

**THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES**

**PRINT OF RESOLUTIONS TAKEN AT A GENERAL MEETING  
of  
REACTION ENGINES LIMITED (the "Company")**

**PASSED ON 23 April 2018**

At a General Meeting of the members of the Company, duly convened and held at The Kohn Centre, The Royal Society, 6-9 Carlton House Terrace London SW1Y 5AG, on 23 April 2018, at 2:30 pm, the following resolutions were duly passed by the Company:

- in the case of resolution 1, as a special resolution; and
- in the case of resolution 2, as an ordinary resolution.

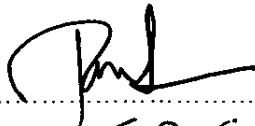
**SPECIAL RESOLUTION**

1. **THAT** the articles of association of the Company be modified as set out in Annex to this notice.

**ORDINARY RESOLUTIONS**

2. **THAT** the directors of the Company be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company 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 £25,000. This authority shall, unless renewed, varied or revoked by the Company, expire on the date falling five years from the date of this resolution, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or such rights to be granted after such expiry and the directors shall be entitled to allot shares and grant rights pursuant to any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the directors to allot shares and grant rights be and are hereby revoked.

Signed .....



T. O. Scope

Director 23/04/18

for and on behalf of **REACTION ENGINES LIMITED**

MONDAY



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LD5 23/04/2018 #22  
COMPANIES HOUSE

**ANNEX**  
**AMENDMENT TO ARTICLES OF ASSOCIATION**  
**REACTION ENGINES LIMITED (THE "COMPANY")**  
**COMPANY NUMBER: 02413577**

The articles of association of the Company be modified as follows:

1. by inserting the following new definitions in article 1.2 (*Interpretation and Limitation of Liability*), each in alphabetical order:  

**"C Shareholder"** means the holder of C Shares from time to time;

**"C Shares"** means the 'C' ordinary shares of £0.01 in the share capital of the company;

**"D Shareholder"** means the holder of D Shares from time to time;

**"D Shares"** means the 'D' ordinary shares of £0.01 in the share capital of the company;

**"Woodford"** means Woodford Patient Capital Trust Plc as a holder of Ordinary Shares in the company;"
2. by replacing the existing definitions of each of **"New Securities"**, **"Permitted Transferee"** and **"Relevant Agreement"** in article 1.2 (*Interpretation and Limitation of Liability*) with each of the following, respectively:  

**"New Securities"** means, subject to the terms of the Relevant Agreement, shares of any class issued by the company after the date of First Completion;

**"Permitted Transferee"** means:

  - (a) in relation to a B Shareholder, a wholly-owned subsidiary of the ultimate holding company of the B Shareholder from time to time;
  - (b) in relation to a C Shareholder, a wholly-owned subsidiary of the ultimate holding company of the C Shareholder from time to time; and
  - (c) in relation to a D Shareholder, a wholly-owned subsidiary of the ultimate holding company of the D Shareholder from time to time;

**"Relevant Agreement"** means any agreement to which the B Shareholder or the C Shareholder or the D Shareholder (in each case, in its capacity as shareholder in the company) and the company are parties (amongst others) and which relates to such shareholder's investment in the company;"
3. by replacing the existing article 25 (*Powers to issue different classes of share*) with the following:  

**"25. Powers to issue different classes of share**

25.1 Subject to the articles (including articles 28.2.2 and 29), but without prejudice to the rights attached to any existing share, the company may issue further classes of shares with such rights or restrictions as may be determined by ordinary resolution, provided that:

  - 25.1.1 no B Shares, C Shares or D Shares shall be allotted or issued to any person other than one who prior to such allotment or issue is the B Shareholder, C Shareholder or D Shareholder, respectively;
  - 25.1.2 no share shall be redesignated as a B Share, C Share or D Share unless the holder thereof following such redesignation was the B Shareholder, C Shareholder or D Shareholder, respectively, prior to such redesignation; and

25.1.3 *no share shall be allotted or issued to any Denied Person or Embargoed Person in breach of article 28.2.2.*

25.2 *The company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares."*

4. by replacing the existing article 26 (Classes of shares) with the following:

**"26. Classes of shares**

*The shares of each class of shares shall entitle the holders thereof to the respective rights and privileges and subject them to the respective restrictions and provisions contained in these articles. The Ordinary Shares, the B Shares, the C Shares and the D Shares, except where otherwise provided herein, confer upon the holders thereof the same rights. The class rights of the B Shares are those set out in the Listed Articles."*

5. by inserting new articles 27A and 27B after existing article 27 (B Shares) as follows:

**"27A. C Shares**

27A.1 *Subject to article 27A.2, the C Shareholder (either directly or indirectly through a connected person) shall not be entitled to own, hold or acquire any class of shares other than C Shares.*

