

# **STANLEY STANLEY ELECTRIC (U.K.) COMPANY LIMITED**

Atrium Court, The Ring, Bracknell, Berkshire, RG12 1BW, England

TEL 44(0)1344 393053 FAX 44(0)1344 393153

Registration No 4071741 VAT Registration No 902 1813 64

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## **STANLEY ELECTRIC (UK) COMPANY LIMITED**

Minutes of the annual general meeting held at Stanley Electric Co , Ltd on 12<sup>th</sup> June 2007

PRESENT (Chairman) Naomichi Saito  
(Directors) Toshiro Koizumi  
Akihiro Nakamura  
(Auditors) Absent

[Toshiro Koizumi as proxy of the Managing Director Toshio Uchikawa, corporate representative of Stanley Electric Holding Europe Co , Ltd ]

1 The secretary read the notice of the meeting

2 The chairman proposed

2 1 that the report of the directors and the audited accounts for the year ended 31<sup>st</sup> March 2007 is now submitted to this meeting.

The chairman seconded the resolution, which was put to the meeting and declared carried

2 2 that PricewaterhouseCoopers LLP be appointed as auditors of the company, to hold office until the conclusion of the next general meeting at which accounts are laid and Naomichi Saito be authorised to fix their remuneration

The chairman seconded the resolution, which was put to the meeting and declared carried

2 3 that declaring dividends of Euro1,128,000

The chairman seconded the resolution, which was put to the meeting and declared carried

2 4 that re-electing the following directors of the company

Mr. Naomichi Saito  
Mr Akihiro Nakamura  
Mr Toshiro Koizumi  
Mr Yoshikiyo Yamazaki

FRIDAY



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\*AJASMQMT\*  
22/06/2007  
COMPANIES HOUSE

724

# Stanley Electric (UK) Company Limited

Company number 4071741

Companies Act 1985 to 1989

Private Company Limited by Shares

## Special Resolutions

- 1 **THAT** article 20 of the Company's articles of association be deleted and replaced with the following article 20

(i) Regulations 73, 74 and 75 of Table A do not apply. At the next and every subsequent Annual General Meeting (the '**AGM**') every Director (the '**Retiring Directors**') must retire from office. Thereafter, the Retiring Directors may be re-appointed at the AGM, to the office of director using the provisions laid down in article 21, to serve for a period expiring not later than the date of the next Annual General Meeting

(ii) If at an Annual General Meeting

- (a) the Company does not fill the vacancy(ies) arising pursuant to the Retiring Director's retirement, and  
(b) the number of directors appointed at the Annual General Meeting does not reach the minimum required by article 15 of these articles of association,

then the Retiring Director(s) who are willing to act in the capacity of director will be automatically re-appointed

- 2 That article 22 of the Company's articles of association be deleted and replaced with the following article 22

A person appointed by the directors to fill a vacancy or as an additional director is required to retire from office at the annual general meeting next following his appointment and may be re-appointed pursuant to article 20



For and on behalf of Stanley Electric Holding Europe Company Limited

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