

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS

-of-

e2v technologies plc
(the "Company")

WEDNESDAY



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COMPANIES HOUSE

At the annual general meeting of the Company held at Investec Investment Banking, 2 Gresham Street, London, EC2V 7QP at 11 30 a m on Thursday 29th July 2010 the following resolutions were passed. The resolution numbered 7 was passed as an ordinary resolution and the resolutions numbered 8, 9 and 10 were passed as special resolutions

RESOLUTIONS

Ordinary Business

- 7 That the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company
- 7 1 to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("**Relevant Securities**"), up to a maximum aggregate nominal amount of £3,577,320, and further
- 7 2 to allot Relevant Securities comprising equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £3,577,320 in connection with an offer by way of a rights issue in favour of holders of ordinary shares of 5 pence each in the capital of the Company ("**Ordinary Shares**") in proportion (as nearly as may be practicable) to their existing holdings of Ordinary Shares but subject to such exclusions or other arrangements as the Directors deem necessary or expedient in relation to fractional entitlements or any legal, regulatory or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange,

for a period expiring (unless previously revoked, varied or renewed) on 29 October 2011 or, if sooner, the end of the next Annual General Meeting of the Company, but the Company may, before such expiry, make an offer or agreement which would or might require Relevant Securities to be allotted after this authority expires and the Directors may allot Relevant Securities in pursuance of such offer or agreement as if this authority had not expired

All previous unutilised authorities given to the Directors pursuant to section 80 Companies Act 1985 or section 551 of the Act shall cease to have effect at the conclusion of this Annual General Meeting, save to the extent that those authorities are exercisable pursuant to section 551(7) of the Act by reason of any

offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date

- 8 That subject to the passing of resolution 7 above, the Directors be generally empowered pursuant to section 570 and section 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred by resolution 7 as if section 561(1) of the Act did not apply to such allotment, provided that this power shall expire on 29 October 2011 or, if sooner, the end of the next Annual General Meeting of the Company. This power shall be limited to the allotment of equity securities
- 8 1 in connection with an offer of equity securities (including, without limitation, under a rights issue, open offer or similar arrangement save that in the case of an allotment pursuant to the authority conferred by paragraph 7 2 of Resolution 7, such offer shall be by way of rights issue only) in favour of holders of Ordinary Shares in the capital of the Company in proportion (as nearly as may be practicable) to their existing holdings of Ordinary Shares but subject to such exclusions or other arrangements as the Directors deem necessary or expedient in relation to fractional entitlements or any legal, regulatory or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange, and
- 8 2 otherwise than pursuant to paragraph 8 1 up to an aggregate nominal amount of £537,135,
- but the Company may, before such expiry, 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
- All previous unutilised powers given to the Directors pursuant to section 95 Companies Act 1985 or section 570 of the Act shall cease to have effect at the conclusion of this Annual General Meeting
- 9 That the Company be generally authorised pursuant to section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of its Ordinary Shares on such terms and in such manner as the Directors shall determine, provided that
- 9 1 the maximum number of Ordinary Shares hereby authorised to be purchased is 21,485,406,
- 9 2 the maximum price which may be paid for each Ordinary Share shall be the higher of (i) 105 per cent of the average of the middle market quotations for an Ordinary Share (as derived from The Stock Exchange Daily Official List) for the five business days immediately before the day on which the purchase is made and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out or otherwise as stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation (2273/2003/EC) (in each case exclusive of expenses),
- 9 3 the minimum price which may be paid for each Ordinary Share shall be 5 pence, and
- 9 4 this authority (unless previously revoked, varied or renewed) shall expire on 29 October 2011 or, if sooner, the end of the next Annual General Meeting of the Company except in relation to the purchase of Ordinary Shares the contract for which was concluded before such date and which will or may be executed wholly or partly after such date

Special Business

- 10 That general meetings (other than any Annual General Meeting) of the Company may be called on not less than 14 clear days' notice

Secretary