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**VOLEX WIRING SYSTEMS LTD**

**WRITTEN RESOLUTION OF THE DIRECTORS OF THE COMPANY**

**1. MINUTES**

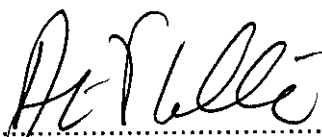
It was resolved that all unsigned Minutes of Directors' and Shareholders' Meetings be approved by the Board and signed by any Director as true and correct records.

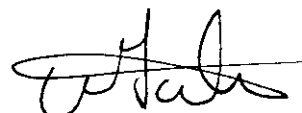
**2. DIRECTORS' REPORT & ACCOUNTS FOR THE YEAR ENDED 31 MARCH 2006**

The Directors' Report & Accounts for the year ended 31 March 2006, a copy of which is attached hereto, are hereby approved by the Board and it is hereby Resolved that they be duly signed, and that the Secretary be instructed to file the Report & Accounts with the Registrar of Companies.

It is noted that the Company has, by elective resolution, dispensed with the requirement to hold an Annual General Meeting and to lay Accounts before that Meeting.

Signed by a quorum of Directors of the Company entitled to receive notice of meetings.

  
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D.E.P. Walter

  
.....  
W Tate

Dated: 31<sup>st</sup> July 2006

