to the Relevant Holder or, in the case of joint holders, to all Relevant Holders of the Scheme Shares concerned, and the encashment of any such cheque shall be a complete discharge to Viasystems Tamworth for the money represented thereby.
- (iii) All deliveries of cheques under the Scheme shall be effected by Viasystems Tamworth duly posting in England the same in prepaid envelopes addressed to the persons respectively entitled thereto at their respective addresses as appearing in the register of members of TDS Circuits at close of business on the Record Date (or, in the case of joint holdings, at the address of the joint holder whose name stands first in the said register in respect of the joint holding at that time) or to such other addresses, if any, as such persons may respectively direct in writing.
- (iv) Neither Viasystems Tamworth nor its nominees shall be responsible for any loss or delay in transmission of any cheques posted in accordance with this clause 3 which shall be sent at the risk of the payee.
- (v) The provisions of this clause shall be subject to any prohibition or condition imposed by law.

4. Certificates

- (i) As from and including the Effective Date all certificates representing holdings of Scheme Shares shall cease to be valid for any purpose and each holder of Scheme Shares shall be bound at the request of the Company to deliver up the same to the Company or to any person appointed by the Company to receive the same.
- (ii) As from and including the Effective Date, in respect of those Relevant Holders holding Scheme Shares in uncertificated form, CRESTCo Limited shall be instructed to cancel such holders' entitlement to such Scheme Shares.

5. Operation of the Scheme

- (i) This Scheme shall become effective as soon as an office copy of the Order of the Court sanctioning this Scheme under section 425 of the Companies Act 1985 and confirming under section 137 of the said Act the reduction of the capital of the Company provided for by clause 1(i) of this Scheme shall have been duly delivered to the Registrar of Companies for registration and registered by him.
- (ii) Unless this Scheme shall have become effective on or before 31 January 1999, or such later date, if any, as the Company and Viasystems Tamworth may agree and the Court may allow, it shall never become effective.



6. Modification

The Company and Viasystems Tamworth may jointly consent on behalf of all persons concerned to any modification of, or addition to this Scheme or to any condition approved or imposed by the Court.

Dated 14 October 1998

THE SECOND SCHEDULE BEFORE REFERRED TO

MINUTE APPROVED BY THE COURT

The authorised share capital of TDS Circuits Plc was by virtue of a Special Resolution of the Company and with the sanction of an Order of the High Court of Justice dated 23 November 1998 reduced from £5,040,000, divided into 25,000,000 Ordinary Shares of 5p each ("**Ordinary Shares**") and 3,790,000 7.5p Cumulative Convertible Redeemable Voting Preferred Shares 1992/5 of £1 each ("**Preferred Shares**"), to £4,628,230.90p, divided into 16,764,618 Ordinary Shares and 3,790,000 Preferred Shares.

By virtue of a Scheme of Arrangement sanctioned by the said Order and of the said Special Resolution the capital of the Company at the date of the registration of this Minute is £4,628,230.95p, divided into 16,764,618 Ordinary Shares, one ordinary "A" share of 5p and 3,790,000 Preferred Shares, of which 12,864,618 Ordinary Shares and all the Preferred Shares are in issue and deemed to be fully paid, and the remaining Ordinary Shares and the ordinary "A" share of 5p are unissued.





IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT
~~THE HONOURABLE~~ MR JUSTICE PARK
MONDAY 23RD NOVEMBER 1998

(Pm)

IN THE MATTER OF TDS CIRCUITS PLC
AND IN THE MATTER OF THE COMPANIES ACT
1985

ORDER

Messrs Halliwell Landau
St James's Court
Brown Street
Manchester M2 2JF

