

LOW

21/12
4/12/97

Interconnection Systems (Holdings) Limited

Reg No: 1954084

Written Resolution



We, the undersigned, being all the members for the time being entitled to receive notice of and attend and vote at general meetings of the Company, hereby resolve pursuant to section 381A of the Companies Act 1985 to pass the following written resolution:

1. THAT the name of the Company be changed to **Viasystems II Limited** *Seth*

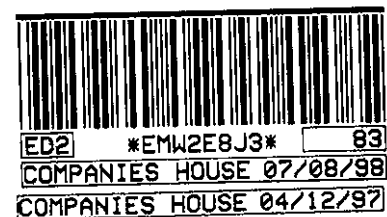
"FOR INFORMATION ONLY"
THIS RESOLUTION PROCESSED SEPARATELY
2. THAT the Articles of Association in the form produced to the meeting and initialled by the Chairman for the purposes of identification be and are hereby adopted as the Company's Articles of Association in substitution for and to the entire exclusion of the existing Articles of Association. *X*
3. THAT Messrs Coopers & Lybrand be appointed as auditors of the Company with effect from the date hereof.

"FOR INFORMATION ONLY"
THIS RESOLUTION PROCESSED SEPARATELY
4. THAT Edwin W. Parkinson be appointed as a director of the Company.

"FOR INFORMATION ONLY"
THIS RESOLUTION PROCESSED SEPARATELY

Dated: 3 ^{December} October 1997

Edwin W Parkinson
.....
Chemical Nominees Limited



Nle - L100 -
BB 102986
stay

THE COMPANIES ACT 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

VIASYSTEMS II LIMITED

(Adopted by special resolution passed on 3 December 1997)

PRELIMINARY

Table A

1(1) Subject as otherwise provided herein, the regulations in Table A in the Companies (Tables A-F) Regulations 1985 as amended prior to the adoption of these Articles ("**Table A**") shall apply to the Company to the exclusion of any other regulations which would fall to constitute the Company's articles of association pursuant to section 8(2) of the Act.

(2) The following provisions of Table A shall not apply to the Company:-

- (a) in regulation 1, the definitions of "**the articles**", "**executed**" and "**the seal**";
- (b) regulation 2;
- (c) regulation 24;
- (d) in regulation 38, the final sentence;
- (e) regulation 54;
- (f) regulations 60 and 61;
- (g) in regulation 62:
 - (i) the words "not less than 48 hours" in sub-paragraph (a);
 - (ii) the words "not less than 24 hours" in sub-paragraph (b);

- (h) in regulation 65, the words "approved by resolution of the directors and";
- (i) regulation 72;
- (j) regulation 88;
- (k) regulation 90;
- (l) regulations 93 to 98 inclusive;
- (m) regulation 112;
- (n) regulation 115; and
- (o) regulation 118.

Interpretation

2(1) In these Articles, except where the subject or context otherwise requires:

"Articles" means these articles of association, as altered from time to time by special resolution;

"director" means a director of the Company;

"the directors" means the directors or any of them acting as the board of directors of the Company;

"Dividend" means dividend or bonus;

"member" means a member of the Company;

"Paid" means paid or credited as paid;

"Reserved Matter" means:

- (a) the entry into of any contract or commitment (or the making of a bid or offer which may lead to a contract or commitment), other than the sale of goods or the purchase of goods, property or services in each case in the ordinary course of business, having a value or involving expenditure in excess of £20,000 or which is of a long term or unusual nature or which could involve an obligation of a material nature or which may result in any material change in the nature or scope of the operations of the Company;
- (b) any agreement to any variation of any existing contract to which the Company is a party and which may have a material effect upon the nature or scope of the operations of the Company;
- (c) (whether in the ordinary and usual course of business or otherwise) the acquisition or disposal of, or an agreement to acquire or dispose of, any asset having a value in excess of £10,000; or
- (d) the entry into of any agreement, contract, arrangement or transaction (whether or not legally binding) other than in the ordinary and usual course of business;

