

**THE COMPANIES ACTS 1985 TO 2006
PRIVATE COMPANY LIMITED BY SHARES
MEMBERS' WRITTEN RESOLUTIONS**

of

**ASCENT FLIGHT TRAINING (HOLDINGS) LIMITED
(the "Company")**

Date: 22 May 2008

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose the following resolutions of which resolutions 1 to 4 are proposed as ordinary resolutions and resolution 5 as a special resolution (together the "**Resolutions**"):

ORDINARY RESOLUTIONS

1 APPROVE TRANSACTION DOCUMENTS AND ANCILLARY DOCUMENTS

The execution and delivery by or on behalf of the Company of the Transaction Documents and Ancillary Documents (as defined in the minutes of the meeting of the directors of the Company held on 22 May 2008 (the "**Minutes**") (together with any letters, acknowledgements, contracts, consents, waivers, agreements, notices, instructions, forms, certificates or other documents required to put into effect the Transaction Documents) substantially in the form in which they have been produced to the meeting, together with such amendments, deletions, supplementary provisions or other variations thereto as any of the directors or any of the Authorised Signatories (as defined in paragraph 15 1(c) of the Minutes) appointed by the Company, may in its absolute discretion think fit, and the exercise by the Company of its right and the performance by the Company of its obligations under the Transaction Documents, are in the best interests of the Company and are hereby approved.

2 INCREASE IN AUTHORISED SHARE CAPITAL

The authorised share capital of the Company be and is increased from £100 to £1,598,000 by the creation of 1,597,900 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares of £1 each in the capital of the Company

3 AUTHORITY TO ALLOT AND ISSUE SHARES

The directors be generally and unconditionally authorised in accordance with the Articles of Association of the Company to allot and issue the ordinary shares up to a maximum aggregate nominal amount of £1,597,998

4 ADOPTION OF FIRST ANNUAL BUDGET

The first annual budget be and is hereby approved




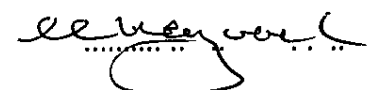
SPECIAL RESOLUTION

5 ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The memorandum and articles of association contained in the printed document produced to the meeting (marked "A" and, for the purposes of identification, signed by JOHN DAVIES as director of the Company) be and the same are hereby approved and adopted as the memorandum and articles of association of the Company in substitution for and to the exclusion of all the existing memorandum and articles of association of the Company.

Please read the notes below before signifying your agreement to the Resolutions.

The undersigned, a person entitled to vote on the above Resolutions, hereby irrevocably agrees to the Resolutions

Signed by 	Signed by 
(print name of signatory) <u>LEONARD HICKS</u>	(print name of signatory) <u>MATTHEW HAYWARD</u>
for and on behalf of Lockheed Martin (UK) Holdings Limited	For and on behalf of VT Support Services Limited
Date <u>22 May 2008</u>	Date <u>22 May 2008</u>

Notes

- 1 You can choose to agree to all of the 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 and returning it to the Company Secretary at VT House, Grange Drive, Hedge End, Southampton, SO30 2DQ by 1 30pm on 18 June 2008. If you do not agree to all of the resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 2 Unless by 1.30pm on 18 June 2008, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions please ensure that your agreement reaches us before or during this date together with any power of authority under which it is signed or a duly certified copy thereof.
- 3 Your agreement to these resolutions, once signed and received by the Company, may not be revoked.
- 4 In the case of joint registered holders, only the vote of the person whose name appears first in the register of members will be counted.
- 5 For an ordinary resolution to be passed, members representing a simple majority of the total voting rights of eligible members of the Company must consent to the resolution being passed by 1 30pm on 14 June 2008. For a special resolution to be passed members representing 75 per cent of the total voting rights of eligible members of the Company must consent to the resolution being passed by 1.30pm on 14 June 2008.

