

Number of Company: 727817

SIEMENS PLC

Written Resolution of the Shareholders

Special Resolution

The Companies Acts 1985 and 1989

The following Resolution was passed on the 20th July 2004 in accordance with the Articles of Association as a Special Resolution.

IT WAS RESOLVED that the Company's Articles of Association be altered by:

a) substituting for the existing article 76 the following article:

"76. Any corporation or company, being a member and entitled to vote, may by an instrument in writing in such form as the board may from time to time prescribe or accept and signed by either two directors or one director and the company secretary or two authorised signatories authorise any person, though not a member of the Company, to act as its representative at meetings, and such representative shall be entitled to exercise the same powers on behalf of the corporation or company which he represents as that corporation or company could exercise if it were an individual shareholder of the Company."

b) the addition of the following article and heading:

"Corporate Representation

147. In addition to the provisions of Section 375 of the Act, the Company may by an instrument in writing signed by either two directors or one director and the company secretary or two authorised signatories of the Company authorise any person to act as its representative at any such meetings as are referred to in Section 375 of the Act, and such representative shall be entitled to exercise the same powers on behalf of the Company as the company could exercise if it were an individual shareholder."



Gerard Gent
Company Secretary

Date:23rd July 2004.....



NOTE: To be filed within 15 days after the passing of the Resolution(s)

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