

46
Company No: NI 22466

THE COMPANIES (NORTHERN IRELAND) ORDERS 1986-1992

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

ANDOR TECHNOLOGY LIMITED

Passed 3 October 1997

At an extraordinary general meeting of the above named Company, duly convened and held on 3 October 1997 the following resolutions were duly passed as special resolutions.

RESOLUTIONS

1. That the authorised share capital of the Company be hereby increased from £250,000 to £290,000 by the creation of 40,000 preference shares of £1 each, such shares having the respective rights set out in the Articles of Association of the Company as proposed to be adopted by the resolution set out below;
2. That the regulations contained in the printed document produced to the meeting and for the purpose of identification signed by the Chairman thereof be and the same are approved and adopted as the memorandum and articles of association of the Company in substitution for and to the exclusion of all the existing memorandum and articles of association of the Company.
3. That, subject to the passing of Resolutions 1 and 2 above, the Directors of the Company are generally and unconditionally authorised pursuant to article 2.3 of the Articles of Association adopted pursuant to resolution 2 above to allot relevant securities up to an aggregate of 12,900 of the unissued Ordinary Shares and the whole of the unissued Preference Shares and article 2.2 of such Articles of Association shall not apply in respect thereof.

John F. Fulton
Chairman
3 October 1997

DEPARTMENT OF ECONOMIC DEVELOPMENT Companies Registration RECEIVED -7 OCT 1997 RECEIPT No.

