

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

HWH TOPCO LIMITED
(a company registered in England no. 08948052)
("the Company")

**WRITTEN RESOLUTIONS
OF
MEMBERS**

Circulation Date: 29 May 2014
Date Passed: 29 May 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the sole director of the Company propose that the resolutions numbered 1 to 3 below are hereby each passed as special resolutions and resolution 4 below is hereby passed as an ordinary resolution (together "**the Resolutions**")

SPECIAL RESOLUTION

- 1 That it is desirable to reconstruct the company and for that purpose the company be wound up voluntarily and that Andrew Turpin and Matthew Douglas Hardy of Poppleton & Appleby of 35 Ludgate Hill, Birmingham B3 1EH ("**the Liquidators**"), be and hereby are appointed liquidators of the company for the purposes of such voluntary winding up

SPECIAL RESOLUTION

- 2 That the Liquidators be authorised pursuant to section 165 of the Insolvency Act 1986 to exercise such powers specified in Part 1 of Schedule 4 of the Insolvency Act 1986 as may be necessary for the purposes of such liquidation

SPECIAL RESOLUTION

- 3 That a draft agreement in the form of the draft attached to these Resolutions proposed to be made between the Company (1), the liquidators of the Company (2), JG Harris Holdings Limited (3), Horstman Holdings Limited (4), AB Precision Holdings Limited (5), Aeronautical & GI Holdings Limited (6) and John Graham Harris and others (7) ("**the Agreement**") be and the same hereby is approved and that the Liquidator be and hereby is authorised pursuant to Section 110 of the Insolvency Act 1986 on behalf of the Company to enter into and carry out the Agreement and
- 3 1 to transfer the entire issued share capital of HWH Investments Limited and 468,000 ordinary shares of £0 0001 each in Arithmetica Limited from the Company to JG Harris Holdings Limited in consideration for the issue of shares in JG Harris Holdings Limited to the holders of shares in the capital of the Company in the manner set out in the Agreement,
- 3 2 to transfer the entire issued share capital of Horstman Defence Systems Limited, Horstman Systems Inc and Horstman Inc from the Company to Horstman Holdings Limited in consideration for the issue of shares in Horstman Holdings Limited to the holders of shares in the capital of the Company in the manner set out in the Agreement,
- 3 3 to transfer the entire issued share capital of AB Precision (Poole) Limited and Advanced Detection Technology LLC from the Company to AB Precision Holdings Limited in consideration for the issue of shares in AB Precision Holdings Limited to the holders of shares in the capital of the Company in the manner set out in the Agreement, and



- 3 4 to transfer the entire issued share capital of Aeronautical & General Instruments Limited and Hoffman Engineering Corporation from the Company to Aeronautical & GI Holdings Limited in consideration for the issue of shares in Aeronautical & GI Holdings Limited to the holders of shares in the capital of the Company in the manner set out in the Agreement


ORDINARY RESOLUTION

- 4 That the Liquidators' remuneration be fixed by reference to Poppleton & Appleby's time costs and that the Liquidators be authorised to be paid and to draw such remuneration at such intervals as he may determine and be paid any expenses properly incurred in relation to the liquidation

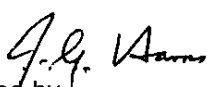
AGREEMENT TO WRITTEN RESOLUTIONS

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


The undersigned, being the members of the Company entitled to vote on the Resolutions on the circulation date set out above, hereby irrevocably agree to the passing of the Resolutions


Signed by
JOHN GRAHAM HARRIS

29 May 2014
Date of signature


Signed by
PHYLLIS HARRIS
(as attorney)

27 May 2014
Date of signature


Signed by
KATHRYN HARRIS
(as attorney)

29 May 2014
Date of signature

NOTES

- 1 You can choose to agree to all of the resolutions or none of them, but you cannot agree to only some of the resolutions. If you wish to agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the company at the company's solicitors' office at No 1 Colmore Square, Birmingham B4 6AA
- 2 If you do not agree to all of the Resolutions you need not do anything. You will not be deemed to agree if you fail to respond.
- 3 Once you have indicated your agreement to the Resolutions you may not revoke your agreement.
- 4 Unless by the end of the period of 28 days beginning with the circulation date set out above sufficient agreement has been received for the Resolutions to be passed they will lapse.
- 5 If you are signing this document on behalf of another person under a power of attorney or other authority, please provide a copy of such power or authority when returning this document.
- 6 Please also see the attached document, "Statutory Provisions relating to Liquidators' Remuneration"