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Company No. 2812314

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

Whittaker Aerospace

We, being the sole eligible 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, in the case of resolution 1, as an ordinary resolution, and in the case of resolution 2, as a special resolution:

ORDINARY RESOLUTION

1. That the board of directors be and is hereby granted the authority (in accordance with the provisions of the Companies Act 2006 and subject to the provisions of the Company's Articles of Association) to authorise on such terms as they think fit any matter proposed or declared to it which would, if not so authorised, involve a breach of duty to avoid conflicts of interest by a director under section 175 of the Companies Act 2006 provided always that any director to which the relevant conflict of interest relates shall not participate in the granting of any such authorisation.

SPECIAL RESOLUTIONS

2. THAT any director of the Company be authorised for the purposes of Section 175 of the Companies Act 2006 to:
 - (i) hold office as a director of Meggitt PLC or any other subsidiary undertaking of Meggitt PLC or of any subsidiary undertaking of any parent undertaking of Meggitt PLC (each a "Group Undertaking");
 - (ii) hold any other office or any employment with any Group Undertaking;
 - (iii) participate in any scheme, transaction or arrangement for the benefit of employees or former employees generally of the Company or any other Group Undertaking (including any share option plans or any pension fund or retirement, death or disability scheme or other bonus or employee benefit scheme) or act as a trustee of any such scheme or arrangement; and/or
 - (iv) be interested, directly or indirectly, in any shares, debentures or other securities (or any rights to acquire the same) in the Company or any other Group Undertaking or any derivatives referenced thereto.

Signed

For and on behalf of Meggitt GP Inc

Dated: 31 October 2008

WEDNESDAY



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10/12/2008
COMPANIES HOUSE