

Company No 04847704

AIRBORNE SYSTEMS HOLDINGS LIMITED (the "Company")

**Written resolutions of the Company pursuant to
section 281 and Chapter 2 of Part 13 of the Companies Act 2006**

Date *28 March 2008*

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following written resolutions, which are proposed as special resolutions

WRITTEN SPECIAL RESOLUTIONS

In connection with £10,000,000 senior credit facilities agreement dated 22 August 2006 and made between, among others, the Company, Airborne Systems Group Limited and the Bank of Scotland Plc (formerly The Governor and Company of the Bank of Scotland) as arranger, facility agent, lender, security agent and issuing lender (the "**Bank**") as amended and restated on 30 March 2007 (the "**Facilities Agreement**")

Resolution 1:

THAT the members of the Company hereby approve and authorise, for all purposes, the terms of, the arrangements contemplated by, and the execution, delivery and performance by the Company of a deed of novation and amendment (the "**Deed of Novation and Amendment**") be entered into by, among others, the Company and the Bank, pursuant to which certain amendments would be made to the Facilities Agreement and the rights, obligations and liabilities of Edlaw Limited as a Borrower (as defined in the Facilities Agreement) would be novated to the Company

Resolution 2:

That any act done or document executed pursuant to any of the foregoing resolutions shall be valid, effective and binding on the Company notwithstanding any limitation on the powers of the directors of the Company contained in or incorporated by reference in the Company's articles of association (any such limitation being hereby suspended, waived, relaxed or abrogated to the extent requisite to give effect to the foregoing resolutions)



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

The undersigned, being the only eligible members for the purposes of the Companies Act 2006 on the date set out above, hereby irrevocably agree to the special and ordinary resolutions set out above

Corporate member

Signed by STEVE BODGER
(print name of signatory)

Signature 

on behalf of
Edlaw Limited

Date 28 March 2008

NOTES

Procedures for signifying agreement

- 1 You can choose to agree to all of the written resolutions or none of them but you cannot agree to some only of the resolutions. If you agree to all of the resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company using one of the methods set out below. Alternatively, you can signify your agreement by following the e-mail procedures also set out below.

- **By Hand** deliver the signed and dated copy to Michael Zwick, 10 Norwich Street, London EC4A 1BD
- **By Post** return the signed and dated copy by post to Michael Zwick, 10 Norwich Street, London EC4A 1BD
- **By Fax** fax the signed and dated copy to +44 207 831 9607 marked "For the attention of Michael Zwick"
- **By E-mail** send an e-mail to michael.zwick@macfarlanes.com stating that you agree to the resolutions dated 28 March 2008 and stating your name

If you do not agree to all of the written resolutions, you do not need to do anything. You will not be deemed to agree if you do not reply.

- 2 Only the fax and e-mail address given above, and no other electronic address given in this document or in any accompanying document, may be used to send any document or information relating to the written resolutions.

Period for agreeing to written resolution

- 3 Unless, by the end of 25 April 2008, sufficient agreement has been received for the written resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on that date. Your agreement will be ineffective if received after that date.

Other

- 4 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.