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THE COMPANIES ACTS 1985 to 2006

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

Ascent Flight Training (Holdings) Limited

(Amended by Special Resolution passed on 22 May 2008)

- 1 The Company's name is "Ascent Flight Training (Holdings) Limited"
- 2 The Company's registered office is to be situated in England and Wales
- 3 1 The object of the Company is to carry on business as a general commercial company
- 3 2 Without prejudice to the generality of the object and the powers of the Company derived from section 3A of the Act the Company has power to do all or any of the following things
 - 3 2 1 To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property
 - 3 2 2 To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any trade marks, patents, copyrights, trade secrets, or other intellectual property rights, licences, secret processes, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire
 - 3 2 3 To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to



- hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received
- 3 2 4 To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company
- 3 2 5 To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made
- 3 2 6 To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid)
- 3 2 7 To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it
- 3 2 8 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments
- 3 2 9 To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem) calculated directly or indirectly to prejudice the Company's interests
- 3 2 10 To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects of any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions
- 3 2 11 To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world
- 3 2 12 To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies

- 3 2 13 To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid
- 3 2 14 To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same
- 3 2 15 To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts
- 3 2 16 To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient
- 3 2 17 To distribute among the members of the Company in kind any property of the Company of whatever nature
- 3 2 18 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company
- 3 2 19 To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its directors or employees, or may be connected with any town or place where the Company carries on business, to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons, to make payments towards insurance including insurance for any director, officer or auditor against any liability in respect of any negligence, default, breach of duty or breach of trust (so far as permitted by law) and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants) and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained
- 3 2 20 Subject to and in accordance with the provisions of the Act (if and so far as such provisions shall be applicable) to give, directly or indirectly, financial assistance for the acquisition of shares or other securities of the Company or of any other company or for the reduction or discharge of any liability incurred in respect of such acquisition
- 3 2 21 To procure the Company to be registered or recognised in any part of the world
- 3 2 22 To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others
- 3 2 23 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects

3 2 24 AND so that

3 2 24 1 None of the provisions set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Company

3 2 24 2 The word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere

3 2 24 3 In this clause the expression the Act" means the Companies Act 1985, but so that any reference in this clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

4 The liability of the members is limited

5 The Company's share capital is £1,598,000 divided into 1,598,000 shares of £1 each¹

¹ The share capital of the Company on incorporation was £100 divided into 100 Ordinary Shares of £1 each By a Resolution dated 22 May 2008, the share capital was increased to £1,598,000 divided into 1,598,000 Ordinary Shares of £1 each

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum and we agree to take the number of shares shown opposite our names

Names and addresses of Subscribers	Number of shares taken by the Subscriber
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1	For and on behalf of Lockheed Martin UK Holdings Limited 59 Lafone Street LONDON SE1 2LX	-	One
2	For and on behalf of VT Support Services Limited VT House Grange Drive Hedge End SOUTHAMPTON SO30 2DQ	-	One

Total shares taken	-	2
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Dated 03/03/2008

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THE COMPANIES ACTS 1985 to 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

Ascent Flight Training (Holdings) Limited

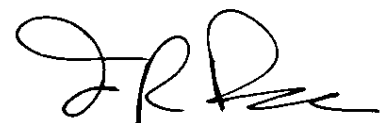
(Adopted by Special Resolution passed on 22 May 2008)

1 PRELIMINARY

- 1 1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No 1052) The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No 3373), the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007 No 2541), and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (SI 2007 No 2826) so far as it relates to private companies limited by shares and the Companies (Tables A to F) (Amendment) Regulations 2008 (SI 2008 No 739) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company
- 1 2 In these Articles the expression "the Act" means the Companies Act 1985 and the 2006 Act" means the Companies Act 2006, but so that any reference in these Articles to any provision of the Act or the 2006 Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force
- 1 3 Regulation 1 in Table A shall be amended as follows addition of the words "and where two or more persons are appointed as joint secretaries of the Company, their authority when acting in that capacity shall be joint and several," at the end of the definition of "secretary" following the words "including a joint, assistant or deputy secretary"

2 ALLOTMENT OF SHARES

- 2 1 Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors who may (subject to section 80 of the Act and to article 2 4 below) allot, grant options over or otherwise dispose of the same
- 2 2 All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the directors propose to issue shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than 14 days) within which the offer, if not accepted, will be deemed to be declined After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them, such further offer shall be made in like terms in the same manner and limited by a like period as the original offer Any shares not accepted pursuant to such offer or further offer as aforesaid or not, capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this article by any such special resolution as aforesaid shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which



they were offered to the members. The foregoing provisions of this article 2.2 shall have effect subject to section 80 of the Act.

2.3 In accordance with section 91(1) of the Act, sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

2.4 The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so made by the Company within that period. The authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution.

3 SHARES

3.1 The lien conferred by regulation 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly.

3.2 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

3.3 Regulation 24 in Table A shall not apply to the Company. The directors may, in their absolute discretion and without assigning any reason therefore, decline to register the transfer of a share, regardless of whether or not it is a fully paid share.