- (e) the making of any material change in the nature or scope of the business or operations of the Company;
- (f) the declaration or payment of any dividend or distribution;
- (g) the creation by the Company of any borrowings or other indebtedness or obligation in the nature of borrowings (including, without limitation, obligations pursuant to any debenture, bond, loan stock or other security of the Company and obligations pursuant to finance leases);
- (h) the entry into (or termination) by the Company of any material partnership, joint venture, profit-sharing agreement, technology licence or collaboration;
- (i) the creation of any mortgage, charge, encumbrance or other security interest of whatsoever nature in respect of all or any material part of the undertaking, property or assets of the Company;
- (j) the making of any change in the principal accounting policies of the Company;
- (k) any advance or loan of money by the Company in excess of £10,000;
- (l) the acquisition, whether by transfer, subscription or otherwise of any shares or debentures in any company or corporation;
- (m) the appointment of any attorneys, agents or sub-contractors of the Company;
- (n) the appointment of any additional directors of the Company;

"Viasystems Director" means any director of the Company who is also an officer of Viasystems International, Inc.; and

"the seal" means the common seal of the Company and includes any official seal kept by the Company by virtue of section 39 or 40 of the Act.

References to a document being executed include references to its being executed under hand or under seal or by any other method.

References to writing include references to any visible substitute for writing and to anything partly in one form and partly in another form.

Words denoting the singular number include the plural number and vice versa; words denoting the masculine gender include both other genders; and words denoting persons include corporations.

Subject to the final paragraph of regulation 1 of Table A, references to any provision of any enactment or of any subordinate legislation (as defined by section 21(1) of the Interpretation Act 1978) include any modification or re-enactment of that provision for the time being in force.

Headings are inserted for convenience only and do not affect the construction of the Articles.

2(2) In the Articles:

- (a) powers of delegation shall not be restrictively construed but the widest interpretation shall be given thereto;
- (b) the word "**directors**" in the context of the exercise of any power contained in the Articles includes any committee consisting of one or more directors, any director holding executive office and any agent of the Company to which or, as the case may be, to whom the power in question has been delegated;
- (c) no power of delegation shall be limited by the existence or, except where expressly provided by the terms of delegation, the exercise of that or any other power of delegation; and
- (d) except where expressly provided by the terms of delegation, the delegation of a power shall not exclude the concurrent exercise of that power by any other body or person who is for the time being authorised to exercise it under the Articles or under another delegation of the power.

SHARE CAPITAL

Shares with special rights

3(1). Subject to the provisions of the Act and without prejudice to any rights attached to any existing shares or class of shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine or, subject to and in default of such determination, as the directors shall determine.

Shares transfers

3(2). The directors may in their absolute discretion and without giving any reason refuse to register the transfer of a share to any person.

Allotment

4(1) Subject to the provisions of the Act, the directors have general and unconditional authority to allot (with or without conferring rights of renunciation), grant options over, offer or otherwise deal with or dispose of any unissued shares of the Company (whether forming part of the original or any increased share capital) to such persons, on such terms and conditions, and at such time as the directors may decide but no share may be issued at a discount.

(2) The directors have general and unconditional authority, pursuant to section 80 of the Act, to exercise all powers of the Company to allot relevant securities for a period expiring on the fifth anniversary of the date of adoption of this article unless previously renewed, varied or revoked by the Company in general meeting.

(3) The maximum amount of relevant securities which may be allotted pursuant to the authority conferred by sub-paragraph (2) above is the amount of the authorised but as yet unissued share capital of the Company at the date of adoption of this article.

(4) By the authority conferred by sub-paragraph (2) above, the directors may before the authority expires make an offer or agreement which would or might require relevant securities of the Company to be allotted after it expires and may allot relevant securities in pursuance of that offer or agreement.

Dis-application of pre-emption rights

5. The pre-emption provisions of section 89(1) of the Act and the provisions of sub-sections (1) to (6) inclusive of section 90 of the Act do not apply to any allotment of the Company's equity securities.

GENERAL MEETINGS

6. Regulation 37 of Table A is modified by the deletion of the words "eight weeks" and the substitution for them of the words "28 days".

NOTICE OF GENERAL MEETING

To whom notice must be given

7. At the end of regulation 38 of Table A there shall be added the following sentence:

"Subject to the provisions of the Articles and to any restrictions imposed on any shares, the notice shall be given to all the members and to all persons entitled to a share in consequence of the death or bankruptcy of a member, but need not be given to the directors in their capacity as such".

