

Company No.: 2840892

The Companies Act 1985-1989

Company Limited by Shares

RESOLUTIONS

of

DSB SPECIAL BATTERIES LIMITED
("the Company")

(Passed [11 MARCH] 1998)

The following Resolutions were passed at an Extraordinary General Meeting of the above-named Company, duly convened and held at Ruben House, Crompton Way, Crawley, West Sussex RH10 2QR on [11 MARCH] 1998, Resolutions numbered 1 and 2 being passed as Special Resolutions and Resolution number 3 being passed as an Ordinary Resolution:-

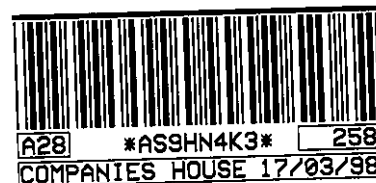
SPECIAL RESOLUTIONS

"THAT:-

1. (a) The authorised share capital of the Company be and is hereby increased from £55,000 to £358,000 by the creation of 295,000 Ordinary Shares of £1 each and 8,000 A Ordinary Shares of £1 each having the rights set out in the new Articles of Association to be adopted pursuant to paragraph (b) of this Resolution; and

(b) the regulations contained in the printed document produced to the Meeting and, for the purposes of identification initialled by the Chairman of the Meeting, be approved and adopted as the new Articles of Association of the Company in substitution for and, to the exclusion of, all previous Articles of Association.
2. The directors be and are empowered to allot up to 300,000 Ordinary Shares of £1 each up to 8,000 A Ordinary Shares of £1 each, being equity securities as

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defined in Section 94(2) of the Companies Act 1985 pursuant to the Section 80 authority contained in the new Articles of Association (to be adopted pursuant to Resolution 1(b) above) as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment pursuant to the said Section 80 authority."

ORDINARY RESOLUTION

"THAT:-

3. The terms of the Unapproved Share Option Scheme produced to the Meeting and, for the purposes of identification initialled by the Chairman of the Meeting, be approved and adopted by the Company forthwith."


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CHAIRMAN