

Oxford Instruments plc
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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 31st day of July 2001 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 £119,585".

"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 4,783,420 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 amended as follows:

- (i) By inserting in Article 2, after the definition of the expression "the United Kingdom", the following definition:
"Electronic communication: bears the meaning ascribed thereto by section 15 Electronic Communications Act 2000, including without limitation email, facsimile, CD-ROM and audio tape and (in the case of electronic communication by the Company) publication on a website."
- (ii) By deleting the definition of the expression "in writing" in Article 2 and inserting a new definition as follows:
"In writing: Written or produced by any substitute for writing including text contained with an electronic communication (or partly one and partly another) in any legible and non-transitory form."
- (iii) By inserting the following words between the words "adjourned meeting" and "not less than" in Article 70:
"or, in the case of an appointment contained in an electronic communication, at the address specified in such notice or note by the Company for the purpose of receiving such electronic communications."
- (iv) By inserting the following words after the word "personally" in the first sentence of Article 145:
"by electronic communication to an address for the time being notified to the Company by the Member for the purpose of receiving electronic communications."
- (v) By deleting the second sentence of Article 145 and replacing it with the following sentences:
"Where a notice or other document is served in an electronic communication, service shall be deemed to be effected at the expiration of 48 hours after the time it was sent. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the institute of Chartered Secretaries and Administrators from time to time shall be conclusive evidence that the notice was given. An electronic communication shall not be treated as received by the Company if it is rejected by computer virus protection arrangements. In the case of a notice served by first class post, service shall be deemed to be effected twenty-four hours (or, where second-class mail is employed, forty-eight hours) after the time when the letter containing the same is posted (save that, if the foregoing provisions of this sentence would otherwise result in a notice or other document being deemed to have been served on a Sunday or a Bank Holiday (as defined in the Act), such service shall be deemed to be effected at 9.00am on the next following day which is not a Sunday or a Bank Holiday) and in proving such service

it shall be sufficient to prove that such letter was properly addressed, stamped and posted."

- (vi) By deleting the existing paragraph 49.3 of Article 49 and replacing it with the following text:
"The notice of any General Meeting shall specify the general nature of the business to be transacted at such General Meeting."
- (vii) By deleting the existing Article 50 and replacing it with the following text:
"50. Business at General Meetings: No business may be transacted at any General Meeting save business the nature of which has been stated in the notice convening the meeting or, in the case of an Annual General Meeting only, business which the Chairman in his discretion admits as being ordinary business of the meeting."
- (viii) By inserting at the end of Article 79 the following text:
"and in the performance of his duties as a Director."
- (ix) By deleting the word "Auditor," from Article 150.

Secretary



Date

8/8/01