



LD2 *L812YHT7* #62
12/03/2019
COMPANIES HOUSE

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
of
FLYBE GROUP PLC
(the "**Company**")

Duly passed at a General Meeting of the Company held at the offices of Bryan Cave Leighton Paisner LLP, Adelaide House, London Bridge, EC4R 9HA, United Kingdom on 4 March 2019 at 11.57 a.m. (following the conclusion of the Court Meeting).

SPECIAL RESOLUTION

THAT:

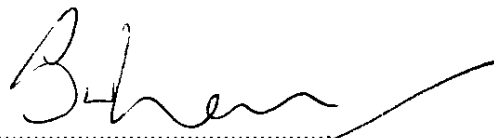
- (a) for the purpose of giving effect to the scheme of arrangement dated 7 February 2019 (the "Scheme"), in its original form or subject to such modification, addition or condition agreed between the Company and Connect Airways ("Connect Airways") and approved or imposed by the Court, proposed to be made between the Company and the Scheme Shareholders (as defined in the Scheme), a print of which has been produced to the General Meeting and (for the purpose of identification only) signed by the chairman of the General Meeting, the Scheme be approved in its original form or subject to such modification, addition or condition agreed between the Company and Connect Airways, and the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect;
- (b) with effect from the passing of this resolution, the articles of association of the Company be amended by including the following new article as article 192 (and amending the remainder of the articles and any cross-references thereto accordingly):

"192 Scheme of Arrangement

- 192.1 In this Article, references to the "Scheme" are to the scheme of arrangement dated 7 February 2019 under section 899 of the Companies Act 2006, between the Company and the Scheme Shareholders (as defined in the Scheme), as it may be modified or amended in accordance with its terms, and expressions defined in the Scheme shall have the same meanings in this Article.
- 192.2 Notwithstanding any other provision of these Articles, if the Company issues any ordinary shares on or after the adoption of this Article and on or prior to the Scheme Record Time (as defined in the Scheme), such shares shall be issued subject to the terms of the Scheme (and shall be Scheme Shares for the purposes thereof) and the original or any subsequent holder or holders of such shares shall be bound by the Scheme accordingly.
- 192.3 Notwithstanding any other provision of these Articles, if any ordinary shares are issued to any person (other than to Connect Airways or any person identified by written notice to the Company by Connect Airways as its nominee(s)) (a "New Member") after the Scheme Record Time, such New Member (or any subsequent holder or any nominee of such New

Member or any such subsequent holder) will be obliged to transfer all the voting ordinary shares held by the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) (the "Disposal Shares"), to Connect Airways (or as Connect Airways may otherwise direct) (the "Purchaser") who shall be obliged to acquire all of the Disposal Shares. The consideration payable by the Purchaser for each Disposal Share transferred to it shall be the amount of Cash Consideration per ordinary share as would have been payable to a holder of Scheme Shares at the Scheme Record Time under the Scheme.

- 192.4 To give effect to any transfer required by this Article 192, the Purchaser may appoint any person to execute and deliver as transferor a form of transfer or instructions of transfer on behalf of the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) in favour of the Purchaser and the Company may give a good receipt for the purchase price of the Disposal Shares and may register the Purchaser as holder thereof and issue to it certificates for the same. The Company shall not be obliged to issue a certificate to the New Member for the Disposal Shares. The Purchaser shall send a cheque drawn on a UK clearing bank in favour of the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) for the purchase price of such Disposal Shares within seven days of the date on which the Disposal Shares are issued to the New Member.
- 192.5 If the Scheme shall not have become effective by the Longstop Date of the Scheme, this Article 192 shall be of no effect."
- (c) with effect from the Scheme Effective Date (as defined in the Scheme), the Company be re-registered as a private limited company and that in consequence the name of the Company be changed to Flybe Group Limited.



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Simon Laffin