

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

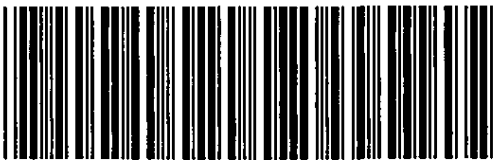
Company No. 6454384

The Registrar of Companies for England and Wales hereby certifies that

HC GROUP HOLDING LTD

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, London, the 14th December 2007



N06454384L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



Companies House
for the record

12

Declaration on application for registration

Please complete in typescript,
or in bold black capitals

CHWP000

6484384

Company Name in full

HC Group Holding Ltd

I, Martin Herbst

of Herman-Jacobs-Str 4, 33142 Buren-Brenken, Germany

† Please delete as appropriate

do solemnly and sincerely declare that I am a † [Solicitor engaged in the formation of the company][person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835

Declarant's signature

M. Herbst

Declared at

Rixbeckerstr 75, 59552 Lippstadt, Germany

Day Month Year

On

1 2 1 2 2 0 0 7

● Please print name

before me ●

Detlev Boekenkamp, Solicitor (Rechtsanwalt)

Signed

[Signature]

Date

12.12.2007

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record

Julie Pender

c/o Covington & Burling LLP, 265 Strand London, WC2R 1BH

Tel 0207 067 2123

DX number

DX exchange



LD1

14/12/2007

109

COMPANIES HOUSE

When you have completed and signed the form please send it to the Registrar of Companies at

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

FRIDAY



Companies House
for the record

10

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

**First directors and secretary and intended situation of
registered office**

64 54 384

Company Name in full

HC Group Holding Ltd

Proposed Registered Office

1 Waterloo Way

(PO Box numbers only, are not acceptable)

Post town

Leicester

County / Region

Leicestershire

Postcode

LE1 6LP

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

2

You do not have to give any contact
information in the box opposite but if
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the form. The contact information
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searchers of the public record

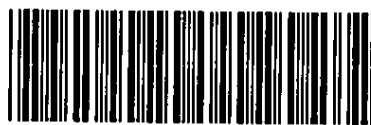
Julie Pender

c/o Covington & Burling LLP, 265 Strand London

Tel 0207 067 2123

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LD1

LUV52VHT

14/12/2007

116

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for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

FRIDAY

Company Secretary (see notes 1-5)

Company name			
NAME	*Style / Title	Dr	*Honours etc
Forename(s)		Joachim	
Surname		Damasky	
Previous forename(s)			
Previous surname(s)			
Address ^{††}		Amselstrasse 28	
Post town		Langenberg	
County / Region			Postcode 33449
Country		Germany	

^{††} Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

I consent to act as secretary of the company named on page 1

Consent signature

Date

11.12.2007

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	Mr	*Honours etc
Forename(s)		Martin, Kurt, Josef	
Surname		Herbst	
Previous forename(s)			
Previous surname(s)			
Address ^{††}		Hermann-Jacobs-Str 4	
Post town		Buren-Brenken	
County / Region			Postcode 33142
Country		Germany	

^{††} Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

Day Month Year

Date of birth

2 1 0 9 1 9 5 5

Nationality

German

Business occupation

Company Director

Other directorships

Please see attachment

I consent to act as director of the company named on page 1

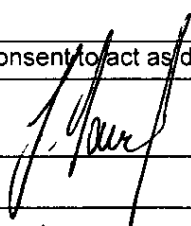
Consent signature

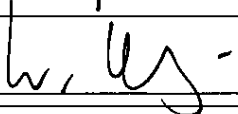
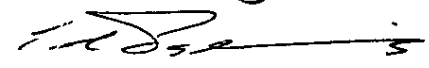
Date

11.12.2007

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	Dr	*Honours etc	
* Voluntary details	Forename(s)	Joachim		
	Surname	Damasky		
	Previous forename(s)			
	Previous surname(s)			
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address	Address ††	Amselstrasse 28		
	Post town	Langenberg		
	County / Region		Postcode	33449
	Country	Germany		
	Date of birth	Day 09	Month 08	Year 1961
		Nationality German		
	Business occupation	Company Director		
	Other directorships	Please see attachment		
	I consent to act as director of the company named on page 1			
	Consent signature			Date 11.12.2007

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).	Signed		Date	11 12 2007
	Signed		Date	11 12 2007
	Signed		Date	
	Signed		Date	
	Signed		Date	
	Signed		Date	

CONTINUATION SHEET 1 FOR INCORPORATION OF
HC GROUP HOLDING LIMITED

Mandates

Mr. Joachim Damasky

Hella KGaA Hueck & Co.

