

Company No 2762956

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

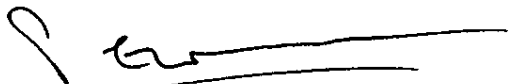
of

Meggitt International Limited

We, being the sole member who at the circulation date of these resolutions would have been entitled to vote on the resolutions, **RESOLVE**, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolutions which have been proposed as special resolutions

SPECIAL RESOLUTIONS

- 1 **THAT** the directors of the Company have the power given by section 550 Companies Act 2006 to allot shares in the Company
- 2 **THAT** the articles of association of the Company be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's articles of association
- 3 **THAT** the articles of association in the form attached to these written resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association

Signed 
For and on behalf of Meggitt PLC
Dated 4 June 2010

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COMPANIES HOUSE