

23 - 06 - 98

Company No. 2840892

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

PURSUANT TO SECTION 381A COMPANIES ACT 1985

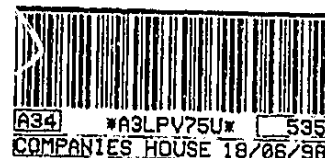
of

**DSB SPECIAL BATTERIES LIMITED**

We, the undersigned, being all the members of the above Company for the time being entitled to attend and vote at general meetings, **HEREBY RESOLVE** as follows:-

**SPECIAL RESOLUTIONS**

1. THAT each of the 8,000 "A" Ordinary Shares of £1 each comprised in the capital of the Company and currently in issue be immediately reclassified as 1 Ordinary Share of £1 in the capital of the Company such shares to rank pari passu as one class with the existing Ordinary Shares of £1 each in the capital of the Company and be subject to the rights and reservations set out in the new Articles of Association for the Company to be adopted pursuant to resolution number 2 (below).
2. THAT the regulations contained in the printed document placed before the Meeting and, for the purposes of identification initialled by the Members, be adopted as the New Articles of Association of the Company with immediate effect.



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## ELECTIVE RESOLUTION

3. THAT in accordance with Section 80A of the Companies Act 1985 ("the Act"):
- 3.1 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;
- 3.2 the Company hereby elects:
- 3.2.1 pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company at general meeting;
- 3.2.2 pursuant to Section 366A of the Act, to dispense with the holding of Annual General Meetings;
- 3.2.3 pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually;
- 3.3 while the election made by Resolution 3.2.3 (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