

Company number: 03466126

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of the sole member of

Jet Aire (DC) Limited (the "Company")

CIRCULATION DATE: 19 January 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the board of directors of the Company proposes that the following resolution is passed as a special resolution (the "Resolution").

SPECIAL RESOLUTION

THAT the articles of association of the Company be amended by inserting a new Article 83 as follows:

"PART 6: SECURED PARTIES

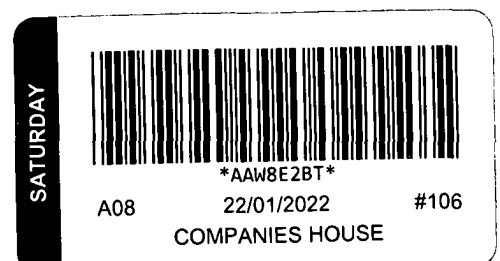
83. Secured Parties

Notwithstanding anything contained in these articles, the directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where that transfer is:

- (a) *to a Secured Party and/or a company or other entity to whom such shares are transferred at the direction of a Secured Party and/or a Receiver;*
- (b) *delivered to the Company for registration by a Secured Party in order to perfect its security over the shares; or*
- (c) *executed by a Secured Party or a Receiver pursuant to the power of sale or otherwise under such security,*

and, furthermore, notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company (or proposed transferor of those shares) and no Secured Party or a Receiver shall be required to offer the shares which are or are to be the subject of any such transfer to the members for the time being of the Company or any of them, and no such member shall have any right under these articles or otherwise 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 those shares.

For the purposes of this article:



EXECUTION VERSION

***“Secured Party”** means a bank, financial institution, trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets to which a security interest (including by way of mortgage or charge) has been granted over shares in the Company and any affiliate of any such person, an agent or trustee acting for any such person or such affiliate or a nominee of any of the foregoing.*

***“Receiver”** means any administrator, administrative receiver, receiver or receiver and manager or similar entity appointed by a Secured Party.”*

AGREEMENT

We, being the sole eligible member of the Company (as defined in section 289 of the Companies Act 2006) in respect of this written resolution, agree that the Resolution be so passed.

Signed by:

R. L. Lonteras

Title: Director

Signed for or on behalf of **Adler & Allan Limited**

Date: 19 January 2022

IMPORTANT:

To signify your agreement to the Resolutions, you must:

- sign this document where indicated above;
- return the signed document to the Company using one of the following methods:
 - deliver it by hand or send it by post to the Company's registered office; or
 - attach a scanned copy of the signed document to an email, enter "Written Resolution" in the subject line and send it to marina.fatsis@kirkland.com.

If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

Unless, by (and including) the date falling 14 days from the circulation date of these Resolutions, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

Note: Once given, your agreement may not be revoked.