

# Statutory Declaration of compliance with requirements on application for registration of a company

12

Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use

Please complete  
legibly, preferably  
in black type, or  
bold black lettering

Name of company

\* KELLENS LIMITED

I, Keith Edward Lewington

of Victoria House, 3 Victoria Street, Northampton NN1 3NR

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(2)]† and that all the requirements of the above Act 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  
provisions of the Statutory Declarations Act 1835

Declared at Victoria House,  
3 Victoria Street, Northampton

Declarant to sign below

the 24th day of July

One thousand nine hundred and ninetythree

before me Chris Brabban

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

Presentor's name address and  
reference (if any):

Shoosmiths & Harrison  
Victoria House  
3 Victoria Street  
Northampton  
NN1 3NR

Ref: KEL SES

Jordans

For official Use

New Companies Section

Post room

Jordan & Sons Limited

21 St. Thomas Street, Bristol BS1 6JS Tel. 0272 230500 Telex 449119

Printed and supplied by

*Jardine*

Jordan & Sons Limited

21 St Thomas Street, Bristol BS1 6JS  
Tel: 0272 233600 Telex 449119

# 10

## Statement of first directors and secretary and intended situation of registered office

This form should be completed in black.

Company name (in full)

CN

For official use

KELLENS LIMITED

Registered office of the company on  
incorporation.

RO

Victoria House

3 victoria Street

Post town Northampton

County/Region Northamptonshire

Postcode NN1 3NR

If the memorandum is delivered by an  
agent for the subscribers of the  
memorandum mark 'X' in the box  
opposite and give the agent's name  
and address.



Name	SHOOSMITHS & HARRISON VICTORIA HOUSE, 3-VICTORIA STREET, NORTHAMPTON.
RA	
Post town	NN1 3NR
County/Region	TEL: 0604 31747
Postcode	REF:

Number of continuation sheets attached

☐

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

SHOOSMITHS & HARRISON VICTORIA HOUSE, 3-VICTORIA STREET, NORTHAMPTON. NN1 3NR TEL: 0604 31747 REF:	Postcode	Extension
Telephone		

**Company Secretary** (See notes 1 - 5)

Name **\*Style/Title**  
**CS** Mrs  
Forenames Susan Elizabeth  
Surname Stoneman  
**\*Honours etc**  
Previous forenames  
Previous surname

**Address****AD** 213 Harborough Road, Kingsthorpe

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

Post town Northampton

County/Region Northamptonshire

Postcode NN3 8DW Country England

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

**Consent signature**

Signed



Date

2/7/93

**Directors** (See notes 1 - 5)*Please list directors in alphabetical order.*

Name **\*Style/Title**  
**CD** Mr  
Forenames Keith Edward  
Surname Lewington  
**\*Honours etc**  
Previous forenames  
Previous surname

**Address****AD** Ford Cottage, 17 Milton Road

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

Willen Village

Post town Milton Keynes

County/Region Buckinghamshire

Postcode MK15 9AD Country England

Date of birth

**DO** 2 6 08 511Nationality **NA** British

Business occupation

**OC** Solicitor

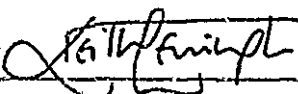
Other directorships

**OD** None**\* Voluntary details**

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

**Consent signature**

Signed



Date

02.07.93

**Directors (continued)**

(Section 1-5)

**Name** \*Style/Title

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.

Date of birth

Business occupation

Other directorships

\* Voluntary details

**Consent signature****CD****AD**

Post town

County/Region

Postcode

Country

**DO**Nationality **NA****OC****OD**

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

Signed

Date

Delete if the form  
is signed by the  
subscribers.

Signature of agent on behalf of all subscribers Date 02.07.93

Delete if the form  
is signed by an  
agent on behalf of  
all the subscribers.

