

**THE COMPANIES ACTS 1985 AND 1989**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTIONS**

**of**

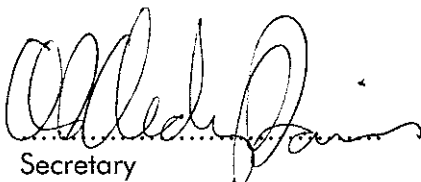
**ALSTOM AUTOMATION INTERNATIONAL LTD (the "Company")**

On *13 December* 2004 the following resolutions were duly passed as written resolutions of the Company in accordance with section 381A of the Companies Act 1985 by all members of the Company who, at that date, were entitled to attend and vote at general meetings of the Company:-

**ELECTIVE RESOLUTIONS**

1. **THAT** in accordance with sections 252 and 379A Companies Act 1985 (the "**Act**"), the Company elects to dispense with the laying of accounts and reports before the Company in general meeting in respect of the present financial year and each subsequent financial year while this resolution remains in force.
2. **THAT** in accordance with sections 366A and 379A of the Act, the Company elects to dispense with the holding of annual general meetings in respect of 2004 and each subsequent year while this resolution remains in force.
3. **THAT** in accordance with sections 379A and 386 of the Act, the Company elects to dispense with the obligation to appoint auditors annually and that the Company's auditors shall be deemed to be re-appointed for each succeeding financial year.

Signed

  
Secretary

