

Articles of Incorporation

of

Adval Tech Holding AG

Section I: Name, registered office, duration and purpose

Art. 1 Name, registered office and duration

- 1 The Company shall trade under the name of Adval Tech Holding AG (Adval Tech Holding SA) (Adval Tech Holding Ltd) and it shall exist for an indefinite period as a joint stock corporation in accordance with the present Articles of Incorporation and Arts. 620 et seqq. of the Swiss Code of Obligations.
- 2 The Company's registered office is in Niederwangen bei Bern in the municipality of Köniz.

Art. 2 Purpose

- 1 The purpose of the Company is to acquire, manage and sell interests in any legal form whatsoever in companies of any kind in Switzerland and elsewhere, especially in companies in the metals and plastics processing industry including machine-building and tool-making.
- 2 The Company may also transact all business that is likely to promote the purpose of the Company directly or indirectly. It may acquire and sell real estate.

Section II: Share capital and shares

Art. 3 Share capital

- 1 The Company's share capital is CHF 7,300,000, divided into 365,000 registered shares each having a nominal value of CHF 20. The shares are fully paid-up.
- 2 By amendment of the Articles of Incorporation the General Meeting may at any time convert registered shares into bearer shares or bearer shares into registered shares.

Art. 3a The Company shall acquire from Franke Holding AG, incorporated in Aarburg, pursuant to a non-cash capital contribution agreement dated 11 March 2004 and an addendum to this non-cash capital contribution agreement dated 24 June 2004, a total of 1,250 registered shares each having a nominal value of CHF 1,000 (total share capital) in Neue Lanz Industrietechnik AG, incorporated in Wolfwil, and an existing loan of CHF 6,000,000 made by Franke Holding AG to Neue Lanz Industrietechnik AG. The purchase price for the 1,250 registered shares in Neue Lanz Industrietechnik AG shall be CHF 2,250,000 and the purchase price for the loan shall be CHF 6,000,000, making a total of CHF 8,250,000. In return, Franke Holding AG, incorporated in Aarburg, shall acquire 15,000 fully paid-up registered shares in the Company each having a nominal value of CHF 20.

Art. 4 **Share certificates**

Instead of shares, the Company may issue certificates representing any number of shares. These may be exchanged at any time for smaller denominations or individual share certificates. Shares and certificates shall bear the facsimile signatures of two members of the Board of Directors.

Art. 5 **Non-certificated shares**

- 1 In the case of registered shares, the Company may choose not to have certificates printed and delivered. Shareholders may, however, at any time request that certificates be printed and delivered free of charge.
- 2 Shares not represented by a certificate and all non-certificated rights arising therefrom may be transferred only by way of assignment. In order to be valid, the Company must be notified of the assignment.
- 3 If shares not represented by a certificate are managed by a bank on behalf of the shareholder, these shares and all non-certificated rights arising therefrom may be transferred only with the concurrence of that bank. They may also be pledged as collateral only in favour of that bank and on the basis of a written agreement. It shall not be necessary to notify the Company.

Art. 6 **Share register**

The Company shall maintain a share register for the registered shares in which details of the owners and usufructuaries shall be entered, such details being the persons' surname, forename, address and nationality (in the case of legal entities, the registered office). In relation to the Company, only those persons entered on the share register shall be recognized as shareholders or as usufructuaries. The Company shall recognize only one beneficiary per share.

Art. 7 Registration restrictions

- 1 Persons who acquire registered shares shall upon request be entered on the share register as shareholders entitled to vote provided they expressly declare that they have acquired these registered shares in their own name and for their own account. The foregoing shall be subject to the provisions of Art. 685d (3) of the Code of Obligations.
- 2 Subject to the provisions of paragraph 5 of this Article, no acquirer of shares shall be registered with an entitlement to vote for more than 5% of the registered share capital as entered in the Commercial Register. The foregoing shall be subject to the provisions of Art. 685d (3) of the Code of Obligations.
- 3 Legal persons and partnerships or other associations of persons or joint parties linked to each other by way of share capital or voting rights, by common management or in any other way as well as natural or legal persons or partnerships acting in concert with a view to circumventing the provisions regarding to the shareholding limit (especially as syndicates) shall be deemed to be one person for the purposes of paragraph 2 of this Article.
- 4 After hearing the views of the registered shareholder, the Board of Directors may cancel entries from the share register with effect retrospective to the date of the registration if the registration was based on false information. The shareholder concerned shall be informed immediately of the cancellation.
- 5 The Board of Directors shall regulate the details and give the necessary instructions for complying with the above rules. It may in special cases permit exemptions from the shareholding limit.

