

Registered No. 2749266

THE COMPANIES ACT 1985

**WRITTEN RESOLUTION**

of

**CARSTYLE SAFETY PRODUCTS LIMITED**

Pursuant to Section 381A of the  
Companies Act 1985 ("the Act")

Passed the 31 March 2000

WE, the undersigned, being all the members of the above named Company who, when the resolution referred to below is signed by or on behalf of the last member to sign, would be entitled to attend and vote at a general meeting of the Company, **AGREE** the following resolution as Special Resolution of the Company:-

**SPECIAL RESOLUTION**

- 1 THAT the Company shall adopt new objects in the form of clause 3 of the new Memorandum of Association in the form attached.
- 2 THAT the existing articles of association of the Company cease to apply to it and that the Company adopt new articles of association in the form attached.

.....  
DAVID CAYLEY LENNOX-LAMB

Dated 31 March 2000

.....  
DAVID CHARLES ELDRIDGE

Dated 31 March 2000

THE above is a record of the resolution agreed to in accordance with Section 381A of the Act and of the signatures to it.

Bernadette Lennox Lamb  
Director/Secretary





No. 2749266

**THE COMPANIES ACTS 1985 TO 1989**

**PRIVATE COMPANY LIMITED BY SHARES**

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**MEMORANDUM**

**- and -**

**ARTICLES OF ASSOCIATION**

**- of -**

**CARSTYLE SAFETY PRODUCTS LIMITED**

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Incorporated 22 September 1992

Incorporating all changes made up to  
and including 31 March 2000

Clarke Willmott & Clarke  
Mansion House  
Princes Street  
Yeovil BA20 1EP

# **THE COMPANIES ACTS 1985 TO 1989**

## **PRIVATE COMPANY LIMITED BY SHARES**

### **MEMORANDUM OF ASSOCIATION**

**- of -**

#### **CARSTYLE SAFETY PRODUCTS LIMITED**

- 1 The Company's name is CARSTYLE SAFETY PRODUCTS LIMITED.
- 2 The Company's registered office is to be situated in England and Wales.
- 3 The Company's objects are<sup>1</sup>:
  - 3.1 to carry on business as mechanical and general engineers and as designers, manufacturers, distributors, repairers and letters on hire of, and wholesale and retail dealers in, machinery, implements, tools, accessories, hardware and engineering equipment of every kind, steel and metal workers, electrical and hydraulic engineers, tool and pattern makers, machinists and machinery manufacturers; in particular, but without limitation, to carry on the business of the design, manufacture, marketing and distribution of in-vehicle passenger safety belts and restraints; to buy, sell and deal in all plant, machinery, tools and apparatus, appliances, materials, substances, consumer goods, articles and things used or capable of being used in connection with the foregoing businesses or any of them or likely to be required by customers of, or persons having dealings with, the Company; and to act as merchants generally;
  - 3.2 to carry on any other trade or business which can in the opinion of the members or directors of the Company be conveniently or advantageously or profitably carried on in connection with or ancillary to any of the businesses of the Company or calculated directly or indirectly to enhance the value or render more profitable any of the Company's assets;
  - 3.3 to assume the obligations or any of them arising from the formation of the Company and in particular but without limit to pay all costs, charges and expenses incurred or sustained in or about the promotion or establishment of the

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<sup>1</sup>

Clause 3 adopted by special resolution passed on 31 March 2000.



