

Company number 00141976

ALCESTER NUMBER 1 LIMITED

(the "Company")

WRITTEN RESOLUTION OF THE SOLE MEMBER OF THE COMPANY

CIRCULATION DATE: 8 December 2017

ORDINARY RESOLUTION

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolution is passed as an ordinary resolution (the "Ordinary Resolution").

To be passed, the Ordinary Resolution must be passed by member(s) representing a simple majority of the total voting rights of eligible members.

THAT, in accordance with section 551 of the Act, the directors of the Company be and are authorised to allot and issue 1 ordinary share of £1, credited as fully paid up, to Melrose PLC, provided that the authority conferred by this resolution shall, unless renewed, varied or revoked by the Company, expire on 8 December 2019.

This authority revokes and replaces all unexercised authorities previously granted to the Directors in accordance with section 551 of the Act, but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTION

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the resolution below is passed as a special resolution (the "Special Resolution").

To be passed, the Special Resolution must be passed by member(s) representing not less than 75% of the total voting rights of eligible members.

THAT, Article 26.2 of the Company's articles of association (*Pre-Emption Rights*) shall not apply to this allotment.

AGREEMENT

The member named below, being the sole member of the Company entitled to receive notice of and to attend and vote at general meetings of the Company on the above circulation date, hereby irrevocably agrees to the above resolution.

SATURDAY



R6KY1B2P

RM

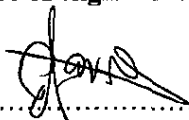
09/12/2017

#147

COMPANIES HOUSE

Company number 00141976

Signature of eligible member:

A handwritten signature in black ink, appearing to be 'J. Smith', written over a dotted line.

Eachairn Aerospace Holdings Limited

Date: 8 DECEMBER 2017

Company number 00141976

NOTES

1. If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company in hard copy or electronic form.
2. If you do not agree to the resolution you do not need to do anything; you will not be deemed to agree if you fail to reply.
3. Your agreement to the resolution, once indicated, may not be revoked. If sufficient agreement has not been received by the date 28 days from the Circulation Date (as stated above) for the resolution to pass then it will lapse.
4. A copy of the resolution has been sent to the auditors.