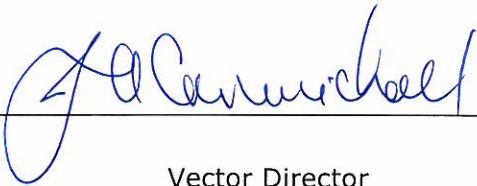


FORM OF DIRECTOR'S CERTIFICATE ON THRESHOLD COMPLIANCE STATEMENT

We, JAMES CARROLL 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

20th MAY 2009
Date

20th May 2009
Date