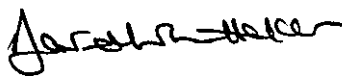


RACAL ELECTRONICS PLC

At the Annual General Meeting of the Members of the above named Company, duly convened and held at The Waldorf Meridien Hotel, Aldwych, London WC2 on 6 August 1997, the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

- (a) THAT the authority conferred on the directors by Article 6(A) of the Company's Articles of Association be granted for the period expiring on the fifth anniversary of the passing of this resolution and that for such period the Section 80 amount shall be £23,500,000 and that all previous authorities under Section 80 of the Companies Act 1985 shall henceforth cease to have effect; and
- (b) THAT the power conferred on the directors by Article 6(C) of the Company's Articles of Association be granted for the period ending on the date of the Annual General Meeting in 1998 or on 5 November 1998, whichever is the earlier, and that for such period the Section 89 amount shall be £3,560,000.



.....  
D Whittaker, Solicitor  
Director and Company Secretary

AGM9721