PROCEEDINGS AT GENERAL MEETINGS

Effectiveness of special and extraordinary resolutions

8(1) Where for any purpose an ordinary resolution of the Company is required, a special or extraordinary resolution shall also be effective and where for any purpose an extraordinary resolution is required a special resolution shall also be effective.

Demanding a poll

(2) A poll may be demanded by the chairman or by any member present in person or by proxy and entitled to vote and regulation 46 of Table A is modified accordingly.

Written resolutions

(3) Regulation 53 of Table A is modified by the addition at the end of the following sentence:

"If a resolution in writing is described as a special resolution or as an extraordinary resolution, it shall have effect accordingly."

VOTES OF MEMBERS

Right to vote

9(1) Subject to any rights or restrictions attached to any shares, on a show of hands every member who is present in person or by proxy shall have one vote for every share of which he is the holder.

(2) Regulation 57 of Table A is modified by the inclusion after the word "shall" of the phrase ", unless the directors otherwise determine,".

PROXIES AND REPRESENTATIVES OF BODIES CORPORATE

Appointment of proxy

10. An instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney or, if the appointor is a corporation, either under its common seal or the hand of a duly authorised officer, attorney or other person authorised to sign it.

Form of proxy

11. Instruments of proxy shall be in any usual form or in any other form which the directors may approve.

Validity of form of proxy

12(1) The instrument of proxy shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

(2) Regulation 62 of Table A is modified by the deletion in paragraph (a) of the words "deposited at" and by the substitution for them of the words "left at or sent by post or by facsimile transmission to".

Proxies of bodies corporate

13. For so long as the Company is a subsidiary, any director or secretary of a body corporate which is a member of the Company (each such person being hereafter referred to as a "**Qualifying Representative**") shall be recognised as the proxy of that body corporate unless the body corporate has delivered to the Company in relation to the meeting a valid instrument of proxy which has not been revoked. If more than one Qualifying Representative of a body corporate is present at any meeting of the Company, such persons shall agree between them who shall act as proxy for the body corporate. In default of their promptly so agreeing, the chairman of the meeting shall direct which person shall act as proxy of the body corporate and his decision shall be final. All acts done by a Qualifying Representative who acts as proxy pursuant to the provisions of this article shall, notwithstanding that it afterwards be discovered that there was a defect in his appointment or that he was disqualified from holding office, or had vacated office, or that he was not authorised by the body corporate to do the act in question, be as valid as if such Qualifying Representative had been duly appointed and was qualified and had continued to hold the relevant office and had been duly authorised to do the act in question.

NUMBER OF DIRECTORS

14. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) is not subject to any maximum and the minimum number is one.

ALTERNATE DIRECTORS

Alternates representing more than one director

15(1) At the end of regulation 66 of Table A there shall be added the following sentence:

"A director or any other person approved pursuant to regulation 65 of Table A may act as alternate director to represent more than one director, and an alternate director shall be entitled at meetings of the directors or any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present".

Termination of appointment

(2) At the end of regulation 67 of Table A there shall be added the following sentence:

"The appointment of an alternate director shall also determine automatically on the happening of any event which, if he were a director, would cause him to vacate his office as director".

Mode of appointment and removal

16. Regulation 68 of Table A is modified by the addition at the end of the following sentence:

"Any such notice may be left at or sent by post or facsimile transmission to the office or another place designated for the purpose by the directors".

DELEGATION OF POWERS OF THE DIRECTORS

Committees of the directors

17. The directors may delegate any of their powers to any committee consisting of one or more directors. The directors may also delegate to any director holding any executive office such of their powers as the directors consider desirable to be exercised by him. Any such delegation shall, in the absence of express provision to the contrary in the terms of delegation, be deemed to include authority to sub-delegate to one or more directors (whether or not acting as a committee) or to any employee or agent of the Company all or any of the powers delegated and may be made subject to such conditions as the directors may specify, and may be revoked or altered. Subject to any conditions imposed by the directors, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying.

APPOINTMENT AND REMOVAL OF DIRECTORS

Appointment and removal by holding company

18(1) While the Company is a subsidiary, the immediate holding company for the time being of the Company may appoint any person to be a director or remove any director from office. Every such appointment or removal shall be in writing and signed by or on behalf of the said holding company and shall take effect upon receipt at the registered office of the Company or by the secretary.

