

WRITTEN RESOLUTION APPROVING ELECTIVE RESOLUTIONS

The Companies Act 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF

OXFORD INSTRUMENTS PENSION TRUSTEE LIMITED

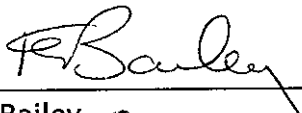

3180561

Pursuant to Section 381A of the Companies Act 1985 ('the Act')
Passed on 10 June 1998

We the undersigned members of the above named Company being all the members who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows such resolutions to take effect as elective resolutions pursuant to Section 379A of the Act.

ELECTIVE RESOLUTIONS

1. THAT the provisions of Section 80A of the Act shall apply, in place of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80.
2. THAT the Company hereby elects:
 - (a) to dispense with the laying of accounts and reports before the Company in general meeting, in accordance with Section 252;
 - (b) to dispense with the holding of annual general meetings in accordance with Section 366(a); and
3. THAT the Company hereby elects pursuant to Sections 369(4) and 378(3) of the Act that the provisions of those sections shall have effect in relation to the Company as if for the reference to 95% in those provisions there were substituted references to 90%.


K-E Bailey

M Lamaison

10.6.98.
Date

