Companies House
— for the record —

SCT SMKK524T 1484
COMPANIES HOUSE 06/07/01

COMPANIES HOUSE 03/07/01

# 691

CHFP000

This form must be completed for all 'Place of Business' registrations.
(See note below for re-registration from a 'Branch')

**This form should be completed in black.**

## Return and declaration delivered for registration of a place of business of an oversea company

(Pursuant to section 691 of the Companies Act 1985)

Previous branch number *(if applicable)*: SF 846

For official use only

Company name: SILITEK NETHERLANDS BV

Country of incorporation: NETHERLANDS

Address of place of business in Great Britain: c/o DF STORAGE
BURNBRAE DRIVE
LINWOOD

Post town: ~~SCOTLAND~~

County / Region:

Postcode: PA3 3BW

**Either**

Constitution of the company
*(See notes 1 and 2)*
*(A certified English translation must be included)*

* *Delete as applicable*

# *Mark appropriate box(es)*

A certified copy of the
#
[X] Instrument(s) constituting or defining the constitution of the company; and

[X] A certified translation

* is / are delivered for registration

**OR**

The company must deliver certified copies of its constitutional documents (with certifed translations), and the particulars of the company's directors and secretary.
However, if the company is closing a branch registration and effecting a place of business registration, it may rely on the documents or the particulars of the directors and secretary previously filed in that part of Great Britain, provided any relevant alterations to those documents have been updated on the register.

The
#
[ ] The constitutional documents (and a certified translation*)

* and / or

[ ] Particulars of the current directors and secretary(ies)

were previously delivered in respect of a branch of the company registered at this registry

Branch Number

(02/00)

**Directors** *(See notes 3,4 and 5)*

| | |
|---|---|
| **Name** * Style/Title | CD |
| Forenames | GEORGE |
| Surname | SHEU |
| * Honours etc | N/A |
| Previous forenames | N/A |
| Previous surname | N/A |
| **Address** | AD VAN NUENENSTRAAT 105 |
| Usual residential address must be given. In the case of a corporation, give the registered or principal office address. | 5503 CK VELDHOVEN |
| Post town | CK VELDHOVEN |
| County / Region | NETHERLANDS |
| Postcode | 5503 CK |
| Country | NETHERLANDS |
| Date of birth | DO 01 03 1964 |
| Nationality | NA TAIWAN, R.O.C |
| *(See note 5)* Business occupation (if any). If none other directorships. | OC MANAGING DIRECTOR |
| | OD |

| | |
|---|---|
| **Name** * Style/Title | CD NONE |
| Forenames | |
| Surname | |
| * Honours etc | |
| Previous forenames | |
| Previous surname | |
| **Address** | AD |
| Usual residential address must be given. In the case of a corporation, give the registered or principal office address. | |
| Post town | |
| County / Region | |
| Postcode | |
| Country | |
| Date of birth | DO |
| Nationality | NA |
| *(See note 5)* Business occupation (if any). If none other directorships. | OC |
| | OD |

* Voluntary details

## Declaration (See note 8)

Full name and address

I ANN LEITCH

of (address) 27 LISMORE PLACE, NEWTON MEARNS,GLASGOW, G77 6UQ

† delete as applicable

a † ~~director/ secretary/~~ person authorised to accept on the company's behalf service of process or any notices required to be served on it, do solemnly and sincerely declare that the company established its place of business in Great Britain on

| Day | Month | Year |
|---|---|---|
| 0 2 | 1 0 | 2 0 0 0 |

(enter date)

and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

**Signed** Ann Leitch

**Declared at** Glasgow.

**on**

| Day | Month | Year |
|---|---|---|
| 1 9 | 0 6 | 2 0 0 1 |

**before me** Natalie C Hamilton.
NATALIE COIA HAMILTON.

**A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.** (See note 8)

Number of continuation sheets attached

To whom should Companies House direct any enquiries about the information on this form?

NATALIE HAMILTON, DUNDAS & WILSON CS
191 WEST GEORGE STREET, GLASGOW
REF: PS/NCH/AND088.0184
Postcode G2 2LD
Telephone 0131 222 2200 Extension 16149

Please ensure the form is fully completed and then send it to the Registrar of Companies at (See note 9)

**Companies House, Crown Way, Cardiff CF14 3UZ**
for companies establishing a place of business in England and Wales

**Companies House, 37 Castle Terrace, Edinburgh EH1 2EB**
for companies establishing a place of business in Scotland

**Person(s) authorised** *(continued)*

List of some one or more persons resident in Great Britain authorised to accept on the company's behalf services of process and any notice required to be served on it.

