
WRITTEN RESOLUTIONS

of

ULTRA ELECTRONICS HOLDINGS LIMITED (the “Company”)

A PRIVATE COMPANY LIMITED BY SHARES

CIRCULATION DATE: 26 APRIL 2023

1. Preamble

The undersigned, being the sole member of the Company entitled to receive notice of and to attend and vote at a general meeting of the Company, hereby **RESOLVES** and agrees the resolution below (the “**Special Resolution**”) is passed as an special resolution of the Company, pursuant to and in accordance with Chapter 2 of Part 13 of the Companies Act 2006 and the Special Resolution shall be for all purposes valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

2. Special Resolution

THAT a dividend in specie of an intercompany loan receivable owed to it by Ultra Electronics (USA) Group Inc. pursuant to the loan note due 21 August 2025, with a value of \$254,916,243 plus accrued interest from time to time (which amount may decrease or increase over time) be paid on the ordinary shares with a nominal value of GBP 0.05 each in the capital of the Company to Cobham Ultra Acquisitions Limited, being the Company's direct parent undertaking.

AGREEMENT:

We, being the sole member of the Company entitled to receive notice of and to attend and vote at a general meeting of the Company, agree that the Special Resolution be passed as a special resolution of the Company.

Signed by: 

**For and on behalf of
Cobham Ultra Acquisitions Limited**

IMPORTANT:

To signify your agreement to the Resolution, you must:

- **sign this document where indicated above;**
- **return the signed document to the Company using one of the following methods:**
 - **deliver it by hand or send it by post to Christopher Weale or Oliver Weighill, 30 St Mary Axe, London EC3A 8AF; or**
 - **attach a scanned copy of the signed document to an email, enter “Written Resolution” in the subject line and send it to christopher.weale@kirkland.com or oliver.weighill@kirkland.com; and**
- **ensure that the signed document is received by the Company within the period of 28 days from and including the circulation date indicated above. If the Resolution is not passed by the end of this period, it will lapse.**

Note: Once given, your agreement may not be revoked.