

WALKER AVIATION LIMITED: 1373432

**SPECIAL RESOLUTION
DULY PASSED AT AN EXTRAORDINARY GENERAL MEETING
HELD ON 30.3.01**

1. the share capital of the Company be increased by £4,007,850 to £5,007,850 by the creation of:

- (a) 785,000 additional A Ordinary Shares; and
- (b) 400,000,000 additional Preference Shares

in each case all such shares ranking pari passu with the existing shares of the same class in the capital of the Company and having the rights and being subject to the restrictions set out in the Company's articles of association (as amended pursuant to paragraph 4 below);

2. notwithstanding any restriction contained either in any agreement between the Company and its shareholders or in the Company's articles of association (as amended pursuant to paragraph 4 below), the directors be generally and unconditionally authorised, pursuant to section 80 Companies Act 1985, to allot relevant securities (as defined in that section) up to a maximum amount in nominal value equal to £4,007,850 such authority to expire on 31st December 2002 except as regards an allotment being made thereafter pursuant to an offer or agreement made by the Company before such date;
3. notwithstanding any restriction contained either in any agreement between the Company and its shareholders or in the Company's articles of association (as amended pursuant to paragraph 4 below), pursuant to section 95 Companies Act 1985 the directors are hereby empowered to allot equity securities (as defined in section 94(2) of that Act) pursuant to the authority conferred by paragraph (2) of this written resolution as if section 89 of that Act did not apply to any such allotment; and
4. the Company's articles of association be and are hereby amended by the deletion, in Article 5.4(a), of the date '31/07/200' and the insertion in its place of the date '31/12/07'.