Section III: Company organization**Art. 8 Corporate bodies**

The Company's corporate bodies are:

- A: the General Meeting
- B: the Board of Directors
- C: the Auditors

A. General Meeting

Art. 9 Powers

The General Meeting of Shareholders is the supreme body of the Company. It has the following powers, which may not be delegated:

- 1) To adopt and amend the Articles of Incorporation;
- 2) To elect and dismiss the members of the Board of Directors, the Auditors and Group auditors;
- 3) To approve the annual report and consolidated financial statements;
- 4) To approve the annual financial statements and to vote upon the appropriation of the net income for the year and, in particular, to set the dividend;
- 5) To discharge the Board of Directors;
- 6) To pass resolutions concerning all matters which by law or by the Articles of Incorporation are reserved to the General Meeting.

Art. 10 Timing

- 1 The Ordinary General Meeting of Shareholders shall be held each year within six months of the end of the financial year.
- 2 Extraordinary General Meetings of Shareholders shall be convened as often as is necessary, in particular in the cases prescribed by law. Extraordinary General Meetings shall be convened by the Board of Directors if so demanded by shareholders representing at least ten percent of the share capital in a written request, specifying the items for the agenda and motions. Shareholders representing shares with a nominal value of one million francs may demand that an item be put on the agenda.

Art. 11 Convening of meetings

- 1 General Meetings of Shareholders shall be convened by the Board of Directors or if necessary by the Auditors.
- 2 Meetings shall be convened by way of publication of a notice in the Swiss Commercial Gazette [*das Schweizerische Handelsamtsblatt*], such notice to be published not less than 20 days in advance of the date of the meeting. The shareholders who are registered on the share register may also invited by mail. The notice of the meeting shall state the items on the agenda and the motions put forward by the Board of Directors and those shareholders who have asked that items be put on the agenda or have demanded that a General Meeting be held.
- 3 No resolutions may be passed on items for which no such notice was given, apart from on motions to convene an Extraordinary General Meeting or to have a special audit conducted.

- 4 No prior notice shall be required to submit motions in connection with items on the agenda or for discussions that require no resolution to be adopted.
- 5 No later than 20 days before the Ordinary General Meeting of Shareholders, the annual report, the audit report and the Group audit report shall be made available at the Company's registered office for inspection by shareholders. A reference to this effect shall be included in the notice of the General Meeting.

Art. 12 Presiding officer and Minutes

- 1 The presiding officer of the General Meeting shall be the Chairman of the Board of Directors or, in his absence, another member of the Board of Directors or any other presiding officer elected for the day by the General Meeting.
- 2 The presiding officer shall appoint a secretary to take the Minutes and tellers to count the votes, who need not be shareholders.
- 3 The Board of Directors shall ensure that Minutes are taken and that they are signed by the presiding officer and the Secretary to the Board of Directors.

Art. 13 Voting rights and resolutions

- 1 Each share shall entitle the shareholder to one vote.
- 2 Each shareholder may be represented in the General Meeting only by his legal representative or, by means of a written proxy, by another shareholder entitled to vote, the company proxy [*Organvertreter*], the independent proxy [*unabhängiger Stimmrechtsvertreter*] or a custodian proxy [*Depotvertreter*]. Married persons may be represented by their spouses, who need not themselves be shareholders.
- 3 The presiding officer shall decide on the recognition of proxies.
- 4 In the absence of any provisions to the contrary in law or in the Articles of Incorporation, the General Meeting shall pass resolutions and elect officers by majority of the valid votes cast.
- 5 Elections and votes shall be taken on a show of hands, unless the presiding officer or the majority of shareholders requires that they be held in secret. The presiding officer may at any time order an election or vote taken on a show of hands to be repeated in writing if, in his opinion, there are any doubts about the result of the voting. In this case, the preceding election or vote taken on a show of hands shall be deemed not to have taken place.

Art. 14 Special quorum

The approval of at least two-thirds of the votes represented is required for resolutions of the General Meeting for:

- a) any change in the Company's purpose;
- b) the creation of shares that confer greater voting rights than other issued shares;
- c) any restrictions on the transferability of registered shares and the removal of any such restrictions;
- d) an authorized or conditional capital increase;
- e) an increase in capital out of shareholders' equity, against a non-cash capital contribution or for the purpose of acquiring assets upon formation and the granting of special advantages;
- f) any limitation or suspension of subscription rights;
- g) any relocation of the registered office of the Company;
- h) the winding-up of the Company without liquidation.

B. Board of Directors**Art. 15 Election and term of office**

- 1 The Board of Directors shall consist of a minimum of three members. Only shareholders of the Company are eligible to stand for election to the Board of Directors (subject to the provisions of Art. 707 (3) of the Code of Obligations).
- 2 The term of office shall be three years. Members of the Board of Directors may stand for re-election. A year within the meaning of this Article shall be the period from one ordinary General Meeting of Shareholders to the next.

