

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

We, KAREN STERRY and Bob Thomson,
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

14-5-7

Date

14-5-7

Date