

Company Name: **BOMBARDIER AEROSPACE U.K. LIMITED**  
(the "Company")

Company Number: **02873601**

**WRITTEN RESOLUTIONS**

proposed pursuant to Chapter 2 of Part 13 of the Companies Act 2006

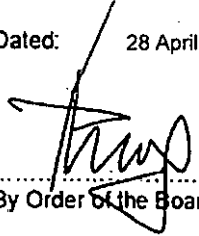
Circulation Date: **28 April 2021**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions contained on PAGE 2 of this document be passed as special resolutions within the meaning of section 283 Companies Act 2006 (the "Resolutions").

Please read the important notes contained on PAGE 3 of this document before signifying your agreement to the Resolutions.

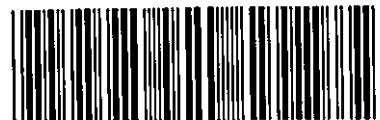
There is enclosed with this document a copy of the new articles referred to in the attached resolution.

Dated: **28 April 2021**

  
By Order of the Board

Registered Office: **Suite 1; 3rd Floor 11-12 St. James's Square,  
London  
United Kingdom  
SW1Y 4LB**

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COMPANIES HOUSE

### SPECIAL RESOLUTIONS

- 1 THAT in accordance with section 21(1) Companies Act 2006, the provisions of clause 3 of the Company's memorandum of association (which are deemed under section 28 Companies Act 2006 to be provisions of the Company's articles) are removed in their entirety so that once notice of that removal has been registered in accordance with section 31(2)(b) Companies Act 2006, those provisions shall no longer apply to the Company and the Company's objects are to be unrestricted.
- 2 THAT in accordance with paragraph 42(2) of schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, the provisions of clause 5 of the Company's memorandum of association (which are deemed under section 28 Companies Act 2006 to be provisions of the Company's articles) are revoked and that clause is deleted in its entirety so that those provisions shall no longer apply to the Company.
- 3 THAT, in accordance with paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860), the provisions of section 550 Companies Act 2006 shall apply to the Company.
- 4 THAT, for the purpose of paragraph 47 of Part 3 of Schedule 4 to the Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007, authorisation of any situation in which a director of the Company has, or can have, an interest which conflicts, or possibly may conflict, with the interests of the Company may be given in accordance with section 175(5)(a) Companies Act 2006.
- 5 THAT, the form of the articles of association annexed to this Written Resolution be, and they are hereby, adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company (including, for the avoidance of doubt, those provisions of the Company's memorandum of association which are treated as provisions of the Company's existing articles of association under section 28(1) Companies Act 2006) (the "New Articles").
- 6 That the situations in which CHRISTOPHER DAVEY and/or PIERRE TREMBLAY and/or MARC GALLON WALKER (each being a "Director") has or can have an interest that conflicts or may conflict with the interests of the Company which are described in the memorandum attached below are authorised and approved notwithstanding that any such conflict of interest may infringe or breach the Director's duty under section 175 Companies Act 2006 to avoid such situations and for the avoidance of doubt, each Director is authorised to be and remain as a director, shareholder or employee of any company referred to in the schedule and any existing breaches of duty arising from the situations described in the schedule are hereby ratified and approved.

#### Memorandum

- 1 Becoming, holding, or being in, the position of director, shareholder, creditor or employee of the Company.
- 2 Becoming, holding, or being in, the position of director, shareholder or employee of any company which is from time to time:
  - (a) the Company's parent; or
  - (b) the Company's subsidiary company; or
  - (c) the Company's holding company; or
  - (d) any subsidiary of the Company's holding company.

and for the purposes of this paragraph subsidiary and holding company have the meanings ascribed to them respectively by section 1159 Companies Act 2006.

#### IMPORTANT NOTES

- 1 If you agree with all of the Resolutions contained on PAGE 2 of this document, please indicate your agreement by signing and dating this document where indicated below on PAGE 4 and returning it to the Company using one of the following methods:
  - (a) By hand: delivering the signed copy to Grace Humber, Gowling WLG, Two Snowhill, Birmingham, B4 6WR;
  - (b) By post: returning the signed copy by post to Grace Humber, Gowling WLG, Two Snowhill, Birmingham, B4 6WR;
  - (c) By e-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to [grace.humber@gowlingwlg.com](mailto:grace.humber@gowlingwlg.com). Please enter "BAUK Written Resolutions 2021" in the e-mail subject box.
- 2 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.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 Unless, by 11:59pm on the date which is 28 days after, and beginning with, the Circulation Date of these Written Resolutions), sufficient agreement has been received for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

**AGREEMENT**

*Please read the important notes on PAGE 3 of this document before signifying your agreement to the Resolutions set out on PAGE 2.*

The undersigned, being the sole eligible member of the Company entitled to vote on the Resolutions contained on PAGE 2 of this document on 28 April 2021, hereby irrevocably agrees to those Resolutions.

Name of Shareholder

Signature

Date

Duly authorised signatory  
for and on behalf of  
**BOMBARDIER AEROSPACE  
(HOLDINGS) UK LIMITED**



.....28 April.....2021