Company or which the directors may consider to be in the nature of preliminary expenses;

- 3.4 to undertake or acquire all or any part of the business, assets and liabilities of or any share in any company, partnership or person carrying on or proposing to carry on all or any of the objects for the time being of the Company, or to amalgamate, enter into partnership, share profits, co-operate, or engage in mutual assistance with any such company, partnership or person or for subsidising or otherwise assisting any such company, partnership or person, and to give or accept by way of consideration for any of those acts or things or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage, charge and deal with any shares, debentures, debenture stock or securities however received, and to conduct and carry on, liquidate or wind up any such business;
- 3.5 to apply for, subscribe, take, purchase or otherwise acquire, hold and deal with shares, debentures, options or other interests in or securities of any other company so as to benefit directly or indirectly the Company or enhance the value of its property, and to co-ordinate, finance, manage, supervise or control the business and operations of any company in which the Company may hold such interest;
- 3.6 to acquire and take options over and deal with any property whatsoever, including but without limit any shares in the capital of the Company, and any rights or privileges of any kind over or in respect of any property, and without limit to purchase, take on lease, exchange, hire, or otherwise acquire any estate or interest in any real or personal property, and to deal with the same or any part of it;
- 3.7 to promote any other business for the purpose of acquiring the whole or any part of the business, property, undertaking or liabilities of the Company or of any business, property, undertaking or liabilities which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to subscribe for, purchase or otherwise acquire or place or guarantee the placing of or underwrite all or any part of the shares, debentures or securities of any such company;
- 3.8 to sell, let, exchange, dispose of, turn to account, grant licences, options, rights or privileges in respect of, mortgage, charge or otherwise deal with all or any part of the business or property of whatever nature of the Company, and to deal in any manner with them or any part of them either together or in portions for such consideration whether shares, debentures, options, cash or real or personal property of any other nature without limit as the members or the directors of the Company may think fit;
- 3.9 to erect, build, manufacture, improve, manage, construct, repair, maintain, alter or develop any real or personal property;
- 3.10 to invest and deal with any moneys in any manner, and to hold, alter, dispose of or otherwise without limit deal with any investments so made;



- 3.11 to receive money on deposit or loan, and to borrow or raise money or credit as may seem expedient without limit and whether with or without any security or guarantee for it, and to issue any debentures or debenture stock whether perpetual, irredeemable or otherwise;
- 3.12 to issue or grant any mortgage, charge, standard security, lien or other security upon all or any part of the property or assets whether present or future and including but without limit the uncalled capital of the Company, and also by any such means to secure and guarantee the performance by the Company, any holding, subsidiary or associated company of the Company, or any other person, firm or company of any obligation undertaken by the Company or any of them as the case may be, and to stand security or guarantor for or otherwise support any obligation of any other person, firm or company whether by personal covenant, mortgage, charge, standard security or lien upon the whole or any part of the undertaking, property and assets of the Company whether present or future including but without limit its uncalled capital;
- 3.13 to advance or lend money or give any credit to any person, firm or company as the directors or members may think fit, and to give financial assistance as statutorily permitted for the acquisition or redemption of any shares, debentures, option rights or other security of the Company or the Company's holding company;
- 3.14 to draw, issue, accept, endorse, discount, negotiate, make or deal with as may seem expedient cheques, bills of exchange or lading, promissory notes, warrants, coupons, debentures, and other negotiable or transferable notes or instruments;
- 3.15 to seek any permission, order, privilege, charter, concession, decree, right, or licence from any government department, national, local or other statutory authority or official body in any part of the world where the Company does or may do business or other official sanctions for enabling the Company to pursue any of its objects for the time being or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and comply with the same, and to oppose or defend any proceedings or application which may seem directly or indirectly to advance or prejudice the Company's interests as the case may be;
- 3.16 to seek in any part of the world and deal with, grant or obtain licences in respect of, manufacture under, operate, test, improve, or experiment on any invention, discovery, copyright, patent, brevet d'invention, licence, secret process, trade mark, service mark, design, registration, protection and concession as may seem expedient or beneficial, and to register, re-register, disclaim, alter, modify, use, and turn to account the same or any of them;
- 3.17 to act as principal, nominee, agent (whether disclosed or undisclosed), broker, trustee, factor, contractor or sub-contractor in any part of the world;



