

Written Resolution under Companies Act 2006

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
of
LOCKMAN ELECTRONIC HOLDINGS LIMITED (the "Company")
Company Number: 01672274**

19 JUNE 2017 (the "Circulation Date")

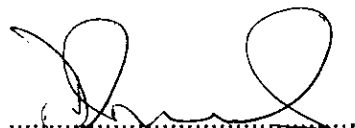
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**"), notwithstanding that the required notice period has not been served.

SPECIAL RESOLUTION

THAT the issued share capital of the Company be reduced by cancelling and extinguishing £126,296,000 of the share premium of the Company.

AGREEMENT

The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.



D MELLORS

Director for and on behalf of the shareholder:

Cobham plc

Date: 19 June 2017

TUESDAY



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