FC 030829. 814542 - 20

In accordance with Section 1046 of the Companies Act 2006 & Regulation 4(1) of the Overseas Companies Regulations 2009

OS IN01

Registration of an overseas company opening a UK establishment

RE-SCAN

A fee is payable with this form
Please see 'How to pay' on the last page

What this form is for
~~You may use~~ this form to register a UK establishment

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COMPANIES HOUSE

A01 26/05/2012 #104
COMPANIES HOUSE

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A39 26/05/2012 #187
COMPANIES HOUSE

Part 1 Overseas company details (Name)

For official use

Do you propose to carry on business in the UK under the corporate name as incorporated in your home state or country, or under an alternative name?
→ To register using your corporate name, go to **Section A1**
→ To register using an alternative name, go to **Section A2**

→ **Filling in this form**
Please complete in typescript (10pt or above), or in bold black capitals
All fields are mandatory unless specified or indicated by *

A1 Corporate company name

Corporate name ❶: Stackpole Powertrain International GmbH

❶ This must be the corporate name in the home state or country in which the company is incorporated under which you propose to carry on business in the UK

A2 Alternative name

The company wishes to register an alternative name under which it proposes to carry on business in the UK under section 1048 of the Companies Act 2006

Corporate name ❷

Alternative name (if applicable) ❸

❷ Please give your corporate name as incorporated in your home state or country

❸ A company may register an alternative name under which it proposes to carry on business in the United Kingdom under Section 1048 of the Companies Act 2006

A3 Overseas company name restrictions ❹

This section does not apply to a European Economic Area (EEA) company registering its corporate name

Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response

❹ **Overseas company name restrictions**
A list of sensitive or restricted words or expressions that require consent can be found in guidance available on our website
www.companieshouse.gov.uk

OS IN01

Registration of an overseas company opening a UK establishment

Part 2 Overseas company details

B1 Particulars previously delivered

Have particulars about this company been previously delivered in respect of another UK establishment ●

→ No Go to Section B2
→ Yes Please enter the registration number below and then go to Part 5 of the form Please note the original UK establishment particulars must be filed up to date

UK establishment *registration number* | B | R | | | | | | |

● The particulars are legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects, share capital, constitution, and accounts

B2 Credit or financial institution

Is the company a credit or financial institution? ●

☐ Yes
☑ No

● Please tick one box

B3 Company details

If the company is registered in its country of incorporation, please enter the details below

Legal form ● Public Limited Company

Country of incorporation * Germany

Identity of register in which it is registered ● Handelsregister
Amtsgericht Aachen

Registration number in that register | H | R | B | 1 | 7 | 0 | 4 | 5 | | |

● This includes whether the company is a private or public company or whether or not the company is limited

● This will be the registry where the company is registered in its parent country

B4 EEA or non-EEA member state

Was the company formed outside the EEA?

→ Yes Complete Sections B5 and B6
→ No Go to Section B6

B5 Governing law and accounting requirements

Please give the law under which the company is incorporated

Governing law ●

Is the company required to prepare, audit and disclose accounting documents under parent law?

→ Yes Complete the details below
→ No Go to Part 3

● This means the relevant rules or legislation which regulates the incorporation of companies in that state

OS IN01
Registration of an overseas company opening a UK establishment

Please give the period for which the company is required to prepare accounts by parent law

From	d d m m
To	d d m m

Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period

Months

B6 Latest disclosed accounts

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation ●

☐ Yes

Please indicate what documents have been disclosed

☐ Please tick this box if you have enclosed a copy of the accounts

☐ Please tick this box if you have enclosed a certified translation of the accounts

☑ Please tick this box if no accounts have been disclosed

● Please tick the appropriate box(es)

NOTE: NO ACCOUNTS FILED TO-DATE.
NEW COMPANY FORMED IN JULY 2011.

Part 3 Constitution

C1 Constitution of company

The following documents must be delivered with this application
- Certified copy of the company's constitution and, if applicable, a certified translation

Please tick the appropriate box(es) below
☑ I have enclosed a certified copy of the company's constitution ●
☐ I enclose a certified translation, if applicable ●

● A certified copy is defined as a copy certified as correct and authenticated by - the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator

● A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator

C2 EEA or non-EEA member state

Was the company formed outside the EEA?
→ **Yes** Go to **Section C3**
→ **No** Go to **Part 4** 'Officers of the company'

C3 Constitutional documents

Are all of the following details in the copy of the constitutional documents of the company?
- Address of principal place of business or registered office in home country of incorporation
- Objects of the Company
- Amount of issued share capital

→ **Yes** Go to **Part 4** 'Officers of the company'
→ **No** If any of the above details are not included in the constitutional documents, please enter them in **Section C4**

The information is not required if it is contained within the constitutional documents accompanying this registration

C4 Information not included in the constitutional documents

Please give the address of principal place of business or registered office in the country of incorporation ●

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

Please give the objects of the company and the amount of issued share capital

Objects of the company ●	
Amount of issued share capital ●	

● This address will appear on the public record

● Please give a brief description of the company's business

● Please specify the amount of shares issued and the value

OS IN01

Registration of an overseas company opening a UK establishment

Part 4 Officers of the company

Have particulars about this company been previously delivered in respect of another UK establishment?

→ **Yes** Please ensure you entered the registration number in **Section B1** and then go to **Part 5** of this form

→ **No** Complete the officer details

For a secretary who is an individual, go to **Section D1**, for a corporate secretary, go to **Section E1**, for a director who is an individual, go to **Section F1**, or for a corporate director, go to **Section G1**

Continuation pages
Please use a continuation page if you need to enter more officer details

Secretary

D1 Secretary details ●

Use this section to list all the secretaries of the company
Please complete **Sections D1-D3 For a corporate secretary, complete Sections E1-E5** Please use a continuation page if necessary

Full forename(s)	
Surname	
Former name(s) ●	

● **Corporate details**
Please use Sections E1-E5 to enter corporate secretary details.

● **Former name(s)**
Please provide any previous names which have been used for business purposes during the period of this return Married women do not need to give former names unless previously used for business purposes

D2 Secretary's service address ●

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

● **Service address**
This is the address that will appear on the public record This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record

D3 Secretary's authority

Please enter the extent of your authority as secretary Please tick one box

Extent of authority

☐ Limited ●
☐ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

☐ Alone
☐ Jointly ●

If applicable, name(s) of person(s) with whom you are acting jointly

●If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

●If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

OS IN01

Registration of an overseas company opening a UK establishment

Corporate secretary

E1 Corporate secretary details ❶

Use this section to list all the corporate secretaries of the company
Please complete Sections E1-E5 Please use a continuation page if necessary

Name of corporate body or firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❶ **Registered or principal address**
This is the address that will appear on the public record This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

E2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?
→ **Yes** Complete Section E3 only
→ **No** Complete Section E4 only

E3 EEA companies ❷

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ❸	
Registration number	

❷ **EEA**
A full list of countries of the EEA can be found in our guidance www companieshouse gov uk

❸ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

E4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ❹	
If applicable, the registration number	

❹ **Non-EEA**
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

OS IN01

Registration of an overseas company opening a UK establishment

E5

Corporate secretary's authority

Please enter the extent of your authority as corporate secretary
Please tick one box

Extent of authority	☐ Limited ❶ ☐ Unlimited
Description of limited authority, if applicable	

Are you authorised to act alone or jointly? Please tick one box

	☐ Alone ☐ Jointly ❷
If applicable, name(s) of person(s) with whom you are acting jointly	

❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

OS IN01

Registration of an overseas company opening a UK establishment

Director

F1 Director details

Use this section to list all the directors of the company Please complete **Sections F1-F4 For a corporate director, complete Sections G1-G5** Please use a continuation page if necessary

Full forename(s)	Manfred Albert
Surname	Arnold
Former name(s)	
Country/State of residence	Germany
Nationality	German
Date of birth	d0 d9 m1 m1 y1 y9 y5 y8
Business occupation (if any)	

Corporate details
Please use Sections G1-G5 to enter corporate director details.

Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes

Country/State of residence
This is in respect of your usual residential address as stated in Section F3

Business occupation
If you have a business occupation, please enter here If you do not, please leave blank

F2 Director's service address

Building name/number	Stackpole Powertrain International GmbH
Street	Eisenbahnweg 50
Post town	Aachen
County/Region	
Postcode	5 2 0 6 8
Country	Germany

Service address
This is the address that will appear on the public record This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record

H4 Director's authority

	Please enter the extent of your authority as director Please tick one box	❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below
Extent of authority	☑ Limited ❶ ☐ Unlimited	❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below
Description of limited authority, if applicable	Expenses €50k Euro, contracts up to 1 year, approved investments	
	Are you authorised to act alone or jointly? Please tick one box	
	☑ Alone ☐ Jointly ❷	
If applicable, name(s) of person(s) with whom you are acting jointly		

OS IN01

Registration of an overseas company opening a UK establishment

Corporate director

G1 Corporate director details ❶

Use this section to list all the corporate directors of the company
Please complete G1-G5 Please use a continuation page if necessary

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

❶ **Registered or principal address**
This is the address that will appear on the public record This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

G2 Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?
→ **Yes** Complete Section G3 only
→ **No** Complete Section G4 only

G3 EEA companies ❶

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ❷

Registration number

❶ **EEA**
A full list of countries of the EEA can be found in our guidance www companieshouse gov uk

❷ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

G4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ❶

If applicable, the registration number

❶ **Non-EEA**
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

G5 Corporate director's authority

	Please enter the extent of your authority as corporate director Please tick one box	❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below ❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below
Extent of authority	☐ Limited ❶ ☐ Unlimited	
Description of limited authority, if applicable		
	Are you authorised to act alone or jointly? Please tick one box	
	☐ Alone ☐ Jointly ❷	
If applicable, name(s) of person(s) with whom you are acting jointly		

Part 5 UK establishment details

H1 Documents previously delivered - constitution

Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment?

- → **No** Go to **Section H3**
- → **Yes** Please enter the UK establishment number below and then go to **Section H2**

UK establishment registration number B R

H2 Documents previously delivered – accounting documents

Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment?

- → **No** Go to **Section H3**
- → **Yes** Please enter the UK establishment number below and then go to **Section H3**

UK establishment registration number B R

Sections H3 and H4 must be completed in all cases

H3 Delivery of accounts and reports

Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment ●

- ☑ In respect of this establishment Please go to **Section H4**
- ☐ In respect of another UK establishment Please give the registration number below, then go to **Section H4**

UK establishment registration number B R

● Please tick the appropriate box

OS IN01
Registration of an overseas company opening a UK establishment

H4 Particulars of UK establishment

Please enter the name and address of the UK establishment

Name of establishment	Stackpole Powertrain International GmbH
Building name/number	Unit E13B
Street	Holly Farm Business Park
	Honiley
Post town	Kenilworth
County/Region	Warwickshire
Postcode	C V 8 1 N P
Country	England

Please give the date the establishment was opened and the business of the establishment

Date establishment opened	d0 d1 m0 m5 y2 y0 y1 y2
Business carried on at the UK establishment	Sales & Business Development

● Address
This is the address that will appear on the public record

Part 6 Permanent representative

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment

J1 Permanent representative's details

Please use this section to list all the permanent representatives of the company
Please complete Sections J1-J4

Continuation pages
Please use a continuation page if you need to enter more details.

Full forename(s)	Richard
Surname	Gnmston

J2 Permanent representative's service address ❶

Building name/number	Stackpole Powertrain International GmbH
Street	Unit E13B, Holly Farm Business Park
	Honiley
Post town	Kenilworth
County/Region	Warwickshire
Postcode	C V 8 1 N P
Country	England

❶ **Service address**
This is the address that will appear on the public record This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record

J3 Permanent representative's authority

Please enter the extent of your authority as permanent representative
Please tick one box

Extent of authority

- ☑ Limited ❷
- ☐ Unlimited

Description of limited authority, if applicable: Sales / Business Development liaison only

Are you authorised to act alone or jointly? Please tick one box

- ☑ Alone
- ☐ Jointly ❸

If applicable, name(s) of person(s) with whom you are acting jointly

❷ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

❸ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

Part 7 Person authorised to accept service

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ **Yes** Please enter the name and service address of every person(s) authorised below

→ **No** Tick the box below then go to **Part 8** 'Signature'

☑ If there is no such person, please tick this box

K1 Details of person authorised to accept service of documents in the UK

Please use this section to list all the persons' authorised to accept service below
Please complete **Sections K1-K2**

Continuation pages
Please use a continuation page if you need to enter more details.

