

No. 894638

COMPANY LIMITED BY SHARES

RESOLUTIONS
OF
GRASEBY PLC

PASSED ON 23RD MAY 1996

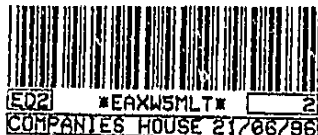
At the ANNUAL GENERAL MEETING of the above-named company duly convened and held at The Hyde Park Hotel, 66 Knightsbridge, London SW1Y 7LA on Thursday 23rd May 1996, the following Resolutions were duly passed in the manner required for the passing of ORDINARY and SPECIAL RESOLUTIONS, respectively:

ORDINARY RESOLUTIONS

- (i) That the authorised share capital of the company be and it is hereby increased from £18,030,000 to £20,750,000 by the creation of an additional 10,880,000 ordinary shares of 25p each in the capital of the company.
- (ii) That the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise all the powers of the company to allot relevant securities (within the meaning of section 80 of the said Act) up to an aggregate nominal amount of £4,610,714 for the period commencing on the date of the passing of this resolution and expiring at the end of the annual general meeting of the company next following the passing of this resolution, save that the company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot securities in pursuance of any such offer or agreement as if authority hereby had not expired.

SPECIAL RESOLUTIONS

- (i) That the Articles of Association of the company be and they are hereby amended by:
 - (a) deleting Article 89 and renumbering the subsequent Articles accordingly;



- (b) deleting the words "in two daily newspapers with a national circulation" from Article 38 (iv) and inserting in their place the words "one in a newspaper with a national circulation and the other in a newspaper circulating in the area of the address of the holder of, or person entitled by transmission to, the shares shown in the register,";
 - (c) inserting the words ", within not more than seven days," before the words "cancel the restriction notice" in Article 76(ii); and
 - (d) deleting the word "is" from the first sentence of Article 102(G) (as currently numbered) and inserting in its place the words ", taken together with any person connected with him, is to his knowledge,"
- (ii) That, subject to the passing of the previous resolution, 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 said Act) for cash pursuant to the authority conferred by the previous resolution of the company as if sub-section (1) of section 89 of the said Act did not apply to any such allotment, provided that this power shall be limited to:
- (a) the allotment of equity securities in connection with a rights issue in favour of all holders of relevant equity securities where the equity securities respectively attributable to the interests of all holders of relevant equity securities are proportionate (as nearly as may be) to the respective numbers of relevant equity securities held by them, provided that the directors may make such exclusions or other arrangements in respect of any legal or practical problems under the laws of, or the requirements of any recognised body or any stock exchange in, any territory and in respect of fractional entitlements as they consider necessary or convenient; and
 - (b) the allotment (otherwise than pursuant to item (a) above) of equity securities up to an aggregate nominal value of £806,982

and shall expire at the end of the annual general meeting of the company next following the passing of this resolution, or, if earlier, fifteen months after the date of this annual general meeting, save that the company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement as if this power had not expired.


S M Glick
Secretary

UNDERTAKINGS IN WHICH THE INTEREST OF GRASEBY PLC IS
DISCLOSEABLE UNDER SCHEDULE 5 OF THE COMPANIES ACT 1985 (AS AMENDED)
(GRASEBY GROUP SUBSIDIARY UNDERTAKINGS)

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Name of Company	Place of Class of Incorp Share Held	% Shares held by 894638 or its Nominees	% Shares held by subsidiaries or their Nominees
-Belling Lee Intec Limited	ENG ordinary	100.00	
-Botanic House (no. 8) Limited	ENG ordinary	100.00	
-Botanic House Trustees Limited	ENG Ord.	100.00	
-C.I. (Polymers) Limited	ENG Ord.	100.00	
-Cambridge Broadcasting Company Limited	ENG Ord.	100.00	
-Graseby Analytical Limited	ENG Ord.	100.00	
-Graseby Best Limited	ENG ordinary	100.00	
-Graseby Controls Limited	ENG ordinary	100.00	
-Graseby Dynamics Limited	ENG ordinary	100.00	
-Graseby Security Limited	ENG Ord.		100.00
-Graseby Flexitech Limited	SC ord pref ord Pref. ord. ord	100.00 100.00 100.00 100.00 100.00	
-Graseby Group Nominees Limited	ENG ordinary		100.00
-Graseby Infrared Limited	ENG Ord.	100.00	
-Graseby Interrest Limited	ENG Ord.	100.00	
-Goring Kerr Interrest Limited	ENG "A" Ord "B" Ord		100.00 100.00
-Graseby GK Interrest S.A.	F Ord		100.00

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Name of Company	Place of Class of Incorp Share Held	% Shares held by 894638 or its Nominees	% Shares held by subsidiaries, or their Nominees
-Graseby Investment Trustees Limited	ENG ordinary	100.00	
-Graseby Ionics Limited	ENG ord	100.00	
-Graseby Medical Limited	ENG ordinary	100.00	
-Graseby Microsystems Limited	ENG Ord	100.00	
-Graseby Overseas Holdings Limited	ENG Ord.	100.00	
-Andersen Samplers B.V.	NL Ord		100.00
-Antistat Products Inc	U.S.		100.00
-Graseby (Massachusetts) Inc	U.S.		100.00
-Graseby Andersen Inc	U.S. ord		64.70
-Graseby Specac Inc	U.S. Common		100.00
-Graseby Specac Limited	ENG ordinary		100.00
-Graseby Andersen Limited	ENG ordinary		100.00
-Graseby Medical B.V. (Netherlands)	NL Ord		94.75
-Graseby Medical NV/SA (Belgium)	B Ord		99.20
-Graseby (Jersey) Limited	J ordinary		100.00
-Graseby France S.A.	F Ord		100.00
-Graseby Medical France S.A.	F Ord		100.00
-Graseby Medical Limited (Eire)	IRL		100.00
-Graseby Medical Limited (Hong Kong)	H.K. ordinary		100.00

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Name of Company	Place of Incorp	Class of Share Held	% Shares held by 894638 or its Nominees	% Shares held by subsidiaries or their Nominees
-Graseby Medizintechnik GmbH	D	Ord		100.00
-Graseby Overseas Corporation	U.S.	Common Pref		100.00
-Graseby Electro-Optics Inc	U.S.	Common		100.00
-Graseby Volkman Corporation	U.S.	Common		100.00
-Graseby Controls Inc	U.S.	Common		100.00
-Graseby Pension Trustees Limited	ENG	ordinary	100.00	
-Graseby Technology Limited	ENG	Ord.	100.00	
-Pye of Cambridge Limited	ENG	ord	100.00	
-Tace plc	ENG	Ord	100.00	
-Goring Kerr plc	ENG	Ord		99.99
-Goring Kerr Detection Limited	ENG	ordinary Ord.		99.96
-Graseby Goring Kerr (NZ) Limited	NZ	Ord		99.96
-Graseby Goring Kerr Canada Inc	CAN	Common		100.00
-Graseby Goring Kerr GmbH	D	Ord		100.00
-Graseby Goring Kerr Inc	U.S.			100.00
-PH Sensor Inc	U.S.	Common		100.00
-Graseby Allen Limited	ENG	ordinary		100.00
-Allen Coding Corporation	U.S.	ordinary		100.00

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-Graseby GK Hascal Limited	ENG ordinary		100.00
-Graseby Product Monitoring Limited	ENG ordinary Red. Ord.		99.96 99.96
-Metromethods Limited	ENG ordinary		100.00
-Nova Radiotelephones Limited	ENG ordinary		100.00
-Universal Health Care Limited	ENG Ord	100.00	
-Rigel Research Limited	ENG ordinary		100.00