* Style/Title

Forenames

Surname

Address

Post town

Country / Region

Postcode

* Style/Title

Forenames

Surname

Address

Post town

Country / Region

Postcode

* Style/Title

Forenames

Surname

Address

Post town

Country / Region

Postcode

* Style/Title

Forenames

Surname

Address

Post town

Country / Region

Postcode

* Voluntary details

## Company Secretary(ies)
*(See notes 4 and 6)*

**Name**

| | |
|---|---|
| * Style/Title | CS |
| Forenames | |
| Surname | |
| * *Honours etc* | |
| Previous forenames | |
| *Previous surname* | |

**Address**

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

| | |
|---|---|
| AD | |
| | |
| Post town | |
| County / Region | |
| Postcode | |
| Country | |

**Name**

| | |
|---|---|
| * Style/Title | CS |
| Forenames | |
| Surname | |
| * Honours etc | |
| Previous forenames | |
| Previous surname | |

**Address**

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

| | |
|---|---|
| AD | |
| | |
| Post town | |
| County / Region | |
| Postcode | |
| Country | |

**Person(s) authorised**

List of *some one or more* persons resident in Great Britain authorised to accept on the company's behalf services of process and any notice required to be served on it.

| | |
|---|---|
| * Style/Title | MS |
| Forenames | ANN |
| Surname | LEITCH |
| Address | 27 LISMORE PLACE, NEWTON MEARNS |
| | |
| Post town | GLASGOW |
| Country / Region | SCOTLAND |
| Postcode | G77 6UQ |

* Voluntary details

## Notes

1 The copy of the instrument constituting or defining the constitution of the company must be certified in the place of incorporation of the company to be a true copy :-

(a) by an official of the Government to whose custody the original is committed; or

(b) by a notary public; or

(c) by an officer of the company on oath taken before:

(i) a person having authority in that place to administer an oath; or

(ii) any of the British officials mentioned in section 6 of the Commissioners for Oaths Act 1889.

2 The translation of the instrument must be certified to be a correct translation :-

(a) if the translation was made in the United Kingdom, by

(i) a notary public in any part of the United Kingdom;

(ii) a solicitor (if the translation was made in Scotland), a solicitor of the Supreme Court of Judicature of England and Wales (if it was made in England or Wales), or a solicitor of the Supreme Court of Judicature of Northern Ireland (if it was made in Northern Ireland); or

(iii) a person certified by a person mentioned above to be known to him to be competent to translate the document into English; or

(b) if the translation was made outside the United Kingdom, by

(i) a notary public;

(ii) a person authorised in the place where the translation was made to administer an oath;

(iii) any of the British officials mentioned in section 6 of the Commissioners for Oaths Act 1889;

(iv) a person certified by a person mentioned above to be known to him to be competent to translate the document into English.

3 'Director' includes any person who occupies the position of a director, by whatever name called.

4 Show for an individual the full forenames NOT INITIALS and surname together with any previous forenames or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forenames or surname except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

In the case of a peer, or an individual usually known by a British title, you may state the title instead of or in addition to the forenames and surname and you need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the cases of a corporation or Scottish firm give the registered or principal office.

5 In the case of an individual who has a business occupation, this occupation should be named. In the case of an individual who has no business occupation but who holds other directorships, particulars should be given of them.

6 Where all the partners in a firm are joint secretaries, only the firm name and its principal office need be given.

7 Use photocopies of the relevant section(s) of this form to provide details of additional directors, joint secretaries or persons authorised.

8 If made in a foreign country the declaration may be made before any British official mentioned in section 6 of the Commissioners for Oaths Act 1889 or, before any person having authority to administer an oath in that country.

9 If the company establishes a place of business in England and Wales AND in Scotland whether at the same time or not a separate form must be sent to each Registrar.

**<u>AKTE VAN STATUTENWIJZIGING VAN DE BESLOTEN VENNOOTSCHAP MET BEPERKTE AANSPRAKELIJKHEID: VINAFI B.V., STATUTAIR GEVESTIGD TE 'S-GRAVENHAGE</u>**

Heden zes oktober tweeduizend verscheen voor mij, Mr Frank Hubert Cornelis Jansen, kandidaat-notaris, wonende te Rotterdam, hierna te noemen: "notaris", als plaatsvervanger van, Mr Pieter Heyme Bolland, notaris ter standplaats Rotterdam:

Mr Angelique Marie Petronella Martens, werkzaam ten kantore van Wouters Advocaten & Notarissen, te (3063 AN), Rotterdam, Oostmaaslaan 71, geboren op twee en twintig april negentien honderd vier en zeventig te Tegelen.

De comparant verklaarde:

De statuten van de besloten vennootschap met beperkte aansprakelijkheid: **<u>VINAFI B.V.</u>**, statutair gevestigd te 's-Gravenhage, Nederland, kantoorhoudende te (2514 BP) 's-Gravenhage, Nederland, Nieuwe Uitleg 15, hierna te noemen: **"vennootschap"**, werden vastgesteld bij akte van oprichting, verleden voor Mr C.E.M. van Steenderen, destijds notaris te Rijswijk (Z.H.), Nederland, op negen en twintig september negentienhonderd negen en negentig, op het ontwerp waarvan de ministeriële verklaring dat van bezwaren niet is gebleken werd verleend op vijftien juli negentienhonderd negen en negentig onder nummer B.V. 1082084. De statuten van de vennootschap zijn sindsdien niet gewijzigd.

Door de enig aandeelhouder is bij besluit van acht september tweeduizend besloten de statuten partieel te wijzigen als hierna vermeld.

Voorts werd bij gemeld besluit de comparante gemachtigd op de ontwerp-akte houdende wijziging van de statuten de ministeriële verklaring van geen bezwaar aan te vragen of te doen aanvragen, in die ontwerp-akte nog zodanige wijzigingen en aanvullingen aan te brengen als ter verkrijging van die verklaring nodig mochten blijken, na het verkrijgen van die verklaring bij notariële akte van gemelde statutenwijziging te doen blijken, en voorts te dier zake alles te doen wat nuttig is.

Een exemplaar van gemeld besluit wordt aan deze minuut gehecht.

De ministeriële verklaring van geen bezwaar als bedoeld in artikel 2:235 van het Burgerlijk Wetboek is verleend op negen en twintig september tweeduizend onder B.V. nummer 1082084 en gesteld op de aan deze minuut gehechte verklaring.

Alsnu uitvoering gevend aan gemeld besluit van de enige aandeelhouder in het aandelenkapitaal van de vennootschap verklaarde de comparante dat de statuten van de vennootschap partieel worden gewijzigd als volgt:

Artikel 1 van de statuten wordt gewijzigd en komt te luiden als volgt:
"De vennootschap draagt de naam: Silitek Netherlands B.V.
Zij heeft haar zetel te Eindhoven.".
SLOTVERKLARING
De comparante is mij, notaris, bekend.
Waarvan akte in minuut
Verleden te Rotterdam, ten dage in het hoofd dezer vermeld.
De inhoud van deze akte is aan de comparante opgegeven en toegelicht. Na de verklaring van de comparante van de inhoud te hebben kennis genomen en daarmee in te stemmen, is deze akte onmiddellijk na de beperkte voorlezing door de comparante en mij, notaris, ondertekend.
(getekend:) A.M.P. Martens, F.H.C. Jansen

UITGEGEVEN VOOR AFSCHRIFT
door Mr Frank Hubert Cornelis Jansen, kandidaat-notaris, wonende te Rotterdam, als plaatsvervanger van Mr Pieter Heyme Bolland, notaris te Rotterdam, op 6 oktober 2000.

The undersigned:
Mr Pieter Heyme Bolland, civil law notary, officiating in Rotterdam, declares that the attached document is the unofficial office translation of a true copy of the notarial deed of amendment to the articles of association of **Silitek Netherlands B.V.**, established in Eindhoven, executed on October 6, 2000, before a substitute of the undersigned. The ministerial declaration of non-objection was granted on September 29, 2000 under number B.V. 1082084.

In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably, differences may occur in translation, and if so, the Dutch text will govern.

Rotterdam, May 28, 2001.

