

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF
SEMICONDUCTOR COMPONENTS INDUSTRIES UK LIMITED

Passed the *1* day of *September* 2000

Pursuant to Section 381A of the Companies Act 1985 the following Resolutions are hereby passed as Ordinary Resolutions.

ELECTIVE RESOLUTIONS

THAT the Company elects in accordance with the Companies Act 1985 Section 379A.

1. In accordance with Section 252 of the Companies Act 1995 to dispense with the laying of accounts and reports before the company in general meeting for the current financial year and all subsequent financial years.
2. In accordance with Section 366A of the Companies Act 1985 to dispense with the requirement to hold an annual general meeting for the current year and all subsequent years, and
3. In accordance with Section 386 of the Companies Act 1985 to dispense with the obligation to appoint auditors annually.

Signed by Alistair Banham on behalf of SCG Holding (Netherlands) B.V. the sole member of the Company who at the date of the Resolutions would be entitled to attend and vote at a general meeting of the Company had the Resolutions been put to such meeting.

Signature:



Name: Alistair Banham

Duly authorised for and on behalf of
SCG Holding (Netherlands) B.V.

Date of signature: *1 September* 2000

