

THE COMPANIES ACT'S

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

ASPIRE DEFENCE FINANCE PLC

passed on 25 June 2009

At an annual general meeting of the Company duly convened and held on 25 June 2009 the following resolution was duly passed as a special resolution of the Company:

SPECIAL RESOLUTION

THAT the regulations contained in the document attached (for the purpose of identification marked 'A') be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

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Chairman

WEDNESDAY



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COMPANIES HOUSE

**The Companies Acts
Public Company Limited by Shares**

ARTICLES OF ASSOCIATION

of

**ASPIRE DEFENCE FINANCE PLC
(the "Company")**

DEFINITIONS AND INTERPRETATION

1. Definitions

In these Articles and the applicable regulations of Table A (as defined below) the following words and expressions have the meanings set opposite them:

"Act"	the Companies Act 1985 and any reference herein to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force
"2006 Act"	the Companies Acts 2006 including every statutory modification or re-enactment thereof and every statutory instrument relevant thereto or derived therefrom for the time being in force
"Committee"	a committee of the board of directors of the Company duly appointed pursuant to these Articles
"Relevant Agreement"	means any agreement relating, in whole or in part, to the management and/or affairs of the Company which is for the time being binding on all the members of the Company and which (expressly or by implication) supplements and/or prevails over any provision of these Articles
"Shareholder"	means any shareholder of the Company's holding company, being Aspire Defence Holdings Limited;
"Statutes"	every statute (including any statutory instrument, order, regulation or subordinate legislation made under it) for

the time being in force concerning companies and affecting the Company

"Table A"

Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985

"these Articles"

these articles of association as originally adopted or as altered from time to time

Words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations. Headings to these Articles are inserted for convenience and shall not affect their construction.

2. Table A

The regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles. Regulations 8, 24, 40, 41, 64, 65, 67, 73 to 78 (inclusive), 80, 83, 94 to 98 (inclusive) and 118 of Table A shall not apply to the Company.

SHARE CAPITAL

3. Shares

The share capital of the Company is £50,000 divided into 50,000 ordinary shares of £1 each.

4. Directors' power to allot shares

Subject to any direction to the contrary which may be given by the Company in general meeting, the directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons (including any director) on such terms and at such time or times as they think fit, provided that no shares shall be issued at a discount.

5. Extent of directors' power to allot shares

The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with article 4 shall be the nominal amount of unissued share capital at the date of incorporation of the Company or such other amount as shall be authorised by the Company in general meeting.

6. Duration of directors' power to allot shares

The authority conferred on the directors by articles 4 and 5 shall remain in force for a period of five years from the date of incorporation of the Company and thereafter provided this authority is renewed from time to time by the Company in general meeting in accordance with section 80 of the Act.

7. Alteration of share capital

Subject to the provisions of the Act, the Company may by special resolution reduce its share capital, any capital redemption reserve, any share premium account or other distributable reserve in any way.

LIEN

8. Company's lien

- 8.1 The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all monies owing to the Company from him or his estate either alone or jointly with any other person whether as a member or not and whether such monies are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to any amount payable in respect of it.
- 8.2 Subject to the provisions of the Act and these Articles, a forfeited share shall become the property of the Company and may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person and at any time before sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the directors think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person the directors may authorise some person to execute an instrument of transfer of the share to that person.

TRANSFER OF SHARES

9. Right to refuse registration

- 9.1 The directors may, in their absolute discretion and without giving a reason, refuse to register the transfer of a certificated share unless all of the following conditions are satisfied:
- 9.1.1 it is in respect of only one class of shares;
 - 9.1.2 it is in favour (as the case may be) a single transferee or not more than four joint transferees;

- 9.1.3 it is duly stamped (if required); and
- 9.1.4 it is delivered for registration to the Company's registered office or such other place as the directors may decide, accompanied by the certificate for the shares to which it relates and any other evidence as the directors may reasonably require to show the right of the transferor to make the transfer.

PROCEEDINGS AT GENERAL MEETINGS

10. Quorum

No business shall be transacted at any general meeting unless a quorum is present. Subject to article 11 of these Articles two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

11. Procedure if a quorum is not present

If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such day and at such time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

12. Signature by or on behalf of members

In the case of:

12.1 a member which is a corporation the signature of:

- 12.1.1 any director or the secretary of that corporation; or
- 12.1.2 any other person authorised in that behalf either generally or in a particular case by notice in writing to the Company in accordance with sub-paragraph 12.1.1; and,

12.2 a share registered in the name of joint holders, the signature of any one of such joint holders,

shall be deemed to be and shall be accepted as the signature of the member or members concerned for all purposes including the signature of any form of proxy, resolution in writing, notice or other document signed or approved pursuant to any provision of these Articles.