Full forename(s)	
Surname	

K2 Service address of person authorised to accept service ❶

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❶ Service address
This is the address that will appear on the public record This does not have to be your usual residential address. Please note, a DX address would not be acceptable

Part 8 Signature

This must be completed by all companies

I am signing this form on behalf of the company

Signature

Signature
X X

This form may be signed by
Director, Secretary, Permanent representative

Stackpole
international
Stackpole Powertrain
International GmbH
Eisenbahnweg 50 52068 Aachen

OS IN01

Registration of an overseas company opening a UK establishment

Presenter information

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

Contact name Richard Grimston

Company name Stackpole Powertrain International GmbH

Address Unit E13B Holly Farm Business Park

Honiley

Post town Kenilworth

County/Region Warwickshire

Postcode C V 8 1 N P

Country England

DX

Telephone 07713 478897

Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☑ The overseas corporate name on the form matches the constitutional documents exactly
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate
- ☑ You have included certified copies and certified translations of the constitutional documents, if appropriate
- ☐ You have included a copy of the latest disclosed accounts and certified translations, if appropriate
- ☑ You have completed all of the company details in Section B3 if the company has not registered an existing establishment
- ☑ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment
- ☑ Any addresses given must be a physical location They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☑ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7
- ☑ You have signed the form
- ☑ You have enclosed the correct fee

Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

How to pay

A fee of £20 is payable to Companies House in respect of a registration of an overseas company.
Make cheques or postal orders payable to 'Companies House'

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

England and Wales:
The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

Scotland
The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

Northern Ireland
The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Higher protection
If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE

Further information

For further information, please see the guidance notes on the website at www companieshouse gov uk or email enquiries@companieshouse gov uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

FC 036829

SATZUNG

§ 1
Firma der Gesellschaft

Die Firma der Gesellschaft lautet.

Stackpole Powertrain International GmbH

§ 2
Sitz der Gesellschaft

Die Gesellschaft hat ihren Sitz in Aachen

§ 3
Dauer der Gesellschaft, Geschäftsjahr

(1) Die Dauer der Gesellschaft ist unbestimmt.

(2) Das Geschäftsjahr der Gesellschaft ist das Kalenderjahr. Das erste Geschaftsjahr der Gesellschaft beginnt mit ihrer Eintragung im Handelsregister und endet am darauffolgenden 31 12

§ 4
Gegenstand des Unternehmens

(1) Gegenstand des Unternehmens ist die Entwicklung, die Herstellung und der Vertrieb von Automotor- und Getriebeolpumpen sowie Metallpulverkomponenten fur die Verwendung im automobilen und nicht automobilen Markt

(2) Die Gesellschaft ist zu allen Maßnahmen und Geschaften berechtigt, die geeignet erscheinen, dem Gegenstand

ARTICLES

§ 1
Corporate Name

The corporate name of the Company is

Stackpole Powertrain International GmbH

§ 2
Registered Office

The Company has its registered office in Aachen.

§ 3
Duration, Business Year

(1) The Company is set up for uncertain time.

(2) The business year of the Company is the legal year. The first business year of the Company starts with registration with the Commercial Register and ends at the following 12/31.

§ 4
Object of the Company

(1) The purpose of the Company is the design, manufacture, sale and distribution of automotive engine and transmission oil pumps and powdered metal components for use in the automotive and non-automotive markets

(2) The Company may perform all and any actions and may perform any kind of business that appears to serve the pur-

des Unternehmens zu dienen Sie kann zu diesem Zweck auch andere Unternehmen im In- und Ausland grunden, erwerben oder sich an ihnen beteiligen. Sie kann Unternehmen, an denen sie mehrheitlich beteiligt ist, unter ihrer Leitung zusammenfassen, sich auf die Verwaltung der Beteiligung beschranken oder diese veräußern Sie kann ihren Betrieb ganz oder teilweise in verbundene Unternehmen ausgliedern Die Gesellschaft darf im In- und Ausland Zweigniederlassungen unter gleicher oder anderer Firma errichten

pose of the Company. To such extent the Company may establish, acquire and purchase participating interests in other domestic and foreign companies. The Company may combine businesses controlled by it, may confine itself to the management of its shareholdings and may sell shareholdings. It may spin off businesses to affiliates. The Company is entitled to set up branch offices in Germany or abroad under the same or a similar name

§ 5
Stammkapital

(1) Das Stammkapital der Gesellschaft betragt 25.000,00 Euro (in Worten funfundzwanzig-tausend Euro) und ist eingeteilt in 25.000 Geschaftsanteile im Nennbetrag von jeweils EUR 1,00 mit den fortlaufenden Nummern 1 bis 25 000.

(2) Die Stammeinlage ist in voller Hohe erbracht.

en

(3) Die Gesellschafterversammlung kann durch Beschlussfassung mehrere voll eingezahlte Geschaftsanteile zusammenlegen oder teilen.

§ 5
Share Capital

(1) The share capital of the Company amounts to Euro 25,000.00 (in words Euro twenty five thousand) and is divided into 25,000 shares with a nominal amount of EUR 1,00 each, numbered consecutively from 1 to 25,000.

(2) The share capital is fully paid

(3) The shareholders' assembly may combine or divide shares which are paid in full by passing a shareholder resolution.

§ 6
Geschäftsführung

(1) Die Gesellschaft hat einen oder mehrere Geschaftsfuhrer, die von der Gesellschafterversammlung bestellt und abberufen werden.

(2) Die Geschaftsfuhrer sind an Gesetz

§ 6
Managing Directors

(1) The Company has one or more managing directors who are appointed and dismissed by the shareholders' assembly.

(2) The rights and duties of the manag-

und Gesellschaftsvertrag sowie die Beschlusse der Gesellschafterversammlung gebunden Sie haben die Gesellschaft mit der Sorgfalt eines ordentlichen Kaufmanns zu fuhren

ing directors arise from the governing law and the resolutions of the shareholders' assembly. They have to run the Company in the ordinary course of business

§ 7 Vertretung

(1) Ist nur ein Geschaftsfuhrer bestellt, so vertritt dieser die Gesellschaft allein Sind mehrere Geschaftsführer bestellt, so wird die Gesellschaft durch zwei Geschaftsfuhrer gemeinsam oder durch einen Geschaftsfuhrer in Gemeinschaft mit einem Prokuristen vertreten

(2) Die Gesellschafterversammlung kann einem oder mehreren Geschaftsfuhrern Befreiung von den Beschrankungen des § 181 BGB erteilen. Ebenso kann einem oder mehreren Geschaftsfuhrern Einzelvertretungsbefugnis auch dann erteilt werden, wenn mehrere Geschaftsfuhrer bestellt sind

§ 7 Power of Attorney

(1) If only one managing director is appointed, he acts individually on behalf of the Company If several managing directors are appointed, either two managing directors or one managing director jointly with a registered clerk („Prokurist") are entitled to act on behalf of the Company

(2) The shareholders' assembly may release single or several managing directors from the restrictions of Sect. 181 of the German Civil Code, so that they are authorized to act on behalf of the Company in legal transactions with themselves in person or with themselves as representatives of a third party. The assembly may also assign individual power of attorney to one, several or all of the managing directors

§ 8 Bekanntmachungen

Die Bekanntmachungen der Gesellschaft erfolgen nur im elektronischen Bundesanzeiger.

§ 8 Announcements of the Corporation

Announcements of the Company are published in the Electronic Federal Gazette

§ 9 Gründungskosten

Die Gesellschaft tragt den ihr oder ihrem Grunder sowohl bei der rechtlichen Grundung, als auch bei der sogenannten „wirtschaftlichen Neugrundung" entstehenden Gründungsaufwand

§ 9 Expenses for Formation

The Company is liable for the expenses of the legal and economic formation (lawyer's fees, notary's fees, fees of registration and banking fees) up to the aggregate amount of € 2 500,00

(Rechtsanwalts-, Notar- und Genchtskosten und Bankgebuhren) bis zu insgesamt € 2 500,00

§ 10
Wettbewerbsverbot

Die Gesellschafter sind von jedwedem Wettbewerbsverbot befreit und schulden hierfur keine Vergütung

§ 10
Release of the Duties of Non-competition

The shareholders are released of the legal duty not to compete with the Company. They owe no compensation

§ 11
Salvatorische Klausel

Sollten Bestimmungen dieser Satzung ganz oder teilweise unwirksam oder undurchführbar sein oder werden, so bleibt die Gultigkeit der übrigen Bestimmungen hiervon unberührt Das gleiche gilt, falls sich herausstellt, dass die Satzung eine Regelungslucke enthalt Anstelle der unwirksamen Bestimmungen ist eine wirksame Bestimmung zu vereinbaren, die dem von den Gesellschaftern Gewollten am nachsten kommt, *gleiches gilt im Fall einer Lücke.*

§ 11
Severability

If a provision of this Articles of Association should be or become ineffective or impracticable, the remaining provisions shall stay effective The same applies to eventual gaps of this Articles All parties shall be bound to replace the ineffective or impracticable provision by a such an effective one, by which the economic purpose intended with the ineffective or impracticable provision can be reached as far as possible in a permitted way.

§ 12
Sprache

Die deutsche Fassung dieses Gesellschaftsvertrages hat Vorrang Der englische Text ist nicht Teil der Urkunde und nur eine unverbindliche Übersetzung

§ 12
Language

The German version of these Articles of Association prevails. The English text is not part of this deed and only a non binding convenience translation

Ende der Satzung

End of the Articles

Der unterzeichnende Notar Dr. Marcus Kampfer mit dem Amtssitz in Düsseldorf bescheinigt hiermit, daß die geanderten Bestimmungen des Gesellschaftsvertrages mit dem Beschluß uber die Anderung des Gesellschaftsvertrages vom 20 Juli 2011 und die unveranderten Bestimmungen mit dem zuletzt zum Handelsregister eingereichten vollstandigen Wortlaut des Gesellschaftsvertrages wortlich ubereinstimmen

Dusseldorf, den 27. Juli 2011

Dr Marcus Kampfer
Notar

certified copy

Manfred Arnold
General Manager Stackpole Powertrain International GmbH

Stackpole International
Stackpole Powertrain International GmbH
Eisenbahnweg 50 52068 Aachen

FC030829.

Nr. 1648 der Urkundenrolle für 2011 K

Verhandelt in Düsseldorf am 20 Juli 2011

Vor mir, dem unterzeichnenden Notar

Dr Marcus Kämpfer
mit Amtsitz in Düsseldorf

erschienen heute:

1. Frau Naka Clara Spanachi, geboren am 02 12 1986, geschäftsansässig Benrather Str 18-20, 40213 Düsseldorf, ausgewiesen durch Bundespersonalausweis,
2.

nachfolgend nicht handelnd im eigenen Namen, sondern

aufgrund einer Vollmacht vom 18 Juli 2011, die dieser Urkunde im Original beigeheftet ist, als Bevollmächtigter für

Blitz Erste Gründungs GmbH mit dem Sitz in München, Bavariaring 29, 80336 München, eingetragen im Handelsregister des Amtsgerichts München unter HRB 185 941

- nachfolgend „Verkäufer" genannt –

2 Herr Dr. Christian Möller, geboren am 28.04.1966, geschäftsansässig Benrather Str. 18-20, 40213 Düsseldorf, von Person bekannt,

aufgrund Vollmacht vom 19 /20 Juli 2011, die dieser Urkunde als Kopie beigefügt ist und deren Original baldmöglichst nachgereicht wird, als Bevollmächtigter für

Stackpole International S.à r.l. mit dem Sitz in L-1273 Luxemburg, 19, rue de Bitbourg,

- nachfolgend „Käufer" genannt –

Der amtierende Notar und die Erschienenen sind hinreichend der deutschen / englischen Sprache mächtig Auf Wunsch der Urkundsbeteiligten erfolgte die Beurkundung in deutscher Sprache mit englischer Übersetzung, wobei nur der deutsche Text verbindlich sein soll

Der Notar fragte nach einer Vorbefassung i.S.v. § 3 Abs 1 Nr. 7 BeurkG. Dies wurde von den Erschienenen verneint.

