

Company No. 4338966

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of
the sole shareholder

of

IR NEWPORT LIMITED
(the "Company")



(Signed on *12 May* 2004 pursuant to s. 381A of
the Companies Act 1985 (as amended))

International Rectifier Company (Great Britain) Limited being the sole member of the Company entitled to receive notice of and to attend and vote at general meetings of the Company, hereby resolves that the following special resolutions shall have effect as written resolutions of the Company in accordance with Section 381A of the Companies Act 1985:

SPECIAL RESOLUTIONS

1. **THAT** the Articles of Association of the Company be and are hereby amended by the deletion of the wording of Article 3.1 and its subsequent replacement as follows:

"The Company shall have a first and paramount lien on every share (not being either a fully paid share or any share which has been charged by way of security pursuant to an equitable share charge entered into by International Rectifier Company (Great Britain) Limited pursuant to the terms of a credit agreement dated 7 November 2003 by and among International Rectifier Corporation, the Initial Lenders (named therein),

Wells Fargo Bank, N.A. and Union Bank of California as Syndication Agents, Comerica Bank and Fleet Bank as Documentation Agents and BNP Paribas as Sole Arranger, Administrative Agent and Initial Issuing Bank) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The directors may at any time declare any share, not being a charged share, to be wholly or in part exempt from the provisions of this Article 3.1. The Company's lien on a share shall extend to any amount payable in respect of it. Regulation 8 of Table A shall be amended accordingly."

2. **THAT** the Articles of Association of the Company be and are hereby further amended by the deletion of the wording of Article 4.1 and its subsequent replacement as follows:

"The directors may in their absolute discretion, and without assigning any reason therefore, decline to register the transfer of a share whether or not it is a fully paid share, save that where any request for registration of a transfer is made by any person to whom a share has been charged by way of security or as a nominee of such person and where such transfer is executed by any person or nominee to whom such share has been charged by way of security and a certificate by any duly representative of such person that the share was so charged shall be conclusive evidence of such facts. Regulation 24 of Table A shall be amended accordingly."


ROBERT J. MUELLER, DIRECTOR

For and on behalf of
**INTERNATIONAL RECTIFIER COMPANY
(GREAT BRITAIN) LIMITED**

DATED: 12 May 2004