13. Right to demand a poll

A poll may be demanded at any general meeting by any member (or his proxy or, in the case of a corporation, his duly authorised representative) entitled to vote thereat. Regulation 46 of Table A shall be modified accordingly.

14. Resolution in writing

A resolution in writing such as is referred to in regulation 53 of Table A executed by or on behalf of a member may be evidenced by letter, telex, cable, electronic mail, facsimile or otherwise as the directors may from time to time resolve.

15. Voting

15.1 On a show of hands or on a poll votes may be given either personally or by proxy and regulation 54 of Table A shall be construed accordingly. In the case of a member which is a corporation, a director or the secretary shall be deemed to be a duly authorised representative of that corporation for the purposes of regulation 54 of Table A and for the purpose of agreeing to short notice of, or attending and voting at, any general meeting of the Company.

15.2 Subject to any rights or restrictions attached to any shares and to the provisions of any Relevant Agreement,

15.2.1 on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, (not being himself a member entitled to vote), and every person (not being entitled to vote in any other capacity) present as a proxy for a member or members shall have one vote; and

15.2.2 on a poll every member (or his proxy) shall have one vote for every share of which he (or the member by whom he was appointed) is the holder.

15.3 Regulation 59 of Table A shall be amended by the addition of the following:

“On a show of hands or a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion and a member entitled to more than one vote on a poll need not use all his votes or cast all his votes used in the same way. An instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a poll but shall not confer any further right to speak at the meeting except with the permission of the chairman of the meeting.”

16. Proxies

An instrument appointing a proxy may, in the case of a corporation, be signed on its behalf by a director, the secretary or other officer thereof or by its duly appointed attorney or duly authorised representative. Regulation 60 of Table A shall be construed accordingly.

The directors may at their discretion treat a copy of a faxed or machine made instrument appointing a proxy as an instrument of proxy. Appointment of a proxy may be accepted by the directors at any time prior to the meeting at which the person named in the instrument proposes to vote (or, where a poll is demanded at the meeting, but not taken forthwith, at any time prior to the taking of the poll). An instrument of proxy may be revoked at any time prior to the commencement of the meeting by notice of revocation given by such means as an instrument of proxy may be given under these Articles. Regulation 62 of Table A shall be construed accordingly.

17. Participation at meetings by telephone

Members (or their proxies or representatives) participating in the manner described in this article shall be deemed to be present in person and to be holding a meeting.

A member (or his proxy or representative) may participate in a meeting of the Company by means of a conference telephone or similar communicating equipment whereby all members (or their proxies or representatives) participating can hear each other. Resolutions in general meeting may be made through participation and voting by such means even though none or only some of the members (or their proxies or representatives) are physically present with each other.

NUMBER OF DIRECTORS

18. Number of directors

Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum and the minimum number of directors shall be two.

ALTERNATE DIRECTORS

19. Appointment, removal and cessation

Subject to the provisions of any Relevant Agreement, any director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director so appointed by him. An alternate director shall cease to be an alternate director if his appointor ceases to be a director.

20. Powers of an alternate director

If his appointor is for the time being unavailable or temporarily unable to act through ill health or disability, the signature of an alternate director to any resolution in writing of the directors shall be as effective as the signature of his appointor.

21. Alternate acting for more than one director

When an alternate director is also a director or acts as an alternate director for more than one director, such alternate director shall have one vote for every director so represented by him (in addition to his own vote if he is himself a director) and when so acting shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

DELEGATION OF POWERS

22. Committees

The following sentences shall be inserted in place of the first sentence of regulation 72 of Table A:

"The directors may delegate any of their powers to any Committee consisting of one or more persons. Any Committee shall have the power unless the directors direct otherwise to co-opt as a member or as members of the Committee for any specific purpose any person or persons not being a director or directors of the Company".

APPOINTMENT AND RETIREMENT OF DIRECTORS

23. No retirement by rotation

The directors shall not be subject to retirement by rotation and accordingly the final two sentences of regulation 79 of Table A shall not apply to the Company.

24. Casual vacancy

The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director.

25. Majority shareholders' right to appoint and remove directors

Subject to the provisions of any Relevant Agreement, any member or members holding a majority in nominal amount of the issued ordinary share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, whether as an additional director or to fill a vacancy, and may remove from office any director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a corporate member signed by any director thereof or by any person so authorised by resolution of the directors or of any other governing body thereof. Any such appointment or removal shall take effect when the notice effecting the same is delivered to the registered office or to the secretary of the Company, or is produced at a meeting of the directors. Any such removal shall be without prejudice to any claim which a director may have under any contract between him and the Company.

26. No age limit for directors

There shall be no age limit for directors of the Company.

27. No directors' shareholding requirement

A director shall not be required to hold any qualification shares in the Company.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

28. Disqualification

Regulation 81 of Table A shall be amended by substituting for paragraphs (c) and (e) thereof the following provisions:

"(c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or"

"(e) he is otherwise duly removed from office."