No. 1648 of the Roll of Deeds for 2011 K

Transacted at Düsseldorf on July 20, 2011

Before me, the undersigned notary

Dr Marcus Kämpfer
with official residence at Düsseldorf

appeared today:

1. Mrs. Naka Clara Spanachi, born on 02.12.1986, with her business residence at Benrather Str. 18 - 20, 40213 Düsseldorf who identified herself with her German government ID Card,

hereafter not acting in her own name, but

by virtue of a power of attorney dated Juy 18, 2011, the original of which is attached to this deed, as attorney-in-fact for

Blitz Erste Gründungs GmbH with its principal office in Munich, Bavariaring 29, 80336 München, registered with the Commercial Register at the local court in Munich under HRB 185 941

- hereafter referred to as "Seller" –

2 Mr Dr. Christian Möller, born on 28.04.1966, with his business residence at Benrather Str. 18 - 20, 40213 Düsseldorf, personally known to me,

by virtue of a power of attorney dated July 19./20, 2011, a copy of which is attached to this deed and the original of which will be submitted as soon as possible, as attorney-in-fact for

Stackpole International S.à r.l. with seat in L-1273 Luxemburg, 19, rue de Bitbourg,

- hereafter referred to as "Buyer" –

The acting notary and the persons appearing have sufficient knowledge of the German / English language At the request of the participating parties, the recording was done in the German language with an English translation, only the German text shall be binding

The notary asked about any prior involvement within the meaning of Section 3 para 1 No. 7 of the German Act Regarding Notarizations This was denied by the persons appearing

Die Erschienenen baten um Beurkundung des folgenden

The person appearing requested the notarization of the following

A.
Gesellschafterversammlung

Blitz Erste Gründungs GmbH, ist die alleinige Gesellschafterin der Blitz D11-eins-sechs-vier GmbH mit dem Sitz in Düsseldorf (im folgenden auch als die „Gesellschaft" bezeichnet), eingetragen im Handelsregister des Amtsgerichts Düsseldorf unter HRB 66008

Das gesamte Stammkapital ist von der Gesellschafterin vertreten

Unter Verzicht auf sämtliche Formen und Fristen der Einberufung und Abhaltung nach Gesetz und Satzung der Gesellschaft hält die Gesellschafterin hiermit eine außerordentliche Gesellschafterversammlung der Gesellschaft ab und beschließt einstimmig:

1 Der Geschäftsführerin, Frau Randi Mette Selnes wird hiermit Entlastung erteilt

2 Der Geschäftsführerin, Frau Katja Gogalla wird hiermit Entlastung erteilt.

3 Frau Selnes wird als Geschäftsführerin der Gesellschaft mit sofortiger Wirkung abberufen.

4. Frau Gogalla wird als Geschäftsführerin der Gesellschaft mit sofortiger Wirkung abberufen.

5. Herr Dr. Manfred Arnold, geboren am 9. November 1958, wohnhaft Bremenberg 18, 52072 Aachen wird zum Geschäftsführer bestellt. Er ist berechtigt, die Gesellschaft sets allein zu vertreten

6. Die Satzung der Gesellschaft wird abgeändert. Die §§ 1, 2, 4, 5, 11 und 12 werden wie folgt neu gefasst·

„§ 1
Firma der Gesellschaft

Die Firma der Gesellschaft lautet:

A.
Shareholder Meeting

Blitz Erste Gründungs GmbH is the sole shareholder of Blitz D11-eins-sechs-vier GmbH having its registered seat at Düsseldorf (hereinafter referred to as the "Company") registered with the Local Court of Düsseldorf under HRB 66008.

The total share capital of the Company is represented by the shareholder

Waiving all formal requirements and time limits for convening and summoning the meeting pursuant to statutory law and the Articles of Association the shareholder hereby holds an extraordinary shareholder meeting of the Company and unanimously resolves as follows·

1 Exoneration is granted to the managing director Mrs. Randi Mette Selnes

2 Exoneration is granted to the managing director Mrs. Katja Gogalla

3 The appointment of Mrs. Selnes as managing director of the Company is revoked with immediate effect

4 The appointment of Mrs. Gogalla as managing director of the Company is revoked with immediate effect

5 Mr. Dr Manfred Arnold, born on November 9, 1958, resident at Bremenberg 18, 52072 Aachen, is appointed as managing director He has the power to represent the Company always alone

6. The Articles of Association of the company shall be amended Sections 1, 2, 4, 5, 11 and 12 shall be newly worded as follows

"§ 1
Corporate Name

The corporate name of the Company is

Stackpole Powertrain International GmbH

§ 2
Sitz der Gesellschaft

Die Gesellschaft hat ihren Sitz in Aachen.

§ 4
Gegenstand des Unternehmens

(1) Gegenstand des Unternehmens ist die Entwicklung, die Herstellung und der Vertrieb von Automotor- und Getriebeölpumpen sowie Metallpulverkomponenten für die Verwendung im automobilen und nicht automobilen Markt

(2) Die Gesellschaft ist zu allen Maßnahmen und Geschäften berechtigt, die geeignet erscheinen, dem Gegenstand des Unternehmens zu dienen. Sie kann zu diesem Zweck auch andere Unternehmen im In- und Ausland gründen, erwerben oder sich an ihnen beteiligen. Sie kann Unternehmen, an denen sie mehrheitlich beteiligt ist, unter ihrer Leitung zusammenfassen, sich auf die Verwaltung der Beteiligung beschränken oder diese veräußern. Sie kann ihren Betrieb ganz oder teilweise in verbundene Unternehmen ausgliedern Die Gesellschaft darf im In- und Ausland Zweigniederlassungen unter gleicher oder anderer Firma errichten

§ 5
Stammkapital

(1) Das Stammkapital der Gesellschaft beträgt 25 000,00 Euro (in Worten fünfundzwanzig-tausend Euro) und ist eingeteilt in 25 000 Geschäftsanteile im Nennbetrag von jeweils EUR 1,00 mit den fortlaufenden Nummern 1 bis 25.000

Stackpole Powertrain International GmbH

§ 2
Registered Office

The Company has its registered office in Aachen.

§ 4
Object of the Company

(1) The purpose of the Company is the design, manufacture, sale and distribution of automotive engine and transmission oil pumps and powdered metal components for use in the automotive and non-automotive markets.

(2) The Company may perform all and any actions and may perform any kind of business that appears to serve the purpose of the Company. To such extent the Company may establish, acquire and purchase participating interests in other domestic and foreign companies. The Company may combine businesses controlled by it, may confine itself to the management of its shareholdings and may sell shareholdings It may spin off businesses to affiliates. The Company is entitled to set up branch offices in Germany or abroad under the same or a similar name

§ 5
Share Capital

(1) The share capital of the Company amounts to Euro 25,000.00 (in words Euro twenty five thousand) and is divided into 25,000 shares with a nominal amount of EUR 1,00 each, numbered consecutively from 1 to 25,000

(2) Die Stammeinlage ist in voller Höhe erbracht.

(3) Die Gesellschafterversammlung kann durch Beschlussfassung mehrere voll eingezahlte Geschäftsanteile zusammenlegen oder teilen.

§ 11

Salvatorische Klausel

Sollten Bestimmungen dieser Satzung ganz oder teilweise unwirksam oder undurchführbar sein oder werden, so bleibt die Gültigkeit der übrigen Bestimmungen hiervon unberührt. Das gleiche gilt, falls sich herausstellt, dass die Satzung eine Regelungslücke enthält. Anstelle der unwirksamen Bestimmungen ist eine wirksame Bestimmung zu vereinbaren, die dem von den Gesellschaftern Gewollten am nächsten kommt, gleiches gilt im Fall einer Lücke

§ 12

Sprache

Die deutsche Fassung dieses Gesellschaftsvertrages hat Vorrang Der englische Text ist nicht Teil der Urkunde und nur eine unverbindliche Übersetzung "

(2) The share capital is fully paid

(3) The shareholders' assembly may combine or divide shares which are paid in full by passing a shareholder resolution

§ 11

Severability

If a provision of this Articles of Association should be or become ineffective or impracticable, the remaining provisions shall stay effective. The same applies to eventual gaps of this Articles. All parties shall be bound to replace the ineffective or impracticable provision by a such an effective one, by which the economic purpose intended with the ineffective or impracticable provision can be reached as far as possible in a permitted way

§ 12

Language

The German version of these Articles of Association prevails The English text is not part of this deed and only a non binding convenience translation."

Weitere Beschlüsse werden nicht gefasst. Die Gesellschafterin erklärt die Gesellschafterversammlung für geschlossen.

Die Kosten der Gesellschafterversammlung trägt die Gesellschaft.

No further resolutions are passed. The shareholder declares the shareholder meeting concluded

The costs for shareholders meeting are to be bone by the company.

B.
Kauf- und Abtretungsvertrages

1. Vorbemerkung

Der Verkäufer ist am € 25 000,– betragenden Stammkapital der Blitz D11-eins-sechs-vier GmbH, eingetragen im Handelsregister des Amtsgerichts Düsseldorf unter HRB 66008 (nachfolgend „Gesellschaft"), mit 25 000 Ge-

B.
Purchase and Assignment Agreement

1. Preliminary Remarks:

The Seller holds 25.000 shares (share no. 1 to share no. 25.000), each share in the amount of € 1,–, in Blitz D11-eins-sechs-vier GmbH (hereinafter referred to as "Company"), registered in schäftsanteilen (Geschäftsanteil Nr 1 bis Nr 25.000) zu je € 1,– beteiligt.

the Commercial Register of the Lower Court of Düsseldorf under HRB 66008 with a share capital of € 25 000,–.

2. Kauf- und Abtretung der Geschäftsanteile

2.1 Der Verkäufer verkauft die Geschäftsanteile Nr 1 bis Nr. 25.000 zu je € 1,– an den Käufer In gleicher Weise tritt der Verkäufer die Geschäftsanteile Nr 1 bis Nr 25 000 an den Käufer ab. Der Käufer nimmt Verkauf und Abtretung an.

2.2 Mit verkauft und abgetreten ist das Gewinnbezugsrecht für alle nicht ausgeschütteten Gewinne

2. Purchase and Assignment of the Shares

2.1 The Seller hereby sells his share no. 1 to share no. 25,000, each share in the amount of € 1.–, to the Buyer. The Seller assigns his share no 1 to share no 25,000 to the Buyer. The Buyer agrees to this sale and assignment.

2.2 The Seller also sells and assigns the rights to participate in those profit shares not being distributed yet.

3. Kaufpreis

Der Kaufpreis für die Geschäftsanteile Nr 1 bis Nr. 25 000 beträgt € 27 000,– (in Worten: Euro siebenundzwanzigtausend) und ist am Tag des Abschlusses dieses Vertrages zur Zahlung an den Verkäufer fällig Der Kaufpreis ist auf das Konto 10368006 der Blitz Erste Gründungs GmbH bei der Hoerner Bank AG Heilbronn, BLZ 620 200 00, Betreff: „KP Blitz D11-eins-sechs-vier GmbH" zu zahlen

3. Purchase Price

The purchase price for the share no 1 to share no. 25,000 is € 27,000 – (in words Euro twenty-seven thousand) and is immediately due and payable to the Seller. The purchase price is payable to account number 10368006 of Blitz Erste Gründungs GmbH at Hoerner Bank AG Heilbronn/Germany, BIC HOEBDE61, IBAN: DE07 6202 0000 0010 3680 06, Reference "KP Blitz D11-eins-sechs-vier GmbH"

4. Garantien

Der Verkäufer garantiert dem Käufer, dass

4 1 die Gesellschaft bisher noch nicht geschäftlich tätig war, bis auf die Gründungskosten und Bankspesen von ca € 1 000,– sowie gegebenenfalls den Kosten einer auf Veranlassung des Käufers beurkundeten Gesellschafterversammlung keine Verbindlichkeiten oder Verpflichtungen bestehen;

4 2 die Gesellschaft über ein Konto bei der Hoerner Bank Heilbronn verfügt, das ein Guthaben von ca € 24.000,– aufweist und zur freien Verfügung der Gesellschaft steht Die Gründungskosten sind vollständig bezahlt,

4 3 ihm die abgetretenen Geschäftsanteile Nr 1 bis Nr 25 000 uneingeschränkt zustehen, diese nicht mit Rechten Dritter belastet sind und er hierüber frei verfügen kann,

4. Guarantees

The Seller guarantees to Buyer that

4.1 the Company has not been engaged in business transactions so far, that there are no liabilities except incorporation and bank costs of app € 1,000.– and the eventual costs of a partner meeting caused by the Buyer,

4 2 the Company keeps a bank account at Hoerner Bank Heilbronn with a credit of approximately € 24,000.– at the free disposal of the company The incorporation costs have been fully paid,

4.3 the seller has unrestricted title to the share no. 1 to share no 25,000, that the share no. 1 to share no. 25,000 are unencumbered by any third party rights and that the seller is free to dispose without any restriction of the share no 1 to share no. 25,000;

4.4 das Stammkapital der Gesellschaft in voller Höhe eingezahlt ist, dass Rückzahlungen nicht erfolgt sind, und dass die hiermit verkauften Geschäftsanteile Nr 1 bis Nr. 25.000 das gesamte Stammkapital der Gesellschaft darstellen.

