

Company Number 3402476

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

KAUTEX TEXTRON CVS LIMITED
("the Company")

Circulation Date: 30th March 2010

We, the undersigned, being the sole member for the time being of the above-named Company entitled to receive notice of, attend and vote at general meetings of the Company, HEREBY RESOLVE pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("the Act") that the following Resolution be passed as a Special Resolution of the Company and agree that the said Resolution shall, for all purposes, be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

Special Resolution

IT IS HEREBY RESOLVED THAT:

1. the Articles of Association of the Company be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 of the Act are to be treated as part of the Company's Articles of Association, and
2. the Articles of Association annexed hereto be approved and adopted as the Articles of Association of the Company in substitution for, and to the entire exclusion of, the existing Articles of Association

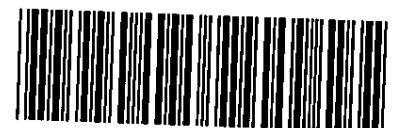
Dated the 30th day of March 2010

By Order of the Board

P A Preston

Company Secretary

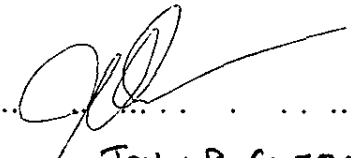
WEDNESDAY



A11 *ALQS7IY0* 07/04/2010 263
COMPANIES HOUSE

Please read the notes at the end of this document before signifying your agreement to the Resolution overleaf

I/We, the undersigned, being the sole member of the Company entitled to vote on the Resolution on the Circulation Date HEREBY IRREVOCABLY AGREE to the Resolution.


Name. JOHN R. CURRAN
Duly authorised signatory
for and on behalf of
Textron International Holding S.L.

Dated 31 MARCH 2010

NOTES

- 1 To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company by sending a scanned copy of the signed and dated Resolution to paulinepreston@warrenmurton.co.uk Please also send the original signed copy by courier to the Company Secretary at 23 Bedford Row, London WC1R 4EB
2. Once you have signified your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse.
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the Register of Members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document

No 3402476

THE COMPANIES ACTS 1985-2006

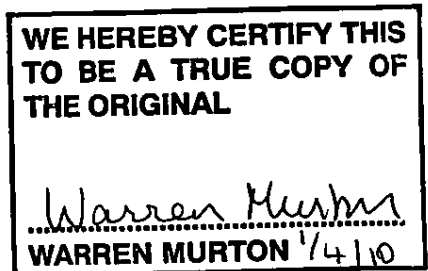
PRIVATE COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION
OF
KAUTEX TEXTRON CVS LIMITED

(Adopted by Special Resolution passed on 31st March 2010)

Incorporated the 8th day of July 1997

Warren Murton
23 Bedford Row
London WC1R 4EB



No 3402476

THE COMPANIES ACTS 1985- 2006

PRIVATE COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

OF

KAUTEX TEXTRON CVS LIMITED

(Adopted by Special Resolution passed on 31st March 2010)

PRELIMINARY

- 1 The model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 ("the Model Articles") shall apply to the Company in so far as they are not excluded or varied hereby
2. (1) References in the Model Articles and in these articles to "the Articles" shall be construed as references to the Articles of Association the Company for the time being in force, whether contained in the Model Articles or in these Articles
(2) References in the Articles to "the Act" shall mean the Companies Act 2006 and every statutory modification or re-enactment thereof for the time being in force

LIMITED OF MEMBERS

- 3 The liability of the members is limited to the amount, if any, unpaid on the shares held by them

TRANSFER OF SHARES

- 4 No share shall be transferred except with the consent of the directors, but the directors shall not refuse their consent in any case in which they are requested in writing to give it by the holders for the time being of the majority of the issued shares of the Company

GENERAL MEETINGS

- 5 In accordance with S 303 of the Act, the Company shall not be required to hold general meetings unless requested to do so by members of the Company holding the required percentage of the paid up capital
- 6 In accordance with S 307 of the Act, the requisite majority of members required to sanction the holding of general meetings on shorter notice than that specified in the Act shall be a majority in number of the members having the right to attend and vote at such meetings who together hold not less than 90 per cent in nominal value of the shares giving such right
- 7 A poll may be demanded by any member present in person or by proxy

WRITTEN RESOLUTIONS

- 8 Subject to the provisions of the Act, a resolution in writing signed or approved by letter, facsimile, email (or by any other electronic means now known or hereinafter devised) by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held and may consist of several documents in the like form each signed by one or more of such members

ACCOUNTS

- 9 In accordance with S 423 of the Act, the Company shall send a copy of its annual accounts and reports for each financial year to every member of the Company and to every person who is entitled to receive notice of general meetings within the time allowed pursuant to S.424 of the Act