REMUNERATION OF DIRECTORS

29. Ordinary remuneration and extra remuneration

Regulation 82 of Table A shall be amended by the addition of the following:

"Such remuneration shall be divided between the directors in such proportion and manner as the directors may unanimously determine or in default of such determination equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion to the fraction of such year or other period during which he has held office. Any director who, at the request of the directors, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the directors may determine."

30. Directors' expenses

The directors (including alternate directors) may be paid all travelling, hotel, and other expenses properly and reasonably incurred by them in connection with their attendance at meetings of directors or Committees or general meetings or separate meetings of the holders of any class of shares or of debentures of the Company or otherwise in connection with the discharge of their duties.

PROCEEDINGS OF DIRECTORS

31. Notice to directors outside the United Kingdom

31.1 Regulation 88 of Table A shall be amended by substituting for the sentence:

"It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom."

the following sentence:

"Notice of every meeting of directors shall be given to each director or his alternate director, including directors and alternate directors who may for the time being be absent from the United Kingdom and have given the Company their address outside the United Kingdom."

The final sentence of regulation 66 of Table A shall accordingly not apply to the Company.

31.2 In determining whether the quorum requirements fixed by or in accordance with these Articles are fulfilled as regards the transaction of business at any meeting of the directors or of a Committee, the following shall be counted in the quorum:

31.2.1 in the case of a resolution approved by a meeting of the directors or of a Committee held by telephone communication, all directors participating in such meeting;

31.2.2 in the case of a meeting of the directors or of a Committee, the directors actually present at such meeting and any other director in telephone communication with such meeting.

References in this Article to a director shall include references to an alternate director who at the relevant time is entitled to receive notice of and to attend a meeting of the directors or, as the case may be, the relevant Committee.

32. Directors as corporations

Where a director is a corporation, a director, the secretary or other officer thereof shall be deemed to be a duly authorised representative of that corporation for the purposes of signing any written resolution of directors of the Company.

33. Resolution in writing

A resolution in writing such as is referred to in regulation 93 of Table A signed by any relevant director, alternate director or member of a Committee may be evidenced by letter, telex, cable, electronic mail, facsimile or otherwise as the directors may from time to time resolve.

34. Participation at meetings by telephone

- 34.1 Directors (or their alternates) or other persons participating in the manner described in this article shall be deemed to be present in person and to be holding a meeting.
- 34.2 Any director (including an alternate director) or other person may participate in a meeting of the directors or a Committee of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. Resolutions and decisions of the kind normally made or taken at a physical meeting of the directors or a Committee in accordance with these Articles can accordingly be so made or taken in circumstances where none or only some of the directors or other persons are physically present with each other. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is.

35. Directors' interests

- 35.1 Without prejudice to such disclosure as is required by section 177 or 182 of the 2006 Act (as appropriate), a director (including an alternate director) shall be counted for the purposes of calculating whether there is a quorum and shall be entitled to vote at a meeting of directors or of a committee on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company.
- 35.2 This article shall take effect from the time that section 175 of the 2006 Act comes into force and these articles shall be read and construed accordingly.
- 35.3 Subject to the provisions of the 2006 Act, and provided that he has declared to the board the nature and extent of any direct or indirect interest of his, a director notwithstanding his office:
- 35.3.1 may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is directly or indirectly interested;
 - 35.3.2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise be interested in, any body corporate in which the company is directly or indirectly interested,
- and:
- (a) such director shall not, by reason of his office, be accountable to the company for any remuneration or other benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate;
 - (b) such director shall not be required to disclose to the company, or use in performing his duties as a director, any confidential information relating to such office or employment if to make such a disclosure or use would result in a breach

of a duty or obligation of confidence owed by him in relation to or in connection with that office or employment;

- (c) such director may absent himself from discussions, whether in meetings of the board or otherwise, and exclude himself from information, which will or may relate to that office, employment, transaction, arrangement or interest; and
- (d) no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

35.4 The board may, provided the quorum and voting requirements set out below are satisfied, authorise any matter that would otherwise involve a director breaching his duty to avoid a conflict of interest within the meaning of section 175(1) of the 2006 Act (a “**Conflict**”).

35.5 Any director (including the director concerned) may propose that the director concerned be authorised in relation to any matter the subject of a Conflict. Such proposal and any authority given by the board shall be effected in the same way that any other matter may be proposed to and resolved upon by the board under the provisions of these articles, except that the director concerned and any other director with a similar interest:

35.5.1 shall not count towards the quorum at the meeting at which the Conflict is considered;

35.5.2 may, if the other members of the board so decide, be excluded from any board meeting while the Conflict is under consideration; and

35.5.3 shall not vote on any resolution authorising the Conflict except that, if he does vote, the resolution will still be valid if it would have been agreed to if his vote had not been counted.

