

TUESDAY



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#126

COMPANIES HOUSE

MDA SPACE AND ROBOTICS LIMITED

(Registered in England & Wales, company number 05495455)

(the **Company**)**Written resolutions of the sole member of the Company****CIRCULATION DATE:** ...April.8th.....2020

Pursuant to Chapter 2 of Part 13 Companies Act 2006 the Directors of the Company propose that the following resolutions are passed as a special resolution and ordinary resolutions in accordance with sections 282, 283 and 239 of the Companies Act 2006.

SPECIAL RESOLUTION

(1) THAT the articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

ORDINARY RESOLUTION

(2) THAT the execution by the Company of: (i) an English law governed debenture, to be entered into by the Company and The Bank of Nova Scotia (**Agent**) pursuant to which the Company would charge all of its assets and undertaking by way of fixed and floating charge in favour of the Agent; (ii) an Ontario law governed omnibus guarantee, to be entered into by the Company, Neptune Acquisition Inc. (**Neptune**) and the Agent, amongst others; (iii) an English law governed debenture, to be entered into by the Company and Computershare Trust Company of Canada, as trustee (**Trustee**) pursuant to which the Company would charge all of its assets and undertaking by way of fixed and floating charge in favour of the Trustee (subject to the Intercreditor Agreement (defined below)); (iv) an Ontario law governed omnibus guarantee, to be entered into by the Company, Neptune Acquisition Inc. (**Neptune**) and the Trustee, amongst others; (v) an Ontario law governed intercreditor agreement to be entered into between Neptune, the Agent, the Trustee and the Company, amongst others (**Intercreditor Agreement**); and (vi) such other documents, instruments and agreements as may be required in connection with the foregoing be and is hereby approved.

(3) THAT to the extent not covered in resolution (2) above, the execution, delivery and performance of the Company's obligations under the: (i) credit agreement to be entered into by and among, *inter alios*, Neptune, as borrower, the lenders party thereto (**Lender**) and the Agent, as administrative agent for and on behalf of the Creditors (as defined therein); and (ii) a second lien trust indenture to be entered into by and among, *inter alios*, Neptune, as issuer and the Trustee for the Creditors (as defined therein) pursuant to which Neptune will issue 10.00% second lien secured notes due 2027, be and is hereby approved.

By Order of the Board:

DocuSigned by:

Hiten Makin

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Director

April 8

2020

Date

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

- 1 Eligible members are members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
- 2 A member signifies his agreement to the proposed written resolution when the Company receives from him (or someone acting on his behalf) an authenticated document which both identifies the resolution to which it relates and indicates his agreement to the resolution.
- 3 A member's agreement to a written resolution, once signified, may not be revoked.
- 4 A written resolution is passed when the required majority of eligible members has signified their agreement to it.
- 5 The period for agreeing to the written resolution is the period of 28 days beginning with the circulation date (see section 297 of the Companies Act 2006).
- 6 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which names of the joint holder appear in the Register of Members.
- 7 If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.

AGREEMENT BY ELIGIBLE MEMBER TO WRITTEN RESOLUTIONS

I, being the eligible member of the Company:

- 1 confirm that I have received a copy of the above written resolutions in accordance with section 291 Companies Act 2006; and
- 2 hereby resolve and agree that the above resolutions are passed as written resolutions pursuant to section 288 Companies Act 2006 and that such resolutions shall take effect as a special resolution and ordinary resolutions respectively.

Signed by:

DocuSigned by:

Hiten Makim

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For and on behalf of **Maxar Technologies ULC**

Name: Hiten Makim

Date: April 8 2020