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Companies Acts 1985

Company Limited By Shares

MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION

KELLENS LIMITED

Company Number:  
Incorporated on:

Shoosmiths & Harrison  
Northampton  
Ref: KEL/SES  
KELCOS\KELLENS.M&A 01.07.93

Companies Acts 1985  
Company Limited By Shares  
MEMORANDUM OF ASSOCIATION



of Kellens Limited

2835230

1. The name of the Company is Kellens Limited.
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (a) To carry on business as a general commercial company.
  - (b) 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.
  - (c) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, 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.
  - (d) 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.

- (e) 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.
- (f) 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.
- (g) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, 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 the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner.
- (h) To borrow and raise money in any manner and 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.
- (i) 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.
- (j) 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.
- (k) 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.

- (l) 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.
- (m) 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, 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.
- (n) 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.
- (o) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (q) To remunerate any person, firm or company rendering services to the Company either by cash payment or by allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (r) 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.

- (s) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- (t) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act
- (u) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (v) To procure the Company to be registered or recognised in any part of the world.
- (w) 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.

(x) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects 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.
- (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each sub-clause contained the objects of a separate Company.
- (3) 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) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4. The liability of the members is limited.

5. The share capital of the Company is £1,000.00 divided into 1,000 shares of £1 each.


I, the person whose name and address is subscribed, am desirous of being formed into a Company in pursuance of this Memorandum of Association, and I agree to take the number of shares in the capital of the Company set opposite my name.

NAME, ADDRESS AND  
DESCRIPTION OF  
SUBSCRIBER

NUMBER OF SHARES  
TAKEN BY THE  
SUBSCRIBER

Keith Edward Lewington  
Ford Cottage  
17 Milton Road  
Willen Village  
Milton Keynes  
MK15 9AD

One

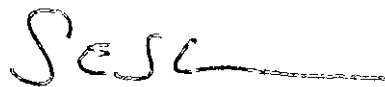


Solicitor

Dated this 2nd day of July 1993

Witness to the above Signature:

Susan Elizabeth Stoneman  
213 Harborough Road  
Kingsthorpe  
Northampton  
NN2 8DW



Secretary

Companies Acts 1985

Private Company Limited By Shares

ARTICLES OF ASSOCIATION

KELLENS LIMITED

PRELIMINARY

1. (a) The Regulations contained in 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 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- (b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

ALLOTMENT OF SHARES

2. The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

SHARES

3. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of

any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one or two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.

4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

#### TRANSFER OF SHARES

5. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Clause 24 in Table A shall not apply to the Company.

#### GENERAL MEETINGS AND RESOLUTIONS

6. (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly.

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

- (b) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.
7. (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.

- (b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.
- (c) Clause 41 in Table A shall not apply to the Company.

#### APPOINTMENT OF DIRECTORS

8. (a) Clause 64 in Table A shall not apply to the Company.
- (b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whenever the minimum number of the Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.
- (c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
- (d) No person shall be appointed a Director at any General Meeting unless either:-
- (i) he is recommended by the Directors; or
  - (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.
- (e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint

any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

- (f) 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 number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

#### BORROWING POWERS

9. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### ALTERNATE DIRECTORS

10. (a) An alternate Director shall not be entitled as such 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 in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.
- (b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

#### DISQUALIFICATION OF DIRECTORS

11. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

#### GRATUITIES AND PENSIONS

12. (a) The Directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
- (b) Clause 87 in Table A shall not apply to the Company.

#### PROCEEDINGS OF DIRECTORS

13. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- (b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

#### INDEMNITY

14. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- (b) Clause 118 in Table A shall not apply to the Company.



