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THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

RESOLUTIONS



- of -

VICKERS GROUP PLC
(Passed 11 May 1998)

WE HEREBY CERTIFY THIS TO BE
A TRUE COPY OF THE ORIGINAL

Lorell White Durrant
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65 HOLBORN VIADUCT
LONDON EC1A 2DY 22/05/98

At an Extraordinary General Meeting of the above-named Company duly convened and held on 11 May 1998 at Millbank Tower, Millbank, London SW1AP 4RA the following Resolutions were duly passed as in the case of Resolution 1 to 3 (inclusive) Ordinary Resolutions and in the case of Resolutions 4 to 7 (inclusive) Special Resolutions of the Company:

ORDINARY RESOLUTIONS

1. That the ordinary shares of £1 each of the Company be redenominated as ordinary shares of 25 pence each, so that the total authorised share capital of the Company be converted from £100,000 divided into 100,000 ordinary shares of £1 each to £100,000 divided into 400,000 ordinary shares of 25 pence each and that the two issued ordinary shares of £1 each be reclassified accordingly as 8 shares of 25 pence each.
2. That the authorised share capital of the Company be increased from £100,000 to £100,000,000 by the creation of an additional 399,600,000 ordinary shares of 25 pence each.
3. That the Directors be and they are hereby specifically authorised for the purpose of section 80 of the Companies Act 1985 conditionally upon the Scheme (as hereinafter defined) becoming effective to exercise all the powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) up to a maximum nominal amount of £60,000,000 pursuant to the Scheme of Arrangement proposed to be dated 12 May 1998 substantially in the form of the proof produced to the meeting and initialled by the Chairman for the purposes of identification only (the "Scheme") or in connection with the implementation thereof including (without prejudice to the generality of the foregoing) shares which are required to be allotted by the Company pursuant to Article 177 or 178 of the Articles of Association of Vickers P.L.C. as the same are proposed to be amended by special resolution substantially in the form of the proof produced to the meeting and initialled as aforesaid, such authority to expire at midnight on 11 May 1999.
4. THAT:
 - (a) subject to the approval of the Board of the Inland Revenue, the 1998 Vickers Group plc Approved Executive Share Option Scheme (the "Approved Scheme"), the rules of which have been produced to the Meeting and for the purpose of identification only initialled by the Chairman, be and it is hereby approved and adopted;

- (b) the Vickers Group plc 1998 Executive Share Option (No. 2) Scheme (the "No. 2 Scheme"), the draft rules of which have been produced to the Meeting and for the purpose of identification only initialled by the Chairman be and it is hereby approved and adopted;
- (c) subject to the approval of the Board of the Inland Revenue, the Vickers Group plc Savings-Related Share Option Scheme (the "SAYE Scheme") the draft rules of which have been produced to the Meeting and for the purpose of identification only initialled by the Chairman be and it is hereby approved and adopted;
- (d) the Vickers Group plc Performance Investment Plan (the "PIP") the draft trust deed and rules of which have been produced to the Meeting and for the purpose of identification only initialled by the Chairman be and they are hereby approved and adopted; and
- (e) the Directors of Vickers Group plc be and they are hereby authorised to do all acts and things necessary to allow Vickers Group plc to implement the Approved Scheme, the No. 2 Scheme, the SAYE Scheme and the PIP (the "Schemes") including the making of any changes to the rules of the Schemes as may be necessary to obtain the approval of the Board of the Inland Revenue and/or such other approvals as the Directors of Vickers Group plc may consider necessary or desirable to obtain and/or to comply with London Stock Exchange requirements and/or institutional requirements.

SPECIAL RESOLUTIONS

5. That the Memorandum of Association of the Company be amended by deleting the existing Clause 3(a) and Clause 3(r) and substituting them with the following new clauses:
 - 3 (a) (i) To carry on business as an investment holding company and (whether as principal or agent) to acquire, invest in and hold by way of investment shares, stocks, debentures, debenture stocks, bonds, bills, notes, obligations, certificates of deposit, mortgages, policies of assurance and securities of all kinds created, issued or guaranteed by any company, association or partnership, whether with limited or unlimited liability, constituted or carrying on business in any part of the world, or by any individual person, or by any government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, in any part of the world, units of and participations in any unit trust scheme, mutual fund or collective investment scheme in any part of the world, bank acceptances, reversionary interests, metals, coins, alloys, minerals, produce of agriculture and husbandry and other commodities and property real and personal, movable and immovable of any and every kind, including any currency, and any rights and interests in or to or over any of the foregoing;
 - (ii) To advance, issue, deposit or lend money, securities and property of any kind, and to draw, make, issue, accept, discount, buy, sell, hold and exchange, bills, notes, warrants, coupons and other negotiable or transferable instruments, documents and obligations;

(iii) To acquire any such shares, stocks, debentures, debenture stocks, bonds, bills, notes, obligations, certificates of deposit, mortgages, policies of insurance, securities, trusts, participations, acceptances, reversionary interests, metals, coins, alloys, minerals, produce, commodities, property, rights or interests by original subscription, tender, purchase, exchange or otherwise, and to subscribe for the same either conditionally or otherwise, to enter into underwriting and similar contracts with respect thereof, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof;

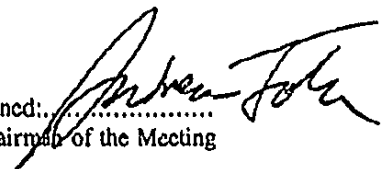
(iv) To sell, assign, realise, vary, surrender, exchange or dispose of any capital assets and investments for the time being of the Company if from time to time it shall be found necessary or advisable so to do, but so that nothing in this subclause (a)(iv) shall authorise the Company to deal by way of trade in its capital assets and investments and so that all appreciations or surpluses realised from the sale, assignment, realisation, payment off or other disposal of its capital assets or investments or from any variation or exchange thereof shall be regarded and treated as capital surpluses and shall not be regarded or treated as profits of the Company available for dividend, but may nevertheless be capitalised in accordance with the Company's Articles of Association;

3 (r) Subject as provided in subclause (a)(iv) of this clause to distribute among the Members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

6. That the regulations contained in the printed document attached to this resolution and signed, for the purpose of identification, be adopted as Articles of Association of the Company in substitution for the regulations contained or incorporated in the present Articles of Association of the Company.

7. That the Directors be and they are hereby authorised, subject to the Scheme becoming effective, to purchase up to 22,741,117 ordinary shares of the Company, being 10% of the total number of ordinary shares of the Company to be issued in respect of the Scheme of Arrangement, at a minimum price of not less than the 25p (or the nominal value of the shares of the Company, at the time of purchase, if lower) exclusive of expenses and a maximum of 105% of the average middle market quotation for such shares in the Company as derived from SEDOL for the 10 business days preceding the day of purchase, such authority to expire at the earlier of the conclusion of the next Annual General Meeting of the Company or 1 October 1999, unless renewed prior to such time.

8. That the Directors be empowered to allot pursuant to the authority in Resolution 3 set out in the Notice of the Meeting (if passed) shares in the Company representing fractional entitlements arising under the Scheme as if s 89(1) of the Companies Act 1985 did not apply.

Signed: 
Chairman of the Meeting