

1020602

MALVERN INSTRUMENTS LIMITED

SHAREHOLDER'S RESOLUTION IN WRITING

APPOINTMENT OF AUDITORS

It was noted that by letter dated 29 May 1996, KPMG had given notice of their resignation as auditors of the company. In accordance with section 394 of the Companies Act 1985 KPMG confirmed that there are no circumstances connected with their ceasing to hold office that they consider should be brought to the attention of the company's members or creditors.

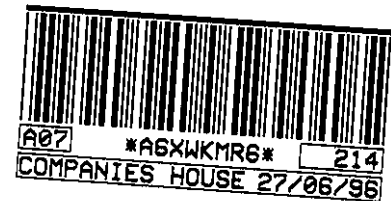
ORDINARY RESOLUTION

IT IS HEREBY RESOLVED THAT KPMG Audit Plc be appointed as auditors of the company, and that the directors of Burnfield PLC be authorised to determine their remuneration.

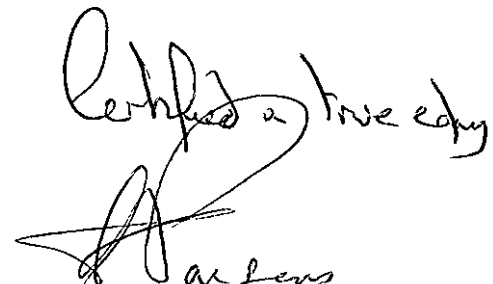


Director

For and on behalf of Burnfield PLC  
being the holder of all the issued shares  
in Malvern Instruments Limited.



Dated this 17th day of June 1996

  
Company Secretary  
25.6.96