

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

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 an ordinary resolution.

RESOLUTION

- 1 **Directors' authority to allot shares**
 - 1.1 **THAT** the Board of Directors be and it is hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 (as amended) ("the Act"), in substitution for all prior authorities conferred upon the board of Directors in respect of the allotment of relevant securities, but without prejudice to any allotments made pursuant to the terms of such authorities, to exercise all the powers of the Company to allot up to an aggregate nominal amount of £56,590.30 at any time prior to the admission of the Ordinary Shares of the Company, issued and to be issued to (i) the Official List and (ii) trading on the London Stock Exchange's market for listed securities ("Admission") to such persons and at such times and on such terms as they think proper.
 - 1.2 **THAT** this authority shall expire (unless previously revoked, varied or renewed) following the issuance of all the shares referred to above or, if earlier upon Admission or, if earlier on 30 July 2004.



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Chairman