- 3.18 to pay, reward or remunerate anyone supplying goods or services to the Company by cash, goods, services or any securities of the Company;
- 3.19 to give to any charitable, benevolent or public cause or object which may be for the benefit of the Company or any holding, subsidiary or associated company of the Company or any directors or employees of any of them, and to provide or pay towards any pension, annuity, gratuity, insurance, superannuation or other allowance or benefit, and generally to provide advantages, facilities and services for any persons who are or have been directors of, employed by or serving the Company or any holding, subsidiary or associated company of the Company or any predecessor of them and to the members of the family, dependants, personal representatives or nominated beneficiaries of any such persons, and to set up, establish, maintain, provide, contribute towards and lend in favour of any incentive, profit-sharing, option, or savings related scheme for the benefit of the employees of the Company or any holding, subsidiary or associated company of the Company;
- 3.20 to distribute among the members of the Company in specie or otherwise any property of the Company of whatever nature, including but without limit the shares, debentures or other securities of any other company taking over the whole or any part of the undertaking, assets or liabilities of the Company, and to purchase or assist the purchase of or redeem the shares for the time being (including any redeemable shares) or reduce the capital of the Company in any manner permitted under Part V of the Companies Act 1985 or any statutory modification or re-enactment of it for the time being in force;
- 3.21 to carry on any of the objects for the time being of the Company in any part of the world as principal or by or through agents, trustees, brokers, sub-contractors or otherwise and either alone or with any other person, firm or company;
- 3.22 to do all things specified for the time being in the articles of association of the Company.

The objects in each preceding sub-clause will not be in any way limited or restricted by reference to or inference from the terms of any other sub-clause except as may be expressly stated, or by the name, place or date of incorporation of the Company. Each sub-clause, object and power in this clause will be a main object of the Company and not ancillary or subsidiary to any other sub-clause, object or power. The Company will have as full a power to exercise all or any of the objects and powers in each sub-clause in this clause as if each sub-clause contained the objects of a separate company. Reference to any company in this clause will be deemed to include any body whether incorporated or not and wherever in any part of the world set up, established or registered.

- 4 The liability of the Members is Limited.
- 5 The Company's share capital is £1,000, divided into 500 "A" Ordinary Shares of £1 each



and 500 "B" Ordinary Shares of £1 each.<sup>2</sup>

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<sup>2</sup>

Original clause 5 substituted by a special resolution passed on 30 December 1994.



We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum, and we agree to take the number of shares shown opposite our respective names.

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Names and Addresses of Subscribers

Number of Shares taken  
by each Subscriber

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Hallmark Secretaries Limited  
140 Tabernacle Street  
London  
EC2A 4SD

One

Hallmark Registrars Limited  
140 Tabernacle Street  
London  
EC2A 4SD

One

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Dated the 1<sup>st</sup> day of September 1992

Witness to the above signatories:-

Lawrence Conroy  
140 Tabernacle Street  
London  
EC2A 4SD



# **THE COMPANIES ACTS 1985 TO 1989**

## **PRIVATE COMPANY LIMITED BY SHARES**

### **ARTICLES OF ASSOCIATION**

- of -

#### **CARSTYLE SAFETY PRODUCTS LIMITED**

(As adopted by special resolution passed on 31 March 2000)

#### **1 Interpretation**

In these articles:

"**the Act**" means the Companies Act 1985, and every statutory modification or re-enactment of it for the time being in force;

"**Holding Company**" means any corporate member in whose name is registered 50% or more of the amount for the time being of the issued ordinary share capital of the Company; and

"**Table A**" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended.

#### **2 Table A**

2.1 The regulations contained in Table A apply to the Company except in so far as they are excluded by, or are inconsistent with, these articles.

2.2 Regulations 24, 64, 73 to 77 inclusive, 80 and 94 to 97 inclusive of Table A do not apply to the Company.

#### **3 Transfers of shares**

The directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of any share, whether or not it is a fully paid share.

#### **4 Notice of general meetings**

Notice of any general meeting need not be given to the directors in that capacity.

