

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING
of
AIRTANKER HOLDINGS LIMITED
(the "Company")

FRIDAY



We, being all the eligible members who at the circulation date of these resolutions would have been entitled to vote on the resolutions, RESOLVE, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following written resolutions:

ORDINARY RESOLUTION

1. The board may authorise any matter proposed to it which would, if not so authorised, involve a breach of duty by a director of the company under section 175 of the Companies Act 2006. The board may give such authorisation upon such terms as it thinks fit. The board may vary or terminate such authorisation at any time. Such authorisation will be effective only if:
 - (a) any requirement as to the quorum at the meeting at which the matter is considered is met without counting the director in question or any other director interested in the matter under consideration; and
 - (b) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.

SPECIAL RESOLUTION

2. THAT the Company's existing Articles of Association be and are hereby amended as set out below.
 - 2.1 By the insertion of the numbers "85" and "86" into the list of numbers in the first sentence of Article 1(B).
 - 2.2 By the insertion of the following additional definition in Article 2:

"group company" means a subsidiary undertaking or parent undertaking or member of the Company, or a subsidiary undertaking of any parent undertaking of the Company, or a subsidiary undertaking or parent undertaking of any member of the Company, or a subsidiary undertaking of any parent undertaking of any member of the Company.
 - 2.3 By the deletion of the words "and without giving any reason" from Article 8

2.4 By the insertion of the following as a new Article 36A:

36A. Directors' interests in group companies

- (A) A director shall be authorised for the purposes of section 175 of the 2006 Act to act or continue to act as a director of the Company notwithstanding that at the time of his appointment or subsequently he also:
- (i) holds office as a director of any other group company;
 - (ii) holds any other office or employment with any other group company;
 - (iii) participates in any scheme, transaction or arrangement for the benefit of the employees or former employees of the Company or any other group company (including any pension fund or retirement, death or disability scheme or other bonus or employee benefit scheme); or
 - (iv) is interested directly or indirectly in any shares or debentures (or any rights to acquire shares or debentures) in the Company or any other group company.

Directors' interests other than in relation to transactions or arrangements with the Company - authorisation under section 175 of the 2006 Act

- (B) The board may authorise any matter proposed to it which would, if not so authorised, involve a breach of duty by a director under section 175 of the 2006 Act.
- (C) Any authorisation under paragraph (B) will be effective only if:
- (i) any requirement as to the quorum at the meeting at which the matter is considered is met without counting the director in question or any other director interested in the matter under consideration; and
 - (ii) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.
- (D) The board may give any authorisation under paragraph (B) upon such terms as it thinks fit. The board may vary or terminate any such authorisation at any time.
- (E) For the purposes of this article 36A, a conflict of interest includes a conflict of interest and duty and a conflict of duties, and interest includes both direct and indirect interests.

Confidential information and attendance at board meetings

- (F) A director shall be under no duty to the Company with respect to any information which he obtains or has obtained otherwise than as a director of the Company and in respect of which he owes a duty of confidentiality to another person. In particular the director shall not be in breach of the general duties he owes to the Company by virtue of sections 171 to 177 of the 2006 Act if he:

- (i) fails to disclose any such information to the board or to any director or other officer or employee of the Company; or
- (ii) does not use or apply any such information in performing his duties as a director of the Company.

However, to the extent that his relationship with that other person gives rise to a conflict of interest or possible conflict of interest, this paragraph (F) applies only if the existence of that relationship has been authorised pursuant to paragraph (A), authorised by the board pursuant to paragraph (B) or authorised by the members (subject, in any such case, to any terms upon which such authorisation was given).

- (G) Where the existence of a director's relationship with another person has been authorised pursuant to paragraph (A), authorised by the board pursuant to paragraph (B) or authorised by the members and his relationship with that person gives rise to a conflict of interest or possible conflict of interest, the director shall not be in breach of the general duties he owes to the Company by virtue of sections 171 to 177 of the 2006 Act if at his discretion or at the request or direction of the board or any committee of directors he:

- (i) absents himself from a meeting of directors or a committee of directors at which any matter relating to the conflict of interest or possible conflict of interest will or may be discussed or from the discussion of any such matter at a meeting or otherwise; and/or
- (ii) makes arrangements not to receive documents and information relating to any matter which gives rise to the conflict of interest or possible conflict of interest sent or supplied by or on behalf of the Company and/or for such documents and information to be received and read by a professional adviser on his behalf,

for so long as he reasonably believes such conflict of interest (or possible conflict of interest) subsists.

- (H) The provisions of paragraphs (F) and (G) are without prejudice to any equitable principle or rule of law which may excuse the director from:

- (iii) disclosing information, in circumstances where disclosure would otherwise be required under these articles; or
- (iv) attending meetings or discussions or receiving documents and information as referred to in paragraph (G), in circumstances where such attendance or receiving such documents and information would otherwise be required under these articles.

