

**AEGIS DEFENCE SERVICES LIMITED**  
**(Company No. 4541965)**  
**(the "Company")**

The Company hereby gives notice that the following resolutions were approved by the Company's shareholders as written resolutions on 31<sup>st</sup> December 2007

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**ORDINARY RESOLUTION:**

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- 1     **IT IS HEREBY RESOLVED** that pursuant to section 80 of the Companies Act 1985 (the "Act") the Directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Act) up to an aggregate nominal amount of £12 50 provided that this authority shall expire on the day proceeding the first anniversary of the passing of this resolution, save that this authority shall extend to any offer or agreement which the Company may make before such expiry which could or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired

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**SPECIAL RESOLUTIONS:**

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**IT IS HEREBY RESOLVED**

- 2     THAT, the Directors be and they are hereby empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94 as defined for the purposes of section 95 of the Act) for cash pursuant to the authority conferred by the previous resolution as if section 89(1) of the Act did not apply to any such allotment,
- 3     THAT, in accordance with, inter alia, Articles 16(b) and 16(j) of the Company's Articles of Association, the issue of 1,250 Ordinary Shares of £0 01 each in the capital of the Company to Mr Dominic Armstrong at a premium of £39 99 each for a total consideration of £50,000 be approved,
- 4     THAT, in accordance with the Article 16(f) of the Company's Articles of Association and section 9 of the Act, the Articles of Association of the Company be amended by
- 4 1     deleting Article 7 4 and inserting the following new article
- "7 4     Any holder of shares or an interest in shares who has the right to appoint a Director pursuant to Articles 10 3, 10 4, 10 5 or 10 6 shall, on a resolution on any matter prescribed under Articles 16(a), (b), (f) or (l), whether on a show of hands or on a poll, have such number of votes as would enable him to prevent such resolution being passed"
- 4 2     deleting Article 10 3 and inserting the following new articles
- "10 3     For so long as Tim Spicer holds any shares or any interest in shares in the capital of the Company, he shall be entitled



*from time to time by notice in writing to the Company to appoint one person as a director of the Company and to replace any such person*

10 4 *For so long as Mark Bullough holds any shares or any interest in shares in the capital of the Company, he shall be entitled from time to time by notice in writing to the Company to appoint one person as a director of the Company and to replace any such person*

10 5 *For so long as either J Day Group Limited (Company No 00372841) or Jeffrey Day hold any shares or any interest in shares in the capital of the Company, either one of them, but only one of them, shall be entitled from time to time by notice in writing to the Company to appoint one person as a director of the Company and to replace any such person*

10 6 *For so long as Dominic Armstrong holds any shares or any interest in shares in the capital of the Company, he shall be entitled from time to time by notice in writing to the Company to appoint one person as a director of the Company and to replace any such person "*

4 3 deleting Article 13 2 and inserting the following new article.

*"13 2 For so long as, at any time as any one or more or any combination of Tim Spicer, Mark Bullough, Jeffrey Day, J Day Group Limited (Company No 00372841) and Dominic Armstrong together hold or have any interest in shares in the Company constituting at least 40 per cent of the issued share capital of the Company, a quorum for a meeting of the directors held at that time shall be three one of whom shall at all times be Tim Spicer, an alternate of his choice appointed by him, or any person appointed as a director in accordance with Article 10 3, the other two being any combination of Mark Bullough, Jeffrey Day and Dominic Armstrong as are at the time directors of the Company, any of their alternates or any persons appointed as a director in accordance with Articles 10 4, 10 5 and/or 10 6 Regulation 89 shall be modified accordingly*

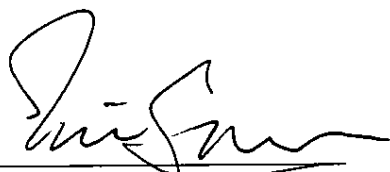
4 4 deleting Article 13 7 and inserting the following new article

*"13 7 On any resolution of the members to remove any director appointed pursuant to Articles 10 3, 10 4, 10 5 or 10 6, all or any of the shares held by the person who appointed the director who is the subject of that resolution shall (for so long as that person has any continuing ownership or interest in those shares) confer such number of votes as would enable the holder thereof to prevent such resolution being passed "*

4 5 amending Article 16(1) so that it provides as follows

*"(1) appoint or remove any person as a Director of it (otherwise than as provided by Articles 10 3, 10 4, 10 5 or 10 6)",*

- 5 THAT, subject to the approval of resolutions 2 and 3, and in accordance with Article 16 of the Company's Articles of Association, each of the 14,984 Ordinary Shares of 1 pence each in issue in the share capital of the Company be subdivided into 100 Ordinary Shares of 0.01 pence each and each of the unissued 16 Ordinary Shares of 1 pence each in the share capital of the Company be subdivided into 100 Ordinary Shares of 0.01 pence each so as to create an authorised share capital of £150 divided into 1,500,000 Ordinary Shares of 0.01 pence each of which 1,498,400 Ordinary Shares are in issue; and
- 6 / THAT, subject to the approval of resolutions 2, 3 and 5, and in accordance with Article 16 of the Company's Articles of Association, the authorised share capital of the Company be increased from £150 to £250 by the creation of 1,000,000 new Ordinary Shares of 0.01 pence each to rank pari passu in all respects with the existing 1,500,000 Ordinary Shares of 0.01 pence each in the share capital of the Company so as to create an authorised share capital of £250 divided into 2,500,000 Ordinary Shares of 0.01 pence each



Director for and on behalf of  
Aegis Defence Services Limited

Dated 11<sup>th</sup> January 2008