

23 - 06 - 98

2840892.

DSB SPECIAL BATTERIES LIMITED

ELECTIVE RESOLUTION

THAT in accordance with Section 379A of the Companies Act 1985 ("the Act"):

- 1 the provisions of Section 80A of the Act shall apply to the Company 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 Section 80 of the Act;
- 2 the Company hereby elects:
  - .2.1 pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company at general meeting;
  - .2.2 pursuant to Section 366A of the Act, to dispense with the holding of Annual General Meetings;
  - .2.3 pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually;
- .3 while the election made by Resolution .2.3 (above) remains in force, the remuneration of the Directors be fixed by the Directors.

*Keith Russell*

(*K. J. RUSSELL*),

duly authorised representative of AEA Technology plc)

*11 June 1998*

Date