Declaration of interests in proposed or existing transactions or arrangements with the Company

- (I) A director who is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Company shall declare the nature and extent of his interest to the other directors before the Company enters into the transaction or arrangement.
- (J) A director who is in any way, directly or indirectly, interested in a transaction or arrangement that has been entered into by the Company shall declare the nature and extent of his interest to the other directors as soon as is reasonably practicable, unless the interest has already been declared under paragraph (I).
- (K) Any declaration required by paragraph (I) may (but need not) be made at a meeting of the directors or by notice in writing in accordance with section 184 of the 2006 Act or by general notice in accordance with section 185 of the 2006 Act. Any declaration required by paragraph (J) must be made at a meeting of the directors or by notice in writing in accordance with section 184 of the 2006 Act or by general notice in accordance with section 185 of the 2006 Act.
- (L) If a declaration made under paragraph (I) or (J) proves to be, or becomes, inaccurate or incomplete, a further declaration must be made under paragraph (I) or (J), as appropriate.
- (M) A director need not declare an interest under this article 36A:
 - (i) if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - (ii) if, or to the extent that, the other directors are already aware of it (and for this purpose the other directors are treated as aware of anything of which they ought reasonably to be aware);
 - (iii) if, or to the extent that, it concerns terms of his service contract that have been or are to be considered by a meeting of the directors or by a committee of the directors appointed for the purpose under these articles; or
 - (iv) if the director is not aware of his interest or is not aware of the transaction or arrangement in question (and for this purpose a director is treated as being aware of matters of which he ought reasonably to be aware).

Ability to enter into transactions and arrangements with the Company notwithstanding interest

- (N) Subject to the provisions of the Acts and the terms of any agreement between the members of the Company in force from time to time, and provided that he has declared the nature and extent of any direct or indirect interest of his in accordance with this article 36A or where paragraph (M) applies and no declaration of interest is required or where paragraph (A) applies, a director notwithstanding his office:

- (i) may be a party to, or otherwise be interested in, any transaction or arrangement with the Company or in which the Company is directly or indirectly interested;
- (ii) may act by himself or through his firm in a professional capacity for the Company (otherwise than as auditor), and in any such case on such terms as to remuneration and otherwise as the board may decide; or
- (iii) 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.

Remuneration and benefits

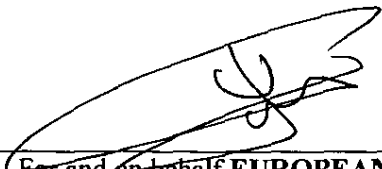
(O) A director shall not, by reason of his office, be accountable to the Company for any remuneration or other benefit which he derives from any office or employment or from any transaction or arrangement or from any interest in any body corporate:

- (i) the acceptance, entry into or existence of which has been authorised pursuant to paragraph (A), authorised by the board pursuant to paragraph (B) or authorised by the members (subject, in any such case, to any terms upon which such authorisation was given); or
- (ii) which he is permitted to hold or enter into pursuant to paragraph (N) or otherwise pursuant to these articles,

nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the 2006 Act. No transaction or arrangement authorised or permitted pursuant to paragraph (A), (B) or (N) or otherwise pursuant to these articles shall be liable to be avoided on the ground of any such interest or benefit.

(P) For the purposes of article 36A, in relation to an alternate director, the interest of his appointor is treated as the interest of the alternate director in addition to any interest which the alternate director otherwise has. Article 36A applies to an alternate director as if he were a director otherwise appointed.

Oninell
 For and on behalf of COBHAM PLC
M VINCENT
 Name
21/6/09
 Date


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


Name
JUNE 2ND 2009

Date

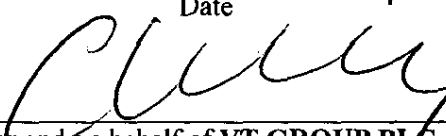

For and on behalf of **ROLLS-ROYCE PLC**

MARTIN C. FAUSSET Name

Date
2nd June 2009


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

Name
2 JUNE 2009

Date


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

Name
2 JUNE 2009

Notes:

1. The circulation date of this resolution is 2 June 2009. This resolution has been sent to eligible members who would have been entitled to vote on the resolution on this date. Only such eligible members (or persons duly authorised on their behalf) should sign this resolution.
2. An eligible member can signify his or its agreement to these resolutions by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

2.1.1 By Hand: delivering the signed copy to:

AirTanker Holdings Limited

6th Floor
One London Wall
London
EC2Y 5EB
United Kingdom

Attention: The Company Secretary (Liz Barry)

2.1.2 By Fax: faxing the signed copy to:

AirTanker Holdings Limited
Attention: The Company Secretary (Liz Barry)

Fax No: +353 (0)1 670 20 20

2.1.3 By Email: emailing the signed copy to the Company Secretary at
Liz.Barry@airbus.com.

3. This resolution must be passed by 29 June 2009. If the resolution is not passed by such date it will lapse. The agreement of a member to this resolution is ineffective if signified after this date.
4. A copy of this resolution has been sent to the auditors.