3.4 Regulations 29, 30 and 31 in Table A shall not apply to the Company.

3.5 Regulation 32 in Table A shall be amended as follows: deletion of the words "by ordinary resolution". Regulation 34 in Table A shall be amended as follows: deletion of the words "by special resolution".

3.6 Regulation 33 in Table A shall not apply to the Company.

4 GENERAL MEETINGS AND RESOLUTIONS

4.1 Regulation 38 in Table A shall be amended as follows: deletion of the words "to all persons entitled to a share in the consequence of the death or bankruptcy of a member".

4.2 Every notice convening a general meeting shall comply with the provisions of section 325(1) of the 2006 Act as to giving information to members in regard to their right to appoint proxies, and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.

4.3 4.3.1 No business shall be transacted at any general meeting unless a quorum is present. Subject to article 4.3.2 below, two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

4.3.2 If and for so long as the Company has only one member, that member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum. If for so long as the Company has only two members, those members present in person or by proxy or (if a member is a corporation) by a duly authorised representative shall be a quorum.

4.3.3 If a quorum is not present within half an hour from the time appointed for a general meeting, the general meeting shall stand adjourned to the same day in the next week at the

same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved

- 4 3 4 Regulations 40 and 41 in Table A shall not apply to the Company
- 4 4
 - 4 4 1 If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting, subject as provided in article 4 4 3 below
 - 4 4 2 Any decision taken by a sole member pursuant to article 4 4 1 above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book
 - 4 4 3 Resolutions under section 391 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in general meeting
- 4 5 A member present at a meeting by proxy shall be entitled to speak at the meeting and shall be entitled to one vote on a show of hands. In any case where the same person is appointed proxy for more than one member he shall on a show of hands have as many votes as the number of members for whom he is proxy. A member present at a meeting by more than one proxy shall be entitled to speak at the meeting through each of the proxies but the proxies together shall be entitled to only one vote on a show of hands. In the event that the proxies do not reach agreement as to how their vote should be exercised on a show of hands, the voting power is treated as not exercised. Regulation 54 in Table A shall be modified accordingly
- 4 6 Unless resolved by ordinary resolution that regulation 62 in Table A shall apply without modification, the appointment of a proxy and any authority under which the proxy is appointed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited or received at the place specified in regulation 62 in Table A up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting
- 5 **APPOINTMENT OF DIRECTORS**
- 5 1 Regulation 64 in Table A shall be amended as follows (i) deletion of the words "Unless otherwise determined by ordinary resolution" and (ii) addition of the words "provided that at all times there is one director appointed by each member of the Company" after the words "not less than two"
- 5 2 Regulation 65 in Table A shall be amended as follows adding the words "appointed by the same member" in the first line following the words "may appoint any other director"
- 5 3 Regulation 66 in Table A shall be amended as follows deletion of the final sentence of this regulation
- 5 4 Regulation 70 in Table A shall be amended as follows deletion of the words in the first sentence "who may exercise all the powers of the company"
- 5 5 Regulation 71 in Table A shall not apply to the Company
- 5 6 Regulations 76 to 79 (inclusive) in Table A shall not apply to the Company
- 5 7 No person shall be appointed a director at any general meeting unless such appointment is made in accordance with article 5 12
- 5 8 Subject to article 5 7 above, the Company may by ordinary resolution appoint any person who is willing to act to be a director - either to fill a vacancy or as an additional director
- 5 9 In any case where as the result of death or deaths the Company has no members and no directors the personal representatives of the last member to have died shall have the right by notice in writing to

appoint a person to be a director of the Company and such appointment shall be as effective as if made by the Company in general meeting pursuant to article 5 8 above For the purpose of this article where two or more members die in circumstances rendering it uncertain which of them survived the other or others, the members shall be deemed to have died in order of seniority, and accordingly the younger shall be deemed to have survived the elder

5 10 Regulation 82 in Table A shall be amended as follows deletion of the words "by ordinary resolution"

5 11 Regulation 84 in Table A shall not apply to the Company

5 12 Each member shall have the right, exercisable by notice in writing signed by a duly authorised officer, to require the appointment of a director for each 16 66% (or whole multiple) of the entire issued share capital in the Company that it holds from time to time and by like notice to require the removal of any such director and the appointment of another person to act in place of such director

5 13 Prior to any notice being given to the Company under article 5 12 above any member proposing to require the appointment or removal of a director shall consult with the other members

5 14 Notice of any appointment or removal required under article 5 12 above shall be given to the Company at its registered office The member removing any director shall indemnify the Company in respect of any such costs, expenses, losses or other liabilities that the Company may suffer arising from or in connection with the removal by that member of a director

