

COMPANY No. 04948228

The Companies Act 1985

MEMBERS' WRITTEN RESOLUTION OF
ELECTRIUM LIMITED

("the Company")

In accordance with section 381A of the Companies Act 1985, WE, being the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, DECLARE that the following resolutions shall have effect as if passed by the Company in general meeting and accordingly WE RESOLVE:

ORDINARY RESOLUTIONS

To remove PricewaterhouseCoopers LLP, Birmingham, with immediate effect as auditors of the Company. *US*

To appoint KPMG ~~LLP~~ ^{Audit Plc} with immediate effect as auditors of the Company.

SPECIAL RESOLUTION

THAT the Company adopt new articles of association in the form attached hereto in substitution for and to the exclusion of the existing Articles of Association.

ELECTIVE RESOLUTIONS

THAT for the purpose of section 252 of the Companies Act 1985 (as amended) the Company elects to dispense with the laying of accounts and reports before the Company in general meeting.

THAT for the purpose of section 366A of the Companies Act 1985 (as amended) the Company elects to dispense with the holding of Annual General Meetings.

THAT for the purpose of section 386 of the Companies Act 1985 (as amended) the Company elects to dispense with the obligation to appoint auditors annually and authorises the directors to fix the remuneration of the auditors from time to time as the directors should think fit.

A copy of this resolution was sent to the Company's auditors, PricewaterhouseCoopers LLP AND KPMG ~~LLP~~ ^{Audit Plc} on 4 January 2006 pursuant to section 381B Companies Act 1985. *US*

[Signature]
under power of attorney granted to Siemens Holdings plc
As attorney on behalf of Lloyds TSB Development Capital Limited

Date: 4 January 2006

LB1132271/12 110955-0125

17.1.06 564



EDX
COMPANIES HOUSE
COMPANIES HOUSE

EU71900C

0234

11/11/06

11/01/2006



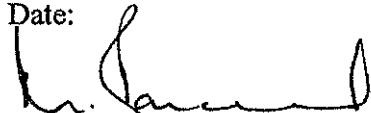
Under power of attorney granted to Siemens Holdings plc
As attorney on behalf of LDC Co - Investment Plan 2003

Date:



Under power of attorney granted to Siemens Holdings plc
As attorney on behalf of Christopher John Thomas

Date:



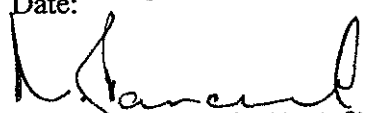
Under power of attorney granted to Siemens Holdings plc
As attorney on behalf of Niall Mackenzie Turnbull

Date:



Under power of attorney granted to Siemens Holdings plc
As attorney on behalf of Andrew Kitchen

Date:



Under power of attorney granted to Siemens Holdings plc
As attorney on behalf of Gary Martin

Date:



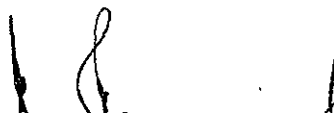
Under power of attorney granted to Siemens Holdings plc
As attorney on behalf of Gareth Hughes

Date:



Under power of attorney granted to Siemens Holdings plc
As attorney on behalf of James Gerard Currie

Date:



Under power of attorney granted to Siemens Holdings plc
As attorney on behalf of Sir Robin Adair Biggam

Date:



Under power of attorney granted to Siemens Holdings plc
As attorney on behalf of Nicholas Paul Brayshaw

Date:

We, the auditors of the Company, confirm that we received a copy of this resolution

on _____.

.....

THE COMPANIES ACTS 1985

PRIVATE COMPANY LIMITED BY SHARES

**NEW
ARTICLES OF ASSOCIATION
OF
Electrium Limited**

(Adopted by Special Resolution passed on 4 January 2006)

Interpretation

1. In these Articles, if not inconsistent with the subject or context:

'Act' means the Companies Act 1985 as amended or re-enacted from time to time

'Table A' means Table A in the Schedule to the Companies (Tables A-F) Regulations 1985.

