

OCKHAM HOLDINGS PLC

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

PASSED AT THE ANNUAL GENERAL MEETING OF THE COMPANY
HELD ON 29TH JUNE 1999

SPECIAL RESOLUTION

THAT subject to the passing of Resolution 7 above 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(2) of the said Act) for cash pursuant to the authority conferred by Resolution 7 above as if section 89(1) of the said Act did not apply to any such allotment provided that this power shall be limited to:

- (i) the allotment of ordinary shares of 20p each in the Company pursuant to the terms of warrants issued on 1st December 1997.
- (ii) the allotment of equity securities in connection with a rights issue in favour of the holder of equity securities where the equity securities are proportionate (as nearly as practicable) to the respective number of equity securities held by such holders but subject to such exclusions or other arrangements as the directors may deem necessary or desirable in relation to fractional entitlements or legal or practical problems arising in, or pursuant to, the laws of any territory or the requirements of any regulatory body or stock exchange in any territory;
- (iii) the allotment of equity securities pursuant to the terms of any share scheme for employees; and



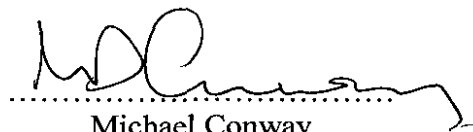
- (iv) otherwise than pursuant to (ii) above, up to an aggregate nominal amount of £1,264,320

and this power shall expire on the day preceding the fifth anniversary of the date of passing of resolution 7 above save that the Company may before such expiry make any 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 the power hereby conferred had not expired.

SPECIAL RESOLUTION

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 ordinary shares on such terms and in such manner as the directors of the Company may from time to time determine provided that the general authority conferred by this resolution shall:

- (i) be limited to 12,643,200 ordinary 20p shares.
- (ii) 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 as derived from the London Stock Exchange Daily Official List of the five business 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
- (iii) expire at the conclusion of the Annual General Meeting of the Company held in 2000 (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).


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Michael Conway
Secretary