DIRECTORS

- 10 (1) Unless and until otherwise determined pursuant to the provisions of Article 11 hereof, the number of directors other than additional directors appointed under the power hereinafter contained shall not be less than one
- (2) Every director for the time being of the Company shall hold office until his office shall be vacated by or pursuant to the provisions of Articles 11 and/or 12 and/or 15 and/or 16 hereof
- 11 (1) The holder or holders for the time being of a majority of the issued shares of the Company ("the majority shareholder(s)") shall have power at any time and from time to time as and when thought fit to do all or any of the following things, namely:
- (a) by notice in writing to the Company to increase or reduce the number of directors, and to appoint any person or persons to be a director or directors of the Company, whether to fill any vacancy on or by way of addition to the board of directors, and on such terms in regard to remuneration and otherwise as the majority shareholder(s) shall think fit,

- (b) by notice in writing to the Company to remove any director or managing director from office,
- (c) to convene a general meeting of the Company,
- (d) by notice in writing to the Company to make any regulations in regard to the conduct of the business of the Company or of the directors including regulations with regard to the affixing of the Seal of the Company (if any) to deeds, bonds and other contracts under seal and regulations declaring who shall be entitled to sign on behalf of the Company cheques, bills, notes, acceptances and indorsements, and for what purposes and in what cases, and in like manner to vary and annul any such regulations

- (2) Any holder authorised under this Article to give or join in giving a notice to the Company may sign such notice either personally or by attorney or other agent duly authorised in writing in that behalf or being a Company holder or holders under the hand of some person duly authorised by the board of directors of such company or companies
- (3) The directors shall cause minutes to be made in books provided for the purpose of all appointments, removals and regulations made under the provisions of this Article

12 The directors shall have power from time to time with the consent in writing of the majority shareholder(s) to appoint by an instrument in writing under their hands any additional director or directors who shall, when appointed as aforesaid, hold office on such terms as to duration, remuneration powers of voting at board meetings or otherwise as may be specified in such instrument of appointment Any director or directors so appointed under the power aforesaid shall hold office for the period and on the terms specified in the instrument of appointment, but so that any additional director so appointed shall cease to hold office if the majority shareholder(s) by notice in writing to the Company so request, subject nevertheless to replacement or removal in like manner and with like consents by an instrument in writing under the hands of the directors (other than the additional director or directors proposed to be removed as aforesaid) for the time being of the Company

13. (1) The remuneration of the directors shall be such sums as shall from time to time be awarded them with the consent in writing of the majority shareholder(s) and the remuneration shall be divided amongst the directors in such proportions and manner as such resolution or award shall direct, or failing such direction as the directors shall determine and, in default of determination, equally Unless the majority shareholder(s) shall otherwise direct any director holding office for part of a year shall be entitled to a proportionate part of his remuneration

(2) The directors shall also, subject to the approval of the board of directors, be entitled to be repaid all travelling and hotel expenses incurred by them respectively in or about the performance of their duties as directors, including their expenses of travelling to and from board meetings.

14 The directors may, with the consent in writing of the majority shareholder(s), grant special remuneration to any member of the board who, being called upon, shall be willing to render

any special or extra services to the Company or to go to or reside in any place other than where he usually resides, in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such director in addition to or in substitution for his ordinary remuneration as a director, and may be made payable by a lump sum, by way of salary, by a percentage of profits or by any or all of those modes

- 15 (1) The directors may from time to time with the consent in writing of the majority shareholder(s) appoint one or more of their number to the office of managing director for such term as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A managing director shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the directors may with such consent as aforesaid determine and either in addition to or in lieu of his share of the directors' remuneration or otherwise
- (2) The directors may entrust to and confer upon a managing director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.
- 16 The office of a director shall, ipso facto, be vacated
 - (a) if he is removed under the provisions of Article 11 hereof or of the Model Articles or if, being an additional director or managing director, the duration of his office shall have expired or his appointment shall have been revoked, or
 - (b) if he absents himself from the meetings of the directors during a continuous period of three months without special leave of absence from the directors and they pass a resolution that he has by reason of such absence vacated office
- 17 A director may hold any other office or place of profit in the Company in conjunction with his directorship, and may be appointed thereto upon such terms as to remuneration, tenure of office and otherwise as may be arranged by the directors, with the consent in writing of the majority shareholder(s), and a director of the Company may be or become a director of any company promoted by this Company, or in which this Company may be interested as vendor, shareholder, or otherwise, and no such director shall be accountable for any benefits received as director or member of such company. Any director may also act either personally or as a member of a firm as solicitor, banker, broker or surveyor to the Company or render any other professional services to the Company and may receive remuneration from the Company for holding such office or employment, or for so acting or for rendering any such services, in addition to any remuneration payable to him as a director
- 18 The directors shall have power with the consent in writing of the majority shareholder(s) to grant pensions, annuities or other allowances, including allowances on death, to any person, or to the widow or family of any person, who has served the Company either directly as chairman, managing director, employee director, manager or in any other office or employment under the Company or body in which this Company has at any time during such service as aforesaid had a controlling interest notwithstanding that he may be or have

been a director of this Company, and to make payments towards insurances or trusts for such purposes in respect of such persons

