

Company Number 4020656

OXFORD DIFFRACTION LIMITED
(the "Company")

THURSDAY



SOLE MEMBER'S WRITTEN RESOLUTIONS

14 oct 2010 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary resolutions (the "Resolutions")

ORDINARY RESOLUTIONS

THAT, in substitution for all existing authorities, the directors be and are generally and unconditionally authorised for the purpose of s551 Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company, up to an aggregate nominal amount of £356,400 for a period expiring 5 years from the date of this resolution save that the Company may before expiry of this authority make an offer or agreement which would or might require shares to be allotted after such expiry and the directors may allot shares in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired

THAT upon the recommendation of the directors it is desirable to capitalise the sum of £356,400 (being the merger reserve in the books of the Company) and accordingly the directors be and are hereby authorised and directed to appropriate the said sum to the sole member of the Company immediately prior to the passing of this resolution and to apply the same on its behalf in paying up in full 3,564,000 unissued ordinary shares of £0.10 each to rank pari passu in all respects with the ordinary shares now in issue and to allot and distribute such shares credited as fully paid up to the sole member of the Company

Please read the Notes at the end of this document before signifying your agreement to the Resolutions below

BY ORDER OF THE BOARD

Director

CERTIFIED TO BE A TRUE
COPY OF THE ORIGINAL
BAKER & MCKENZIE LLP
SOLICITORS
100 NEW BRIDGE STREET
LONDON
EC4V 6JA 21/10/10

AGREEMENT

I THE UNDERSIGNED, being the sole member of the Company on _____ 2010, HEREBY
IRREVOCABLY AGREE to the Resolutions

duly authorised signatory

for and on behalf of

Agilent Technologies Europe B V

Dated __ October 2010

NOTES

- 1 To signify your agreement to the Resolutions you should sign and date this document where indicated above and return it to the Company by delivering the signed copy by hand to any Director of the Company or the Company Secretary, returning the signed copy by post to the Company Secretary or any Director, or by email to any Director of the Company or the Company Secretary
- 2 Once you have signified your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 6 A copy of this document was sent to the Company's auditors, Grant Thornton UK LLP, on the Circulation Date

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(the "Company")

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2010 (the "Circulation Date")

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BY ORDER OF THE BOARD

Director

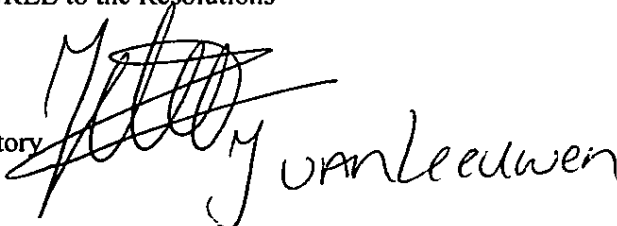
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M. J. van Leeuwen

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