P.H. Bolland

Mr P.H. BOLLAND * NOTARIS TE ROTTERDAM *

DEED OF AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE PRIVATE COMPANY WITH LIMITED LIABILITY: VINAFI B.V., HAVING ITS REGISTERED OFFICE AT 'S-GRAVENHAGE, THE NETHERLANDS

On the sixth day of of October, two thousand, there appeared before me, Frank Hubert Cornelis Jansen, deputy civil law notary, residing at Rotterdam, the Netherlands, hereinafter referred to as: "civil law notary", as substitute of Pieter Heyme Bolland, civil law notary, officiating at Rotterdam, The Netherlands:
Angelique Marie Petronella Martens, deputy civil law notary, employed at the office of Wouters Advocaten & Notarissen, Rotterdam (the Netherlands) with address: Oostmaaslaan 71, 3063 AN Rotterdam (the Netherlands), born at Tegelen (the Netherlands), on the twenty-second day of April nineteen hundred seventy-four.
The appearer stated:
The articles of association of the private company with limited liability: **VINAFI B.V.**, having its registered office at 's-Gravenhage, the Netherlands, and with offices at (2514 BP) 's-Gravenhage, the Netherlands, Nieuwe Uitleg 15, hereinafter referred to as: "**company**", were recorded by deed of incorporation, executed before Mr Mr C.E.M. van Steenderen, civil law notary, at the time officiating at Rijswijk (Z.H.), the Netherlands, on the twenty-ninth day of September, nineteenhundred ninety-nine, on the draft whereof the ministerial declaration of non-objection was granted on the fifteenth day of July, nineteenhundred ninety-nine, under B.V. number 1082084. The articles of association of the Company have not been amended since.
By resolution adopted on the eighth day of September, two thousand by the sole shareholder, it was validly resolved to amend the articles of association as hereinafter stated.
Furthermore, in said shareholder's resolution, the appearer was authorised to apply for the ministerial declaration of non-objection with respect to the aforementioned amendment and to make such changes as may appear necessary to obtain the abovementioned declaration, to execute the notarial deed of amendment of the articles of association and moreover to perform all formalities pertaining thereto.
A copy of the aforementioned resolution has been attached to this deed.
The ministerial declaration of non-objection as referred to in article 2:235 of the Netherlands Civil Code was granted on the twenty-ninth day of September, two thousand under B.V. number 1082084 and has been attached to this deed.
In execution of the aforementioned resolution of the sole shareholder in the share capital of the company, the appearer declared to partially amend the articles of association of the company as follows:

Article 1 of the articles of association will be amended and shall read as follows:
"The name of the company is: Silitek Netherlands B.V.
It has its registered office at Eindhoven.".
FINAL STATEMENT
The appearer is known to me, civil law notary.
Whereof this deed
Executed in one original at Rotterdam on the date first herein above-mentioned.
The substance of this deed having been communicated and explained to the appearer, the latter declared that she had taken full cognisance of its contents and agreed with it.
Immediately after a limited reading of the deed, it was signed by the appearer and by me, civil law notary.
(signed:) A.M.P. Martens, F.H.C. Jansen

ISSUED FOR TRUE COPY
by Frank Hubert Cornelis, deputy civil law notary, residing at Rotterdam, the Netherlands, as substitute of Pieter Heyme Bolland, civil law notary in Rotterdam, the Netherlands on October 6, 2000.

KONINKLIJKE NOTARIËLE BEROEPSORGANISATIE

**Wouters**
**Advocaten & Notarissen**

Doorlopende tekst van de statuten van de te Eindhoven
gevestigde besloten vennootschap met beperkte aansprakelijkheid:

**Silitek Netherlands B.V.**
**(voorheen genaamd: Vinafi B.V.)**

na akte van statutenwijziging op 6 oktober 2000 verleden voor
een plaatsvervanger van Mr P.H. Bolland, notaris te Rotterdam,
nadat de ministeriële verklaring van geen bezwaar werd verleend
op 29 september 2000 onder nummer: B.V. 1082084

Getekend te Rotterdam op 28 mei 2001

Mr P.H. BOLLAND * NOTARIS TE ROTTERDAM *

RTMAN01:29225v1

# DOORLOPENDE TEKST VAN DE STATUTEN VAN SILITEK NETHERLANDS B.V. (VOORHEEN: VINAFI B.V.) ZOALS DEZE LUIDEN SEDERT DE STATUTENWIJZIGING VAN 6 OKTOBER 2000

**STATUTEN**

**Naam. Zetel.**

**Artikel 1.**

De vennootschap draagt de naam: Silitek Netherlands B.V.
Zij heeft haar zetel te Eindhoven.

