

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ONTIC ENGINEERING & MANUFACTURING UK LIMITED
(the "Company")

PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN
ACCORDANCE WITH SECTION 291 OF THE COMPANIES ACT 2006

With reference to

- (A) the loan agreement between the Company, BBA Aviation Scottish Limited Partnership (the "**Partnership**"), BBA Pension Trustees Limited, in its capacity as the trustee of the BBA Income and Protection Plan (the "**Pension Scheme Trustee**") and BBA Aviation plc ("**BBA**") to be entered into on or around 28 March 2014 (the "**Loan Agreement**"), pursuant to which it is proposed that the Partnership will loan £36 million to the Company, (the "**Loan**"),
- (B) the debenture between the Company and the Partnership to be entered into on or around 28 March 2014 in connection with the Loan, (the "**Debenture**"),
- (C) the intra-group loan between the Company and BBA, pursuant to which BBA has loaned the Company £37,483,901, (the "**Intra-Group Loan**"),
- (D) the change in law deed to be entered into on or around 28 March 2014 between BBA, the Company, BBA Aviation Pensions (GP) Limited, BBA Aviation Pensions (Initial LP) Limited, The Guthrie Corporation Limited, the Pension Scheme Trustee and the Partnership (the "**Change in Law Deed**"),
- (E) the cashflow reconciliation letter to be entered into on or around 28 March 2014 between BBA, Balderton Aviation Holdings Limited, BBA Holdings Limited, the Company, BBA Aviation Pensions (GP) Limited and the Partnership (the "**Cashflow Reconciliation Letter**"), and
- (F) the articles of association of the Company adopted on 25 September 2008, (the "**Articles of Association**")

ORDINARY RESOLUTIONS

- 1 That the terms of, and the transactions contemplated by, the Loan Agreement and the Debenture and the performance of the Company of its obligations thereunder be and are hereby approved
- 2 The Company be and is hereby instructed and authorised to execute and deliver the Loan Agreement and the Debenture

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- 3 The Company be and is hereby instructed and authorised to execute the Change in Law Deed
- 4 The Company be and is hereby instructed and authorised to execute the Cashflow Reconciliation Letter
- 5 The use of the proceeds of the Loan to repay in part the Intra-Group Loan be and is hereby approved
- 6 The terms of any other form, notice, side letter or documents supplemental to, incidental to, or contemplated by the Loan Agreement and the Debenture (the "**Supplemental Documents**") and any amendments to the Loan Agreement or the Debenture as may be considered necessary or desirable, shall be subject to approval by any one director in his absolute discretion, such approval to be conclusively evidenced by the execution of such Loan Agreement or Debenture or Supplemental Documents by such director
- 7 The execution of the Loan Agreement, the Debenture and the Supplemental Documents, and the assumption of the obligations thereunder, and the repayment in part of the Intra-Group Loan are in the best interests of the Company

SPECIAL RESOLUTION

- 8 That the Articles of Association be amended by

- (A) inserting the following Article 4 2 after Article 4, and renumbering Article 4 to Article 4 1 accordingly

"Notwithstanding anything to the contrary contained in these articles, any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to Secured Entity (as such term is defined in Article 6 4) "

- (B) inserting the following Article 6 4

"Notwithstanding anything contained in these articles, the directors shall promptly register any transfer of shares and may not suspend registration thereof where such transfer

- (a) *is to an entity to which such shares have been charged by way of security, or to any nominee or any transferee thereof (a "**Secured Entity**") pursuant to the power of sale or other power under such security, or*
- (b) *is delivered to the Company for registration by a Secured Entity or its nominee in order to perfect its security over the shares, or*
- (c) *is executed by a Secured Entity or its nominee pursuant to the power of sale or other power under such security,*

and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of

such shares to a Secured Entity or its nominee and no Secured Entity or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not "

By order of the board



Director/Secretary

27/3/14

Date

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

- 1 Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions
- 2 The circulation date of the written resolutions is 27 March, 2014 (the "**Circulation Date**")
- 3 The procedure for signifying agreement by an eligible member to the written resolutions is as follows
 - (A) A member signifies his agreement to the proposed written resolutions when the Company receives from him (or someone acting on his behalf) an authenticated document
 - (i) identifying the resolutions to which it relates, and
 - (ii) indicating his agreement to the resolutions
 - (B) The document must be sent to the company in hard copy form or in electronic form
 - (C) A member's agreement to the written resolutions, once signified, may not be revoked
 - (D) The written resolutions are passed when the required majority of eligible members have signified their agreement to them
- 4 The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006)

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

We, being together all the eligible members of the Company

- 1 confirm that we have received a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006, and
- 2 hereby resolve and agree that the above resolutions are passed as written resolutions pursuant to Section 288 of the Companies Act 2006 and that resolutions 1 to 7 shall take effect as ordinary resolutions and that resolution 8 shall take effect as a special resolution

Signed by



(Director)

for and on behalf of The Guthrie Corporation Limited, on