Appointment by the directors

(2) While the Company is a subsidiary, the directors shall have power to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors, subject to any maximum for the time being in force.

Retirement by rotation

(3) While the Company is a subsidiary, regulations 73 to 80 (inclusive) shall not apply to the Company and all references elsewhere in Table A to retirement by rotation shall be modified accordingly.

Disqualification

19. At the end of regulation 81 of Table A there shall be added the following sub-paragraph:

"; or

(f) he is requested to resign in writing by not less than three quarters of the other directors. In calculating the number of directors who are required to make such a request to the director, (i) there shall be excluded any alternate director appointed by him acting in his capacity as such; and (ii) a director and any alternate director appointed by him and acting in his capacity as such shall constitute a single director for this purpose, so that the signature of either shall be sufficient."

DIRECTORS' APPOINTMENTS AND INTERESTS

Exercise by Company of voting rights

20. The directors may exercise the voting power conferred by the shares in any body corporate held or owned by the Company in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing any or all of them directors of such body corporate, or voting or providing for the payment or giving of remuneration or other benefits to the directors of such body corporate).

Notification of interests

21. At the end of regulation 86 of Table A there shall be added the following sub-paragraph:

"; and

(c) a director shall not in any circumstances be required to disclose to the directors that he is a director or other officer of, or employed by, or interested in shares or other securities of, any body corporate which is the ultimate holding company of the Company or is a subsidiary of such ultimate holding company."

GRATUITIES, PENSIONS AND INSURANCE

Insurance

22(1) Without prejudice to the provisions of article 35, the directors shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees of the Company, or of any other company which is its holding company or in which the Company or such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or any such other company, or who are or were at any time trustees of any pension fund in which employees of the Company or any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution or discharge of their duties or in the exercise or purported exercise of their powers or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund.

Directors not liable to account

(2) Without prejudice to the generality of regulation 85 of Table A, no director or former director shall be accountable to the Company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company.

Section 719 of the Act

23. Pursuant to section 719 of the Act, the directors are hereby authorised to make such provision as may seem appropriate for the benefit of any persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer of the whole or part of the undertaking of the Company or any subsidiary. Any such provision shall be made by a resolution of the directors in accordance with the said section.

PROCEEDINGS OF DIRECTORS

Convening meetings

24. Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting

of the directors. Notice of a meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for this purpose. Every director must receive notice of a meeting, whether or not he is absent from the United Kingdom provided that the failure of any director to receive notice of a meeting shall not invalidate the business of any such meeting, provided that a quorum was present at that meeting. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. Any director may waive notice of a meeting and any such waiver may be retrospective.

Board Quorum

25. The quorum necessary for transaction of any business at a meeting of directors shall be one Viasystems director, provided that he is personally present in the UK and, if no such Viasystems director is present in the UK, shall be the relevant number of persons, one of whom must be a Viasystems director. For the purposes of this article, the relevant number of persons shall be two persons or such other number as may, while the Company is a subsidiary, be notified in writing to the Company by its holding company.

Resolutions in writing

26. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors or of a committee of the directors (not being less than the number of directors required to form a quorum of the directors) shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of the directors duly convened and held and for this purpose:

- (a) a resolution may consist of several documents to the same effect each signed by one or more directors;
- (b) a resolution signed by an alternate director need not also be signed by his appointor; and
- (c) a resolution signed by a director who has appointed an alternate director need not also be signed by the alternate director in that capacity.

Meetings by telephone, etc.

27. Without prejudice to the first sentence of article 24, a meeting of the directors or of a committee of the directors may consist of a conference between directors who are not all in one place, but of whom each is able (directly or by telephonic communication) to speak to each of the others, and to be heard by each of the others simultaneously. A director taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled, or, if there is no such group, where the chairman of the meeting then is. The word "**meeting**" in the Articles shall be construed accordingly.

Directors' power to vote on contracts in which they are interested

28. Without prejudice to the obligation of any director to disclose his interest in accordance with section 317 of the Act, a director may vote and be counted in the quorum at a meeting of directors or of a committee of directors on any resolution concerning a matter in respect of which he has, directly or indirectly, an interest or duty.