**Doel.**

**Artikel 2.**

1. De vennootschap heeft ten doel:
   a. het - al dan niet tezamen met anderen - verwerven en vervreemden van deelnemingen of andere belangen in rechtspersonen, vennootschappen en ondernemingen, het samenwerken daarmee en het besturen daarvan;
   b. het verkrijgen, beheren, exploiteren, bezwaren en vervreemden van goederen, zomede het beleggen van vermogen;
   c. het sluiten van overeenkomsten waarbij de vennootschap zich als borg of hoofdelijk medeschuldenaar verbindt, zich sterk maakt of zich naast of voor anderen verbindt;
   d. het verrichten van al hetgeen met het vorenstaande verband houdt of daartoe bevorderlijk kan zijn.
2. Het is de vennootschap, tot ten hoogste het bedrag van de uitkeerbare reserves, toegestaan leningen te verstrekken met het oog op het nemen of verkrijgen van aandelen in haar kapitaal of van certificaten daarvan.

**Kapitaal.**

**Artikel 3.**

Het maatschappelijk kapitaal van de vennootschap bedraagt eenhonderd duizend Euro (EUR 100.000,00), verdeeld in tienduizend (10.000) aandelen, elk nominaal groot tien Euro (EUR. 10,-).

**Begripsbepalingen.** ---
Artikel 4. ---
1. In de statuten wordt verstaan onder: ---
   a. Boek 2: Boek 2 van het Burgerlijk Wetboek; ---
   b. de algemene vergadering: de algemene vergadering van aandeelhouders als orgaan van de vennootschap, alsook bijeenkomsten van dit orgaan; ---
   c. aandelen: aandelen in het kapitaal van de vennootschap. ---
2. Onder: "schriftelijk" wordt in deze statuten tevens verstaan: telegrafisch, per telex, per telecopier of via enig ander telecommunicatiemiddel dat in staat is geschreven tekst over te brengen. ---

**Aandelen.** ---
Artikel 5. ---
De aandelen luiden op naam. Aandeelbewijzen worden niet uitgegeven. ---

**Levering van aandelen.** ---
Artikel 6. ---
Voor de levering van aandelen is een daartoe bestemde notariële akte vereist. ---

**Register van aandeelhouders.** ---
Artikel 7. ---
Door de directie wordt een register gehouden, waarin de inschrijving geschiedt van de wettelijk vereiste gegevens. ---

**Uitgifte van aandelen.** ---
Artikel 8 ---
1. De algemene vergadering is bevoegd te besluiten tot uitgifte van aandelen. ---
2. Voor de uitgifte van aandelen is een notariële akte vereist. ---

**Blokkeringsregeling.** ---
Artikel 9. ---
1. Iedere overdracht van aandelen, een recht strekkend tot het verkrijgen van aandelen daaronder begrepen, anders dan die welke plaatsvindt met instemming van alle aandeelhouders, behoeft de goedkeuring van de algemene vergadering. De overdracht moet plaatsvinden binnen drie maanden nadat de goedkeuring is verleend of geacht wordt te zijn verleend. ---
2. De aandeelhouder die een of meer van zijn aandelen wil overdragen - hierna te noemen: de verzoeker - stelt de directie daarvan in kennis. ---
3. De goedkeuring wordt geacht te zijn verleend: ---
   a. indien de algemene vergadering niet binnen zes weken na ontvangst van het verzoek om goedkeuring op dat verzoek heeft beslist; ---

b. indien de algemene vergadering haar goedkeuring aan de voorgenomen overdracht onthoudt en niet gelijktijdig daarmee aan de verzoeker opgaaf doet van een of meer gegadigden die bereid en in staat zijn alle aandelen waarop het verzoek om goedkeuring betrekking heeft, van de verzoeker te kopen tegen contante betaling van de in lid 4 van dit artikel omschreven prijs. De vennootschap kan slechts met instemming van de verzoeker als gegadigde worden aangewezen.

