

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF
METTIS AEROSPACE (HOLDINGS) LIMITED
(Registered Number: 04013487)
(the "Company")

Circulated on *12th December* 2013

We, being the sole shareholder of the Company entitled to attend and vote at general meetings of the Company as at the circulation date of this resolution, HEREBY RESOLVE pursuant to and in accordance with Chapter 2 of Part 13 of the Companies Act 2006 THAT the following resolutions be and are hereby passed as ordinary resolutions and special resolutions of the Company as indicated

"THAT

ORDINARY RESOLUTION

The entry into by the Company of

- 1 a £26,000,000 facilities agreement to be dated on or about the date hereof between the Company, the Affiliates of the Company as listed in Part 1 of Schedule 1 as Original Borrowers, the Affiliates of the Company as listed in Part 2 of Schedule 1 as Original Guarantors, the Financial Institutions listed in Part 3 of Schedule 1 as Original Lenders, and Burdale Financial Limited as Arranger, Agent, Original Lender and Security Trustee (the "**Facility Agreement**"),
- 2 a debenture agreement dated on or about the date hereof between the Company, the companies identified in Schedule 1 as the Chargors, and Burdale Financial Limited as the Security Trustee (the "**Debenture**"),
- 3 an intercreditor agreement dated on or about the date hereof between the Company, the Companies identified in Schedule 1 as the Group Companies, Burdale Financial Limited as Agent and Saints Capital Chamonix LP as Junior Creditor, and
- 4 those other Finance Documents (as defined in the Facility Agreement) to be entered into by the Company pursuant to the Facility Agreement, (together with the Facility Agreement, the Debenture and the Intercreditor Agreement, the "**Documents**").

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would be to the commercial advantage and material benefit of the Company and would promote the success of the Company for the benefit of its members as a whole and it was FURTHER RESOLVED THAT

- i) the terms of the Documents and the transactions contemplated thereby together with the terms of and the transactions contemplated by all other documents contemplated by the Documents to which the Company is or will be a party are in the best interests of the Company and promote the success of the Company for the benefit of its members as a whole and be and are hereby approved,
- ii) the terms of the transactions contemplated by the Documents be and are hereby approved and/or ratified as appropriate,
- iii) the Company will execute and deliver the Documents and will perform its obligations arising pursuant to the Documents and all other documents contemplated by the Documents to which the Company is party,
- iv) any director of the Company (or, in the case of a document to be executed by the Company as a deed, any two directors or any director and a secretary (as applicable) or any director together with a witness) be and is hereby authorised (as appropriate) to execute and/or despatch the Documents, any notices (including any other document contemplated by or in connection with the Documents and any amendments relating to such Documents to which the Company is a party) on behalf of the Company with any such amendments as he or she may in his or her absolute discretion think fit and to deliver and perform the Documents on behalf of the Company, and
- v) execution by any director of the Company, or any two directors, or any director and a secretary, or any director together with a witness (as applicable), of the Documents and any other documents which may be required pursuant thereto shall be conclusive evidence of such person or persons approval of the terms thereof and any amendments which may have been made thereto

SPECIAL RESOLUTION

The articles of association of the Company be amended by adding the following as a new article 3 4 as follows

"3 4 Notwithstanding anything contained in these Articles, including anything contained in clause 3.2, the directors (or director if there is only one) of the Company may not exercise its rights of lien over shares that have been mortgaged, charged or pledged by way of security to a bank or financial institution", and

Adding the following as a new article 13 2 as follows

"13 2 Notwithstanding anything contained in these Articles

13 2 1 the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares if such transfer or registration is in relation to any shares which have been mortgaged or charged or pledged by way of security (or by any nominee of such bank or institution) to a bank or financial institution,

13 2 2 a member is not required to comply with any provision of these Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current members of the Company before any transfer may take place, where in any such case the transfer is or is to be

- (a) executed by a bank or institution to which such shares have been mortgaged or charged or pledged by way of security (or by any nominee of such bank or institution) pursuant to a power of sale under such security;
- (b) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security, or
- (c) to any such bank or institution (or to its nominee) pursuant to any such security

13 2 3 a certificate by any officer of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts "

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution



for and on behalf of
Mettis Aerospace (Holdings) Limited.

Date: 12th December 2013

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
 - **By Hand** delivering the signed copy to the secretary of the Company (the "Secretary")
 - **Post** returning the signed copy by post to the Secretary
 - **Fax** faxing the signed copy to the Secretary
 - **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to the Secretary Please enter "Written resolutions" in the e-mail subject box

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 Unless within the date falling 28 days from the circulation date, sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document