

Reference: O-LE-AL-18-0353



Citicorp Trustee Company Limited as Bond Trustee c/o  
Agency and Trust  
Citigroup  
Global Transaction Services  
14th floor, Citigroup Centre  
Canada Square, Canary Wharf  
London  
E14 SLB

02 July 2018

Dear Sirs

**£884,075,000 4.674% Series A Fixed Rate Guaranteed Bonds due 2040**  
**£884,075,000 4.674% Series A Fixed Rate Guaranteed Bonds due 2040**

We refer to the above fixed rate bond issues.

Aspire Defence Finance pie ("the Issuer") certifies that, up to 30 June 2017 ("the Certified Date"), the Issuer has complied with its material obligations under the Series A Bond Trust Deed and the Series B Bond Trust Deed (together "the Bond Trust Deeds") and that as at the Certified Date there did not exist nor, except as summarised below, had there existed at any time since 3 July 2017, being the certified date in respect of the previous such certificate, any Event of Default or Potential Event of Default or other matter which would affect the Issuer's ability to perform its material obligations under the Bond Trust Deeds.

On 15 January 2018 Carillion plc ("Carillion") announced its compulsory liquidation ("the Liquidation"). Carillion was a Material Project Party and the Liquidation caused a Potential Event of Default under the terms of the Collateral Deed. On 19 April 2018 the Issuer announced the Potential Event of Default had been resolved to the mutual satisfaction of the Issuer and its controlling creditors, Ambac Assurance UK Limited and Assured Guaranty (UK) plc, through the issuance of guarantees by KBR, Inc. ("KBR") as part of a transaction whereby KBR acquired Carillion's economic interests in sub-contractors and a sub-sub-contractor to Aspire Defence Limited.

Terms defined in the Master Definitions Schedule (as defined in the Bond Trust Deeds) shall have the same meaning where used in this certificate.

Yours faithfully

A handwritten signature in black ink, appearing to be "A R McColl", written over a horizontal line.

**A R McColl**  
Director  
Aspire Defence Limited  
ASPIRE DEFENCE LIMITED

A handwritten signature in blue ink, appearing to be "A Thomson", written over a horizontal line.

**A Thomson**  
Director  
Aspire Defence Limited