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COMPANIES FORM No. 395 Particulars of a mortgage or charge

395

Please do not
write in
this margin

Pursuant to Section 395 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering.

To the Registrar of Companies

For official use

Company number

Name of company

1 27

1458898

*insert full name
of company

Viasystems Holdings Limited (the "Company")

Date of creation of the charge

18 August 1998 and 24 August 1998

Description of the instrument (if any) creating or evidencing the charge (note 2)

Security Agreement (the "Charge")

Amount secured by the mortgage or charge

See continuation sheet no. 1

Names and Addresses of the mortgagees or persons entitled to the charge

Chase Manhattan International Limited of 125 London Wall, London, United Kingdom
(the "English Agent") as agent and trustee for itself and each of the English Finance Parties

Postcode

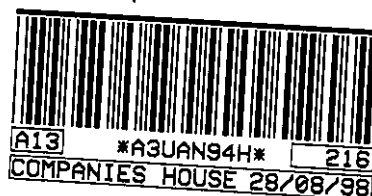
EC2P

Presentor's name address telephone
number and reference (if any)
Maclay Murray & Spens
3 Glenfinlas Street
Edinburgh EH3 6AQ
DX ED137 Edinburgh
Ref: SMK/RJL/120210-8/AB
Tel: 0131 226 5196

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged.

Please do not write in this margin

The Original Securities and all and any other shares, securities, rights, monies (including, without limitation, dividends) and property whatsoever which may from time to time at any time be derived from, accrue on or be offered in respect of the Original Securities whether by way of redemption, exchange, conversion, rights, bonus, capital reorganisation or otherwise howsoever for the time being charged by the Company to the English Agent.

Please complete legibly, preferably in black type, or bold block lettering.

Particulars as to commission allowance or discount (note 3)

N/A

Signed *hwe Spens*
On behalf of mortgagee/chargee

Date 27 August 1997

† Delete as appropriate

Notes

1. The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
2. A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal Charge", etc, as the case may be, should be given.
3. In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
4. If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.



COMPANIES FORM
No. 395
**Particulars of a
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Continuation Sheet 1

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| |

1458898

*insert full name

* Viasystems Holdings Limited (the "Company")

Amount Secured by the Mortgage or Charge

The unpaid principal of interest on (including, without limitation, interest accruing after the maturity of the English Loans and interest accruing after the filing of any petition in bankruptcy, or the commencement of any insolvency, reorganisation or like proceeding, relating to the Company or English Bidco whether or not a claim for post-filing or post-petition interest is allowed in such proceedings) the English Loans and all other obligations and liabilities of the Company or English Bidco to Chase, the English Agent, the English Issuing Lender or to the English Lenders, whether direct or indirect, absolute or contingent, due or to become due, or now existing or hereafter incurred, which may arise under, out of, or in connection with, the Finance Documents whether on account of principal, interest, reimbursement obligations, fees, indemnities, costs, expenses (including, without limitation, all fees and disbursements of counsel to the English Agent, the English Issuing Lender or to the English Lenders that are required to be paid by the Company pursuant to the terms of the Facility Agreement) or otherwise Provided Always that any obligation which, if it were so included, would result in the Charge contravening Section 151 of the Companies Act 1985 shall not be included.

In this form 395:

"English Bidco" has the meaning given to it in the Facility Agreement;

"English Finance Parties" means the English Lenders and the English Issuing Lender;

"English Issuing Agent" has the meaning given to it in the Facility Agreement;

"English Lenders" has the meaning given to it in the Facility Agreement;

"Facility Agreement" means the second Amended and Restated Credit Agreement dated as of 5 June 1998 between Viasystems Group Inc., Viasystems, Inc., Viasystems Canada Inc. (formerly Circo Craft Co. Inc.), PCB Investments plc, the Company, Chips Acquisition Limited, Viasystems II Limited, certain Future Foreign Subsidiary Borrowers, the Lenders (defined therein), Chase Canada as Canadian Agent, the Collateral Agent, any Future Foreign Agent which may from time



COMPANIES FORM No. 395
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Continuation Sheet 2

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For official use

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Name of company

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1458898

*insert full name

* Viasystems Holdings Limited (the "Company")

to time be appointed thereunder and The Chase Manhattan Bank as Administrative Agent and the English Agent and any other agreement or instrument supplementary or amending it;

"Finance Documents" means the Facility Agreement or the other Specified Loan Documents, any Interest Rate Agreement relating thereto entered into with an English Lender and, in the case of English Bidco only, its loan notes issued in connection with the Offer and Chase's guarantee thereof and the English Bidco Letter of Credit and any other document made, delivered or given in connection therewith;

"Original Securities" means 876,472 ordinary shares of £1 each in Viasystems;

"Viasystems" means Viasystems Selkirk Limited (No. SC96923).

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 01458898

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SECURITY AGREEMENT DATED 18th AUGUST 1998 AND DATED THE 24th AUGUST 1998 AND CREATED BY VIASYSTEMS HOLDINGS LIMITED FOR SECURING THE UNPAID PRINCIPAL OF INTEREST ON THE ENGLISH LOANS (AS DEFINED) AND ALL OTHER OBLIGATIONS AND LIABILITIES DUE OR TO BECOME DUE FROM THE COMPANY OR ENGLISH BIDCO (AS DEFINED) TO CHASE MANHATTAN INTERNATIONAL LIMITED; AS AGENT AND TRUSTEE FOR ITSELF AND EACH OF THE ENGLISH FINANCE PARTIES, THE ENGLISH AGENT, THE ENGLISH ISSUING LENDER OR TO THE ENGLISH LENDERS (ALL AS DEFINED) UNDER OUT OF OR IN CONNECTION WITH THE FINANCE DOCUMENTS (AS DEFINED) OR OTHERWISE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 28th AUGUST 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd SEPTEMBER 1998.

Peter C Protheroe

for the Registrar of Companies



C O M P A N I E S H O U S E

DC 19/98