4. Indien de algemene vergadering tijdig een of meer gegadigden heeft aangewezen, wordt de prijs van de aandelen - die gelijk zal zijn aan de waarde daarvan - vastgesteld door de verzoeker en de gegadigden - hierna tezamen te noemen: de belanghebbenden - in onderling overleg. Hebben zij daarover geen overeenstemming bereikt binnen dertig dagen na de datum waarop de gegadigden zijn aangewezen, dan wordt de prijs vastgesteld door een onafhankelijke deskundige. De benoeming van de deskundige geschiedt door de belanghebbenden in onderling overleg; hebben zij daarover geen overeenstemming bereikt binnen veertien dagen na afloop van de hiervoor in dit lid bedoelde termijn van dertig dagen, dan geschiedt de benoeming van de onafhankelijke deskundige, op verzoek van de meest gerede partij, door de voorzitter, of diens plaatsvervanger, van het Koninklijk Nederlands Instituut van Registeraccountants.

5. Indien de prijs van de aandelen is vastgesteld door de deskundige, is de verzoeker gedurende dertig dagen na de prijsvaststelling vrij in zijn beslissing, of hij de aandelen tegen de vastgestelde prijs aan de aangewezen gegadigde(n) zal overdragen.

**Directie.**

**Artikel 10.**

1. De vennootschap wordt bestuurd door een directie die uit een of meer directeuren bestaat.
2. Directeuren worden benoemd door de algemene vergadering.
3. Een directeur kan te allen tijde worden geschorst en ontslagen door de algemene vergadering.

**Belet of ontstentenis.**

**Artikel 11.**

Ingeval van belet of ontstentenis van een of meer directeuren zijn de overige directeuren of is de enig overblijvende directeur tijdelijk met het bestuur van de vennootschap belast. Ingeval van belet of ontstentenis van alle directeuren of van de enig directeur is de persoon die daartoe door de algemene vergadering is of wordt aangewezen, tijdelijk met het bestuur van de vennootschap belast.

**Vertegenwoordiging.**

**Artikel 12.**

De directie vertegenwoordigt de vennootschap. De bevoegdheid tot vertegenwoordiging komt mede toe aan iedere directeur afzonderlijk. Deze vertegenwoordigingsbevoegdheid bestaat ook ingeval er een tegenstrijdig belang is tussen de vennootschap en een directeur.

**Bijeenroeping, plaats van de algemene vergadering.**

**Artikel 13.**

1. De bevoegdheid tot bijeenroeping van de algemene vergadering komt toe aan de directie en aan iedere aandeelhouder.
2. Algemene vergaderingen worden gehouden in de gemeente waar de vennootschap haar zetel heeft.
   In een elders - in of buiten Nederland - gehouden algemene vergadering kunnen slechts wettige besluiten worden genomen, indien het gehele geplaatste kapitaal is vertegenwoordigd.

**Leiding van de algemene vergadering. Notulen.**

**Artikel 14.**

1. De algemene vergadering voorziet zelf in haar leiding.
2. De voorzitter wijst een persoon aan die met het houden van de notulen is belast.

**Stemrecht, besluitvorming van de algemene vergadering.**

**Artikel 15.**

1. Elk aandeel geeft recht op het uitbrengen van één stem.
2. De algemene vergadering besluit met volstrekte meerderheid van de uitgebrachte stemmen.

**Besluitvorming buiten vergadering.**

**Artikel 16.**

Tenzij er houders zijn van met medewerking van de vennootschap uitgegeven certificaten op naam van aandelen, kunnen de op aandelen stemgerechtigden alle besluiten die zij in een algemene vergadering kunnen nemen, ook buiten vergadering nemen, mits zij zich allen schriftelijk ten gunste van het betrokken voorstel uitspreken.

**Boekjaar. Jaarrekening.**

**Artikel 17.**

1. Het boekjaar van de vennootschap is het kalenderjaar.
2. Jaarlijks binnen vijf maanden na afloop van het boekjaar van de vennootschap, behoudens verlenging van deze termijn met ten hoogste zes maanden door de algemene vergadering op grond van bijzondere omstandigheden, maakt de directie een jaarrekening en een jaarverslag op over dat boekjaar.
3. De jaarrekening wordt ondertekend door iedere directeur.

