

Company No 7816643

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

MEGGITT INTERNATIONAL HOLDINGS LIMITED (the "Company")

Meggitt PLC, being the sole member of the Company who at the circulation date of this resolution would have been entitled to vote on the resolution, RESOLVES, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolution which has been proposed as a special resolution

SPECIAL RESOLUTION

That the existing share capital of the Company be reduced from £3,050,000,000 divided into 3,050,000,000 ordinary shares of £1 each to £1,000,000 divided into 1,000,000 ordinary shares of £1 each, by cancelling 3,049,000,000 ordinary shares of £1 each in the issued share capital of the Company

Signed

Print name Philip Ernest Green

For and on behalf of MEGGITT PLC

Dated

15-12-11

FRIDAY



A00AI71L

A04

16/12/2011

#214

COMPANIES HOUSE

Notes:

1. The circulation date of this resolution is 15 December 2011. This resolution has been sent to eligible members who would have been entitled to vote on the resolution on this date. Only such eligible members (or persons duly authorised on their behalf) should sign this resolution.
2. An eligible member can signify his or its agreement to the resolution by signing the resolution and by delivering a copy of the signed resolution to an officer of the Company by hand.
3. This resolution must be passed within 15 days of the date of its circulation. If this resolution is not passed by such date it will lapse. The agreement of a member to this resolution is ineffective if signified after this date.
4. A copy of this resolution has been sent to the auditors.