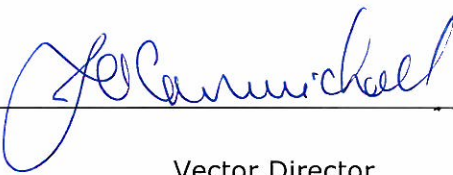
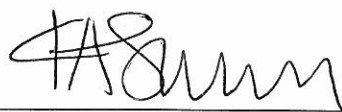


**FORM OF DIRECTOR'S CERTIFICATE ON THRESHOLD COMPLIANCE STATEMENT**

We, JAMES CARMICHAEL and Karen Sherry, 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

20<sup>th</sup> May 2009

Date

20<sup>th</sup> May 2009

Date