6 BORROWING POWERS

The directors may exercise all the powers of the Company to borrow money and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

7 ALTERNATE DIRECTORS

7 1 Unless otherwise determined by the Company in general meeting by ordinary resolution an alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of regulation 66 in Table A shall be modified accordingly

7 2 A director, or any such other person as is mentioned in regulation 65 in Table A may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present

8 GRATUITIES AND PENSIONS

8 1 The directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers

8 2 Regulation 87 in Table A shall not apply to the Company

9 PROCEEDINGS OF DIRECTORS

9 1 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted, and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting

- 9 2 Each director shall comply with his obligations to disclose his interest in contracts under section 317 of the Act
- 9 3 Regulation 88 in Table A shall be amended as follows deletion of (i) the first sentence in this regulation, (ii) the words "it shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom" and (iii) the words "In the case of an equality of votes, the chairman shall have a second or casting vote"
- 9 4 Regulations 89 and 90 in Table A shall not apply to the Company
- 9 5 Regulation 91 in Table A shall be amended as follows deletion of (i) the words "and may at any time remove him from that office" in the first line, and (ii) the final sentence in this regulation
- 9 6 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company
- 9 7 Meetings of the board shall be held at such times as the board shall determine, provided that unless otherwise agreed between the members, a meeting of the board shall be held at least once every quarter
- 9 8 All decisions of the board shall be by a majority vote of the directors in attendance at such meeting (either in person or via teleconference or video conference) Each director shall have one vote The chairman shall not have a second or casting vote at any meeting of the board
- 9 9 The quorum for a meeting of the board shall be a majority of the directors provided that there are at least two directors (or any alternate director for such directors) present at any meeting (at the commencement and throughout the meeting) nominated by each member holding at least 33 34% or more of the entire issued share capital of the Company
- 9 10 If a meeting of the board is not quorate on the first occasion it is convened, the meeting will be cancelled and reconvened two weeks from the date of the original meeting The reconvened meeting shall be held at the same time and place or at such other time or place as may be agreed by the directors present at the first meeting and notified to the directors who were not present The reconvened meeting shall be deemed to be quorate, regardless of the number and identity of attendees actually present
- 9 11 Regulation 99 in Table A shall not apply to the Company
- 9 12 Each member shall have the right to appoint a company secretary for such term, at such remuneration and upon such conditions as the directors may think fit Such secretaries shall act as joint secretaries and their authority when acting in that capacity shall be joint and several Each company secretary shall only be removed by the member by whom they were appointed
- 10 **COMMUNICATION BY MEANS OF A WEBSITE**
- Subject to the provisions of the 2006 Act, a document or information may be sent or supplied by the Company to a person by being made available on a website
- 11 **THE SEAL**
- 11 1 If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director The obligation under regulation 6 in Table A relating to the sealing of share certificates shall apply only if the Company has a seal Regulation 101 in Table A shall not apply to the Company
- 11 2 The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors

12 **DIVIDENDS**

Regulation 102 in Table A shall be amended as follows deletion of the words "by ordinary resolution" in the first sentence

13 **NOTICES**

13 1 Regulation 112 in Table A shall be amended as follows deletion of the penultimate sentence in this regulation – commencing "A member whose registered interest "

13 2 Regulation 116 in Table A shall not apply to the Company

14 **PROTECTION FROM LIABILITY**

14 1 For the purposes of this article a "Liability" is any liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or otherwise in connection with his duties, powers or office and "Associated Company" shall bear the meaning referred to in section 256 of the 2006 Act, Subject to the provisions of the 2006 Act and without prejudice to any protection from liability which may otherwise apply

(a) the directors shall have power to purchase and maintain for any director of the Company, any director of an Associated Company, any auditor of the Company and any officer of the Company (not being a director or auditor of the Company), insurance against any Liability, and

(b) every director or auditor of the Company and every officer of the Company (not being a director or auditor of the Company) shall be indemnified out of the assets of the Company against any loss or liability incurred by him in defending any proceedings in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from any Liability

14 2 Regulation 118 in Table A shall not apply to the Company

Names and addresses of Subscribers

For and on behalf of
Lockheed Martin UK Holdings Limited
59 Lafone Street
LONDON
SE1 2LX

For and on behalf of
VT Support Services Limited
VT House
Grange Drive
Hedge End
SOUTHAMPTON
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Dated 03/03/2008