Darüber hinausgehende Garantien oder Gewährleistungen werden nicht übernommen

4.4 the nominal share capital has been fully paid in, no capital has been repaid and the share no 1 to share no. 25,000 sold hereby represent the entire share capital of the Company.

No guarantees or warranties going beyond this shall be assumed.

5. Bankverbindungen der Gesellschaft

Das unter Ziffer 4 2 genannte Konto der Gesellschaft bei der Hoerner Bank muss nach Verkauf der Gesellschaft gelöscht werden. Aus diesem Grund hat die Gesellschaft bei einer anderen Bank ein weiteres Bankkonto eingerichtet Auf dieses weitere Bankkonto wird das gesamte Guthaben des Kontos bei der Hoerner Bank transferiert. Der Transfer des Guthabens erfolgt noch auf Veranlassung des Verkäufers. Das Konto bei der Hoerner Bank erlischt dann automatisch.

5. Bank details of the Company

The account with Hoerner Bank mentioned under 4.2. has to be terminated after the company has been sold For this reason the company has opened an account with another bank. The share capital will be transferred from the account with Hoerner Bank to the account with the other bank This transfer will be carried out at the instance of the Seller. The account with Hoerner Bank will then automatically be terminated.

6. Sonstiges

6.1 Die Gesellschaft hat keinen Grundbesitz.

6.2 Der Verkäufer erteilt dem Käufer hiermit eine unwiderrufliche Vollmacht zur vollumfänglichen und unbeschränkten Ausübung aller Gesellschafterrechte bei der Gesellschaft, insbesondere dazu, das Stimmrecht in allen Gesellschafterversammlungen von der Unterzeichnung dieses Vertrages bis zu dem Zeitpunkt in dem der Käufer gemäß § 16 Absatz 1 Satz 1 GmbHG als Gesellschafter gilt, auszuüben Der Käufer ist zur Erteilung von Untervollmachten berechtigt

Der Umfang der Vollmacht ist im Außenverhältnis unbeschränkt, jedoch im Innenverhältnis beschränkt mit der Maßgabe dass dem Vollmachtgeber aus dem Gebrauch der Vollmacht keinerlei finanzielle Verpflichtungen entstehen dürfen

6.3 Die Kosten der Beurkundung dieses Vertrages trägt der Käufer.

6 4 Dieser Kaufvertrag unterliegt dem Recht der Bundesrepublik Deutschland.

6. Miscellaneous

6.1 The Company does not own real estate

6 2 The Seller hereby grants an irrevocable power of attorney to the Buyer to exercise all rights of a shareholder of the Company to their full extent and without restrictions and in particular to pass all shareholder's resolutions of the Company from the signing of this share purchase and assignment agreement until the Buyer is deemed to be shareholder pursuant to Section 16 (1) Sentence 1 of the German Limited Liability Companies Act *(Gesetz betreffend die Gesellschaften mit beschränkter Haftung)* The Buyer is authorized to grant sub-power of attorney

The power of attorney is unlimited in scope internally provided that no financial obligations arise for the principal from its use

6 3 The costs for notarization of this Agreement are to be borne by the Buyer.

6 4 This Agreement is subject to German law

6 5 Im Zweifel gilt der deutsche Wortlaut dieses Vertrages	6.5 In case of doubt the German wording of this agreement shall prevail
6 6 Sind oder werden einzelne Bestimmungen dieses Vertrages unwirksam, so bleiben die übrigen Bestimmungen gleichwohl wirksam. Unwirksame Bestimmungen sind einvernehmlich durch solche zu ersetzen, die dem wirtschaftlichen Gewollten möglichst nahe kommen. Entsprechendes gilt zur Ausfüllung etwaiger Lücken im Vertrag	6.6 If any individual terms of this agreement are or should become inoperative, the other terms shall remain operative nonetheless By mutual agreement, inoperative terms are to be replaced by such provisions which come as close as possible to a successful commercial outcome. The same shall apply mutatis mutandis with regard to the filling of any loopholes
Diese Niederschrift wurde den Erschienenen von dem Notar vorgelesen, von den Erschienenen genehmigt und von ihnen und dem Notar wie folgt unterschrieben	This deed was read aloud to the appeared by the notary, approved by the appeared and signed by them and the notary as follows:

Notar

Ausfertigung

Nr. 1648 der Urkundenrolle für 2011 K	**No. 1648 of the Roll of Deeds for 2011 K**
Verhandelt in Dusseldorf am 20 Juli 2011	Transacted at Dusseldorf on July 20, 2011
Vor mir, dem unterzeichnenden Notar	Before me, the undersigned notary
Dr Marcus Kampfer mit Amtsitz in Düsseldorf	Dr Marcus Kämpfer with official residence at Düsseldorf
erschienen heute	appeared today
1 Frau Naka Clara Spanachi, geboren am 02 12 1986, geschäftsansässig Benrather Str 18-20, 40213 Düsseldorf, ausgewiesen durch Bundespersonalausweis, 2	1 Mrs Naka Clara Spanachi, born on 02 12 1986, with her business residence at Benrather Str 18 - 20, 40213 Dusseldorf who identified herself with her German government ID Card,
nachfolgend nicht handelnd im eigenen Namen, sondern	hereafter not acting in her own name, but
aufgrund einer Vollmacht vom 18 Juli 2011, die dieser Urkunde im Original beigeheftet ist, als Bevollmächtigter für	by virtue of a power of attorney dated Juy 18, 2011, the original of which is attached to this deed, as attorney-in-fact for
Blitz Erste Gründungs GmbH mit dem Sitz in Munchen, Bavariaring 29, 80336 Munchen, eingetragen im Handelsregister des Amtsgerichts Munchen unter HRB 185 941	**Blitz Erste Grundungs GmbH** with its principal office in Munich, Bavariaring 29, 80336 Munchen, registered with the Commercial Register at the local court in Munich under HRB 185 941
- nachfolgend „Verkäufer" genannt –	- hereafter referred to as "Seller" –
2 Herr Dr Christian Möller, geboren am 28 04 1966, geschäftsansässig Benrather Str 18-20, 40213 Düsseldorf, von Person bekannt,	2 Mr Dr Christian Möller, born on 28 04 1966, with his business residence at Benrather Str 18 - 20, 40213 Dusseldorf, personally known to me,
aufgrund Vollmacht vom 19 /20 Juli 2011, die dieser Urkunde als Kopie beigefugt ist und deren Original baldmöglichst nachgereicht wird, als Bevollmächtigter für	by virtue of a power of attorney dated July 19 /20, 2011, a copy of which is attached to this deed and the original of which will be submitted as soon as possible, as attorney-in-fact for
Stackpole International S.à r.l. mit dem Sitz in L-1273 Luxemburg, 19, rue de Bitbourg,	**Stackpole International S.à r.l.** with seat in L-1273 Luxemburg, 19, rue de Bitbourg,
- nachfolgend „Käufer" genannt –	- hereafter referred to as "Buyer" –
Der amtierende Notar und die Erschienenen sind hinreichend der deutschen / englischen Sprache mächtig Auf Wunsch der Urkundsbeteiligten erfolgte die Beurkundung in deutscher Sprache mit englischer Ubersetzung, wobei nur der deutsche Text verbindlich sein soll	The acting notary and the persons appearing have sufficient knowledge of the German / English language At the request of the participating parties, the recording was done in the German language with an English translation, only the German text shall be binding
Der Notar fragte nach einer Vorbefassung i S v § 3 Abs 1 Nr 7 BeurkG Dies wurde von den Erschienenen verneint	The notary asked about any prior involvement within the meaning of Section 3 para 1 No 7 of the German Act Regarding Notarizations This

Die Erschienenen baten um Beurkundung des folgenden

was denied by the persons appearing

The person appearing requested the notarization of the following

A. Gesellschafterversammlung

Blitz Erste Gründungs GmbH, ist die alleinige Gesellschafterin der Blitz D11-eins-sechs-vier GmbH mit dem Sitz in Dusseldorf (im folgenden auch als die „Gesellschaft" bezeichnet), eingetragen im Handelsregister des Amtsgerichts Düsseldorf unter HRB 66008

Das gesamte Stammkapital ist von der Gesellschafterin vertreten

Unter Verzicht auf sämtliche Formen und Fristen der Einberufung und Abhaltung nach Gesetz und Satzung der Gesellschaft hält die Gesellschafterin hiermit eine außerordentliche Gesellschafterversammlung der Gesellschaft ab und beschließt einstimmig

1 Der Geschäftsführerin, Frau Randi Mette Selnes wird hiermit Entlastung erteilt

2 Der Geschäftsfuhrerin, Frau Katja Gogalla wird hiermit Entlastung erteilt

3 Frau Selnes wird als Geschäftsführerin der Gesellschaft mit sofortiger Wirkung abberufen

4 Frau Gogalla wird als Geschäftsfuhrerin der Gesellschaft mit sofortiger Wirkung abberufen

5 Herr Dr Manfred Arnold, geboren am 9 November 1958, wohnhaft Bremenberg 18, 52072 Aachen wird zum Geschäftsfuhrer bestellt Er ist berechtigt, die Gesellschaft sets allein zu vertreten

6 Die Satzung der Gesellschaft wird abgeändert Die §§ 1, 2, 4, 5, 11 und 12 werden wie folgt neu gefasst

„§ 1

Firma der Gesellschaft

Die Firma der Gesellschaft lautet

A. Shareholder Meeting

Blitz Erste Grundungs GmbH is the sole shareholder of Blitz D11-eins-sechs-vier GmbH having its registered seat at Dusseldorf (hereinafter referred to as the "Company") registered with the Local Court of Düsseldorf under HRB 66008

The total share capital of the Company is represented by the shareholder

Waiving all formal requirements and time limits for convening and summoning the meeting pursuant to statutory law and the Articles of Association the shareholder hereby holds an extraordinary shareholder meeting of the Company and unanimously resolves as follows

1 Exoneration is granted to the managing director Mrs Randi Mette Selnes

2 Exoneration is granted to the managing director Mrs Katja Gogalla

3 The appointment of Mrs Selnes as managing director of the Company is revoked with immediate effect

4 The appointment of Mrs Gogalla as managing director of the Company is revoked with immediate effect

5. Mr Dr Manfred Arnold, born on November 9, 1958, resident at Bremenberg 18, 52072 Aachen, is appointed as managing director He has the power to represent the Company always alone

6 The Articles of Association of the company shall be amended Sections 1, 2, 4, 5, 11 and 12 shall be newly worded as follows

"§ 1

Corporate Name

The corporate name of the Company is

certified copy

Stackpole International
Stackpole Powertrain International GmbH
Eisenbahnweg 50 52068 Aachen

FILE COPY

CERTIFICATE OF REGISTRATION
OF AN OVERSEA COMPANY

(Registration of a UK establishment)

Company No. FC030829

UK Establishment No. BR015890

The Registrar of Companies hereby certifies that

STACKPOLE POWERTRAIN INTERNATIONAL GMBH

has this day been registered under the Companies Act 2006 as having established a UK Establishment in the United Kingdom.

