

Company Number 2591211

THE COMPANIES ACT 1985



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

UAV ENGINES LIMITED

(formerly known as ~~Alvis~~ UAV Engines Limited))

(Passed the 24th day of August 1994)


WE, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following Resolutions as Special Resolutions and agree that the said Resolution shall, pursuant to The Companies (Tables A to F) (Amendment) Regulations 1985 (Regulation 53 of Table A) for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

IT WAS RESOLVED:

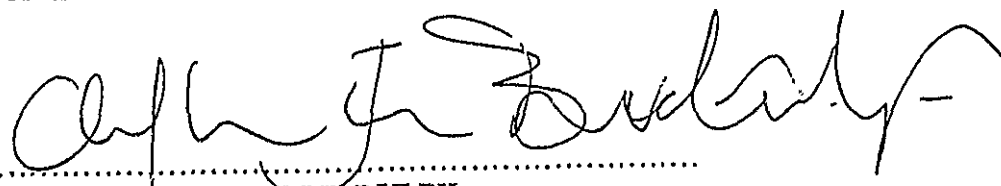
1. That the share capital of the Company be increased from 250,000 ordinary £1 shares to £312,500 ordinary £1 shares by the creation of 62,500 ordinary shares of £1 each to rank pari passu in all respects with the existing share capital of the Company.
2. That the directors are authorised to allot all the 62,500 ordinary £1 shares at par value to Silver Arrow Limited Partnership upon payment in full in cash.
3. Approval is given to the appointment of Mr Y Dvir as alternate director for Yigdal Baruchi.
4. That the Articles of Association of the Company are altered in the following manner:
 - (1) Regulation 64 of Table A will not apply to the Company

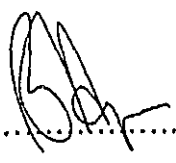
- (2) Article 13 shall henceforth be deleted and replaced by the following new Article 13:
"Notwithstanding any other provisions set out in these Articles Mr Biddulph and Mr Hyner shall not be entitled to transfer their shares in the Company or any part thereof prior to 31 December 1997 except for transfers made to the shareholders of the Company"
- (3) Article 26 shall henceforth be deleted and replaced by the following new Article 26:
"The number of directors (other than alternate directors) shall be subject to a maximum of five but shall not be less than three"
- (4) Article 27 shall henceforth be deleted

SIGNED by all the members of the Company or on their behalf.

 
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SILVER ARROW LIMITED PARTNERSHIP


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DAVID WALKER GARSIDE


.....
CHRISTOPHER JOHN BIDDULPH


.....
BRIAN HYNER

hrsba\alvis