

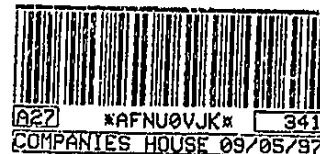
14-05-97

Company No. 3543

The Companies Act 1985

Company Limited By Shares

Vickers Public Limited Company



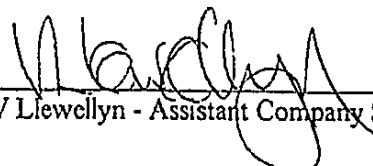
At the Annual General Meeting of the Company duly convened and held at The Glaziers Hall, 9 Montague Close, London Bridge, London, SE1 at 12.00 o'clock on Thursday, 24th April 1997 the following resolutions were passed:

#### Ordinary Resolution

- "7. To resolve 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 £53,000,000, provided that such authority shall expire at the earlier of the conclusion of the next Annual General Meeting of the Company or 1 July 1998. 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 a Special Resolution

- "8. To resolve 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 the 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 £8,400,000;
  - c expire at the earlier of the conclusion of the next Annual General Meeting of the Company or 1 July 1998 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 securities pursuant to such offer or agreement."

  
V Llewellyn - Assistant Company Secretary