Given at Companies House on **8th June 2012**.

REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

AMENDED N/M

In accordance with Section 1046 of the Companies Act 2006 & Regulation 4(1) of the Overseas Companies Regulations 2009.

OS IN01

Registration of an overseas company openin[g a] UK establishment

A6XF84I9
A08 11/01/2018 #387
COMPANIES HOUSE

A6LSP69C
A14 22/12/2017 #135
COMPANIES HOUSE

A6KV08PK
A07 08/12/2017 #108
COMPANIES HOUSE

A6JQ0XJU
A25 22/11/2017 #228
COMPANIES HOUSE

A fee is payable with this form
Please see 'How to pay' on the last page.

✓ **What this form is for**
You may use this form to register a UK establishment.

✗ **What this form is NOT for**
You cannot use this form to c[hange] the details of an existing com[pany] officer or establishment.

Part 1 Overseas company details (Name)

For official use

A1 Corporate name of overseas company

Corporate name ❶ Stackpole Powertrain International GmbH

Do you propose to carry on business in the UK under the corporate name as incorporated in your home state or country, or under an alternative name?

→ To register using your corporate name, go to Section A3.
→ To register using an alternative name, go to Section A2.

→ **Filling in this form**
Please complete in typescript (10pt or above), or in bold black capitals

All fields are mandatory unless specified or indicated by *

❶ This must be the corporate name in the home state or country in which the company is incorporated.

A2 Alternative name of overseas company *

Please show the alternative name that the company will use to do business in the UK.

Alternative name (if applicable) ❷

❷ A company may register an alternative name under which it proposes to carry on business in the United Kingdom under Section 1048 of the Companies Act 2006. Once registered it is treated as being its corporate name for the purposes of law in the UK.

A3 Overseas company name restrictions❸

This section does not apply to a European Economic Area (EEA) company registering its corporate name.

Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body.

☐ I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response.

❸ **Overseas company name restrictions**
A list of sensitive or restricted words or expressions that require consent can be found in guidance available on our website:
www.gov.uk/companieshouse

Part 2 Overseas company details

B1 Particulars previously delivered

Have particulars about this company been previously delivered in respect of another UK establishment.❶

→ No Go to Section B2.
→ Yes Please enter the registration number below and then go to Part 5 of the form. Please note the original UK establishment particulars must be filed up to date.

UK establishment registration number: B R

❶ The particulars are: legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects, share capital, constitution, and accounts.

B2 Credit or financial institution

Is the company a credit or financial institution?❷

☐ Yes
☑ No

❷ Please tick one box.

B3 Company details

If the company is registered in its country of incorporation, please enter the details below.

Legal form ❸	Private Limited Company
Country of incorporation *	Germany
Identity of register in which it is registered ❹	Handelsregister Amtsgencht Aachen
Registration number in that register	H R B 1 7 0 3 5

❸ Please state whether or not the company is limited. Please also include whether the company is a private or public company if applicable.

❹ This will be the registry where the company is registered in its parent country.

B4 EEA or non-EEA member state

Was the company formed outside the EEA?

→ Yes Complete Sections B5 and B6.
→ No Go to Section B6.

B5 Governing law and accounting requirements

Please give the law under which the company is incorporated.

Governing law ❺

❺ This means the relevant rules or legislation which regulates the incorporation of companies in that state.

Is the company required to prepare, audit and disclose accounting documents under parent law?

→ Yes Complete the details below.
→ No Go to Part 3.

OS IN01
Registration of an overseas company opening a UK establishment

Please give the period for which the company is required to prepare accounts by parent law.

From: d d m m

To: d d m m

Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period.

Months

B6 Latest disclosed accounts

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation.❶

☐ Yes.

Please indicate what documents have been disclosed.

☐ Please tick this box if you have enclosed a copy of the accounts.

☐ Please tick this box if you have enclosed a certified translation of the accounts.

☑ Please tick this box if no accounts have been disclosed.

❶ Please tick the appropriate box(es).

NOTE : NO ACCOUNTS FILED TO - DATE
NEW COMPANY FORMED IN JULY 2011.

Part 3 Constitution

C1 Constitution of company

The following documents must be delivered with this application.
- Certified copy of the company's constitution and, if applicable, a certified translation.

Please tick the appropriate box(es) below.

☑ I have enclosed a certified copy of the company's constitution. ❶

☐ I enclose a certified translation, if applicable. ❷

❶ A certified copy is defined as a copy certified as correct and authenticated by - the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator.

❷ A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator.

C2 EEA or non-EEA member state

Was the company formed outside the EEA?

→ **Yes** Go to Section C3.

→ **No** Go to Part 4 'Officers of the company'.

C3 Constitutional documents

Are all of the following details in the copy of the constitutional documents of the company?
- Address of principal place of business or registered office in home country of incorporation
- Objects of the Company
- Amount of issued share capital

→ **Yes** Go to Part 4 'Officers of the company'

→ **No** If any of the above details are not included in the constitutional documents, please enter them in Section C4.

The information is not required if it is contained within the constitutional documents accompanying this registration.

C4 Information not included in the constitutional documents

Please give the address of principal place of business or registered office in the country of incorporation. ❶

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

Please give the objects of the company and the amount of issued share capital.

Objects of the company ❷	
Amount of issued share capital ❸	

❶ This address will appear on the public record.

❷ Please give a brief description of the company's business.

❸ Please specify the amount of shares issued and the value.

OS IN01
Registration of an overseas company opening a UK establishment

Part 4 Officers of the company

Have particulars about this company been previously delivered in respect of another UK establishment?

→ Yes Please ensure you entered the registration number in **Section B1** and then go to Part 5 of this form.
→ No Complete the officer details.

For a secretary who is an individual, go to **Section D1**; for a corporate secretary, go to **Section E1**; for a director who is an individual, go to **Section F1**; or for a corporate director, go to **Section G1**.

Continuation pages
Please use a continuation page if you need to enter more officer details.

Secretary

D1 Secretary details ❶

Use this section to list all the secretaries of the company.
Please complete Sections D1-D3. For a corporate secretary, complete **Sections E1-E5**. Please use a continuation page if necessary.

Full forename(s)	
Surname	
Former name(s) ❷	

❶ **Corporate details**
Please use Sections E1-E5 to enter corporate secretary details.

❷ **Former name(s)**
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

D2 Secretary's service address ❸

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❸ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

D3 Secretary's authority

Please enter the extent of your authority as secretary. Please tick one box.

Extent of authority
- ☐ Limited ❹
- ☐ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box.

- ☐ Alone
- ☐ Jointly ❺

If applicable, name(s) of person(s) with whom you are acting jointly

❹ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

❺ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

OS IN01

Registration of an overseas company opening a UK establishment

Corporate secretary

E1 Corporate secretary details ❶

Use this section to list all the corporate secretaries of the company.
Please complete Sections E1-E5. Please use a continuation page if necessary.

Name of corporate body or firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❶ **Registered or principal address**
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.

E2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

→ Yes Complete Section E3 only
→ No Complete Section E4 only

E3 EEA companies ❷

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/ firm is registered ❸	
Registration number	

❷ **EEA**
A full list of countries of the EEA can be found in our guidance:
www.gov.uk/companieshouse

❸ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

E4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ❹	
If applicable, the registration number	

❹ **Non-EEA**
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

OS IN01

Registration of an overseas company opening a UK establishment

E5 Corporate secretary's authority

Please enter the extent of your authority as corporate secretary.
Please tick one box.

Extent of authority

- ☐ Limited ❶
- ☐ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box.

- ☐ Alone
- ☐ Jointly ❷

If applicable, name(s) of person(s) with whom you are acting jointly

❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

OS IN01

Registration of an overseas company opening a UK establishment

Director

F1 Director details ❶

Use this section to list all the directors of the company. Please complete **Sections F1-F5. For a corporate director, complete Sections G1-G5**. Please use a continuation page if necessary.

Full forename(s)	Manfred Albert
Surname	Arnold
Former name(s) ❷	
Country/State of residence ❸	Germany
Nationality	German
Month/year of birth ❹	X X m1 m1 y1 y9 y5 y8
Business occupation (if any) ❺	

❶ **Corporate details**
Please use Sections G1-G5 to enter corporate director details.

❷ **Former name(s)**
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

❸ **Country/State of residence**
This is in respect of your usual residential address as stated in Section F5.

❹ **Month and year of birth**
Please provide month and year only. Provide full date of birth in section F4.

❺ **Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.

F2 Director's service address ❻

Building name/number	Stackpole Powertrain International GmbH
Street	Eisenbahnweg 50
Post town	Aachen
County/Region	
Postcode	5 2 0 6 8
Country	Germany

❻ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

F3 Director's authority

Please enter the extent of your authority as director. Please tick one box.

Extent of authority

- ☑ Limited ❼
- ☐ Unlimited

Description of limited authority, if applicable: Expenses €50k Euro, contracts up to 1 year, approved investments.

Are you authorised to act alone or jointly? Please tick one box.

- ☑ Alone
- ☐ Jointly ❽

If applicable, name(s) of person(s) with whom you are acting jointly:

❼ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

❽ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

OS IN01

Registration of an overseas company opening a UK establishment

Corporate director

G1 Corporate director details ❶

Use this section to list all the corporate directors of the company.
Please complete G1-G5. Please use a continuation page if necessary.

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

❶ **Registered or principal address**
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.

G2 Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

→ **Yes** Complete Section G3 only
→ **No** Complete Section G4 only

G3 EEA companies ❷

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/firm is registered ❸

Registration number

❷ **EEA**
A full list of countries of the EEA can be found in our guidance:
www.gov.uk/companieshouse

❸ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

G4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ❹

If applicable, the registration number

❹ **Non-EEA**
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

G5 Corporate director's authority

Please enter the extent of your authority as corporate director.
Please tick one box.

Extent of authority

- ☐ Limited ❶
- ☐ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box.

- ☐ Alone
- ☐ Jointly ❷

If applicable, name(s) of person(s) with whom you are acting jointly

❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

OS IN01
Registration of an overseas company opening a UK establishment

Part 5 UK establishment details

H1 Documents previously delivered - constitution

Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment?

→ No Go to Section H3.
→ Yes Please enter the UK establishment number below and then go to Section H2.

UK establishment registration number: B R

H2 Documents previously delivered – accounting documents

Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment?

→ No Go to Section H3.
→ Yes Please enter the UK establishment number below and then go to Section H3.

UK establishment registration number: B R

H3 Delivery of accounts and reports

This section **must** be completed. Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment. [1]

☑ In respect of this establishment. Please go to Section H4.

☐ In respect of another UK establishment. Please give the registration number below, then go to Section H4.

UK establishment registration number: B R

[1] Please tick the appropriate box.

H4 Particulars of UK establishment [1]

You must enter the name and address of the UK establishment.

Name of establishment	Stackpole Powertrain International GmbH
Building name/number	Unit E13B
Street	Holly Farm Business Park, Honiley
Post town	Kenilworth
County/Region	Warwickshire
Postcode	C V 8 1 N P
Country	

Please give the date the establishment was opened and the business of the establishment.

Date establishment opened	d0 d1 m0 m5 y2 y0 y1 y2
Business carried on at the UK establishment	Sales and Business Development

[1] Address
This is the address that will appear on the public record.

OS IN01

Registration of an overseas company opening a UK establishment

Part 6 Permanent representative

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment.

J1 Permanent representative's details

Please use this section to list all the permanent representatives of the company. Please complete **Sections J1-J4.**

Continuation pages
Please use a continuation page if you need to enter more details.

Full forename(s)	Richard
Surname	Grimston

J2 Permanent representative's service address ❶

Building name/number	Stackpole Powertrain International GmbH
Street	Unit E13B, Holly Farm Business Park
	Honiley
Post town	Kenilworth
County/Region	Warwickshire
Postcode	C V 8 1 N P
Country	England

❶ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

J3 Permanent representative's authority

Please enter the extent of your authority as permanent representative. Please tick one box.

