

**THE COMPANIES ACT 2006**

**AIR LOGISTICS NETWORKS LIMITED**

**Company Number: 01378919**

**(the "Company")**

**WRITTEN RESOLUTIONS**

Circulation date: 21 December 2018 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 to 8 below be passed as ordinary resolutions and resolution 9 below be passed as a special resolution and we, the undersigned, being the sole member of the Company who (at the Circulation Date) would be entitled to vote on these resolutions, hereby agree pursuant to section 288 of the Companies Act 2006 to the passing of the following resolutions:

**THAT:**

In connection with the entry of the Company into the Documents (as defined below) in connection with an English law senior facilities agreement dated 19 July 2018 (the "**Senior Facilities Agreement**") between, among others, (i) Glacis Acquisition S.à r.l., as Company, Original Borrower and Original Guarantor; (ii) WFC MID S.à r.l., as Parent; (iii) Deutsche Bank AG, London Branch and Deutsche Bank AG, Amsterdam Branch, as mandated lead arrangers; (iv) the financial institutions listed in Part 2 of Schedule 1 therein, as Original Lenders; and (v) Deutsche Bank AG, London Branch, as Agent and Security Agent for the purposes of amongst other things, financing the acquisition of the shares in GB WFC International S.à r.l. (as amended, amended and restated, supplemented or otherwise modified from time to time):

**ORDINARY RESOLUTIONS**

1. the terms of and the transactions contemplated by the Documents (as defined below) be, and they are hereby, approved;
2. the Company execute, deliver and perform its obligations under the Documents;
3. the security interests created in connection with the Debenture (as defined below) be, and they are hereby, approved;
4. any director of the Company is authorised to execute the Documents on behalf of the Company subject to such amendments and modifications as the director executing the same may in his absolute discretion agree and so that the director's signature of the relevant Document shall be conclusive evidence of agreement to such amendments or modifications;
5. any director of the Company is authorised to sign and/or despatch and/or deliver all certificates, documents and notices to be signed and/or despatched and/or delivered by the Company under or in connection with the Documents (including, for the avoidance of doubt, the Formalities Certificate (as defined below));
6. the appointment of Law Debenture Corporate Services Limited as process agent under the Senior Facilities Agreement be, and hereby is, approved;
7. any director and any duly authorised attorney of the Company is authorised to do all such acts and things and agree and execute all such documents as may be required in order to

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implement the transactions contemplated by the Documents, in each case in such manner or form as that director or duly authorised attorney may in his or her absolute discretion think fit;

8. if any Document or related document agreed by a director needs to be executed as a deed, that it be executed under the common seal of the Company or executed as a deed in accordance with section 44 of the Companies Act 2006, and a deed may be signed by (i) two directors, (ii) a director and an authorised attorney and/or (iii) a director in the presence of a witness;
9. the entry into the Documents (including, without limitation, the granting of guarantee and security by the Company under the Documents) is in the best interests of the Company's business and the entry into by the Company of the proposed transactions substantially on the terms set out in the Finance Documents (as defined in the Senior Facilities Agreement) will promote the success of the Company for the benefit of its members as a whole; and
10. the appointment of Glacis Acquisition S.à r.l. to act on its behalf as agent in relation to the Finance Documents pursuant to clause 2.5 (*Obligors' Agent*) of the Senior Facilities Agreement be, and hereby is, approved.

#### **SPECIAL RESOLUTIONS**

11. the articles of association of the Company be amended by inserting the following provision after the existing Article 6 as a new Article 6.1.

(a) *"Notwithstanding anything contained in these Articles, any pre-emption rights on a transfer of shares conferred on existing members by these Articles or otherwise shall not apply to, and the directors of the Company shall not decline to register any transfer of shares, nor may they suspend registration thereof, where the transfer:*

- i) is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "Secured Institution"); or*
- ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or*
- iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,*

*and furthermore notwithstanding anything to the contrary contained in these articles but subject always to the provisions of the Companies Act 2006 no transferor of any shares in the Company to a Secured Institution or proposed transferor of such shares to a Secured Institution and no Secured Institution shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the articles howsoever to require such shares to be transferred to them whether for consideration or not. Furthermore, notwithstanding anything contained in these articles, the Company and the directors shall not be entitled to exercise any lien which the Company has in respect of its shares to the extent a Secured Institution has a charge or mortgage over those shares."*

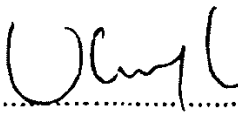
The “**Documents**” are together:

- (a) Senior Facilities Agreement
- (b) an intercreditor agreement dated 19 July 2018 between, among others, Glacis Acquisition S. à r. l. and Deutsche Bank AG, London Branch (the “**Intercreditor Agreement**”);
- (c) an English law deed of accession to the Senior Facilities Agreement and to the Intercréditor Agreement to be entered into between, amongst others, the Company, the Acceding Borrowers (as defined therein), the Acceding Guarantors (as defined therein) and Deutsche Bank AG, London Branch as Security Agent (as amended, amended and restated, supplemented or otherwise modified from time to time);
- (d) an English law governed debenture to be entered into between amongst others, the Company and Deutsche Bank AG, London Branch as Security Agent (the “**Debenture**”);
- (e) a draft formalities certificate certifying various documents and confirming various matters as required by the Senior Facilities Agreement (the “**Formalities Certificate**”);
- (f) a process agent letter irrevocably appointing Law Debenture Corporate Services Limited as process agent under the Senior Facilities Agreement; and
- (g) any other Finance Document (as defined in the Senior Facilities Agreement) to which the Company is a party.

**AGREEMENT:**

Please read the notes at the end of this document before signifying your agreement to these resolutions.

The undersigned, a person entitled to vote on the above resolutions on 21 December 2018 hereby irrevocably agrees to the resolutions.

  
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For and on behalf of

**WORLD FREIGHT COMPANY**

**Date:** 21 December 2018

**NOTES:**

- (1) Eligible members are the members who would have been entitled to vote on the resolutions on the Circulation Date.
- (2) You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning a scanned copy of the same to the Company by email delivery to [carry.chen@lw.com](mailto:carry.chen@lw.com) of Latham & Watkins acting on behalf of the Company.
- (3) If you do not agree to all of the resolutions you do not need to do anything; you will not be deemed to agree if you fail to reply.
- (4) Once you have indicated your agreement to the resolutions you may not revoke your agreement.
- (5) Unless within 28 days of the Circulation Date sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date.