



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6279650

The Registrar of Companies for England and Wales hereby certifies that

AIRTANKER HOLDCO LIMITED

having by special resolution changed its name, is now incorporated
under the name of

AIRTANKER HOLDINGS LIMITED

Given at Companies House on **14th March 2008**



C06279650D



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

Company No 6279650



PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

AIRTANKER HOLDCO LIMITED
(the "Company")

7 March 2008

Pursuant to section 291 of the Companies Act 2006, the director of the Company proposes that resolutions 1, 2 and 3 are passed as special resolutions (together "Special Resolutions").

Special Resolutions

- 1 THAT the Company's name be changed to **AIRTANKER HOLDINGS LIMITED**
- 2 THAT the memorandum of association of the Company be altered by
 - (a) the renumbering of existing clauses 3(A)(i), 3(A)(ii) and 3(A)(iii) as clauses 3(A)(ii), 3(A)(iii) and 3(A)(iv),
 - (b) the insertion of a new clause 3(A)(i) as follows:

"(i) To undertake the obligations of the Company in relation to the Future Strategic Tanker Aircraft Project in accordance with the requirements of the project agreement to be entered into by the Secretary of State for Defence of the United Kingdom of Great Britain and Northern Ireland and AirTanker Projectco Limited (a company incorporated under the laws of England & Wales with registered number 6279734) relating to the development of comprehensive air-to-air refuelling and air transport facilities for the Royal Air Force ", and
 - (c) the insertion of the words "1159 and schedule 6 of the Companies Act 2006 once they come into force, and until then, in accordance with" immediately before the words "736 of the Act" in clause 3 (KK)(iii)
- 3 THAT the Company adopt new articles of association in the form of the annexed draft



AGREEMENT

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

The undersigned, being the persons entitled to vote on the above resolutions on 7 March 2008, hereby irrevocably agree to the Special Resolutions

Dineer
For and on behalf of **COBHAM PLC**
M VINCENT
Name
10 March 2008
Date

For and on behalf **EUROPEAN
AERONAUTIC DEFENCE AND SPACE
COMPANY EADS N.V.**
Name
Date

For and on behalf of **ROLLS-ROYCE PLC**
Name
Date

For and on behalf of **THALES UK
LIMITED**
Name
Date

For and on behalf of **VT GROUP PLC**
Name
Date

AGREEMENT

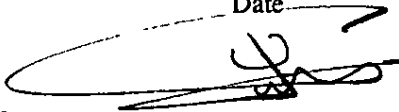
Please read the notes at the end of this document before signifying your agreement to the Special Resolutions

The undersigned, being the persons entitled to vote on the above resolutions on 7 March 2008, hereby irrevocably agree to the Special Resolutions

For and on behalf of **COBHAM PLC**

Name

Date



For and on behalf **EUROPEAN
AERONAUTIC DEFENCE AND SPACE
COMPANY EADS N.V.**

JAVIER MATALLANO HEAD OF PROGRAMS

Name

MARCH 10TH 2008

Date

For and on behalf of **ROLLS-ROYCE PLC**

Name

Date

For and on behalf of **THALES UK
LIMITED**

Name

Date

For and on behalf of **VT GROUP PLC**

Name

Date

AGREEMENT

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

The undersigned, being the persons entitled to vote on the above resolutions on 7 March 2008, hereby irrevocably agree to the Special Resolutions:

For and on behalf of **COBHAM PLC**

Name

Date

For and on behalf **EUROPEAN
AERONAUTIC DEFENCE AND SPACE
COMPANY EADS N.V.**

Name

Date


For and on behalf of **ROLLS-ROYCE PLC**

MATTHEW LINNAS - PROGRAMME DIRECTOR ASTA

Name

Date

For and on behalf of **THALES UK
LIMITED**

Name

Date

For and on behalf of **VT GROUP PLC**

Name

Date

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions

The undersigned, being the persons entitled to vote on the above resolutions on 7 March 2008, hereby irrevocably agree to the Special Resolutions:

For and on behalf of **COBHAM PLC**

Name

Date

For and on behalf **EUROPEAN
AERONAUTIC DEFENCE AND SPACE
COMPANY EADS N.V.**

Name

Date

For and on behalf of **ROLLS-ROYCE PLC**

Name

Date

For and on behalf of **THALES UK
LIMITED**

LAWRENCE HAMMOND

Name

Date

For and on behalf of **VT GROUP PLC**

Name

Date

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions

The undersigned, being the persons entitled to vote on the above resolutions on 7 March 2008, hereby irrevocably agree to the Special Resolutions

For and on behalf of **COBHAM PLC**

Name

Date

For and on behalf **EUROPEAN
AERONAUTIC DEFENCE AND SPACE
COMPANY EADS N.V.**

Name

Date

For and on behalf of **ROLLS-ROYCE PLC**

Name

Date

For and on behalf of **THALES UK
LIMITED**

Name

Date

For and on behalf of **VT GROUP PLC**

Name

12 March 2008

Date

NOTES

- 1 You can choose to agree to all of the Special Resolutions or none of them but you cannot agree to only some of them. 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.

- 1.1.1 By Hand delivering the signed copy to

AirTanker HoldCo Limited
2 Dashwood Lang Road
The Bourne Business Park
Addlestone
Weybridge
Surrey KT15 2NX
United Kingdom

Attention The Company Secretary

- 1.1.2 Fax faxing the signed copy to

AirTanker HoldCo Limited
Attention The Company Secretary

Fax No: 02070065555

- 2 Once you have indicated your agreement to the special resolution, you may not revoke your agreement.
- 3 Unless, by 3 April 2008, sufficient agreement has been received for the special resolution to pass, it will lapse. If you agree to the special resolution, please ensure that your agreement reaches us before or during 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