27A.2 *The directors may approve the removal or partial waiver of the restriction contained in article 27A.1. If the directors approve the removal or partial waiver of such restriction on the C Shareholder to acquire any class of shares in the company other than C Shares, such shares shall upon registration of the transfer or allotment, as applicable, to the C Shareholder be converted into and re-designated or (as the case may be) allotted and issued as C Shares and any share certificate issued to the C Shareholder shall take account of such conversion and re-designation.*

27A.3 *No C Shares may be transferred for a period of three years from the first date of creation of the C Shares other than pursuant to:*

*27A.3.1 a transfer to a Permitted Transferee in the case of all the C Shares in issue;*

*27A.3.2 a transfer pursuant to article 41; or*

*27A.3.3 a transfer pursuant to article 42,*

*but, for the avoidance of doubt, the directors shall approve any transfer of C Shares:*

*27A.3.4 to any person following the period of three years from the date of First Completion;*

*27A.3.5 to a Permitted Transferee in the case of all the C Shares in issue; or*

*27A.3.6 pursuant to articles 41 or 42,*

*other than (in each case) (i) a transfer of unpaid or partly paid shares, or (ii) to a Denied Person or Embargoed Person.*

27A.4 *Where any C Shares are transferred to a person other than a Permitted Transferee, such C Shares shall upon registration of the transfer be converted into and re-designated as Ordinary Shares and any share certificate in relation to such C Shares shall take into account of such conversion and re-designation.*

27A.5 *The provisions of these articles, including articles 27A.1 and 27A.2 in relation to the C Shares shall apply for so long as there are C Shares in issue.*

**27B. D Shares**

27B.1 *Subject to article 27B.2, the D Shareholder (either directly or indirectly through a connected person) shall not be entitled to own, hold or acquire any class of shares other than D Shares.*

- 27B.2 The directors may approve the removal or partial waiver of the restriction contained in article 27B.1. If the directors approve the removal or partial waiver of such restriction on the D Shareholder to acquire any class of shares in the company other than D Shares, such shares shall upon registration of the transfer or allotment, as applicable, to the D Shareholder be converted into and re-designated or (as the case may be) allotted and issued as D Shares and any share certificate issued to the D Shareholder shall take account of such conversion and re-designation.
- 27B.3 No D Shares may be transferred for a period of three years from the first date of creation of the D Shares other than pursuant to:
- 27B.3.1 a transfer to a Permitted Transferee in the case of all the D Shares in issue;
- 27B.3.2 a transfer pursuant to article 41; or
- 27B.3.3 a transfer pursuant to article 42,
- but, for the avoidance of doubt, the directors shall approve any transfer of D Shares:
- 27B.3.4 to any person following the period of three years from the date of First Completion;
- 27B.3.5 to a Permitted Transferee in the case of all the D Shares in issue; or
- 27B.3.6 pursuant to articles 41 or 42,
- other than (in each case) (i) a transfer of unpaid or partly paid shares, or (ii) to a Denied Person or Embargoed Person.
- 27B.4 Where any D Shares are transferred to a person other than a Permitted Transferee, such D Shares shall upon registration of the transfer be converted into and re-designated as Ordinary Shares and any share certificate in relation to such D Shares shall take into account of such conversion and re-designation.
- 27B.5 The provisions of these articles, including articles 27B.1 and 27B.2 in relation to the D Shares shall apply for so long as there are D Shares in issue."
6. by replacing existing article 41.4 (Tag-along right) with the following:
- "41.4 Any other shareholder of the company (including, for the avoidance of doubt, the B Shareholder, C Shareholder or D Shareholder) ("**Tag Shareholder**") shall be entitled, by written notice given to the Proposed Sellers within 14 days of receipt of the Proposed Sale Notice, to offer for sale up to its entire holding of shares (the "**Tag Shares**") at the Proposed Sale Price (all such offers being together the "**Tag Offer**")."
7. by inserting a new article 60A after existing article 60 (Amendments to resolutions) as follows:
- "60A. Woodford voting rights**
- 60A.1 To the extent that LF Woodford Equity Income Fund (WEIF) holds shares, each share shall have one vote per share provided that if at any time before exit WEIF's shares constitute more than 19.5% of the total voting share capital of the Company, WEIF's shares will be limited in aggregate to 19.5% of the total number of votes, those votes to be split equally on a fractional basis amongst WEIF's shares.
- 60A.2 To the extent that Omnis Income and Growth Fund (OIG) holds shares, each share shall have one vote per share provided that if at any time before exit OIG's shares constitute more than 19.5% of the total voting share capital of the Company, OIG's shares will be limited in aggregate to 19.5% of the total number of votes, those votes to be split equally on a fractional basis amongst OIG's shares."