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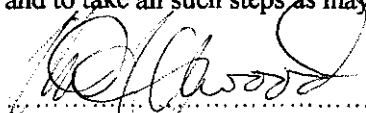
e2v HOLDINGS LIMITED


**Written resolution of the Company pursuant to
section 381A of the Companies Act 1985**

We, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company on this resolution, HEREBY PASS the following resolution as a written resolution of the Company:-

RESOLUTION

THAT, pursuant to and in accordance with the provisions of Section 165(2) of the Companies Act 1985, the terms of the contingent agreement into which it is proposed 3i Group PLC, 3i Parallel Ventures LP, 3i Europartners IIIA LP and 3i Europartners IIIB LP and Parallel Ventures Managers Limited (in its capacity as administrator of Parallel Ventures (No.2) Co-Investment Plan) (together, "the Institutional Shareholders") and the Company enter for the sale and purchase of all of the issued deferred shares of £0.01 each in the capital of the Company held by the Institutional Shareholders immediately following Admission in the form of the document attached to this resolution, be and it is hereby approved and any Director of the Company be and is hereby authorised to execute the said agreement for and on behalf of the Company and, subject to the conditions contained in such agreement, to fulfil all of the obligations of the Company thereunder and to take all such steps as may be necessary or appropriate in relation thereto.


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Keith Attwood


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Michael Hannant

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John Brewster

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Michael Hassall

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Ian Slaughter

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Debra Lumsden

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Mark Hobbs

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Neil Martin

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Peter Knowles

.....
Trevor Cross

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Michael Tierney

Dated 26 June 2004

23-06-04\GMRH\2466345.1