RESOLUTIONS IN WRITING

15. In Clauses 53 and 93 of Table A "writing" shall be deemed to include telex, telegram, cable, facsimile and other methods of reproducing or communicating writing in visible form.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER

Keith Edward Lewington  
Ford Cottage  
17 Milton Road  
Willen Village  
Milton Keynes  
MK15 9AD

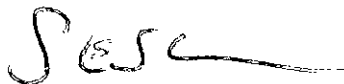


Solicitor

Dated this 2nd day of July 1993

Witness to the above Signature:

Susan Elizabeth Stoneman  
213 Harborough Road  
Kingsthorpe  
Northampton  
NN2 8DW



Secretary

**FILE COPY**



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

**No. 2835230**

**I hereby certify that**

**KELLENS LIMITED**

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

**Given under my hand at the Companies Registration Office,  
Cardiff the 12 JULY 1993**

A handwritten signature in dark ink, appearing to read 'L. Parry'.

**MRS. L. PARRY**

**an authorised officer**

COMPANY NUMBER: 2835230

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



RESOLUTION

of

KELLENS LIMITED

PASSED 2nd November 1993

The following Resolution was passed as a written resolution of the sole member of the Company.

RESOLVED by way of Written Resolution that the name of the Company be changed to: Volkswagen Financial Services (UK) Limited

" 11 " JSS

Signed .

Director



**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2835230

I hereby certify that

**KELLENS LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**VOLKSWAGEN FINANCIAL SERVICES (UK) LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 11 NOVEMBER 1993

*P. Bevan*  
**P. BEVAN**

an authorised officer

# G

COMPANIES FORM No. 224

## Notice of accounting reference date (to be delivered within 6 months of incorporation)

# 224

Please do not  
write in  
this margin

Pursuant to section 224 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ]

2835230

Name of company

Kellens Limited

(NEW VOLKSWAGEN FINANCIAL SERVICES (UK) LIMITED)

Limited

\* Insert full name  
of company

gives notice that the date on which the company's accounting reference period is to be treated as  
coming to an end in each successive year is as shown below:

Day Month

3 1 1 2

Important  
The accounting  
reference date to  
be used along-  
side should be  
completed as in the  
following examples:

5 April  
Day Month

0 5 0 4

30 June  
Day Month

3 0 0 6

31 December  
Day Month

3 1 1 2

† Delete as  
appropriate

Signed

[Director][Secretary]† Date 26.11.93

Presenter's name address and  
reference (if any):

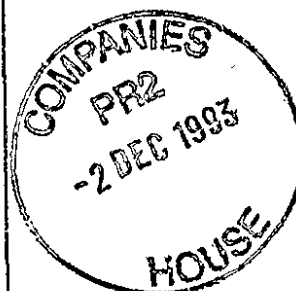
Shoosmiths & Harrison  
Victoria House  
3 Victoria Street  
Northampton  
NN1 3NR

Ref: KEL SES

For official Use

General Section

Post room



The London Law Agency Limited Company Registration Agents Printers and Publishers  
TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP Tel: 01-353 9471 (10 lines)

**G**

**Notice of Increase  
in nominal capital**

**123**

Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold black lettering

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ]

2835230

Name of company

**VOLKSWAGEN FINANCIAL SERVICES (U.K.) LIMITED**

\* Insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 23rd FEBRUARY 1994 the nominal capital of the company has been  
increased by £49,999,000 beyond the registered capital of £ 1,000

† The copy must be  
printed, or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached.†

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follow:

**TO RANK PARI PASSU IN ALL RESPECTS WITH THE EXISTING  
ORDINARY SHARES IN THE COMPANY**

† Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Please tick here if  
continued overleaf



Signed [Signature]

Designation†

Date

**COMPANY SECRETARY**

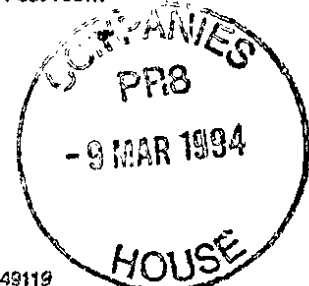
1/3/94

Presentor's name address and  
reference (if any):