Table A

2. The regulations contained in Table A apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.
3. Regulations 24, 40, 65 and 73 to 80 inclusive of Table A do not apply to the Company.

Share Capital

4. The provisions of section 89(1) of the Act do not apply to the Company.

Proceedings at general meetings

5. No business shall be transacted at any meeting unless a quorum is present. One person entitled to vote upon the business to be transacted being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum.
6. In the case of joint holders of a share the signature of any one of them is sufficient for the purposes of passing resolutions in writing under regulation 53 of Table A.
7. In the case of a corporation, a director or its secretary is deemed to be a duly authorised representative for the purposes of regulations 53 and 54 of Table A.
8. A proxy is entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.

Numbers of Directors

9. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any statutory maximum but shall not be less than one save that where there is one director only, such one director shall not also act as company secretary.

Alternate Directors

10. Any director (other than an alternate director) may by notice in writing appoint any other person willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.

Appointment, removal and disqualification of directors

11. A member or members holding a majority of the voting rights in the Company (within the meaning of section 736A(2) of the Act) shall have power at any time, and from time to time, to appoint any person to be a director, either as an additional director (provided that the appointment does not cause the number of directors to exceed any number determined in accordance with Article 9 as the maximum number of directors for the time being in force) or to fill a vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be made by notice in writing to the Company signed by the member or members making the same or, in the case of a member being a corporate body, signed by one of its directors or duly authorised officers or by its duly authorised attorney and shall take effect upon lodgement of such notice at the office.
12. The directors may at any time appoint any person who is willing to act to be a director, either as an additional director or to fill a vacancy.
13. A director is not required to hold any qualification shares in the Company.
14. The office of a director is vacated:
 - (i) if by notice in writing to the Company he resigns his office of director;
 - (ii) if he is for more than 6 months absent without permission of the directors from meetings of the directors held during that period, unless he has appointed an

alternate director who has not been similarly absent during that period;

- (iii) if he becomes bankrupt or enters into any arrangement or composition with his creditors generally;
- (iv) if he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director;
- (v) if he becomes in the opinion of the other directors of unsound mind;
- (vi) if he is removed from office under article 11.

15. A director shall not be required to vacate his office or be ineligible for re-election, and no person shall be ineligible for appointment as a director, by reason only of his attaining or having attained any particular age.

Directors' Interests

16. A director may vote on any matter in which he is interested and be included for the purpose of a quorum at the meeting at which it is considered provided such interest has been disclosed in accordance with Regulation 85. Regulation 94 of Table A shall be modified accordingly.

Proceedings of directors

17. All or any of the directors or members of any committee of the directors may participate in a meeting of the directors or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum; and accordingly a meeting of the directors may be held where each of those present or deemed to be present is in communication with the others only by telephone or other communication equipment as aforesaid. A meeting where those present or deemed to be present are in different locations shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

18. Where the number of directors is one the quorum for a board meeting shall be one and Regulation 89 shall be modified accordingly.

Notices, Resolutions, etc

19. Any requirement in these Articles or in Table A for any notice, resolution or other document to be signed by or on behalf of any person shall be deemed satisfied where a notice, resolution or other document is received with the signature of the relevant person reproduced thereon by means of facsimile copy if such signature is confirmed by receipt of the notice, resolution or document bearing the original signature in manuscript within 14 days of receipt of the reproduction.

20. Any corporation or company, being a member and entitled to vote, may by an instrument in writing in such form as the board may from time to time prescribe or accept and signed by either two directors or one director and the company

secretary or two authorised signatories authorise any person, though not a member of the Company, to act as its representative at meetings, and such representative shall be entitled to exercise the same powers on behalf of the corporation or company which he represents as that corporation or company could exercise if it were an individual shareholder of the Company.

Corporate Representation

21. In addition to the provisions of Section 375 of the Act, the Company may by an instrument in writing signed by either two directors or one director and the company secretary or two authorised signatories of the Company authorise any person to act as its representative at any such meetings as are referred to in Section 375 of the Act, and such representative shall be entitled to exercise the same powers on behalf of the Company as the company could exercise if it were an individual shareholder.