

Company Number 03966333

THE COMPANIES ACT 2006

WRITTEN RESOLUTIONS

of

DARCHEM HOLDINGS LIMITED

(the "Company")

WEDNESDAY



A3J15SPK

A15

22/10/2014

#380

COMPANIES HOUSE

2011 (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 trust agreement to be made between Wells Fargo Bank, National Association as trustee for the Secured Parties (as such term is defined therein) (the "Trustee") (1), Wells Fargo Bank, National Association as administrative agent (the "Administrative Agent") (2), the Secured Parties listed at schedule 1 therein (3) and the companies listed at schedule 2 therein (including the Company) as obligors (4) and pursuant to which the Trustee will hold the security created pursuant to the documents listed at paragraphs (b) and (c) below on trust for the Secured Parties,
- (b) a guarantee and indemnity to be granted in favour of the Trustee by the companies listed at schedule 1 therein (including the Company) in respect of the obligations of Esterline Technologies Europe Limited ("ETEL") under a credit agreement dated 11 March 2011 made between, amongst others, Esterline Technologies Corporation, ETEL and the Administrative Agent and 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 and to be further amended by a third amendment to such credit agreement (the "Credit Agreement") for the provision of loan facilities including, inter alia, the provision of a Euro 125,000,000 facility (the "ETEL Facility") to ETEL, and
- (c) a shares charge to be granted in favour of the Trustee by the companies listed at schedule 1, column 1 therein (including the Company) and pursuant to which, inter alia, the Company will charge all its interests in the entire issued share capital of its directly owned subsidiaries,

together the "Security Documents" and the transactions contemplated by the Security Documents be and are hereby approved

- 2 the directors of the Company be authorised to cause the execution and delivery of the Security Documents with such amendments as they may approve at their discretion
- 3 the execution, delivery and performance of the Security Documents 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), and
- 5 a new article 14 of the Articles of Association of the Company, as set out below, be approved and adopted

"14 TRANSFER TO CHARGEE OR MORTGAGEE

Notwithstanding anything contained in these Articles.

- (a) any pre-emption rights conferred on existing members by these Articles or otherwise shall not apply to, and
- (b) the directors shall not decline to register, nor suspend registration of, any transfers of shares where such transfer is:

- (i) in favour of any bank or institution (or any nominee or nominees of such a bank or institution) to whom such shares are being transferred by way of security, or
- (ii) duly executed by any such bank or institution (or any such nominee or nominees) to whom such shares (including any further shares in the Company acquired by reason of its holding of such shares) shall have been transferred as aforesaid, pursuant to the power of sale under such security

and a certificate by any official of such bank or institution that the shares are or are to be subject to such security and the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts

Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution "

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 15th day of JULY, 2011



For and on behalf of
WESTON AEROSPACE LIMITED

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