RESERVED MATTERS

29. Notwithstanding anything to the contrary contained in these Articles (and, in particular, Article 17), no Reserved Matter shall be undertaken or effected by the Company without the prior approval of the Board at a meeting of the Board at which a Viasystems Director (or his alternate) is present.

SEAL

Official seal for use abroad

30. The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad.

Execution by Company under hand

31. Where the Act so permits, any instrument signed with the authority of a resolution of the directors or a committee of the directors by one director and the secretary or by two directors and expressed to be executed by the Company as a deed shall have the same effect as if executed under the seal, provided that no instrument which makes it clear on its face that it is intended by the persons making it to have effect as a deed shall be signed without the authority of the directors.

Delivery of deeds

32. A document which is executed by the Company as a deed shall not be deemed to be delivered by the Company solely as a result of its having been executed by the Company.

CERTIFICATION

Certified copies

33. Any director or the secretary or any person appointed by the directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the holders of any class of shares of the Company or the directors or any committee of the directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts. A document purporting to be a copy of a resolution, or the minutes of or an extract from the minutes of a meeting of the Company or the holders of any class of shares of the Company or of the directors or any committee of the directors that is certified as aforesaid shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such minutes or extract is a true and accurate record of proceedings at a duly constituted meeting.

RECORD DATES

Record dates for dividends, etc.

34. Notwithstanding any other provision of the Articles, the Company or the directors may fix any date as the record date for any dividend, distribution, allotment or issue, and such record date may be on, or at any time before or after, any date on which the dividend, distribution, allotment or issue is declared, paid or made.

NOTICES

Method of giving notice

35. The Company may serve or deliver any notice or other document on or to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his

registered address or by leaving it at that address or by sending it by facsimile transmission to the member at the last telephone number (if any) which the member has given the Company for this purpose. In the case of joint holders of a share, all notices or other documents shall be served on or delivered to the joint holder whose name stands first in the register of members in respect of the joint holding and any notice or other document so served or delivered shall be deemed for all purposes sufficient service on or delivery to all the joint holders.

When notices by post deemed served

36(1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice sent by post shall be deemed given:

- (a) if sent by first class post from an address in the United Kingdom or another country to another address in the United Kingdom or, as the case may be, that other country, on the day following that on which the envelope containing it was posted;
- (b) if sent by airmail from an address in the United Kingdom to an address outside the United Kingdom, on the day following that on which the envelope containing it was posted; and
- (c) in any other case, on the fifth day following that on which the envelope containing it was posted.

When other notices deemed given

(2) A notice sent by facsimile transmission to a member at the last number (if any) which the member has given the Company for this purpose shall be deemed given twelve hours after the time of despatch.

(3) A notice left at the registered address of a member shall be deemed given when delivered.

INDEMNITY

Indemnity to directors, officers, etc.

37. Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every person who is a director, alternate director, secretary or officer of the Company shall be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution or discharge of his duties or the exercise of his powers or otherwise in relation thereto, including (but without limitation) any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

SOLE MEMBER

38. If and for so long as the Company has only one member:

- (a) in relation to a general meeting, the sole member or a proxy for that member is a quorum and regulation 40 of Table A is modified accordingly;

- (b) the sole member may agree that any general meeting, other than a meeting called for the passing of an elective resolution, be called by shorter notice than that provided for by the Articles; and
- (c) all other provisions of the Articles apply with any necessary modification (unless the provision expressly provides otherwise).

ASSOCIATE DIRECTORS

39. The Board may appoint any person to any office or employment having a designation or title including the word "director" or attach to any existing office or employment with the Company such a designation or title and may terminate any such appointment or the use of any such designation or title. Any person so appointed is referred to in these articles as an "associate director". The inclusion of the word "director" in the designation or title of any such office or employment shall not imply that the holder is a director of the Company, nor shall the holder thereby be empowered in any respect to act as, or be deemed to be, a director of the Company for any of the purposes of these Articles save that the Board may delegate authority to associate directors and may confer upon any associate director authority to execute certain instruments on behalf of the Company as if such person were a director of the Company and the Company shall not be entitled to avoid any of its obligations arising under any such instrument on the basis that such associate director is not a director for the purposes of these Articles. An associate director is an officer of the Company and, accordingly, the indemnity contained in Article 37 of these Articles shall apply to any such associate director.