

Vickers P.L.C.

Registered Number: 3543

At the Annual General Meeting of the Members of the Company, duly convened and held on Wednesday, 29 April 1998 at The London Arena, Limeharbour, London E14, the under-mentioned Resolutions were passed:

As an Ordinary Resolution:-

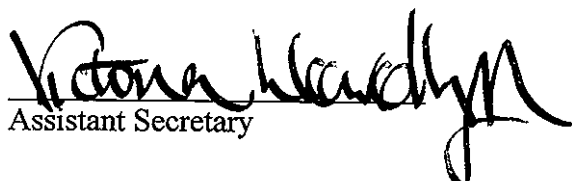
1. That the Directors be and are hereby generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £50,000,000, provided that such authority shall expire at the earlier of the conclusion of the next Annual General Meeting of the Company or 1 July 1999. The Company may make any offer or agreement before the expiry of this authority which would or might require the relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities pursuant to such offer or agreement.

As Special Resolutions:-

2. That the Directors be and are hereby empowered to make allotments of equity securities (as defined in Section 94 of the Companies Act 1985) for cash, pursuant to any general authority conferred upon them for the purposes of Section 80 of the Companies Act 1985, as if Section 89(1) of that Act did not apply provided that such power shall:
 - (a) be limited to the allotment of equity securities in connection with a rights issue in favour of holders of Ordinary Shares in the Company where the equity securities respectively attributable to the interests of the Ordinary shareholders are proportionate to the respective amounts then held by them, but subject to such exclusion or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of, or the requirements of, any regulatory or stock exchange authority in any jurisdiction;
 - (b) be limited to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to a maximum nominal amount of £8,450,000;
 - (c) expire at the earlier of the conclusion of the next Annual General Meeting of the Company or 1 July 1999 except to the extent that the same is renewed or extended prior to or at such meeting; and



- (d) permit the Company to make any offer or enter into any agreement before the expiry of such power which would or might require equity securities to be allotted after this power has expired and the Directors may allot equity securities pursuant to such offer or agreement.
3. That the Company be and is hereby generally and unconditionally authorised to make one or more market purchases (within the meaning of Section 163 of the Companies Act 1985) on the London Stock Exchange of Ordinary Shares in the Company provided that:
- (a) the maximum number of such Ordinary Shares hereby authorised to be purchased shall be 33,822,962;
 - (b) the minimum price which may be paid for each Ordinary Share is not less than the nominal value thereof exclusive of expenses;
 - (c) the maximum price which may be paid for each Ordinary Share shall not exceed 105% of the average middle market quotation for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the 10 business days preceding the day of purchase;
 - (d) the authority hereby conferred shall expire at the earlier or at the conclusion of the next Annual General Meeting of the Company or 1 October 1999 unless such authority is renewed prior to such time; and
 - (e) the Company may make a contract to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make purchases of Ordinary Shares in pursuance of any such contract.


Assistant Secretary