



THE COMPANIES (NORTHERN IRELAND) ORDER 1986

RESOLUTIONS

OF

ANDOR TECHNOLOGY LIMITED

DEPARTMENT OF ENTERPRISE
TRADE AND INVESTMENT
COMPANIES REGISTRY

23 NOV 2004

COUNTER RECEIVED

At an extraordinary general meeting of the Company held on 23 November 2004 the following resolutions were duly passed as ordinary and special resolutions as specified below:

SPECIAL RESOLUTION

1 That:

- (a) the Company be re-registered as a public limited company pursuant to article 53 of the Companies (Northern Ireland) Order 1986 (the **Order**) and the name of the Company be changed to "Andor Technology PLC"; and
- (b) the memorandum of association of the Company be amended as follows:
 - (i) in clause 1 the word "Limited" be substituted in its entirety for the word "PLC";
 - (ii) by the insertion after clause 1 of the following new clause:

"2. The Company is to be a public limited company."; and
 - (iii) by renumbering clauses 2, 3, 4 and 5 as clauses 3, 4, 5 and 6 respectively; and
- (c) the articles of association of the Company be amended by substituting all references to "Andor Technology Limited" for "Andor Technology PLC".

ORDINARY RESOLUTIONS

- 2 That the authorised share capital of the Company be and is hereby increased from £2,630,000 to £3,050,000 by the creation of 4,200,000 new ordinary shares of 10 pence each such shares having the rights and being subject to the restrictions set out in the Company's articles of association.
- 3 That the Directors be and are hereby generally and unconditionally authorised in accordance with article 90 of the Order (as defined in Resolution 1) to exercise all the powers of the Company to allot relevant securities (within the meaning of article 90(2) of the Order) up to an aggregate nominal amount equal to the authorised but unissued share capital, provided that this authority shall expire at the conclusion of the annual general meeting of the Company in 2005, save that, before such expiry, the Company may make any offer or agreement which would or might require relevant securities to be allotted after such expiry and, notwithstanding such expiry, that the Directors may allot relevant securities in pursuance of any such offer or agreement.

SPECIAL RESOLUTION

- 4 That, subject to the passing of resolution 3, the Directors be and are hereby generally empowered in accordance with article 105 of the Order (as defined in Resolution 1) to allot equity securities (as defined in article 104(2) of the Order) of the Company for cash pursuant to the general authority conferred by resolution 3 above as if article 99(1) of the Order did not apply to any such allotment, such power to expire at the conclusion of the annual general meeting of the Company in 2005, save that, before the expiry of this power, the Company may make an offer or agreement which would or might require equity securities to be allotted after such expiry and, notwithstanding such expiry, the Directors may allot equity securities in pursuance of any such offer or agreement.

ORDINARY RESOLUTION

- 5 That, immediately upon and subject to the admission of the Company's existing ordinary share capital to trading on AIM becoming effective (the **Admission**), each issued "A" Ordinary Share (as such term is defined in the Company's articles of association) of 10 pence each in the capital of the Company be redesignated as an ordinary share of 10 pence each.
- 6 That, subject to resolution 5 becoming unconditional in all respect, those remaining "A" Ordinary Shares comprised in the authorised (but unissued) share capital of the Company be cancelled and the amount of the Company's authorised share capital be diminished by the amount of shares so cancelled (resulting in a revised authorised share capital of £2,950,000).
- 7 That, subject to resolution 6 becoming unconditional in all respects, each of the issued and unissued ordinary shares of 10 pence each in the capital of the Company be redesignated and sub-dividend into 5 ordinary share of 2 pence each.

SPECIAL RESOLUTION

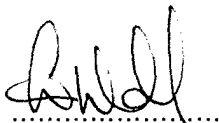
- 8 That, subject to resolution 7 above becoming unconditional in all respects, the articles of association in the form attached and marked "New Articles" for the purposes of identification (the **New Articles**) be and are hereby immediately adopted as the articles of association of the Company to the entire exclusion of the present articles of association (as amended from time to time).

ORDINARY RESOLUTION

- 9 That, subject to the completion of the redemption of all the issued "A" Preference Shares and all the issued "B" Preference Shares (as such terms are defined in the New Articles (as defined in Resolution 8)), those remaining "A" Preference Shares and "B" Preference Shares comprised in the authorised (but unissued) share capital of the Company be cancelled and the amount of the Company's authorised share capital be diminished by the amount of the shares so cancelled (resulting in a revised authorised share capital of £800,000).

SPECIAL RESOLUTION

- 10 That, subject to resolution 9 becoming unconditional in all respects, the articles of association in the form attached and marked "New Articles – Version 2" for the purpose of identification be and are hereby adopted as the articles of association of the Company to the entire exclusion of the New Articles (as defined in Resolution 8).


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Secretary