

No 2992217

THE COMPANIES ACTS 1908 TO 1917

and

THE COMPANIES ACTS 1945 TO 1989



COMPANY LIMITED BY SHARES

**OCKHAM HOLDINGS PLC**

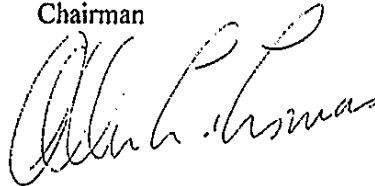
**Special Resolutions**

At the Annual General Meeting of the Company duly convened and held at Butchers Hall, 87 Bartholomew Close, London EC1A 7EB on Thursday 25th April 1996, the following Resolutions were passed as Special Resolutions:-

1. That the Company be and is hereby granted general and unconditional authority to make market purchases (as defined in section 163 of the Companies Act 1985) of any of its own ordinary shares on such terms and in such manner as the board of directors of the Company may from time to time determine provided that the general authority conferred by this resolution shall:
    - (a) be limited to 5,059,923 ordinary 20p shares;
    - (b) not permit the payment per share of more than 5 per cent. above the average of the middle market quotations of an ordinary 20p share of the Company on the London Stock Exchange as derived from the London Stock Exchange Daily Official List for the ten dealing days immediately prior to the date of purchase or less than 20p (in each case exclusive of advance corporation tax payable (if any) and expenses); and
    - (c) expire at the conclusion of the Annual General Meeting of the Company held in 1996 (except in relation to the purchase of shares the contract for which was concluded before the expiration of the said period and which might be executed wholly or partly after such date).
- and
2. 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 said Act) as if sub-section (1) of Section 89 did not apply to any such allotment, provided that this power shall be limited:
    - (a) to the allotment of equity securities in connection with a rights issue in favour of the ordinary shareholders where the equity securities attributable to the interests of all ordinary shareholders are proportionate (as nearly as can be) to the respective number of ordinary shares held by them, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with the problems under the laws of any territory or the requirements of any regulatory body or any stock exchange in any territory or in connection with fractional entitlements or otherwise howsoever;

- (b) to the allotment of equity securities pursuant to the terms of any share scheme for employees; and
- (c) to the allotment (otherwise than pursuant to subparagraphs (a) and (b) above) of equity securities up to an aggregate nominal value of £505,992 and shall expire on the earlier of the date of the next Annual General Meeting of the Company and fifteen months after the passing of this Resolution 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 such an offer or agreement as if the power conferred therein had not expired.

Allen L. Thomas  
Chairman

A handwritten signature in cursive script, appearing to read "Allen L. Thomas", written in dark ink.