Company	Position
Behr Hella Service Asia PLC	Director - Board of Directors
Behr North America Service Parts LLC	Director - Board of Directors
Holger Christiansen A/S	Director - Board of Directors
DJ-Auto Components Corp	Director - Board of Directors

CONTINUATION SHEET 2 FOR INCORPORATION OF H C
GROUP HOLDING LIMITED

Mandates
Mr. Martin Herbst
CEO Aftermarket & Special OE - GH
Hella KGaA Hueck & Co.

Company	Position
Hella Geschäftsführungsgesellschaft mbH	CEO
Hella N V	Board Member - Board of Directors
Hella S p A	Board Member - Board of Directors
Hella Asia Pacific Pty Ltd	Board Member - Board of Directors
Holger Christiansen A/S	Chairman - Board of Directors
Hella Trading (Shanghai) Co , Ltd	Chairman - Board of Directors
Hellamex S A de C V	Chairman - Board of Directors
Hella Asia Singapore Pte Ltd	Chairman - Board of Directors
Manufacturas y Accesorios Electricos S A	Board Member - Board of Directors
Hella Lighting Finland Oy	Chairman - Supervisory Board
DJ-Auto Components Corp	Director - Board of Directors
Grupo Hemex S A de C V	Director - Board of Directors
Hella Inc	Director - Board of Directors
Hella Hungária Gépjarműalkatrész - Kereskedelmi Korlátolt Felelősségű Társaság	Board Member - Supervisory Board
Behr Hella Service GmbH	Member of Shareholder Committee
Hella S A	President - Board of Directors
Hella Trailer Systems	Board Member - Advisory Board
TecCom GmbH	Member of Shareholder Committee

CASH

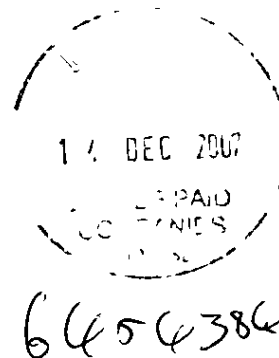
THE COMPANIES ACTS 1985 AND 2006

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

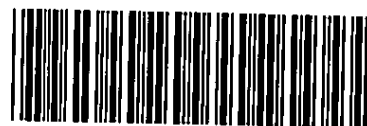
HC GROUP HOLDING LTD



- 1 The Company's name is "HC GROUP HOLDING LTD"
- 2 The Company's registered office is to be situated in England and Wales
- 3 The object of the Company is to carry on business as a general commercial company

Without prejudice to the generality of the object and the powers of the Company derived from section 3A of the Companies Act 1985 the Company has power to do all or any of the following things

- 3 1 To do all such things that, in the opinion of the directors, are incidental or conducive to the attainment of the Company's objects or any of them,
- 3 2 To do all such things as the directors consider desirable or for the benefit of the Company,
- 3 3 To borrow or raise money and to raise credit or finance in any manner,
- 3 4 To secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it,
- 3 5 To give, directly or indirectly, any financial assistance that may lawfully be given in connection with the acquisition of shares in or other securities of the Company or any other company or for the reduction or discharge of any liability incurred in respect of such acquisition,
- 3 6 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments,



- 3 7 To sell or otherwise dispose of all or any part of the undertaking, assets and liabilities of the Company and to acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received,
- 3 8 To provide or arrange for pensions, lump sum payments, gratuities, life, health, accident and other insurances and other benefits (pecuniary or otherwise) of every kind to or for the benefit of any individuals who are or have been directors of, or employed by, or who provide or have provided services to or for, the Company or any body corporate which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and to or for the benefit of the present or former spouses, children and other relatives and dependants of such individuals and others who have or formerly had with any such individuals any relationship of such a kind as the directors may approve, and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangements of any kind which the directors may approve,
- 3 9 To support and subscribe to any institution, society or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business, and to support and subscribe to any charitable or public object whatsoever and to make donations to bodies, associations or causes with political objects,
- 3 10 To act as trustee, personal representative, director, broker or agent of any kind and for any purpose,
- 3 11 To exercise any power of the Company for any consideration of any kind or for no consideration,
- 3.12 To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property,
- 3 13 To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any trade marks, patents, copyrights, trade secrets, or other intellectual property rights, licences, secret processes, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or

privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire,

- 3 14 To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company,
- 3 15 To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made,
- 3 16 To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid),
- 3 17 To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests,
- 3 18 To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions,
- 3 19 To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world,
- 3 20 To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest or which have a direct or indirect financial interest in the Company, to

provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies,

- 3 21 To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient,
- 3 22 To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations 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 place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid,
- 3 23 To distribute among the members of the Company in kind any property of the Company of whatever nature,
- 3 24 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company,
- 3 25 To procure the Company to be registered or recognised in any part of the world, and
- 3 26 To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others

3 27 AND so that

- (a) None of the provisions set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Company, and
- (b) The word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere

- 4 The liability of the members is limited
- 5 The Company's share capital is €100 divided into 100 shares of €1 each