**Jaarlijkse algemene vergadering. Vastselling jaarrekening.** ---

Artikel 18. ---

1. Elk jaar wordt ten minste één algemene vergadering gehouden, en wel binnen zes maanden na afloop van het laatstverstreken boekjaar van de vennootschap. ---
2. Vaststelling van de jaarrekening geschiedt door de algemene vergadering. ---

**Winst.** ---

Artikel 19. ---

1. De winst staat ter beschikking van de algemene vergadering. ---
2. De algemene vergadering kan besluiten tot het doen van tussentijdse uitkeringen. ---

**Ontbinding en vereffening.** ---

Artikel 20. ---

1. De algemene vergadering is bevoegd te besluiten tot ontbinding van de vennootschap.
2. Tenzij de algemene vergadering anders besluit of de wet anders bepaalt, treden de directeuren als vereffenaars van het vermogen van de ontbonden vennootschap op. ---

KONINKLIJKE NOTARIËLE BEROEPSORGANISATIE

**Wouters**
**Attorneys at Law & Civil Law Notaries**

English office translation of the continuous text of the articles of association
of the private company with limited liability

**Silitek Netherlands B.V.**
(before the deed of amendment named: Vinafi B.V.)

with registered office at Eindhoven.

The articles of association of the company have been amended
on the 6th day of October 2000, executed before a substitute P.H. Bolland,
civil law notary, officiating in Rotterdam,
after that the ministerial declaration of non-objection
has been granted on the 29th day of September 2000
under number: B.V. 1082084.

Signed at Rotterdam, May 28, 2001.

Mr P.H. BOLLAND * NOTARIS TE ROTTERDAM *

RTMAN01:29226v1

**CONTINUOUS TEXT OF THE ARTICLES OF ASSOCIATION OF SILITEK NETHERLANDS B.V. (BEFORE: VINAFI B.V.) AS PER DEED OF AMENDMENT OF THE ARTICLES OF ASSOCIATION OF OCTOBER 6, 2000**

# ARTICLES OF ASSOCIATION

## Name and Registered Office.

Article 1.

1. The Company is a private company with limited liability and its name is: Silitek Netherlands B.V.
2. The Company has its registered office in Eindhoven.
   The Company may have branch offices elsewhere, also outside the Netherlands.

## Objects.

Article 2.

1. The objects for which the Company is established are:
   a. either alone or jointly with others to acquire and dispose of participations or other interests in bodies corporate, companies and enterprises, to collaborate with and to manage such bodies corporate, companies or enterprises;
   b. to acquire, manage, turn to account, encumber and dispose of any property and to invest capital;
   c. to enter into agreements whereby the Company commits itself as guarantor or severally liable co-debtor, or grants security or declares itself jointly or severally liable with or for others;
   d. to do all such things as are incidental or conducive to the above objects or any of them.
2. The Company may make loans with a view to enabling others to take or acquire shares in its capital or depositary receipts thereof, provided that such loans shall not exceed the amount of the Company's distributable reserves.

## Capital.

Article 3.

The authorised capital of the Company is one hundred thousand Euro's (EUR 200,000), divided into ten thousand (10,000) shares of a nominal value of ten Euro's (EUR 10).

**Definitions.**

Article 4.

1. In these Articles of Association the following words and expressions shall have the meanings hereby assigned to them:
   a. Book 2 *means:* Book 2 of the Netherlands Civil Code;
   b. the General Meeting means: the members constituting the Company, and also: meetings of that body of members;
   c. shares means: shares in the capital of the Company.
2. The expressions "written" and "in writing" used in these Articles of Association means: communications sent by post, telegraph, telex or telecopier or by any other means of telecommunication capable of transmitting written text.

**Shares.**

Article 5.

All shares shall be registered shares. No share certificates shall be issued.

**Transfer of shares.**

Article 6.

The delivery of title to a share shall require a notarial deed executed for that purpose.

**Register of shareholders.**

Article 7.

The Board of Directors shall keep a register in which shall be recorded all particulars as prescribed by law.

**Issue of shares.**

Article 8.

1. The General Meeting has the power to resolve to issue shares.
2. The issue of shares shall require a notarial deed.

**Transfer restrictions.**

Article 9.

1. Each and every transfer of shares, including a right to take shares, with exception for a transfer which takes place with the consent of all shareholders, shall require the prior approval of the General Meeting. The transfer must be made within three months after the approval has been granted or is deemed to have been granted.
2. The shareholder who wishes to transfer any of his shares - hereinafter referred to as: the transferor - shall give notice of that intent to the Board of Directors.
3. The approval shall be deemed to have been granted:
   a. if the General Meeting has not decided on the request for approval within six weeks of receipt of that request;

b. if the General Meeting withholds its approval of the intended transfer and does not simultaneously inform the transferor of the names of one or more prospective purchasers who are willing and able to purchase from the transferor, against payment in cash of the price as described in paragraph 4, all of the shares to which the request for approval relates. The Company itself may be designated as a purchaser only with the consent of the transferor.

