

No. 4439718

**THE COMPANIES ACT 1985**

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**COMPANY LIMITED BY SHARES**

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**RESOLUTION**

**-of-**

**e2v HOLDINGS LIMITED**

At the Annual General Meeting of the Company held at 106 Waterhouse Lane, Chelmsford, Essex CM1 2QU on Friday 25 June 2004, the following Resolution was passed as a Special Resolution.

**RESOLUTION**

**Dis-application of section 89(1) of the Act**

THAT the directors shall be generally empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) to 94(3A) of the Act) for cash, pursuant to the authority conferred by Resolution 3 as if section 89(1) of the Act did not apply to such allotment, provided that this power shall expire five years after the date on which this resolution is passed or, if sooner, upon admission of the ordinary shares of the Company (i) to the Official list of the UK Listing Authority and (ii) to trading on London Stock Exchange's market for listed securities and (ii) to trading on London Stock Exchange's market for listed securities, but the Company may make an offer or agreement which would or might require equity securities to be allotted after this power expires and the directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.



Chairman