I the subscriber to this Memorandum of Association, wish to form a Company pursuant to this Memorandum, and I agree to take the number of shares shown opposite my name

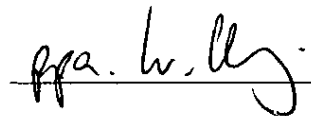
Name and address of Subscriber

**Number of shares
taken
by the Subscriber**

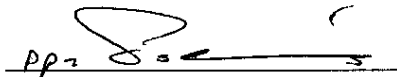
Hella KGaA Hueck & Co
Rixbecker Str 75, D-59552
Lippstadt

One hundred

Signed for and on behalf of the above named subscriber by



Dr Wolfgang Ollig
Authorised Signatory (Prokurist)



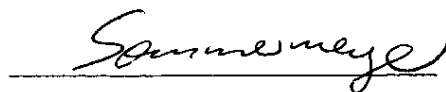
Carl Pohlschmidt
Authorised Signatory (Prokurist)

Total shares taken

One hundred

Dated 11.12.2007

Witness to the above Signature



Anke Sommermeyer

HELLA KGaA HUECK & CO.
Rixbecker STREET 75, D-59552
LIPPSTADT
GERMANY

HC GROUP HOLDING LTD

ARTICLES OF ASSOCIATION
(Adopted on Incorporation)

COVINGTON & BURLING LLP

THE COMPANIES ACTS 1985 AND 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF HG GROUP HOLDING LTD

(Adopted on Incorporation)

1. PRELIMINARY

- 1.1 The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007 2541) and The Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (SI 2007/2826), and as otherwise amended prior to the adoption of these Articles ("Table A") apply to HC Group Holding Ltd (the "Company") except in so far as they are excluded or varied by these articles
- 1.2 Words and expressions defined in Regulation 1 of Table A have the same meanings in these articles where the context admits
- 1.3 Regulations 2, 3, 8, 24, 35, 41, 46, 54, 64, 66, 73-80, 84, 94 and 101 of Table A do not apply to the Company
- 1.4 The Company is a private company and no shares or debentures of the Company may be offered to the public

2. SHARE CAPITAL

- 2.1 The share capital of the Company is €100 divided into 100 ordinary shares of €1 each
- 2.2 Subject to the provisions of the Act and without prejudice to the rights attached to any existing shares, any share may be issued with or have attached to it such rights or restrictions as the Company may by special resolution determine
- 2.3 In accordance with and subject to the provisions of Part V of the Companies Act 1985 the Company may
 - (a) issue shares that are to be redeemed or are liable to be redeemed at the option of the Company or holder,
 - (b) purchase its own shares (including any redeemable shares),
 - (c) make a payment in respect of the redemption or purchase of any of its own shares as authorised by these articles otherwise than out of

distributable profits of the Company or the proceeds of a fresh issue of shares

3. LIEN

The Company shall have a first and paramount lien on all shares whether fully paid or not registered (whether as sole registered holder or as one of two or more joint holders) in the name of any person indebted or under liability to the Company for all moneys presently payable by him or his estate to the Company. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation.

4. TRANSFER 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.

5. PROCEEDINGS AT GENERAL MEETINGS

- 5.1 If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting is adjourned to such day and at such time and place as the directors may determine and if a quorum is not present within half an hour from the time appointed for the adjourned meeting the meeting is dissolved.
- 5.2 A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote.
- 5.3 If and for so long as the Company has only one member, that member present in person or by proxy or, if that member is a corporation, by a duly authorised representative, shall be a quorum.
- 5.4 If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting. Any decision taken by a sole member pursuant to this paragraph shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.
- 5.5 References to **general meetings** in these Articles shall be read and construed to include meetings either in person or by any audio-visual communication equipment (including, without limitation, video conferencing equipment) which allows all persons attending the meeting to participate fully in the deliberations of the meeting. A person participating in any such meeting by audio-visual communication equipment shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in the

quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is

6. VOTES OF MEMBERS

Subject to any rights or restrictions attached to any shares and to any other provisions of these articles, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll every member who is present or by proxy shall have one vote for every share of which he is the holder

7. NUMBER OF DIRECTORS

Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum. The minimum number of directors is one

8. ALTERNATE DIRECTORS

- 8.1 An alternate director may act as alternate director to more than one director and is entitled at a meeting of the directors or of a committee of the directors to one vote for every director that he acts as alternate director for in addition to his own vote (if any) as a director of the Company, but an alternate director counts as only one director in determining whether a quorum is present
- 8.2 An alternate director is entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member; to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his appointor's absence
- 8.3 If a director is from time to time absent from the United Kingdom or otherwise not available, the signature of his alternate director to any resolution in writing of the directors shall be as effective as the signature of the absent director
- 8.4 Unless otherwise determined by ordinary resolution of the Company, an alternate director is not entitled to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice to the Company direct and the Company may pay all travelling, hotel and other expenses properly incurred by an alternate director in connection with attendance at meetings of directors or of committees of directors or otherwise in connection with the business of the Company

