

Company No: 497098

RACAL ELECTRONICS PLC

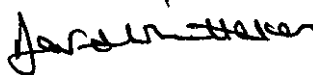
At the Annual General Meeting of the Members of the above named Company, duly convened and held at The Waldorf Meridien Hotel, Aldwych, London WC2 on 7 August 1996, the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT the directors be and they are hereby empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities (within the meaning of section 94 of the Companies Act 1985) for cash pursuant to the authority conferred by resolution No 7 passed at the Annual General Meeting held on 3 August 1994 as if sub-section (1) of section 89 of the Companies Act 1985 did not apply to any such allotment provided that this power shall be limited:

- (a) to the allotment of equity securities in connection with an offer by way of rights to ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them, subject to such exclusions or other arrangements as the directors may deem fit to deal with fractional entitlements or problems arising under the laws of any overseas territory or the requirements of any regulatory authority or any stock exchange; and
- (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £3,554,750 being 5% of the present issued share capital of the Company

and shall expire on the date of the Next Annual General Meeting of the Company after the passing of this resolution or on 6 November 1997, whichever shall be the earlier, save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.



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D Whittaker, Solicitor  
Director and Company Secretary

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