4. If the General Meeting has duly designated one or more prospective purchasers, the price of the shares - to be equal to their value - shall be determined by the transferor and the prospective purchasers - hereinafter jointly referred to as: the interested parties - in mutual agreement. If they fail to reach such agreement within thirty days from the date when the prospective purchasers were designated, the price shall be determined by one independent expert.
The expert shall be appointed by the interested parties in mutual agreement; failing such agreement within fourteen days from the end of the aforesaid term of thirty days, the appointment of the independent expert shall be made, at the request of any of the interested parties, by the Chairman or deputy Chairman of the Board of the Royal Netherlands Institute of Chartered Accountants.

5. If the price of the shares has been determined by one or more experts, during a period of thirty days after the price has so been determined, the transferor shall be free to decide whether or not he will transfer the shares to the prospective purchaser(s) at the price as so determined.

**Board of Directors.**

Article 10.

1. The business and affairs of the Company shall be managed by a Board of Directors consisting of one or several Directors.
2. The Directors shall be elected by the General Meeting.
3. A Director may be suspended and/or removed from office by the General Meeting at any time.

**Directors' ceasing to hold office or being unable to act.**

Article 11.

In the event that one or more Directors shall cease to hold office or be unable to act, the other or remaining Directors or the only other or remaining Director shall be temporarily entrusted with the management of the Company.
In the event that all Directors or the sole Director shall cease to hold office or be unable to act, the management of the Company shall be temporarily entrusted to the person designated or to be designated for that purpose by the General Meeting.

**Representation.**

Article 12.

The Board of Directors shall represent the Company. The power to represent the Company shall also vest in each of the Directors individually.

**Notice and venue of the General Meeting.**

Article 13.

1. The power to call the General Meeting shall vest in the Board of Directors and each and every share-holder.
2. General Meetings shall be held in the municipality in which the Company's office is situate.

   Any resolution passed at a General Meeting held elsewhere - in or outside the Netherlands - shall be valid only if the entire issued and outstanding share capital is represented.

**Chairmanship of the General Meeting. Minutes.**

Article 14.

1. The General Meeting itself shall appoint its Chairman.
2. The Chairman shall designate a person charged with keeping the minutes.

**Voting rights. Decision-making.**

Article 15.

1. Each share carries the right to cast one vote.
2. All resolutions of the General Meeting shall be passed by an absolute majority of the votes cast.

**Decision-making outside a meeting.**

Article 16.

Unless there are holders of depositary receipts issued with the cooperation of the Company, any resolution which shareholders entitled to vote can pass at a General Meeting may also be passed by them outside a meeting, provided that they all express themselves in writing in favour of the proposal concerned.

**Financial Year. Annual accounts.**

Article 17.

1. The financial year of the Company shall be the calendar year.
2. Each year within five months after the end of the Company's financial year, save where this term is extended by a maximum of six months by the General Meeting on account of special circumstances, the Board of Directors shall draw up annual accounts and an annual report on that financial year.
3. The annual accounts shall be signed by all Directors.

**Annual General Meeting. Adoption of annual accounts.**

Article 18.

1. Each year at least one General Meeting shall be held, that meeting to be held within six months after the end of the Company's last expired financial year.
2. The annual accounts shall be adopted by the General Meeting.

**Profits and losses.**

Article 19.

1. The profits of the Company shall be at the disposal of the General Meeting.
2. The General Meeting may resolve to declare interim dividends.

**Winding up and liquidation.**

Article 20.

1. The General Meeting shall have the power to resolve to wind up the Company.
2. Unless otherwise resolved by the General Meeting or unless otherwise provided by law, the Directors of the Company shall be the liquidators of the Company.

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# CERTIFICATE OF REGISTRATION

# OF AN OVERSEA COMPANY

(Establishment of a place of business)

Company No. F000846

The Registrar of Companies for Scotland hereby certifies that

SILITEK NETHERLANDS BV

has this day been registered under Section 691 of the Companies Act 1985 as having established a place of business in Scotland

Given at Companies House, Edinburgh, the 6th July 2001

Diane Brooks

Registrar of Companies

COMPANIES HOUSE