9. POWERS OF DIRECTORS

- 9 1 The directors are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 for a period of five years from the date of incorporation of the Company to allot all or any of the unissued shares of the Company. The maximum aggregate nominal amount of ordinary shares that may be allotted is €100. This authority may be varied or revoked by ordinary resolution of the Company.
- 9 2 The directors are authorised in accordance with section 91 of the Companies Act 1985 to allot shares of the Company as if section 89(1) of the Companies Act 1985 did not apply to the allotment. This power will expire on the date the section 80 authority to which it relates is revoked or (if not renewed) expires, except that the directors may after such date allot securities pursuant to any offer or agreement to do so made before such date.

10. APPOINTMENT AND RETIREMENT OF DIRECTORS

- 10 1 The directors are not subject to retirement by rotation.
- 10 2 No person shall be appointed a director at any general meeting unless
- (a) he is recommended by the directors, or
 - (b) not less than 14 or more than 35 clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment stating the particulars which would, if he were so appointed, be required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed.
- 10 3 Not less than seven nor more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the directors for appointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment as a director. The notice shall give particulars of that person which would, if he were so appointed, be required to be included in the Company's register of directors.
- 10 4 Subject as aforesaid the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.
- 10 5 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment

does not cause the number of directors to exceed any maximum number of directors that may be fixed by ordinary resolution

11. DIRECTORS' APPOINTMENTS AND INTERESTS

Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made on such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate (unless the terms of his appointment provide otherwise) if he ceases to be a director but without prejudice to any claim for damages for breach of the contract of service between the director and Company.

12. PROCEEDINGS OF DIRECTORS

- 12.1 A person may participate in a meeting of the directors or of a committee of directors by means of electronic communication provided that throughout the meeting all persons participating in the meeting are able to communicate interactively and simultaneously with all other parties participating in the meeting notwithstanding accidental disconnection of the means of electronic communication during the meeting. A person participating in a meeting in this manner shall be deemed present in person at the meeting and shall be entitled to vote and be counted in the quorum.
- 12.2 Subject to disclosure in accordance with section 317 of the Companies Act 1985, a director is entitled to vote at any meeting of the directors or of a committee of directors on any resolution, notwithstanding that it in any way concerns or relates to 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, and in relation to any such resolution (whether or not he votes on the same) he is to be taken into account in calculating the quorum present at the meeting.

13. INDEMNITY

- 13.1 Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director or other officer of the Company (other than any person (whether an officer or not) engaged by the Company as auditor) shall be indemnified out of the assets of the Company against and/or exempted by the Company from all costs, charges, expenses or liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported

exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office whether in connection with any proven or alleged negligence, default, breach of duty or breach of trust by him or otherwise in relation to the Company, or any associated company, including funding any expenditure incurred or to be incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company or any associated company, provided that this Article shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this Article, or any element of it, to be treated as void under the Act or otherwise under the Act

13 2 For the purpose of Article 13 1 the expression “associated company” shall mean a company which is either a subsidiary or a holding company of the Company or a subsidiary of such holding company

13 3 The directors shall have 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 or auditors of the Company, or of any other body corporate which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of 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 of any such other body corporate or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other body corporate or subsidiary undertaking are interested, including (without limitation) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other body corporate, subsidiary undertaking or pension fund

14. OVERSEAS INTERESTS

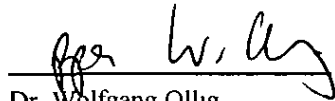
14 1 Table A shall be further modified

- (i) by the deletion from Regulation 37 of the words **within the United Kingdom**,
- (ii) by the deletion of the second sentence of Regulation 66,
- (iii) by the deletion of the third sentence of Regulation 88,
- (iv) by the insertion in Regulation 112 after the words **registered address** of the words **(or at such other address, whether in or outside the United Kingdom, as he may supply to the Company for that purpose)** and the deletion of the penultimate sentence of Regulation 112, and

- (v) Regulation 116 shall be modified by the deletion of the words **the address, if any, within the United Kingdom** and the substitution of the words **at the address, if any, whether within or outside the United Kingdom**

Signed for and on behalf of

Hella KGaA Hueck & Co
Rixbecker Str 75, D-59552
Lippstadt



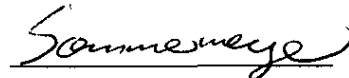
Dr Wolfgang Ollig
Authorized Signatory (Prokurist)



Carl Pohlschmidt
Authorized Signatory (Prokurist)

Date: 11.12.2007

Witness to the above signatures:



Anke Sommermeyer

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