**K E LEWINGTON  
SHOOSMITHS & HARRISON  
VICTORIA HOUSE  
3 VICTORIA STREET  
NORTHAMPTON  
NN1 3NR**

For official Use  
General Section

Post room



Number of Company: 2835230

The Companies Act 1985

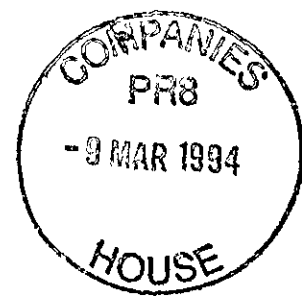
COMPANY LIMITED BY SHARES

Resolutions

of

VOLKSWAGEN FINANCIAL SERVICES (UK) LIMITED

Passed *23rd* February 1994



By a resolution in writing signed pursuant to Regulation 53 of Table A in the Companies (Tables A to F) Regulations 1985 S.I.'s 1985 Nos 805 and 1052 the following resolutions were duly passed as to resolutions 1 and 2 and special resolutions and as to resolutions 3 and 4 as ordinary resolutions.

RESOLUTIONS

1. THAT the memorandum of association of the Company be amended by re-numbering the existing clause 3(a) as 3(a)(i) and by inserting as sub-paragraph 3(a)(ii) the following:

"In particular, but without limiting the extent of sub-paragraph 3(a)(i), to provide hire, leasing and hire purchase finance in connection with the acquisition of motor vehicles of all descriptions and to provide financial services to motor dealers, garages and similar institutions and their customers."

2. THAT the articles of association of the Company be amended:
  - (a) by the deletion of Regulation 8(b).
  - (b) by the insertion of the following text as Regulation 8(b):

"Volkswagen Finanz GmbH (or any other undertaking nominated by Volkswagen Finanz GmbH or, in default of such nomination, any other undertaking which from time to time carries on substantially the whole of the



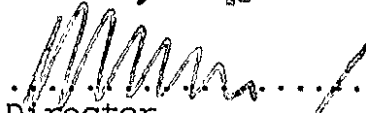
business carried on by Volkswagen Finanz GmbH at the date of adoption of this Regulation) shall have the right to appoint one director to the board ("the VW director") notwithstanding any contrary provision, express or implied, in these Regulations or in Table A, any director so appointed shall be the chairman of the board and no meeting of the board shall be quorate unless the VW director or his duly appointed alternative is present. Clauses 88 and 91 in Table A shall be amended accordingly."

(c) by inserting the following as Regulation 8(bb):

"The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit and questions arising at any meeting shall be decided by a majority of votes save that the votes of the VW director shall count as equivalent to all of the votes cast by the remaining directors."

3. THAT the authorised share capital of the company be increased to £50,000,000 (FIFTY MILLION POUNDS) by the creation of an additional 49,999,000 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares of the company.
4. THAT the directors are generally and unconditionally authorised, pursuant to s.80 Companies Act 1985 to allot grant rights to subscribe for or to convert securities into shares of the company up to a maximum nominal amount of the unissued shares in the company at the date of this resolution. The provisions of s.89(1) Companies Act 1985 shall not apply to any allotment made under this power, which shall expire five years after the date of the passing of this resolution.

Dated: ... 23. February 1994 .....

Signature:  .....

Director

Peter Schneider

Number of Company 2835230

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTION  
(Pursuant to S.379A of the Companies Act 1985)

of

VOLKSWAGEN FINANCIAL SERVICES (UK) LIMITED

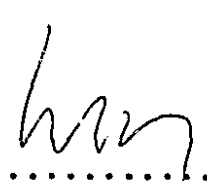
Passed: 13th December 1994

By a written resolution of the above named Company passed on 13th December 1994 the following resolution was passed as an Elective Resolution:

ELECTIVE RESOLUTION

THAT

- i) pursuant to Section 252 of the Act, the Company dispense with the laying of accounts and reports before the Company in General Meeting;
- ii) pursuant to Section 366A of the Act, the Company dispense with the holding of Annual General Meetings;
- iii) pursuant to Section 386 of the Act, the Company dispense with the obligation to appoint auditors annually.

  
.....  
G J Daly  
Company Secretary

