

Company Number: 1954084

THE COMPANIES ACTS 1985 AND 1989  
PRIVATE COMPANY LIMITED BY SHARES

**RESOLUTIONS IN WRITING**

of

**Viasystems II Limited (the "Company")**

Pursuant to Regulation 53 of Table A of the Companies Act 1985 (the "Act") and in accordance with the Company's articles of association, we, being the sole member of the Company who would at the date of this resolution be entitled to vote at a duly convened and held general meeting of the Company, hereby pass the following resolutions to take effect as ordinary resolutions:

**ORDINARY RESOLUTION**


1. **THAT** the capital of the Company be increased from £200 to £50,000,000 by the creation of 49,999,800 ordinary shares of £1 each ranking *pari passu* in all respects with the existing ordinary shares of £1 each in the capital of the Company.
2. **THAT** the Memorandum of Association be amended accordingly.
3. **THAT**, pursuant to section 80 of the Act, the directors be generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Act) up to an aggregate nominal amount of 49,999,800 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) five years after the date of the passing of this resolution (unless previously renewed, varied or revoked by the Company in general meeting), but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities pursuant to such offer or agreement.



Dated:

30 September 1999

Signed:

  
duly authorised for and on behalf of Viasystems Group Limited,  
the duly authorised attorney of **Chemical Nominees Limited**