

THE COMPANIES ACT 1985

FORWARD GROUP PLC

Registered No. 1458898

ACCEPT UNSTAMPED £10

NC/CN FEE WAIVER

SIGNED SA Slans

DATE 15-1-98

At an Extraordinary General Meeting of the above named company, duly convened and held at 7th Floor, 3 Shaftlands, Hornesmill Fitt Centre on 3 December 1997, the following resolutions were passed, in the case of the resolution numbered 1 as a special resolution and, in the case of the resolution numbered 2 as an ordinary resolution:

SPECIAL RESOLUTION

1. THAT

- (a) pursuant to section 53(1)(a) of the Companies Act 1985 the Company be re-registered as a private company;
- (b) the name of the Company be changed to "Viasystems Holdings Limited";
- (c) pursuant to section 53(2) of the Companies Act 1985 the Memorandum of Association of the Company be altered by the deletion of Clauses 1 and 2, the renumbering of existing Clauses 3, 4, 5 and 6 as Clauses 2, 3, 4 and 5 respectively and the insertion of a new Clause 1 of follows:


"1. The name of the Company is " Viasystems Holdings Limited". "

- (d) the Articles of Association in the form produced to the meeting and initialled by the Chairman for the purposes of identification be and are hereby adopted as the Company's Articles of Association in substitution for and to the entire exclusion of the existing Articles of Association.

ORDINARY RESOLUTION

2. THAT

- (a) Messrs Coopers & Lybrand be appointed as auditors of the Company with effect from the end of the Meeting; and
- (b) Edwin W. Parkinson be appointed as a director of the Company.


Company Secretary

