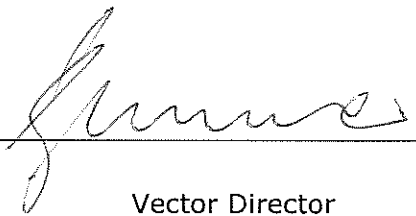


**Schedule 3**

**Director's certificate**

**FORM OF CERTIFICATION OF THRESHOLD COMPLIANCE STATEMENT**

We, Brian Plummer and John Coulter, being directors of Vector Limited certify that, having made all reasonable enquiry, to the best of our knowledge and belief, the attached threshold compliance statement of Vector Limited, and related information, prepared for the purposes of the Commerce Act (Electricity Distribution Thresholds) Notice 2004 complies with the requirements of that notice:

  
Vector Director

  
Vector Director

24 May 2006  
Date

24 May 2006  
Date