- 19 A resolution in writing signed or approved by letter, facsimile, email (or by any other electronic means now known or hereinafter devised) by all the directors or their alternates for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and constituted, and may consist of several documents in the like form each signed by one or more of the directors
- 20 (1) The contemporaneous connection of a number of the directors not less than the quorum, regardless of physical location, by any means of electronic communication shall be deemed to constitute a properly held meeting of the directors so long as the following conditions are met
- (a) throughout the meeting each of the directors taking part must be able to
 - (i) hear each of the other directors taking part, and
 - (ii) subject as mentioned below, send and receive communications simultaneously to and from all of the other directors taking part,
 - (b) at the beginning and the conclusion of the meeting the chairman shall ask all of those who have been a party to the proceedings to acknowledge their presence and to confirm that they have attended throughout the meeting
- (2) Such meeting shall be deemed to take place where it is convened to be held or (if no director is present in that place) where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is. The word "meeting" in the Articles shall be construed accordingly
- (3) The meeting shall have been validly conducted notwithstanding that a director may have been accidentally disconnected during the meeting, so long as a quorum of directors were connected at all times. A minute of the proceedings shall be sufficient evidence of the observance of the necessary formalities if certified by a director who was party to them
- 21 (1) A director may appoint any person who is approved by the board to be an alternate director, and may remove from office an alternate director appointed by him
- (2) An alternate director shall be entitled to receive notices of all meetings of the board and of any committee of the board of which his appointor is a member and to attend and vote as a director at any of the meetings at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in the absence of the appointor. When acting also as a director or as an alternate director for more than one director, an alternate director shall have one vote for every director he represents, in addition to his own if he is himself a director, and, where the quorum exceeds two, he shall be considered as two directors for the purpose of making a quorum

- (3) An alternate director shall cease to be an alternate director if his appointor ceases for any reason to be a director
- (4) All appointments and removals of alternate directors shall be effected by notice in writing by the director making or revoking the appointment given to the Company at the registered office or at a duly convened and held meeting of the board
- (5) An alternate director may be repaid by the Company such expenses as might properly be repaid to him if he were a director. He shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointor as his appointor by notice in writing to the Company directs. He shall not otherwise in respect of the appointment be entitled to receive any remuneration from the Company. An alternate director may be indemnified by the Company to the same extent as a director
- (6) An alternate director shall be an officer of the Company. He shall alone be responsible to the Company for his own acts or defaults and shall not be deemed to be the agent of or for the director appointing him

DIRECTORS' CONFLICTS OF INTEREST

- 22
- (1) A director who is in any way (directly or indirectly) interested in a proposed transaction or arrangement with the Company shall declare the nature of his interest to the other directors (i) at a meeting of the directors, or (ii) by a notice in writing in accordance with S.184 of the Act, or (iii) by a general notice in accordance with S 185 of the Act prior to that transaction or arrangement being entered into by the Company (where S 177 of the Act applies) or as soon as required by S 182 of the Act, where that section applies. If a declaration of interest under this Article proves to be, or becomes, inaccurate or incomplete, a further declaration must be made. This Article 22(1) does not require a declaration of an interest of which the director is not aware or where the director is not aware of the transaction or arrangement in question. For this purpose a director shall be deemed to be aware of matters of which he ought reasonably to be aware. A director need not declare an interest in the circumstances set out in S 177(6) or S 182(6) of the Act, as applicable
 - (2) References in this Article to
 - (a) a contract, includes references to any proposed contract and to any transaction or arrangement whether or not constituting a contract,
 - (b) any contract with or situation involving the Company shall include also any contract with or situation involving any of its subsidiaries or subsidiary undertakings for the time being;
 - (c) an interest of a director shall include any interest of any person who is connected with him for the purposes of Ss 252 to 255 (inclusive) of the Act, to the extent the director is aware of the interest of such connected person, and

- (d) an interest of an alternate director shall also include the interest of his appointor, to the extent the alternate director is aware of that interest
- (3) Subject to the provisions of the Act, the Company may, by ordinary resolution, suspend or relax the provisions of this Article to any extent or ratify any contract not properly authorised by reason of a contravention of this Article. No director, or any member connected with him for the purposes of S 239 of the Act, shall vote on any resolution of the Company relating to the ratification of any action by him amounting to negligence, default, breach of duty or breach of trust in relation to the Company
- (4) Subject to first obtaining authorisation under an ordinary resolution, the board of directors may resolve in accordance with S 175(4)(a) of the Act to authorise a director to enter into a specific situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as described in S 174(1) of the Act

SECRETARY

- 23 (1) The secretary shall be appointed by the directors at such remuneration and upon such terms as they think fit. The secretary may be removed by the directors
- (2) Any provision of the Act or of these Articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in the place of, the secretary

SEAL

- 24. The Seal, if adopted, shall be used only by the authority of a resolution of the directors or of a committee of the directors authorised by the directors. The directors may determine who shall sign any instrument to which the Seal is affixed. Unless otherwise determined and except as provided in Article 12, it shall be signed by a director and by the secretary or by a second director or some other person approved by the directors and, in favour of any purchaser or person bona fide dealing with the Company, such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed