

Reg No: 1954084

**Viasystems II Limited**

We, the undersigned, being all the members of the above named company (the "Company") for the time being entitled to attend and vote at a general meeting of the Company, hereby pass the following resolution as a written resolution of the Company, pursuant to Article 53 of the Articles of Association of the Company.

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**ELECTIVE RESOLUTION**

**PURSUANT TO SECTION 379A of the Companies Act 1985 (as amended)**

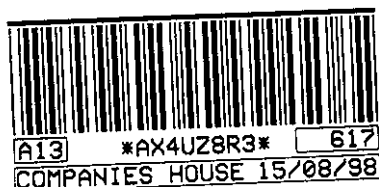
**THAT:-**

- 1 the directors be and are hereby authorised generally and unconditionally pursuant to section 80(A) of the Companies Act 1985, as amended (the "Act") in place of any existing authority to allot relevant securities (within the meaning of section 80 of the Act) of the above named company (the "Company") to such persons and on and subject to such terms as the directors shall determine. The maximum number of relevant securities which may be altered pursuant to such authority shall be the whole of the authorised but as yet unissued share capital of the Company at the date hereof and such authority shall subsist indefinitely unless renewed, varied or revoked by the Company in general meeting;
- 2 for the year in which this resolution is made and subsequent years the Company shall dispense with the laying of accounts and reports before the Company in general meeting in accordance with section 252 of the Act;
- 3 for the year in which this resolution is made and subsequent years the Company shall dispense with the holding of annual general meetings in accordance with section 366A of the Act;
- 4 sections 369(4) and 378(3) of the Act shall have effect in relation to the Company as if the requisite majority for agreeing to calling any meeting of the members by shorter notice than that mentioned in the said sections shall be a majority in number of members having a right to attend and vote at the meeting, being the holders of not less than 90 per cent in nominal value of the shares giving the right to attend and vote at the meeting;
- 5 the Company shall dispense with the annual obligation to appoint auditors in general meeting in accordance with section 386 of the Act.

**SPECIAL RESOLUTION**

**THAT:-**

- 6 the Articles of Association of the Company be and are hereby amended by substituting, on each and every occasion it arises, the word "director" in Article 18(1) with the words "director and/or secretary";




**ORDINARY RESOLUTION**

**THAT:-**

- 7 Francis Michael Loveland be appointed secretary of the Company with effect from the date of this written resolution.

Dated August 7, 1998

  
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Chemical Nominees Limited

Executed by David Webster,  
a director of Viasystems Group Limited,  
the duly appointed attorney of Chemical  
Nominees Limited