Extent of authority

☑ Limited ❷
☐ Unlimited

Description of limited authority, if applicable: See continuation page

Are you authorised to act alone or jointly? Please tick one box.

☑ Alone
☐ Jointly ❸

If applicable, name(s) of person(s) with whom you are acting jointly:

❷ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

❸ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

CRN: FC030829
STACKPOLE POWERTRAIN INTERNATIONAL GMBH

OS IN01 continuation page

Description of limited authority

If only one managing director is appointed, he acts individually on behalf of the Company, if several managing directors are appointed, either two managing directors or one managing director jointly with a registered clerk ("Prokurist") are entitled to act on behalf of the Company. At the date of appointment there is a sole managing director appointed.

Part 7 Person authorised to accept service

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ **Yes** Please enter the name and service address of every person(s) authorised below.
→ **No** Tick the box below then go to Part 8 'Signature'.

☑ If there is no such person, please tick this box.

K1 Details of person authorised to accept service of documents in the UK

Please use this section to list all the persons' authorised to accept service below. Please complete **Sections K1-K2**.

Full forename(s)	
Surname	

Continuation pages
Please use a continuation page if you need to enter more details.

K2 Service address of person authorised to accept service ❶

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❶ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address. Please note, a DX address would not be acceptable.

Part 8 Signature

This must be completed by all companies.

I am signing this form on behalf of the company.

Signature

Signature
X X

This form may be signed by:
Director, Secretary, Permanent representative.

OS IN01

Registration of an overseas company opening a UK establishment

Presenter information

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

Contact name: Richard Grimston

Company name: Stackpole Powertrain International GmbH

Address: Unit E13B Holly Farm Business Park

Honiley

Post town: Kenilworth

County/Region: Warwickshire

Postcode: C V 8 1 N P

Country: England

DX:

Telephone: 07713 478897

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- [x] The overseas corporate name on the form matches the constitutional documents exactly.
- [ ] You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate.
- [x] You have included certified copies and certified translations of the constitutional documents, if appropriate.
- [ ] You have included a copy of the latest disclosed accounts and certified translations, if appropriate.
- [x] You have completed all of the company details in Section B3 if the company has not registered an existing establishment.
- [x] You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment.
- [x] Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- [x] You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7.
- [x] You have signed the form.
- [x] You have enclosed the correct fee.

Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses and day of birth.

How to pay

A fee of £20 is payable to Companies House in respect of a registration of an overseas company. Make cheques or postal orders payable to 'Companies House.'

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

England and Wales:
The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

Scotland:
The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

Northern Ireland:
The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Higher protection
If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE.

Further information

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

Redacted

FC 036829

A14 22/12/2017 #136
COMPANIES HOUSE

[redacted]

SATZUNG

ARTICLES

§ 1
Firma der Gesellschaft

Die Firma der Gesellschaft lautet.

Stackpole Powertrain International GmbH

§ 1
Corporate Name

The corporate name of the Company is

Stackpole Powertrain International GmbH

§ 2
Sitz der Gesellschaft

Die Gesellschaft hat ihren Sitz in Aachen

§ 2
Registered Office

The Company has its registered office in Aachen.

§ 3
Dauer der Gesellschaft, Geschäftsjahr

(1) Die Dauer der Gesellschaft ist unbestimmt.

(2) Das Geschäftsjahr der Gesellschaft ist das Kalenderjahr. Das erste Geschaftsjahr der Gesellschaft beginnt mit ihrer Eintragung im Handelsregister und endet am darauffolgenden 31 12

§ 3
Duration, Business Year

(1) The Company is set up for uncertain time.

(2) The business year of the Company is the legal year. The first business year of the Company starts with registration with the Commercial Register and ends at the following 12/31.

§ 4
Gegenstand des Unternehmens

(1) Gegenstand des Unternehmens ist die Entwicklung, die Herstellung und der Vertrieb von Automotor- und Getriebeolpumpen sowie Metallpulverkomponenten fur die Verwendung im automobilen und nicht automobilen Markt

(2) Die Gesellschaft ist zu allen Maßnahmen und Geschaften berechtigt, die geeignet erscheinen, dem Gegenstand

§ 4
Object of the Company

(1) The purpose of the Company is the design, manufacture, sale and distribution of automotive engine and transmission oil pumps and powdered metal components for use in the automotive and non-automotive markets

(2) The Company may perform all and any actions and may perform any kind of business that appears to serve the pur-

des Unternehmens zu dienen Sie kann zu diesem Zweck auch andere Unternehmen im In- und Ausland gründen, erwerben oder sich an ihnen beteiligen. Sie kann Unternehmen, an denen sie mehrheitlich beteiligt ist, unter ihrer Leitung zusammenfassen, sich auf die Verwaltung der Beteiligung beschränken oder diese veräußern Sie kann ihren Betrieb ganz oder teilweise in verbundene Unternehmen ausgliedern Die Gesellschaft darf im In- und Ausland Zweigniederlassungen unter gleicher oder anderer Firma errichten

pose of the Company. To such extent the Company may establish, acquire and purchase participating interests in other domestic and foreign companies. The Company may combine businesses controlled by it, may confine itself to the management of its shareholdings and may sell shareholdings. It may spin off businesses to affiliates. The Company is entitled to set up branch offices in Germany or abroad under the same or a similar name

§ 5 Stammkapital

(1) Das Stammkapital der Gesellschaft beträgt 25.000,00 Euro (in Worten fünfundzwanzig-tausend Euro) und ist eingeteilt in 25.000 Geschäftsanteile im Nennbetrag von jeweils EUR 1,00 mit den fortlaufenden Nummern 1 bis 25 000.

(2) Die Stammeinlage ist in voller Höhe erbracht.

(3) Die Gesellschafterversammlung kann durch Beschlussfassung mehrere voll eingezahlte Geschäftsanteile zusammenlegen oder teilen.

§ 5 Share Capital

(1) The share capital of the Company amounts to Euro 25,000.00 (in words Euro twenty five thousand) and is divided into 25,000 shares with a nominal amount of EUR 1,00 each, numbered consecutively from 1 to 25,000.

(2) The share capital is fully paid

(3) The shareholders' assembly may combine or divide shares which are paid in full by passing a shareholder resolution.

§ 6 Geschäftsführung

(1) Die Gesellschaft hat einen oder mehrere Geschäftsführer, die von der Gesellschafterversammlung bestellt und abberufen werden.

(2) Die Geschäftsführer sind an Gesetz

§ 6 Managing Directors

(1) The Company has one or more managing directors who are appointed and dismissed by the shareholders' assembly.

(2) The rights and duties of the manag-

und Gesellschaftsvertrag sowie die Beschlusse der Gesellschafterversammlung gebunden Sie haben die Gesellschaft mit der Sorgfalt eines ordentlichen Kaufmanns zu fuhren

§ 7
Vertretung

(1) Ist nur ein Geschaftsfuhrer bestellt, so vertritt dieser die Gesellschaft allein Sind mehrere Geschaftsführer bestellt, so wird die Gesellschaft durch zwei Geschaftsfuhrer gemeinsam oder durch einen Geschaftsfuhrer in Gemeinschaft mit einem Prokuristen vertreten

(2) Die Gesellschafterversammlung kann einem oder mehreren Geschaftsfuhrern Befreiung von den Beschrankungen des § 181 BGB erteilen. Ebenso kann einem oder mehreren Geschaftsfuhrern Einzelvertretungsbefugnis auch dann erteilt werden, wenn mehrere Geschaftsfuhrer bestellt sind

§ 8
Bekanntmachungen

Die Bekanntmachungen der Gesellschaft erfolgen nur im elektronischen Bundesanzeiger.

§ 9
Gründungskosten

Die Gesellschaft tragt den ihr oder ihrem Grunder sowohl bei der rechtlichen Grundung, als auch bei der sogenannten „wirtschaftlichen Neugrundung" entstehenden Gründungsaufwand

ing directors arise from the governing law and the resolutions of the shareholders' assembly. They have to run the Company in the ordinary course of business

§ 7
Power of Attorney

(1) If only one managing director is appointed, he acts individually on behalf of the Company If several managing directors are appointed, either two managing directors or one managing director jointly with a registered clerk („Prokurist") are entitled to act on behalf of the Company

(2) The shareholders' assembly may release single or several managing directors from the restrictions of Sect. 181 of the German Civil Code, so that they are authorized to act on behalf of the Company in legal transactions with themselves in person or with themselves as representatives of a third party. The assembly may also assign individual power of attorney to one, several or all of the managing directors

§ 8
Announcements of the Corporation

Announcements of the Company are published in the Electronic Federal Gazette

§ 9
Expenses for Formation

The Company is liable for the expenses of the legal and economic formation (lawyer's fees, notary's fees, fees of registration and banking fees) up to the aggregate amount of € 2 500,00

(Rechtsanwalts-, Notar- und Gerichtskosten und Bankgebuhren) bis zu insgesamt € 2 500,00

§ 10
Wettbewerbsverbot

Die Gesellschafter sind von jedwedem Wettbewerbsverbot befreit und schulden hierfur keine Vergütung

§ 10
Release of the Duties of Non-competition

The shareholders are released of the legal duty not to compete with the Company. They owe no compensation

§ 11
Salvatorische Klausel

Sollten Bestimmungen dieser Satzung ganz oder teilweise unwirksam oder undurchführbar sein oder werden, so bleibt die Gultigkeit der übrigen Bestimmungen hiervon unberührt Das gleiche gilt, falls sich herausstellt, dass die Satzung eine Regelungslucke enthalt Anstelle der unwirksamen Bestimmungen ist eine wirksame Bestimmung zu vereinbaren, die dem von den Gesellschaftern Gewollten am nachsten kommt, gleiches gilt im Fall einer Lücke.

§ 11
Severability

If a provision of this Articles of Association should be or become ineffective or impracticable, the remaining provisions shall stay effective The same applies to eventual gaps of this Articles All parties shall be bound to replace the ineffective or impracticable provision by a such an effective one, by which the economic purpose intended with the ineffective or impracticable provision can be reached as far as possible in a permitted way.

§ 12
Sprache

Die deutsche Fassung dieses Gesellschaftsvertrages hat Vorrang Der englische Text ist nicht Teil der Urkunde und nur eine unverbindliche Übersetzung

§ 12
Language

The German version of these Articles of Association prevails. The English text is not part of this deed and only a non binding convenience translation

Ende der Satzung

End of the Articles

Der unterzeichnende Notar Dr. Marcus Kampfer mit dem Amtssitz in Düsseldorf bescheinigt hiermit, daß die geanderten Bestimmungen des Gesellschaftsvertrages mit dem Beschluß uber die Anderung des Gesellschaftsvertrages vom 20 Juli 2011 und die unveranderten Bestimmungen mit dem zuletzt zum Handelsregister eingereichten vollstandigen Wortlaut des Gesellschaftsvertrages wortlich ubereinstimmen

Dusseldorf, den 27. Juli 2011

Dr Marcus Kampfer
Notar

certified copy

Manfred Arnold
General Manager Stackpole Powertrain International GmbH

Stackpole International
Stackpole Powertrain
International GmbH
Eisenbahnweg 50 52068 Aachen

FC030829.

Nr. 1648 der Urkundenrolle für 2011 K

Verhandelt in Düsseldorf am 20 Juli 2011

Vor mir, dem unterzeichnenden Notar

Dr Marcus Kämpfer
mit Amtsitz in Düsseldorf

erschienen heute:

1. Frau Naka Clara Spanachi, geboren am [redacted] 12 1986, geschäftsansässig Benrather Str 18-20, 40213 Düsseldorf, ausgewiesen durch Bundespersonalausweis,
2.

   nachfolgend nicht handelnd im eigenen Namen, sondern

   aufgrund einer Vollmacht vom 18 Juli 2011, die dieser Urkunde im Original beigeheftet ist, als Bevollmächtigter für

   Blitz Erste Gründungs GmbH mit dem Sitz in München, Bavariaring 29, 80336 München, eingetragen im Handelsregister des Amtsgerichts München unter HRB 185 941

   - nachfolgend „Verkäufer" genannt –

2 Herr Dr. Christian Möller, geboren am [redacted].04.1966, geschäftsansässig Benrather Str. 18-20, 40213 Düsseldorf, von Person bekannt,

   aufgrund Vollmacht vom 19 /20 Juli 2011, die dieser Urkunde als Kopie beigefügt ist und deren Original baldmöglichst nachgereicht wird, als Bevollmächtigter für

   Stackpole International S.à r.l. mit dem Sitz in L-1273 Luxemburg, 19, rue de Bitbourg,

   - nachfolgend „Käufer" genannt –

Der amtierende Notar und die Erschienenen sind hinreichend der deutschen / englischen Sprache mächtig Auf Wunsch der Urkundsbeteiligten erfolgte die Beurkundung in deutscher Sprache mit englischer Übersetzung, wobei nur der deutsche Text verbindlich sein soll

Der Notar fragte nach einer Vorbefassung i.S.v. § 3 Abs 1 Nr. 7 BeurkG. Dies wurde von den Erschienenen verneint.

