

NO 2998217



**OCKHAM HOLDINGS PLC**  
**THE COMPANIES ACT 1985**  
**PUBLIC COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTION**

Passed at an Extraordinary General Meeting of the Company  
held on 19 December 1995

THAT the Articles of Association of the Company be altered by:

- (a) the insertion at the end of Article 34.1 of:

“provided that the Board shall not refuse to register any transfer or renunciation of partly paid shares which are listed on the London Stock Exchange on the grounds that they are partly paid shares in circumstances where such refusal would prevent dealings in such shares from taking place on an open and proper basis”;

- (b) deleting “exceed an amount equal to three times the Adjusted Capital and Reserves” at the end of Article 115.2 and substituting therefor:

“exceed the sum of:

- (i) three times the Adjusted Capital and Reserves, or nil if the Adjusted Capital and Reserves shall be a negative amount; and
- (ii) an amount equal to any goodwill which arises on consolidation or which has arisen from the acquisition of any business or assets currently owned by any Group company, irrespective of whether such goodwill is shown as an asset or has been deducted from reserves or written off.
- (c) deleting “in which he is to his knowledge materially interested” in the first paragraph of Article 128.1 and substituting therefor:
- “in which he has an interest which (together with any interest of any person connected with him within the meaning of section 346 of the Act) is to his knowledge a material interest otherwise than by virtue of his interests in shares or debentures or other securities of or otherwise in or through the Company”;
- (d) deleting, in its entirety, of the existing sub-paragraph (d) of Article 128.1 and substituting therefor:

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"any proposal concerning any other body corporate in which he (together with persons connected with him within the meaning of section 346 of the Act) does not to his knowledge have an interest (as the term is used in part VI of the Act) in one percent or more of the issued equity share capital of an class of such body corporate or of the voting rights available to members of such body corporate"; and

- (e) deleting, in its entirety, of the existing sub-paragraph (e) of Article 128.1 and substituting therefor:

"any proposal relating to an arrangement for the benefit of the employees of the Company or any of its subsidiary undertakings which does not award him any privilege or benefit not generally awarded to the employees to whom such arrangement relates: and"

A handwritten signature in dark ink, appearing to read 'D. F. Coleridge', with a stylized, flowing script.

D. F. COLERIDGE  
CHAIRMAN