35.6 Where the board gives authority in relation to such a Conflict:

35.6.1 the board may (whether at the time of giving the authority or at any time or times subsequently) impose such terms upon the director concerned and any other director with a similar interest as it may determine, including, without limitation, the exclusion of that director and any other director with a similar interest from the receipt of information, or participation in discussion (whether at meetings of the board or otherwise) related to the Conflict;

35.6.2 the director concerned and any other director with a similar interest will be obliged to conduct himself in accordance with any terms imposed by the board from time to time in relation to the Conflict;

35.6.3 any authority given by the board in relation to a Conflict may also provide that where the director concerned and any other director with a similar interest obtains information that is confidential to a third party, the director will not be obliged to disclose that information to the company, or to use the information in relation to the company's affairs, where to do so would amount to a breach of that confidence;

- 35.6.4 the terms of the authority shall be recorded in writing (but the authority shall be effective whether or not the terms are so recorded); and
- 35.6.5 the board may withdraw such authority at any time.
- 35.7 Subject always to compliance with any confidentiality clauses contained in a Relevant Agreement, any director shall be entitled to pass any information relating to the Company, its business or affairs to any Shareholder, and (subject thereto) no Shareholder nor the Company shall be entitled to raise any objection to such passing of information nor allege any breach of any duty to the Company as a result of such action.
- 35.8 For the purposes of this article:
- 35.8.1 a general notice given to board that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- 35.8.2 an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

36. Secretary

Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them. If thought fit, two or more persons may be appointed as joint secretaries. The directors may also appoint from time to time on such terms as they think fit one or more assistant or deputy secretaries.

THE SEAL

37. Sealing

- 37.1 If the Company has a seal it shall only be used with the authority of the directors or of a Committee. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal.
- 37.2 The directors or a Committee authorised to do so by the directors may by telephone or telex communication or by facsimile reproduction authorise the secretary or any director to use the seal and the transmission of such authority shall constitute a determination in such a case that the secretary or the designated director above may sign any instrument to which the seal is to be affixed pursuant to that authority, and regulation 101 of Table A shall be modified accordingly.

38. Execution of a document as a deed

Where the Statutes so permit, any instrument signed by one director and the secretary or by two directors and expressed to be executed by the Company shall have the same effect as if executed under the seal, provided that no instrument shall be so signed which makes it clear on its face that it is intended by the person or persons making it to have effect as a deed without the authority of the directors or of a committee authorised by the directors in that behalf.

39. Official seal

In accordance with section 39 of the Act the Company may have an official seal for use in any territory, district or place outside the United Kingdom.

DIVIDENDS

40. Payment of dividends

40.1 The payment by the directors of any unclaimed dividend or other monies payable on or in respect of a share into a separate account shall not constitute the Company as trustee in respect of such moneys. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the Company.

40.2 The directors may retain any dividend or other monies payable on or in respect of a share on which the Company has a lien and may apply the same in or towards satisfaction of the debts or other liabilities in respect of which the lien exists.

NOTICES

41. Form of notice

Any notice required by these Articles to be given by the Company may be given by any written documentary form including by means of telex, cable, electronic mail or facsimile, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

INDEMNITY

42. Indemnity, provision of funds and insurance

42.1 Subject to, and to the extent not avoided by, the provisions of the Act, but without prejudice to any indemnity to which he may otherwise be entitled:

42.1.1 every director, secretary or other officer of the Company other than an auditor may be indemnified out of the assets of the Company to whatever extent the

board may determine against any costs, charges, expenses, losses and liabilities sustained or incurred by him in the actual or purported execution of his duties or in the exercise or purported exercise of his powers or otherwise in connection with his office, whether or not such liability attaches to him in connection with any negligence, default, breach of duty or breach of trust in relation to the Company;

42.1.2 the board shall have power to provide funds to meet any expenditure incurred or to be incurred by any director, secretary or other officer of the Company other than an auditor in defending any criminal or civil proceeding in which he is involved by reason of his office, or in connection with any application under the Act, or in order to enable him to avoid incurring such expenditure; and

42.1.3 every auditor of the Company may be indemnified out of the assets of the Company to whatever extent the board may determine against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the Company.

42.2 The board shall have power to purchase and maintain for any director, secretary, auditor or other officer of the Company or of an associated company (as defined in section 309A(6) of the Act) of the Company insurance against any such liability as is referred to in section 309A(1) of the Act.

NAMES AND ADDRESSES
OF SUBSCRIBERS

Number of shares taken
by each Subscriber

Aspire Defence Limited
White Lion Court
Swan Street
Isleworth
Middlesex TW7 6RN

49,999 ordinary shares

Intercede 2076 Limited
Mitre House
160 Aldersgate Street
London
EC1A 4DD

1 ordinary share

Total Shares Taken: 50,000

Dated this day of 2006.

Witness to the above signature: