

05 - 08 - 98

Registered Number of Company: 2840892

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

A PRIVATE COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS OF DSB SPECIAL BATTERIES LTD.

Passed 29 July 1998

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held in B329 Harwell, Oxfordshire OX11 0RA on 29 July 1998, the following ELECTIVE RESOLUTIONS were duly passed:

- THAT (a) The provisions of Section 80A of the Act shall apply, instead of the provisions of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80 and accordingly the directors are hereby authorised generally and unconditionally to allot any shares for the time being in the capital of the Company and to grant rights to subscribe for or convert securities into shares up to a maximum amount in any case as aforesaid equal to the nominal amount of the authorised but unissued share capital without limit in point of time to such persons upon such terms and in such manner as the directors may decide.
- (b) The Company hereby elects:
- (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meeting;
 - (ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
 - (iii) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually.
- (c) While the election made by resolution (b)(iii) above remains in force, the remuneration of the auditors be fixed by the Directors.


CHAIRMAN

DATED 29 July 1998

REGISTERED OFFICE:

Ruben House
Crompton Way
Crawley
West Sussex, RH10 2QR

