

Number of }
Company } 1608562

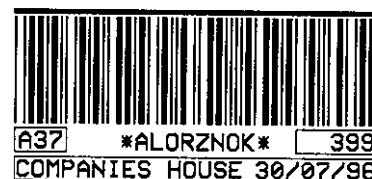
The Companies Act 1985

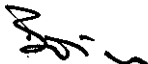

SPECIAL RESOLUTIONS
OF
ARCOM CONTROL SYSTEMS LIMITED
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Passed 15th July 1996
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At an Extraordinary General Meeting of the above-named Company, duly convened and held on 15th July 1996, the undermentioned resolutions were passed as SPECIAL RESOLUTIONS:-

1. THAT the terms of the arrangements contemplated by and the execution, delivery and performance (as applicable) by the Company of a guarantee agreement (the "Guarantee Agreement") to be entered into by the Company in favour of each of the purchasers (the "Purchasers") of the US\$75,000,000 aggregate principal amount of 7.81% guaranteed senior unsecured notes due July 2006 (the "Notes") to be issued by the Company's parent company, Fairey Group plc (the "Parent") under the terms of a note purchase agreement (the "Note Purchase Agreement") pursuant to which the Company will guarantee for the benefit of each of the Purchasers the due and punctual payment whether at maturity or earlier of the principal amount of the Notes and interest thereon and all other sums payable thereunder and the prompt performance and compliance by the Parent with its payment and other obligations under the Note Purchase Agreement be and are hereby approved.
2. THAT the execution, delivery and performance by the Company of, and the subsequent exercise of rights under the Guarantee Agreement are in the best interests of the Company.
3. THAT approval for the Company to enter into the Guarantee Agreement and to do all such acts and things and agree and execute on behalf of the Company all such documents as may be required to implement the transactions in relation to which the Guarantee Agreement is being entered into or in connection therewith, be and is given and that the Directors be and are hereby authorised to do all or any of the foregoing (jointly or individually, as may be required) on behalf of the Company.



SIGNATURE..........To be signed by the
Chairman, a Director
or the Secretary of
the Company.

Company Number 1608562

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

of

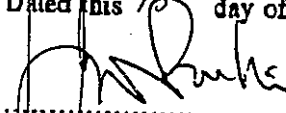
ARCOM CONTROL SYSTEMS LIMITED

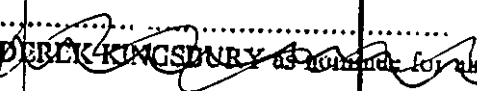
We, the undersigned, being all the members of the above named company (the "Company") who (at the date of these Resolutions) would be regarded for the purposes of Section 381A of the Companies Act 1985 (the "Act") as entitled to attend and vote at a General Meeting of the Company (the "Members") hereby pass to take effect as Special Resolutions:

SPECIAL RESOLUTIONS

1. THAT the terms of the arrangements contemplated by and the execution, delivery and performance (as applicable) by the Company of a guarantee agreement (the "Guarantee Agreement") to be entered into by the Company in favour of each of the purchasers (the "Purchasers") of the US\$75,000,000 aggregate principal amount of 7.81% guaranteed senior unsecured notes due July 2006 (the "Notes") to be issued by the Company's parent company, Fairey Group plc (the "Parent") under the terms of a note purchase agreement (the "Note Purchase Agreement") pursuant to which the Company will guarantee for the benefit of each of the Purchasers the due and punctual payment whether at maturity or earlier of the principal amount of the Notes and interest thereon and all other sums payable thereunder and the prompt performance and compliance by the Parent with its payment and other obligations under the Note Purchase Agreement BE AND ARE HEREBY APPROVED.
2. THAT the execution, delivery and performance by the Company of, and the subsequent exercise of rights under, the Guarantee Agreement are in the best interests of the Company.
3. THAT approval for the Company to enter into the Guarantee Agreement and to do all such acts and things and agree and execute on behalf of the Company all such documents as may be required to implement the transactions in relation to which the Guarantee Agreement is being entered into or in connection therewith, be and is given and that the Directors be and are hereby authorised to do all or any of the foregoing (jointly or individually, as may be required) on behalf of the Company.

Dated this 15th day of July 1996.


Duly authorised representative of
FAIREY GROUP PLC


~~Derek Kingsbury as authorised for and on behalf of Fairey Group plc~~