

Company No. 731261

THE COMPANIES ACT 1985 - 1989

COMPANY LIMITED BY SHARES

ORDINARY & SPECIAL RESOLUTIONS

of Enersys Ltd.

passed the 14th March 2003

By means of a written resolution dated the 14th March 2003 and signed by all the members of the above-named company entitled to attend and vote at general meetings the following Resolutions were passed:

ORDINARY RESOLUTION

**INCREASE IN
AUTHORISED
SHARE CAPITAL**

THAT the share capital of the company be increased from £18307783.00 to £100000000.00 by the creation of the following new shares:

81692217 Ordinary shares of £1.00 each ranking in all respects pari passu with the 18307783 existing Ordinary shares of £1.00 each in the capital of the company.

ORDINARY RESOLUTION

**RENEWAL OF
AUTHORITY TO
ALLOT SHARES**

THAT the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise any power of the company to allot and grant rights to subscribe for or to convert securities into shares of the company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire five years after the passing of this resolution unless (subject to the said section 80) previously renewed, revoked or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any rights under this authority in pursuance of an offer or agreement so to do made by the company before the expiry of this authority.

SPECIAL RESOLUTION

**DIS-APPLY
PRE-EMPTION
RIGHTS**

That pursuant to the provision contained in Article 2.2 of the Articles of Association of the Company, the proposed issue of shares hereinafter referred to shall be under the control of the Directors for a total period of 15 days from the date of passing of this resolution. The Directors may, during such period, allot, grant options over, or otherwise dispose of the same to such persons, on such terms and in such manner as they see fit. The said issue of shares shall not exceed all unissued shares in total. Upon expiry of 15 days from the date of the passing of this resolution the provisions of Article 2.2 of the Company's Articles shall again apply.

Signed:


Director

