

COMPANIES ACT 1985

SPECIAL RESOLUTION

OF

THE DEFENCE MANUFACTURERS ASSOCIATION LIMITED (the "Association")

At an EXTRAORDINARY GENERAL MEETING of the Association, duly convened and held at The Victory Services Club, 63-79 Seymour Street, London W2 on 23<sup>rd</sup> March 2009 the following SPECIAL RESOLUTIONS were unanimously passed by the members:

- 1 The Memorandum of Association of the Company altered by adding the following sub-clause 3(E) after sub-clause 3(E):

"3(E) To transfer the undertaking and assets of the Company to some other corporation the objects of which include, in the opinion of the Council, the objects of the Company and which other corporation will ensure, on terms acceptable to the Company, that all members of the Company are or may become members of that corporation."

- 2 The Memorandum of Association of the Company altered by the adding at the end of clause 4 the following words:

"provided that this clause shall not operate so as to prevent the Company exercising its power pursuant to Clause 3(E) of this Memorandum of Association."

.....  
Elaine A. Luck, MCMI, ACIL  
Company Secretary,  
Defence Manufacturers Association Limited

24<sup>th</sup> March 2009

SATURDAY



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28/03/2009  
COMPANIES HOUSE