

Company Number 09002080

THE COMPANIES ACT 2006

WRITTEN RESOLUTIONS

of

ESTERLINE TECHNOLOGIES GLOBAL LIMITED

(the "Company")

THURSDAY



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16/04/2015

#58

COMPANIES HOUSE

March 31, 2015 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as special resolution(s) (together the "Resolutions")

That

1 the entry into and terms of

- (a) a sixth amendment dated 20 March 2015 to a credit agreement dated 11 March 2011 made between, among others, (i) Esterline Technologies Corporation ("ETC"), (ii) Esterline Technologies Europe Limited, Esterline Interface Technologies Limited, the Company, TA Mfg Ltd and Esterline Technologies Limited (together the "Foreign Borrowers"), Esterline Technologies Holdings Limited ("ETHL") as a guarantor and Wells Fargo Bank, National Association as administrative agent (the "Administrative Agent") as amended pursuant to a first amendment to such credit agreement dated as of 29 April 2011, a second amendment to such credit agreement dated as of 17 May 2011, a third amendment to such credit agreement dated as of 20 July 2011, a fourth amendment to such credit agreement dated as of 8 April 2013 and a fifth amendment to such credit agreement dated as of 9 June 2014 (the "Credit Agreement") such sixth amendment made between, among others, ETC, the Foreign Borrowers, ETHL and the Administrative Agent and pursuant to which, amongst other things, consent is given for the issue of a Eurobond by TA Mfg Ltd (the "Sixth Amendment"), and
- (b) a seventh amendment to the Credit Agreement to be made between, among others, ETC, ETHL, the Foreign Borrowers and the Administrative Agent pursuant to which, amongst other things, the loan facilities previously made available to the Foreign Borrowers would be amended and increased so as to make loan facilities of up to \$500,000,000 available to the Foreign Borrowers (the "Seventh Amendment"),

together, the "Amendments" and the transactions contemplated by the Amendments be and are hereby approved and, to the extent any such Amendment is entered into prior to the date of these Resolutions, such entry is hereby ratified,

- 2 the directors of the Company be authorised to cause the execution and delivery of the Documents with such amendments as they may approve at their discretion and execution and/or delivery prior to the date of these Resolutions is hereby ratified,
- 3 the execution, delivery and performance of the Amendments is for the benefit of and in the best interests of the Company for the purposes of carrying on its business,

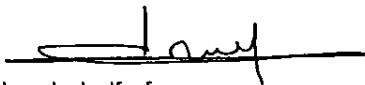
- 4 any acts done or documents executed pursuant to any of the forgoing paragraphs of this Resolution shall be valid, effective and binding upon the Company, notwithstanding any limitation on the borrowing or other powers of the directors of the Company contained in or incorporated by reference in the Company's Articles of Association (any such limitation being hereby suspended, waived, relaxed or abrogated to the extent required to give effect to the forgoing resolutions)

AGREEMENT

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

The undersigned, being the sole member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions

SIGNED this 31st day of March 2015



For and on behalf of

ESTERLINE TECHNOLOGIES MANAGEMENT FRANCE SAS

NOTES

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, 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

- (a) **by hand or by post** delivering the signed copy to the Company Secretary at the registered office address, or
- (b) **by hand or by post** delivering the signed copy to Taylor Wessing LLP at 5 New Street Square, London EC4A 3TW, UK, or
- (c) **by hand or by post** delivering the signed copy to the Executive Assistant to the CEO of the Company at 500, 108th Avenue NE, Suite 1500, Bellevue, WA 98004, USA

The Company cannot accept agreements to the Resolutions which are sent by fax, email or another electronic means

If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement
- 3 Unless within 14 days of the Circulation Date sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date

- 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