

Company No: 167602

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTION IN WRITING
OF
GKN WESTLAND LIMITED
(the "COMPANY")

Passed on 12 November 2009

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution, the following resolution of the Company was duly passed as a special resolution.

SPECIAL RESOLUTION

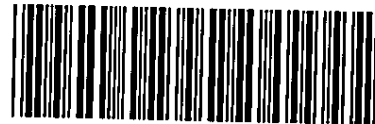
That the Company's authorised and issued share capital be reduced by £230,399,900 by cancelling and extinguishing 230,399,900 of the Company's ordinary shares of £1 each, such that the remaining authorised and issued share capital be £100.

Signed.....

T. Stote
Secretary

Dated: 14 NOVEMBER 2009

WEDNESDAY



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LD1 25/11/2009 46
COMPANIES HOUSE