

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ALVIS PENSION SCHEME TRUSTEES LIMITED
(the "Company")

19th February 2009¹

TUESDAY



A10 *AQOSR7U8* 99
03/03/2009
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following ordinary resolution is passed as a written resolution of the Company (the "**Resolution**").

ORDINARY RESOLUTION

It is hereby resolved that in so far as is lawfully possible, the actual and potential conflict situations resulting from any current or future director of the Company being:


1. actual or potential beneficiaries under the Alvis Pension Scheme (the "**Scheme**"); or
2. employees, directors or shareholders of any employer participating in the Scheme (or of any employer associated with such an employer); or
3. in any other way conflicted in relation to the Scheme,

at any time on or after 1 October 2008 are authorised for the purpose of section 175 of the Companies Act 2006.

AGREEMENT

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

The undersigned was at the time the Resolution was circulated entitled to vote on, and hereby irrevocably agrees to, the Resolution:-


.....
D.S. Parkes
For and on behalf of BAE Systems Land Systems
(Weapons & Vehicles) Limited

25/02/09
.....
[Date]

¹ The date on which the resolution is first sent to a member (section 290 Companies Act 2006).

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company. If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.
3. Unless, by 28 days after the circulation date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.