## **5 Proceedings at general meetings**

In regulation 40 of Table A, the words "or a Holding Company (as defined in the articles) alone present by a representative or by a proxy," are to be inserted before the words "shall be a quorum".

## **6 Votes of members**

- 6.1 On a show of hands (as well as on a poll) votes may be given either personally or by proxy.
- 6.2 In the case of a corporation, a director or the secretary of it will be deemed to be a duly authorised representative for the purposes of regulation 54 of Table A.

## **7 Number of directors**

Unless otherwise determined by ordinary resolution, the number of directors will not be subject to any maximum and the minimum number of directors will be one.

## **8 Appointment and retirement of directors**

- 8.1 The directors will not be subject to retirement by rotation. Accordingly, all references in Table A to rotation will be disregarded and the final two sentences of regulation 79 of Table A will not apply to the Company.
- 8.2 Without prejudice to the powers of the Company under Section 303 of the Act to remove a director by ordinary resolution, a Holding Company may at any time appoint any person to be a director, either additionally or to fill any vacancy, and may remove from office any director however appointed. Any such appointment or removal will be effected by notice in writing to the Company signed on behalf of the Holding Company by one of its directors or any other duly authorised officer, and will take effect when the notice effecting it is delivered to the registered office of the Company or is produced at a meeting of the directors.
- 8.3 Unless and until otherwise determined by the Company in any particular case, no director shall vacate or be required to vacate his office as a director on or by reason of his attaining the age of 70, and any person proposed to be appointed a director will be capable of being appointed as a director notwithstanding that he has attained the age of 70. No special notice need be given of any resolution for the appointment as a director of a person who has attained the age of 70, and it will not be necessary to give to the members notice of the age of any director or person proposed to be appointed as such.

## **9 Proceedings of directors**

- 9.1 If and so long as the minimum number of directors specified under these articles is one, a sole director may exercise all the powers conferred on the directors by the Articles, and will do so by written resolution under his hand and, so long as



there is such a sole director, regulations 88 to 90 inclusive of Table A will not apply to the Company.

9.2 Any director (including an alternate director) may participate in a meeting of the directors, or a committee of directors of which he is a member, by means of a conference telephone, or similar communicating equipment, whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner will be deemed to constitute presence in person at the meeting. Such a meeting will be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the chairman of the meeting then is.

9.3 Subject to such disclosure as is required by Section 317 of the Act, a director will be entitled to vote at a meeting of directors, or of a committee of directors, on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

## **10 The seal**

Regulation 101 of Table A will only apply if the Company has a common seal. Whether it does or not, a share certificate may be executed under Section 36A(4) of the Act instead of being sealed, and regulation 6 of Table A is amended accordingly.

## **11 Notices**

11.1 In regulation 112 of Table A, the words "or by facsimile transmission" will be inserted before the words "or by sending it by" and the words "first class" will be inserted before the words "post in a prepaid envelope".

11.2 Any notice or other document will be deemed to be given:-

11.2.1 if sent by first class post: the day after the day it was put in the post;

11.2.2 if delivered by hand or left at a registered address: the day on which it was so delivered or left;

11.2.3 if sent by facsimile transmission: the day of transmission;

and the second sentence of regulation 115 of Table A will not apply to the Company.

## **12 Indemnity**

12.1 Subject to Section 310 of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company will be entitled to be indemnified out of the assets of the Company against all costs, losses, expenses and liabilities incurred by him



in the execution and discharge of his duties or in relation to them.

- 12.2 The directors will have power to purchase and to maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.



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Names and Addresses of Subscribers

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Hallmark Secretaries Limited  
140 Tabernacle Street  
London  
EC2A 4SD

Hallmark Registrars Limited  
140 Tabernacle Street  
London  
EC2A 4SD

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Dated the 1<sup>st</sup> day of September 1992

Witness to the above signatories:-

Lawrence Conroy  
140 Tabernacle Street  
London  
EC2A 4SD