No. 1648 of the Roll of Deeds for 2011 K

Transacted at Düsseldorf on July 20, 2011

Before me, the undersigned notary

Dr Marcus Kämpfer
with official residence at Düsseldorf

appeared today:

1. Mrs. Naka Clara Spanachi, born on [redacted].12.1986, with her business residence at Benrather Str. 18 - 20, 40213 Düsseldorf who identified herself with her German government ID Card,

   hereafter not acting in her own name, but

   by virtue of a power of attorney dated Juy 18, 2011, the original of which is attached to this deed, as attorney-in-fact for

   Blitz Erste Gründungs GmbH with its principal office in Munich, Bavariaring 29, 80336 München, registered with the Commercial Register at the local court in Munich under HRB 185 941

   - hereafter referred to as "Seller" –

2 Mr Dr. Christian Möller, born on [redacted].04.1966, with his business residence at Benrather Str. 18 - 20, 40213 Düsseldorf, personally known to me,

   by virtue of a power of attorney dated July 19./20, 2011, a copy of which is attached to this deed and the original of which will be submitted as soon as possible, as attorney-in-fact for

   Stackpole International S.à r.l. with seat in L-1273 Luxemburg, 19, rue de Bitbourg,

   - hereafter referred to as "Buyer" –

The acting notary and the persons appearing have sufficient knowledge of the German / English language At the request of the participating parties, the recording was done in the German language with an English translation, only the German text shall be binding

The notary asked about any prior involvement within the meaning of Section 3 para 1 No. 7 of the German Act Regarding Notarizations This was denied by the persons appearing

Die Erschienenen baten um Beurkundung des folgenden

The person appearing requested the notarization of the following

A. Gesellschafterversammlung

A. Shareholder Meeting

Blitz Erste Gründungs GmbH, ist die alleinige Gesellschafterin der Blitz D11-eins-sechs-vier GmbH mit dem Sitz in Düsseldorf (im folgenden auch als die „Gesellschaft" bezeichnet), eingetragen im Handelsregister des Amtsgerichts Düsseldorf unter HRB 66008

Blitz Erste Gründungs GmbH is the sole shareholder of Blitz D11-eins-sechs-vier GmbH having its registered seat at Düsseldorf (hereinafter referred to as the "Company") registered with the Local Court of Düsseldorf under HRB 66008.

Das gesamte Stammkapital ist von der Gesellschafterin vertreten

The total share capital of the Company is represented by the shareholder

Unter Verzicht auf sämtliche Formen und Fristen der Einberufung und Abhaltung nach Gesetz und Satzung der Gesellschaft hält die Gesellschafterin hiermit eine außerordentliche Gesellschafterversammlung der Gesellschaft ab und beschließt einstimmig:

Waiving all formal requirements and time limits for convening and summoning the meeting pursuant to statutory law and the Articles of Association the shareholder hereby holds an extraordinary shareholder meeting of the Company and unanimously resolves as follows:

1 Der Geschäftsführerin, Frau Randi Mette Selnes wird hiermit Entlastung erteilt

2 Der Geschäftsführerin, Frau Katja Gogalla wird hiermit Entlastung erteilt.

3 Frau Selnes wird als Geschäftsführerin der Gesellschaft mit sofortiger Wirkung abberufen.

4. Frau Gogalla wird als Geschäftsführerin der Gesellschaft mit sofortiger Wirkung abberufen.

5. Herr Dr. Manfred Arnold, geboren am [redacted] November 1958, [redacted] wird zum Geschäftsführer bestellt. Er ist berechtigt, die Gesellschaft sets allein zu vertreten

6. Die Satzung der Gesellschaft wird abgeändert. Die §§ 1, 2, 4, 5, 11 und 12 werden wie folgt neu gefasst:

1 Exoneration is granted to the managing director Mrs. Randi Mette Selnes

2 Exoneration is granted to the managing director Mrs. Katja Gogalla

3 The appointment of Mrs. Selnes as managing director of the Company is revoked with immediate effect

4 The appointment of Mrs. Gogalla as managing director of the Company is revoked with immediate effect

5 Mr. Dr Manfred Arnold, born on November [redacted] 1958, resident at [redacted] is appointed as managing director He has the power to represent the Company always alone

6. The Articles of Association of the company shall be amended Sections 1, 2, 4, 5, 11 and 12 shall be newly worded as follows

„§ 1

Firma der Gesellschaft

Die Firma der Gesellschaft lautet:

"§ 1

Corporate Name

The corporate name of the Company is

Stackpole Powertrain International GmbH

Stackpole Powertrain International GmbH

§ 2
Sitz der Gesellschaft

Die Gesellschaft hat ihren Sitz in Aachen.

§ 2
Registered Office

The Company has its registered office in Aachen.

§ 4
Gegenstand des Unternehmens

(1) Gegenstand des Unternehmens ist die Entwicklung, die Herstellung und der Vertrieb von Automotor- und Getriebeölpumpen sowie Metallpulverkomponenten für die Verwendung im automobilen und nicht automobilen Markt

(2) Die Gesellschaft ist zu allen Maßnahmen und Geschäften berechtigt, die geeignet erscheinen, dem Gegenstand des Unternehmens zu dienen. Sie kann zu diesem Zweck auch andere Unternehmen im In- und Ausland gründen, erwerben oder sich an ihnen beteiligen. Sie kann Unternehmen, an denen sie mehrheitlich beteiligt ist, unter ihrer Leitung zusammenfassen, sich auf die Verwaltung der Beteiligung beschränken oder diese veräußern. Sie kann ihren Betrieb ganz oder teilweise in verbundene Unternehmen ausgliedern Die Gesellschaft darf im In- und Ausland Zweigniederlassungen unter gleicher oder anderer Firma errichten

§ 4
Object of the Company

(1) The purpose of the Company is the design, manufacture, sale and distribution of automotive engine and transmission oil pumps and powdered metal components for use in the automotive and non-automotive markets.

(2) The Company may perform all and any actions and may perform any kind of business that appears to serve the purpose of the Company. To such extent the Company may establish, acquire and purchase participating interests in other domestic and foreign companies. The Company may combine businesses controlled by it, may confine itself to the management of its shareholdings and may sell shareholdings It may spin off businesses to affiliates. The Company is entitled to set up branch offices in Germany or abroad under the same or a similar name

§ 5
Stammkapital

(1) Das Stammkapital der Gesellschaft beträgt 25 000,00 Euro (in Worten fünfundzwanzig-tausend Euro) und ist eingeteilt in 25 000 Geschäftsanteile im Nennbetrag von jeweils EUR 1,00 mit den fortlaufenden Nummern 1 bis 25.000

§ 5
Share Capital

(1) The share capital of the Company amounts to Euro 25,000.00 (in words Euro twenty five thousand) and is divided into 25,000 shares with a nominal amount of EUR 1,00 each, numbered consecutively from 1 to 25,000

(2) Die Stammeinlage ist in voller Höhe erbracht.

(3) Die Gesellschafterversammlung kann durch Beschlussfassung mehrere voll eingezahlte Geschäftsanteile zusammenlegen oder teilen.

§ 11
Salvatorische Klausel

Sollten Bestimmungen dieser Satzung ganz oder teilweise unwirksam oder undurchführbar sein oder werden, so bleibt die Gültigkeit der übrigen Bestimmungen hiervon unberührt. Das gleiche gilt, falls sich herausstellt, dass die Satzung eine Regelungslücke enthält. Anstelle der unwirksamen Bestimmungen ist eine wirksame Bestimmung zu vereinbaren, die dem von den Gesellschaftern Gewollten am nächsten kommt, gleiches gilt im Fall einer Lücke

§ 12
Sprache

Die deutsche Fassung dieses Gesellschaftsvertrages hat Vorrang. Der englische Text ist nicht Teil der Urkunde und nur eine unverbindliche Übersetzung."

(2) The share capital is fully paid

(3) The shareholders' assembly may combine or divide shares which are paid in full by passing a shareholder resolution

§ 11
Severability

If a provision of this Articles of Association should be or become ineffective or impracticable, the remaining provisions shall stay effective. The same applies to eventual gaps of this Articles. All parties shall be bound to replace the ineffective or impracticable provision by a such an effective one, by which the economic purpose intended with the ineffective or impracticable provision can be reached as far as possible in a permitted way

§ 12
Language

The German version of these Articles of Association prevails. The English text is not part of this deed and only a non binding convenience translation."

Weitere Beschlüsse werden nicht gefasst. Die Gesellschafterin erklärt die Gesellschafterversammlung für geschlossen.

Die Kosten der Gesellschafterversammlung trägt die Gesellschaft.

No further resolutions are passed. The shareholder declares the shareholder meeting concluded

The costs for shareholders meeting are to be bone by the company.

B.
Kauf- und Abtretungsvertrages

1. Vorbemerkung

Der Verkäufer ist am € 25 000,-- betragenden Stammkapital der Blitz D11-eins-sechs-vier GmbH, eingetragen im Handelsregister des Amtsgerichts Düsseldorf unter HRB 66008 (nachfolgend „Gesellschaft"), mit 25 000 Ge-

B.
Purchase and Assignment Agreement

1. Preliminary Remarks:

The Seller holds 25.000 shares (share no. 1 to share no. 25.000), each share in the amount of € 1,--, in Blitz D11-eins-sechs-vier GmbH (hereinafter referred to as "Company"), registered in schäftsanteilen (Geschäftsanteil Nr 1 bis Nr 25.000) zu je € 1,– beteiligt.

the Commercial Register of the Lower Court of Düsseldorf under HRB 68008 with a share capital of € 25 000,–.

2. Kauf- und Abtretung der Geschäftsanteile

2.1 Der Verkäufer verkauft die Geschäftsanteile Nr 1 bis Nr. 25.000 zu je € 1,– an den Käufer In gleicher Weise tritt der Verkäufer die Geschäftsanteile Nr 1 bis Nr 25 000 an den Käufer ab. Der Käufer nimmt Verkauf und Abtretung an.

2.2 Mit verkauft und abgetreten ist das Gewinnbezugsrecht für alle nicht ausgeschütteten Gewinne

2. Purchase and Assignment of the Shares

2.1 The Seller hereby sells his share no. 1 to share no. 25,000, each share in the amount of € 1.–, to the Buyer. The Seller assigns his share no 1 to share no 25,000 to the Buyer. The Buyer agrees to this sale and assignment.

