

**Company No: 01373432**

**THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
RESOLUTIONS IN WRITING  
of  
FLYBE GROUP LIMITED**

TUESDAY



**("Company")**

**Passed the 25 day of November 2010**

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolutions of the Company were duly passed

**RESOLUTIONS**

**As ordinary resolutions**

1. THAT, the provision of the Company's memorandum as to the amount of the Company's authorised share capital (as altered by anything done by virtue of section 121 of the Companies Act 1985), which as from 1 October 2009 is treated as a provision of the Company's articles setting a maximum amount of shares that may be allotted by the Company, be amended to say "The maximum amount of share capital that may be allotted by the Company is £525,000 divided into 16,353,750 ordinary shares of £0.01 each and 36,146,250 "A" ordinary shares of £0.01 each;
2. THAT, the board be and it is hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (in substitution for any existing authority to allot shares) to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £504,000 provided that such authority shall expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry, and the board may allot shares and grant rights to subscribe or convert securities into shares in pursuance of such offer or agreements as if the authority conferred by this resolution had not expired, and
3. THAT, the loans made by Flybe Limited to the directors of the Company as detailed below be and are hereby approved and ratified pursuant to section 197 of the Companies Act 2006.

Name of Director	Financial year of Loan	Amount of Loan (£)
Michael Rutter	2005/2006	23,968 00
Michael Rutter	2006/2007	38,711.50
Andrew Knuckey	2006/2007	19,597.50

4. THAT, pursuant to the provisions of section 175(5)(a) of the Companies Act 2006, the Directors may authorise matters in which a director has or may have a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company

**As a special resolution**

5. THAT, £504,000 of the sum of £992,000, being the sum now standing to the credit of the Company's share premium account, be capitalised and applied in paying up in full at par 15,699,600 unissued ordinary shares of £0.01 each and 34,700,400 "A" ordinary shares of £0.01 each in the capital of the Company to be allotted and issued by way of bonus issue credited as fully paid up at par as follows:

Name of Shareholder	No of ordinary shares of £0.01 each	No of "A" ordinary shares of £0.01 each
Rosedale Aviation Holdings Limited		34,700,400
Kleinwort Benson (Jersey) Trustees Limited	3,911,112	
Kleinwort Benson (Guernsey) Trustees Limited	324,888	
James French	3,855,600	
The Plimsoll Line Limited	7,560,000	
Peter Simon Smith	12,000	
Alan Frank Smith	12,000	
David Alan Longbottom	12,000	
Charles Thomas Scott	12,000	
<b>Total</b>	<b>15,699,600</b>	<b>34,700,400</b>

Signed

Director

Dated: 25 November 2010