

COMPANY No. 00227013

**VICKERS-ARMSTRONGS LIMITED**

**(the Company)**

**MEMBERS' WRITTEN RESOLUTION**

In accordance with section 381A of the Companies Act 1985, **WE**, 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, **DECLARE** that the following special resolutions shall have effect as if passed by the Company in general meeting and accordingly **WE RESOLVE THAT:**

- 1) 17,500,000 new B ordinary shares be created and;
- 2) that the Articles of Association of the Company be altered in order to redesignate the ordinary shares as A ordinary shares and set out, inter alia, the rights to income and capital of the A ordinary shares and the B ordinary shares and the special voting rights attaching to the B ordinary shares in the capital of the Company, by the deletion of Article 4 and the substitution therefore of the following new Article 4:

**"PRESENT SHARE CAPITAL AND ITS DIVISION**

4. *The present share capital of the Company is £52,500,000 divided into 35,000,000 A ordinary shares of £1 each (the **A Ordinary Shares**) and 17,500,000 B ordinary shares of £1 each (the **B Ordinary Shares**). Such A Ordinary Shares and B Ordinary Shares (together the **Ordinary Shares**) shall entitle the holders to the respective rights and privileges and subject them to the respective restrictions and provisions, contained in these Articles.*

- (A) *The Ordinary Shares shall, in addition, entitle the holders to the following rights:*

**Income**

- (i) *If a dividend is declared in accordance with these Articles, in general meeting or by the directors as an interim dividend, for so long as there is at least one A Ordinary Share and one B Ordinary Share in issue, any such declaration shall be made so that the holder(s) of the B Ordinary Share(s), as a class, shall be entitled to receive the same aggregate amount as the holder(s) of the A Ordinary Share(s), as a class;*



## **Capital**

- (ii) *If the Company is wound up (whether the liquidation is voluntary, under supervision or by the Court) and the liquidator divides among the members, in specie or kind, the whole or any part of the assets of the Company, then for so long as there is at least one A Ordinary Share and one B Ordinary Share in issue any such division shall be carried out as the liquidator may determine in accordance with Article 138 provided that that the holder(s) of the B Ordinary Share(s), as a class, shall be entitled to receive the same aggregate amount as the the holder(s) of the A Ordinary Share(s), as a class.*

*The B Ordinary Shares shall, in addition, entitle the holder(s) to the following right:*

## **Voting**

*On a poll, each holder of a B Ordinary Share who is present in person or by proxy shall have two votes for every B Ordinary Share of which he is the holder."*

and the Articles of Association of the Company be further altered by:

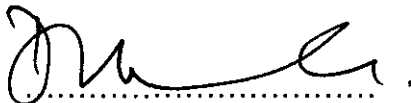
- 3) the deletion of the words "in the purchase of or" in the first sentence of Article 6, the words "purchase of or" in the second sentence, the deletion of the words "of purchase of Company's shares and" in the title to Article 6 and by the insertion of the following new Article 6A:

### **"PURCHASE OF OWN SHARES**

6A. *Subject to the provisions of the Statutes, the Company may purchase its own shares (including any redeemable shares) and, if it is a private company, make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares."*

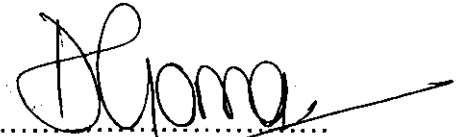
- 4) In substitution for any existing authority, the directors be and are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to allot relevant securities (within the meaning of section 80) up to an aggregate nominal amount of £20,000,000.
- 5) Subject to the passing of resolution 4 above, the directors be and are hereby generally empowered pursuant to section 95 of the Companies Act 1985 (the **Act**) in substitution for any existing authority, to allot equity securities (within the meaning of section 94(2) of the Act) for cash, pursuant to the authority conferred by the resolution numbered 4 above (the **authority**), as if section 89(1) of the Act did not apply to the allotment.

This power shall cease to have effect when the authority is revoked or (if not revoked) expires but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired.



For and on behalf of  
Vickers Engineering Plc

Date: 27 March 2002



For and on behalf of  
Vickers Securities Limited

Date: 27 March 2002

**Note**

A copy of this resolution was sent to the Company's auditors KPMG Audit plc on 26th March 2002 pursuant to section 381B Companies Act 1985.