

**WRITTEN RESOLUTION  
OF  
ENERSYS LIMITED  
(Company number: 00731261)  
Passed [21] July 2004**

We hereby certify that this  
is a true and exact copy  
of the original

Hammonds 3/8/2004

**Hammonds**  
2 Park Lane  
Leeds  
LS3 1ES


I, the undersigned, being the sole member for the time being of the above named Company entitled to attend and vote at general meetings thereof HEREBY PASS the following resolutions as special resolutions of the Company as specified below pursuant to section 381A Companies Act 1985 and confirm that such resolutions shall be as valid and effectual as if they had been passed at an extraordinary general meeting of the Company duly convened and held:

**SPECIAL RESOLUTIONS**

- 1 THAT the sole member of the Company hereby ratifies (so far as permitted by law) all acts and transactions of the Company which have been entered into by the Company in pursuance of the conduct of the business of the manufacture and distribution of industrial batteries which would otherwise fall outside of the scope of the Company's existing objects clause as set out in its memorandum of association, and ratifies the authority of the directors of the Company (both past and present) to cause the Company to carry out such acts and enter into such transactions and ratifies all acts and steps which they or any of them have taken out in ancillary businesses in connection therewith or in support thereof.
- 2 THAT each director of the Company (both past and present) shall be exonerated from any and all liability incurred as a result of the director's breach of fiduciary duty in permitting or causing the Company to enter into a transaction or carry out an act described in the proposed special resolution numbered 1 above and which fell outside the scope of the Company's objects at the time of the relevant act or transaction.
- 3 That the memorandum of association of the Company be altered by the deletion of the existing clause 3(a) and the substitution therefor of the following new clause 3(a):  
  
"3(a) To carry on business as a general commercial company."
- 4 THAT the memorandum of association of the Company be altered by the insertion of the following additional clause 3(b) (with the numbering of the existing clauses 3(b) to 3(s) being adjusted accordingly):  
  
"3(b) To carry on the business of the manufacture, marketing and distribution of industrial batteries (including, without limitation, reserve power batteries and motive power batteries) and as manufacturers, distributors, importers and exporters in products related to or ancillary to the manufacture and distribution of industrial batteries and all equipment ancillary thereto or used in connection therewith (including, without limitation, chargers, power equipment, battery accessories, plastic mouldings and other moulding materials); and to carry on the business of providing any after-market and customer-support services relating to industrial batteries and such other equipment; and to carry on any other trade or business (manufacturing or otherwise) which may, in the opinion of the board of Directors, be conveniently carried on in connection with or ancillary to all or any of



the businesses of the Company; and to carry on all or any of the Company's businesses in any part of the world, whether as principal, agent, manufacturer, distributor, retailer or otherwise."



Director, for and on behalf of  
ENERSYS HOLDINGS UK LTD  
(Company Number 04388106)

Dated: 7/24/04

