

August 1, 1961.

T. J. Emmert, Esq.,
61 Bayview Ridge,
Willowdale, Ontario.

Dear Sir:

In consideration of your making the employment contract with A. V. Roe Canada Limited, which is attached to this letter as Exhibit "A", we agree that *IN NORMAL*
CIRCUMSTANCES we shall discuss with you the composition of the Board of Directors of A. V. Roe Canada Limited and that no person resident in Canada to whom you have objections will be retained or elected to the Board of that Company so long as you remain the President of that Company. *(INSERT NEW SENTENCE)*

We understand that the only member of the present board not acceptable to you is Mr. J. S. D. Tory, Q.C. We undertake that he shall not be elected a Director at the next Annual Meeting of A. V. Roe Canada Limited.

Yours faithfully,

RACAIR LIMITED

HAWKER-SIDDELEY LIMITED

IT IS CLEARLY UNDERSTOOD,
HOWEVER, THAT IN ABNORMAL OR EMERGENT
CIRCUMSTANCES WHICH IN OUR OPINION
REQUIRE UNUSUAL ACTION ON OUR PART
WE RESERVE THE RIGHT TO APPOINT
OR CAUSE TO BE ELECTED ~~ANY~~
~~PERSON~~ TO THE BOARD OF THE
COMPANY ANY INDIVIDUAL OF
OUR CHOICE ON A UNICATERAL BASIS.

aug 9th. 61 Sir Roy stated during my long
distant conversation ^{to-day} that he would give his
word that under normal circumstances
canadian directors would not be invited
to join the board unless their ^{desirability} cases had been
discussed with the president and his agreement
or rather a mutual agreement reached.
Wapshis