

**Oxford Instruments plc**  
Old Station Way, Eynsham  
Witney, Oxon, OX29 4TL, UK  
Tel: +44 (0)1865 881437  
Fax: +44 (0)1865 881944  
Email: info.oip@oxinst.co.uk  
www.oxford-instruments.com



### **Notification of Special Resolutions**

**Company Number:** 775598  
**Company Name:** Oxford Instruments plc

At the Annual General Meeting of the members of the above named Company duly convened and held at: Old Station Way, Eynsham, Witney, Oxon on the 30<sup>th</sup> day of July 2002 the following Special Resolutions were passed:

"THAT the authority conferred by Article 10.2 of the Articles of Association be renewed until the earlier of the expiry of the next following Annual General Meeting of the Company and the date which is fifteen months from the date of the passing of this Resolution and that the Section 89 amount be £119,752".

"THAT pursuant to Article 4 of the Articles of Association of the Company and subject to the provisions of the Companies Act 1985 ("the Act") the Company be generally and unconditionally authorised to purchase by market purchase (as defined by Section 163 of the Act) up to 4,790,109 ordinary shares of 5p each in its own capital subject to the following:

- i) The purchase price of any shares so purchased shall not exceed the sum (exclusive of all expenses) equal to 105% of the average of the middle market quotations for ordinary shares for the five business day immediately preceding the day of purchase (as derived from the London Stock Exchange Daily Official List) and shall not be less than the nominal value of the shares;
- ii) The authority shall expire on the earlier of the close of the following Annual General Meeting or the expiry of fifteen months from the date of the passing of the Resolution;
- iii) The Company may make a contract for purchase which would, or might, be executed wholly or partly after the expiry of the authority;

- iv) Any shares purchased pursuant to the authority may be selected by the Directors in any manner as they from time to time deem appropriate."

"THAT the Articles of Association of the Company be and they are hereby amended by the addition to the end of Article 93.2 of the following two sentences: "For the purposes of these Articles, any Director who is able to participate in any meeting of the Board by way of telephonic communication or electronic communication shall be deemed to be present in person at such meeting and shall be entitled to vote and count in the quorum accordingly. Such meeting of the Board shall be deemed to take place where the largest number of those participating is assembled, or, failing that where the Chairman of the Board meeting then is."

Director

  
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Date

8 - August - 2002