

Company No 04847704

**AIRBORNE SYSTEMS HOLDINGS LIMITED**

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

Circulation Date 24 September 2008

Date of resolutions 24 September 2008

In accordance with Chapter 2 of Part 13 Companies Act 2006, the directors of the Company propose the following written resolutions which are proposed as a special resolution and an ordinary resolution (the "**Resolutions**")

**SPECIAL RESOLUTION**

1 That the Articles of Association of the Company be altered as follows -

1 1 by inserting in Article 3 the following definitions

**"a Conflict Situation:** a situation in which a director has, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Company, including in relation to the exploitation of any property, information or opportunity and regardless of whether the Company could take advantage of the property, information or opportunity itself, but excluding a situation which could not reasonably be regarded as likely to give rise to a conflict of interest,

**Alchemy Affiliate:** any person to whom Alchemy is entitled to transfer shares,

**the 2006 Act:** means the Companies Act 2006 including any statutory modification or re-enactment for the time being in force,"

1 2 by deleting Article 18 and in its place inserting the following Article to be numbered 18

1 2 1 "Save as otherwise specified in these Articles or the 2006 Act and subject to any limitations, conditions or terms attaching to any authorisation given by the directors for the purposes of section 175(4)(b) of the 2006 Act, a director may vote on, and be counted in the quorum in relation to any resolution relating to a matter in which he has, or can have

1 2 1 1 a direct or indirect interest or duty which conflicts, or possibly may conflict, with the interests of the Company, and

1 2 1 2 a conflict of interest arising in relation to an existing or a proposed transaction or arrangement with the Company

1 2 1 3 Regulations 94 to 98 (inclusive) of Table A shall not apply", and



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1 3 by inserting after Article 25 the following Article to be numbered 26 and renumbering all subsequent Articles accordingly

1 4 **“Authorisation of directors’ conflicts of interest**

1.4 1 If a Conflict Situation arises, the directors may authorise it for the purposes of 2006 Act section 175(4)(b) by a resolution of the directors made in accordance with that section and these Articles At the time of the authorisation, or at any time afterwards, the directors may impose any limitations or conditions or grant the authority subject to such terms which (in each case) they consider appropriate and reasonable in all the circumstances Any authorisation may be revoked or varied at any time in the discretion of the directors

1 4 2 It is recognised that an Alchemy Director

1 4 2 1 may be an employee, consultant, director, member or other officer of Alchemy or of an Alchemy Affiliate,

1 4 2 2 may be taken to have, through previous or existing dealings, a commercial relationship with Alchemy or with an Alchemy Affiliate,

1 4 2 3 may be a director or other officer of, or be employed by, or otherwise involved in the business of other entities in which the Alchemy or an Alchemy Affiliate has or may have an interest from time to time, and

1 4 2 4 shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such other directorship, membership, office, employment, relationship or his involvement with Alchemy, with Alchemy Affiliate or with any entity referred to in Article 1 4 2 3

and he shall not be in breach of the duties he owes to the Company as a result of any Conflict Situation which arises from the relationships contemplated by this Article, including (without limitation) in relation to proposals for financing or otherwise promoting the business of (whether in competition with the Company or not) any such other entity

1 4 3 In the circumstances contemplated by Article 1 4 1 and notwithstanding any other provision of these Articles, each director affected shall

1 4 3 1 be entitled to receive any papers or other documents in relation to, or concerning, matters to which the Conflict Situation relates,

1 4 3 2 not be excluded from those parts of meetings of the directors or meetings of a committee of the directors at which matters to which the Conflict Situation relates are discussed,

1 4 3 3 be entitled to vote (and form a part of the quorum) at any such meeting, and

any information which he obtains, other than in his capacity as a director or employee of the Company, which is confidential in relation to an entity referred to in Article 142, need not be disclosed or used for the benefit of the Company where such disclosure or use would constitute a breach of confidence

- 144 This Article shall have effect on and from 1 October 2008 or such other date that 2006 Act section 175 comes into force ”

#### **ORDINARY RESOLUTION**

- 2 That with effect on and from 1 October 2008, authorisation of any matter which would otherwise infringe the duty of a director of the Company to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company may be given by the directors in accordance with section 175(5)(a) Companies Act 2006

#### **Agreement to written resolutions**

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

The undersigned, a person entitled on the date set out above to vote on the written resolutions, irrevocably agrees to the Resolutions

#### **Corporate members**

Signed by **D R HOWELLS**  
(print name of signatory)

Signature 

for and on behalf of Airborne Systems Group  
Limited

Date **24 SEPTEMBER 2008**

## NOTES

### *Procedures for signifying agreement*

- 1            You can choose to agree to the written resolutions or not. If you agree to 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

- **By hand** deliver the signed and dated copy to Richard Howells, Airborne Systems Group Limited, Llangeinor, Bridgend CF32 8PL
- **By post** return the signed and dated copy by post to Richard Howells, Airborne Systems Group Limited, Llangeinor, Bridgend CF32 8PL

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

- 2            No 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 resolutions*

- 3            Unless, by the end of 22 October 2008, sufficient agreement has been received for the written resolutions to pass, it will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during that date. Your agreement will be ineffective if received after that date.

### *Other*

- 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.