2.2 The Seller also sells and assigns the rights to participate in those profit shares not being distributed yet.

3. Kaufpreis

Der Kaufpreis für die Geschäftsanteile Nr 1 bis Nr. 25 000 beträgt € 27 000,– (in Worten: Euro siebenundzwanzigtausend) und ist am Tag des Abschlusses dieses Vertrages zur Zahlung an den Verkäufer fällig Der Kaufpreis ist auf [redacted]

3. Purchase Price

The purchase price for the share no 1 to share no. 25,000 is € 27,000 – (in words Euro twenty-seven thousand) and is immediately due and payable to the Seller. The purchase price is payable to [redacted]

4. Garantien

Der Verkäufer garantiert dem Käufer, dass

4 1 die Gesellschaft bisher noch nicht geschäftlich tätig war, bis auf die Gründungskosten und Bankspesen von ca € 1 000,– sowie gegebenenfalls den Kosten einer auf Veranlassung des Käufers beurkundeten Gesellschafterversammlung keine Verbindlichkeiten oder Verpflichtungen bestehen;

4 2 die Gesellschaft über ein Konto bei [redacted]– aufweist und zur freien Verfügung der Gesellschaft steht Die Gründungskosten sind vollständig bezahlt,

4 3 ihm die abgetretenen Geschäftsanteile Nr 1 bis Nr 25 000 uneingeschränkt zustehen, diese nicht mit Rechten Dritter belastet sind und er hierüber frei verfügen kann,

4. Guarantles

The Seller guarantees to Buyer that

4.1 the Company has not been engaged in business transactions so far, that there are no liabilities except incorporation and bank costs of app € 1,000.– and the eventual costs of a partner meeting caused by the Buyer,

4 2 the Company keeps a bank account [redacted]– at the free disposal of the company The incorporation costs have been fully paid,

4.3 the seller has unrestricted title to the share no. 1 to share no 25,000, that the share no. 1 to share no. 25,000 are unencumbered by any third party rights and that the seller is free to dispose without any restriction of the share no 1 to share no. 25,000;

4.4 das Stammkapital der Gesellschaft in voller Höhe eingezahlt ist, dass Rückzahlungen nicht erfolgt sind, und dass die hiermit verkauften Geschäftsanteile Nr 1 bis Nr. 25.000 das gesamte Stammkapital der Gesellschaft darstellen.

Darüber hinausgehende Garantien oder Gewährleistungen werden nicht übernommen

4.4 the nominal share capital has been fully paid in, no capital has been repaid and the share no 1 to share no. 25,000 sold hereby represent the entire share capital of the Company.

No guarantees or warranties going beyond this shall be assumed.

5. Bankverbindungen der Gesellschaft

Das unter Ziffer 4 2 genannte Konto der Gesellschaft bei der [redacted] muss nach Verkauf der Gesellschaft gelöscht werden. Aus diesem Grund hat die Gesellschaft bei einer anderen Bank ein weiteres Bankkonto eingerichtet Auf dieses weitere Bankkonto wird das gesamte Guthaben des Kontos bei der [redacted] transferiert. Der Transfer des Guthabens erfolgt noch auf Veranlassung des Verkäufers. Das Konto bei der [redacted] erlischt dann automatisch.

5. Bank details of the Company

The account with [redacted] mentioned under 4.2. has to be terminated after the company has been sold For this reason the company has opened an account with another bank. The share capital will be transferred from the account with [redacted] to the account with the other bank This transfer will be carried out at the instance of the Seller. The account with [redacted] will then automatically be terminated.

6. Sonstiges

6.1 Die Gesellschaft hat keinen Grundbesitz.

6.2 Der Verkäufer erteilt dem Käufer hiermit eine unwiderrufliche Vollmacht zur vollumfänglichen und unbeschränkten Ausübung aller Gesellschafterrechte bei der Gesellschaft, insbesondere dazu, das Stimmrecht in allen Gesellschafterversammlungen von der Unterzeichnung dieses Vertrages bis zu dem Zeitpunkt in dem der Käufer gemäß § 16 Absatz 1 Satz 1 GmbHG als Gesellschafter gilt, auszuüben Der Käufer ist zur Erteilung von Untervollmachten berechtigt

Der Umfang der Vollmacht ist im Außenverhältnis unbeschränkt, jedoch im Innenverhältnis beschränkt mit der Maßgabe dass dem Vollmachtgeber aus dem Gebrauch der Vollmacht keinerlei finanzielle Verpflichtungen entstehen dürfen

6.3 Die Kosten der Beurkundung dieses Vertrages trägt der Käufer.

6 4 Dieser Kaufvertrag unterliegt dem Recht der Bundesrepublik Deutschland.

6. Miscellaneous

6.1 The Company does not own real estate

6 2 The Seller hereby grants an irrevocable power of attorney to the Buyer to exercise all rights of a shareholder of the Company to their full extent and without restrictions and in particular to pass all shareholder's resolutions of the Company from the signing of this share purchase and assignment agreement until the Buyer is deemed to be shareholder pursuant to Section 16 (1) Sentence 1 of the German Limited Liability Companies Act *(Gesetz betreffend die Gesellschaften mit beschränkter Haftung)* The Buyer is authorized to grant sub-power of attorney

The power of attorney is unlimited in scope internally provided that no financial obligations arise for the principal from its use

6 3 The costs for notarization of this Agreement are to be borne by the Buyer.

6 4 This Agreement is subject to German law

6.5 Im Zweifel gilt der deutsche Wortlaut dieses Vertrages

6.6 Sind oder werden einzelne Bestimmungen dieses Vertrages unwirksam, so bleiben die übrigen Bestimmungen gleichwohl wirksam. Unwirksame Bestimmungen sind einvernehmlich durch solche zu ersetzen, die dem wirtschaftlichen Gewollten möglichst nahe kommen. Entsprechendes gilt zur Ausfüllung etwaiger Lücken im Vertrag

6.5 In case of doubt the German wording of this agreement shall prevail

6.6 If any individual terms of this agreement are or should become inoperative, the other terms shall remain operative nonetheless By mutual agreement, inoperative terms are to be replaced by such provisions which come as close as possible to a successful commercial outcome. *The same shall apply mutatis mutandis* with regard to the filling of any loopholes

Diese Niederschrift wurde den Erschienenen von dem Notar vorgelesen, von den Erschienenen genehmigt und von ihnen und dem Notar wie folgt unterschrieben

This deed was read aloud to the appeared by the notary, approved by the appeared and signed by them and the notary as follows:

Notar

Ausfertigung

Nr. 1648 der Urkundenrolle für 2011 K

Verhandelt in Dusseldorf am 20 Juli 2011

Vor mir, dem unterzeichnenden Notar

Dr Marcus Kampfer
mit Amtsitz in Düsseldorf

erschienen heute

1 Frau Naka Clara Spanachi, geboren am [redacted] 12 1986, *geschäftsansässig Benrather* Str 18-20, 40213 Düsseldorf, ausgewiesen durch Bundespersonalausweis,

2

nachfolgend nicht handelnd im eigenen Namen, sondern

aufgrund einer Vollmacht vom 18 Juli 2011, die dieser Urkunde im Original beigeheftet ist, als Bevollmächtigter für

Blitz Erste Gründungs GmbH mit dem Sitz in Munchen, Bavariaring 29, 80336 Munchen, eingetragen im Handelsregister des Amtsgerichts Munchen unter HRB 185 941

- nachfolgend „Verkäufer" genannt –

2 Herr Dr Christian Möller, geboren am [redacted] 04 1966, geschäftsansässig Benrather Str 18-20, 40213 Düsseldorf, von Person bekannt,

aufgrund Vollmacht vom 19 /20 Juli 2011, die dieser Urkunde als Kopie beigefugt ist und deren Original baldmöglichst nachgereicht wird, als Bevollmächtigter für

Stackpole International S.à r.l. mit dem Sitz in L-1273 Luxemburg, 19, rue de Bitbourg,

- nachfolgend „Käufer" genannt –

Der amtierende Notar und die Erschienenen sind hinreichend der deutschen / englischen Sprache mächtig Auf Wunsch der Urkundsbeteiligten erfolgte die Beurkundung in deutscher Sprache mit englischer Ubersetzung, wobei nur der deutsche Text verbindlich sein soll

Der Notar fragte nach einer Vorbefassung i S v § 3 Abs 1 Nr 7 BeurkG Dies wurde von den Erschienenen verneint

No. 1648 of the Roll of Deeds for 2011 K

Transacted at Dusseldorf on July 20, 2011

Before me, the undersigned notary

Dr Marcus Kämpfer
with official residence at Düsseldorf

appeared today

1 Mrs Naka Clara Spanachi, born on [redacted] 12 1986, *with her business residence at* Benrather Str 18 - 20, 40213 Dusseldorf who identified herself with her German government ID Card,

hereafter not acting in her own name, but

by virtue of a power of attorney dated Juy 18, 2011, the original of which is attached to this deed, as attorney-in-fact for

Blitz Erste Grundungs GmbH with its principal office in Munich, Bavariaring 29, 80336 Munchen, registered with the Commercial Register at the local court in Munich under HRB 185 941

- hereafter referred to as "Seller" –

2 Mr Dr Christian Möller, born on [redacted] 04 1966, with his business residence at Benrather Str 18 - 20, 40213 Dusseldorf, personally known to me,

by virtue of a power of attorney dated July 19 /20, 2011, a copy of which is attached to this deed and the original of which will be submitted as soon as possible, as attorney-in-fact for

Stackpole International S.à r.l. with seat in L-1273 Luxemburg, 19, rue de Bitbourg,

- hereafter referred to as "Buyer" –

The acting notary and the persons appearing have sufficient knowledge of the German / English language At the request of the participating parties, the recording was done in the German language with an English translation, only the German text shall be binding

The notary asked about any prior involvement within the meaning of Section 3 para 1 No 7 of the German Act Regarding Notarizations This

Die Erschienenen baten um Beurkundung des folgenden

A.
Gesellschafterversammlung

Blitz Erste Gründungs GmbH, ist die alleinige Gesellschafterin der Blitz D11-eins-sechs-vier GmbH mit dem Sitz in Dusseldorf (im folgenden auch als die „Gesellschaft" bezeichnet), eingetragen im Handelsregister des Amtsgerichts Düsseldorf unter HRB 66008

Das gesamte Stammkapital ist von der Gesellschafterin vertreten

Unter Verzicht auf sämtliche Formen und Fristen der Einberufung und Abhaltung nach Gesetz und Satzung der Gesellschaft hält die Gesellschafterin hiermit eine außerordentliche Gesellschafterversammlung der Gesellschaft ab und beschließt einstimmig

1 Der Geschäftsführerin, Frau Randi Mette Selnes wird hiermit Entlastung erteilt

2 Der Geschäftsfuhrerin, Frau Katja Gogalla wird hiermit Entlastung erteilt

3 Frau Selnes wird als Geschäftsführerin der Gesellschaft mit sofortiger Wirkung abberufen

4 Frau Gogalla wird als Geschäftsfuhrerin der Gesellschaft mit sofortiger Wirkung abberufen

5 Herr Dr Manfred Arnold, geboren am [redacted] November 1958, wohnhaft [redacted] wird zum Geschäftsfuhrer bestellt Er ist berechtigt, die Gesellschaft sets allein zu vertreten

6 Die Satzung der Gesellschaft wird abgeändert Die §§ 1, 2, 4, 5, 11 und 12 werden wie folgt neu gefasst

„§ 1
Firma der Gesellschaft

Die Firma der Gesellschaft lautet

was denied by the persons appearing

The person appearing requested the notarization of the following

A.
Shareholder Meeting

Blitz Erste Grundungs GmbH is the sole shareholder of Blitz D11-eins-sechs-vier GmbH having its registered seat at Dusseldorf (hereinafter referred to as the "Company") registered with the Local Court of Düsseldorf under HRB 66008

The total share capital of the Company is represented by the shareholder

Waiving all formal requirements and time limits for convening and summoning the meeting pursuant to statutory law and the Articles of Association the shareholder hereby holds an extraordinary shareholder meeting of the Company and unanimously resolves as follows

1 Exoneration is granted to the managing director Mrs Randi Mette Selnes

2 Exoneration is granted to the managing director Mrs Katja Gogalla

3 The appointment of Mrs Selnes as managing director of the Company is revoked with immediate effect

4 The appointment of Mrs Gogalla as managing director of the Company is revoked with immediate effect

5. Mr Dr Manfred Arnold, born on November [redacted] 1958, [redacted] is appointed as managing director He has the power to represent the Company always alone

6 The Articles of Association of the company shall be amended Sections 1, 2, 4, 5, 11 and 12 shall be newly worded as follows

"§ 1
Corporate Name

The corporate name of the Company is

certified copy

Stackpole International
Stackpole Powertrain International GmbH
Eisenbahnweg 50 52068 Aachen

Companies House

COMPANY NAME: STACKPOLE POWERTRAIN INTERNATIONAL GMBH

COMPANY NUMBER: FC030829

A second filed OSIN01 was registered on 25/01/2018.