Art. 16 Constitution

The Board of Directors shall constitute itself. It shall appoint the Chairman, the Vice-Chairman and the Secretary. The Secretary does not need to be a member of the Board of Directors.

Art. 17 Obligations and powers

- 1 The Board of Directors is responsible for the supreme governance of the Company and overseeing the management of the business. It represents the Company and tends to all matters not delegated by law, the Articles of Incorporation or Regulations to any other corporate body of the Company.
- 2 The Board of Directors may delegate management of the Company or individual parts thereof to one or more persons, to members of the Board of Directors or to third parties, who need not be shareholders. In this event, it shall promulgate internal organization rules and arrange the corresponding contractual relationships.

- 3 The Board of Directors has the following non-delegable and inalienable duties:
- 1) ultimate governance of the Company and the issuing of the necessary directives;
 - 2) defining the organization of the Company;
 - 3) organizing the accounting system, financial controls and financial planning;
 - 4) appointing and removing from office the persons entrusted with the management and representation of the Company and controlling authority to sign on behalf of the Company;
 - 5) ultimate supervision of the persons entrusted with the management of the Company, especially with regard to compliance with laws and with the Articles of Incorporation, Regulations and directives;
 - 6) preparing the annual report and preparing for the General Meeting of Shareholders and executing resolutions adopted by it;
 - 7) notifying the court in the event that liabilities exceed assets.

Art. 18 Convening of meetings, Minutes

The Board of Directors shall meet whenever convened by the Chairman or when a member so requires. Minutes shall be taken of the meeting and shall be signed by the Chairman and by the Secretary.

Art. 19 Resolutions

- 1 The Board of Directors shall be competent to pass resolutions when the majority of its members are present. This requirement shall not apply in respect of resolutions of the Board of Directors providing for the confirmation of capital increases and corresponding amendments to the Articles of Incorporation.
- 2 The passing of resolutions by the Board of Directors shall require an absolute majority of the votes cast. The Chairman shall have the right to vote. In the event of a tied vote, the Chairman shall have the casting vote.
- 3 Resolutions may also be passed by telephone and, unless a member requests oral deliberation, by way of circulation by letter, telex, fax or telegram.

Art. 20 Remuneration

The members of the Board of Directors shall be paid appropriate fees for their activities, such fees to be set by the Board of Directors.

C. Auditors**Art. 21 Election and term of office**

The General Meeting of Shareholders shall elect specially qualified Auditors each year pursuant to Art. 727b of the Code of Obligations.

Art. 22 Duties

The duties, rights and obligations of the Auditors shall be governed by the statutory provisions.

Section IV: Annual financial statements**Art. 23 Financial year**

The period of the financial year shall be determined by the Board of Directors.

Art. 24 Annual Report

For each financial year the Board of Directors shall prepare an annual report which shall consist of the annual financial statements (consisting of a profit and loss account, balance sheet and notes to the financial statements), the directors' report and the consolidated financial statements.

Art. 25 Appropriation of net profit

- 1 The net profit shown in the annual balance sheet shall be appropriated in accordance with the provisions of Arts. 671 et seqq. of the Code of Obligations.
- 2 Subject to the mandatory statutory provisions, the appropriation of the balance of the net profit remaining and of any retained profits brought forward from previous financial years shall be freely determined by the General Meeting of Shareholders.

Section V: Final provisions

Art. 26 Winding-up of the Company

The General Meeting may at any time vote to wind up the Company according to the provisions of the law and the current Articles of Incorporation.

Art. 27 Liquidation

- 1 The liquidation of the Company shall proceed in accordance with the statutory provisions, especially those of Arts. 739 et seqq. of the Code of Obligations.
- 2 The powers of the General Meeting of Shareholders shall remain intact even during the liquidation, subject to the restriction of Art. 739 of the Code of Obligations. In particular, the liquidation accounts shall be subject to the approval of the General Meeting of Shareholders.
- 3 The Board of Directors shall manage the liquidation insofar as it has not been delegated to any third parties by resolution of the General Meeting of Shareholders.

Art. 28 Announcements

The vehicle through which the Company shall publish announcements shall be the Swiss Commercial Gazette. Notices to holders of registered shares may also be legally validly sent by mail to the address of which the Company was last notified.

Adopted at the meeting of the Board of Directors of 24 June 2004 in Niederwangen in the municipality of Köniz.

Berne, 24 June 2004

Chairman:

Notary and Minute-taker:

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Herbert Thönen
Chairman of the Board of Directors

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François von May