

COMPAQ COMPUTER MANUFACTURING LIMITED

(the *Company*)

WRITTEN DIRECTORS' RESOLUTIONS

In accordance with regulation 93 of Table A as defined and incorporated in the articles of association of the Company, WE, being all the directors of the Company entitled to receive notice of meetings of the directors of the Company, **RESOLVE** that the following resolutions shall be as valid and effectual as if they had been passed at a meeting of the directors duly convened and held **THAT**:

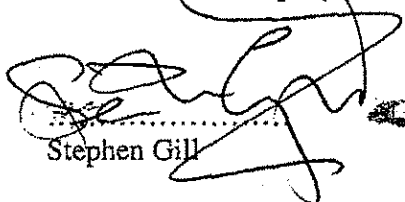
- (a) a sole member's special resolution (the *Special Resolution*) to replace the articles of association of the Company in the form attached; and
- (b) a sole member's elective resolutions (the *Elective Resolutions*) to approve:

- (i) dispensing with the laying of accounts and reports before the Company in general meeting;
- (ii) dispensing with the holding of Annual General Meetings; and
- (iii) dispensing with the obligation to reappoint auditors annually,

be approved for submission in the attached form to Hewlett-Packard UK Enterprises (1) Limited, the sole member of the Company, for execution;

- (c) the transfer of the one ordinary share currently held by the Company in Compaq Computer Limited to Compaq Computer Group Limited for £1 be and is hereby approved and any Director or the Company Secretary (or in the case of a document to be executed as a deed, any two Directors or a Director and the Company Secretary) be authorised to approve and execute on behalf of the Company any document and generally carry out all such acts and things as may be required and as he or they (as the case may be) in his or their absolute discretion consider necessary or desirable in connection with the acquisition; and

- (d) if and when the Special Resolution and Elective Resolutions are passed the Company Secretary be instructed to make the appropriate entries in the books of the Company and the appropriate filings with the Registrar of Companies.


Stephen Gill


Richard Dean

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Ian McNair

Date: 18/12/02

Date: 13/12/2002

Date:



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- (b) a sole member's elective resolutions (the *Elective Resolutions*) to approve:
 - (i) dispensing with the laying of accounts and reports before the Company in general meeting;
 - (ii) dispensing with the holding of Annual General Meetings; and
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- (d) if and when the Special Resolution and Elective Resolutions are passed the Company Secretary be instructed to make the appropriate entries in the books of the Company and the appropriate filings with the Registrar of Companies.

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Stephen Gill

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Richard Dean


.....
Ian McNair

Date:

Date:

Date: 11th Dec 2002

