

Company number 04985584

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

RBS AEROSPACE (UK) LIMITED (the "**Company**")

Tuesday 22 May 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that

- resolution 1 below is passed as a special resolution (the "**Special Resolution**"), and
- resolution 2 below is passed as an ordinary resolution (the "**Ordinary Resolution**")

SPECIAL RESOLUTION

1 THAT the provision which is deemed incorporated into the Company's articles of association by paragraph 42 of Schedule 2 to The Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008 setting the maximum amount of shares that the Company may allot be and hereby is revoked. *AY*

ORDINARY RESOLUTION

2. THAT in substitution for all existing authorities, the directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares (as defined in section 540 of the Companies Act 2006) in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of 13,289,406 such authority to expire on the date which is five years from the date of the passing of this resolution but so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired *Q10*

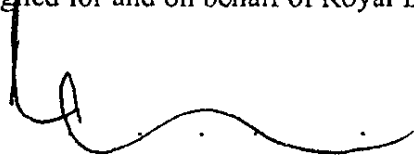
AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolution and Ordinary Resolution

The undersigned, the sole member of the Company and entitled to vote on the above resolutions on 22 May 2012, hereby irrevocably agrees to the Special Resolution and Ordinary Resolution



Signed for and on behalf of Royal Bank Leasing Limited



Date

... 22nd May 2012.

NOTES

1 You can choose to agree to the Special Resolution and the Ordinary Resolution 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.

By Hand. delivering the signed copy to the Company Secretary

Post returning the signed copy by post to the Company Secretary.

~~Fax faxing the signed copy to _____ marked "For the attention of _____"~~

E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to Lia.Laates@rbs.com. Please enter "Written resolutions dated 22 May 2012" in the e-mail subject box

If you do not agree to all of the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Unless, by 18 June 2012, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date