

Company Number: 2984371

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

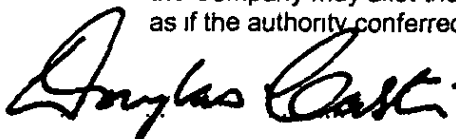
WRITTEN RESOLUTIONS
OF
POWER MAGNETICS AND ELECTRONIC SYSTEMS LIMITED

Passed 20 April 2007

We, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings (being a corporation by our duly authorised representative) hereby resolve, pursuant to regulation 53 of Table A in the Companies (Tables A to F) Regulations 1985 (as amended) which forms part of the articles of association of the Company, that the following resolutions be passed and agree that the same shall have effect as if passed as ordinary resolutions at a general meeting duly convened and held

ORDINARY RESOLUTIONS

- 1 **THAT** the authorised share capital of the Company be and hereby is increased from £1,860,667 divided into 1,860,667 ordinary shares of £1 each to £2,860,667 divided into 2,860,667 ordinary shares of £1 each by the creation of 1,000,000 ordinary shares of £1 each, such new ordinary shares of £1 each to rank pari passu with the existing ordinary shares of £1 each of the Company
- 2 **THAT**, pursuant to section 80 of the Companies Act 1985 (the "Act"), the directors of the Company be and hereby are authorised generally and unconditionally to allot relevant securities of the Company (as defined in section 80 of the Act) up to the authorised and unissued share capital of the Company at the date of this resolution (as increased by resolution 1 above), provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors of the Company may allot the relevant securities in pursuance of such offer or agreement, as if the authority conferred hereby had not expired



for and on behalf of

Ultra Electronics Holdings Plc

TUESDAY



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