

SATURDAY



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COMPANIES HOUSE

WRITTEN RESOLUTION

OF

BOND OFFSHORE HELICOPTERS LIMITED

(the "Company")

(Registered in England - No 04278474)

CIRCULATION DATE 2 April 2008

Pursuant to Chapter 2 of Part 13 Companies Act 2006 the directors of the Company propose that the following resolution is passed as a special resolution

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be altered by the deletion of Articles 4 (*Lien*) 24 (*Transfer of shares*) and 24B and the substitution thereof of the following new Articles

'4 Intentionally left blank.'

"24 Transfer of shares

Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend such registration, where such transfer

- a) is to any Secured Party, or
- b) is delivered to the Company for registration by a Secured Party in order to perfect its security over the shares, or
- c) is executed by a Secured Party pursuant to the power of sale or otherwise under such security,

and, notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Party and no Secured Party shall be required to offer the shares which are or are to be the subject of any such aforementioned transfer to the Company or to the shareholders for the time being of the Company or any of them and the Company and/or no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not

For the purposes of this Article, "**Secured Party**" means any person or entity to which a security interest has been granted over the shares in the Company, or any nominee receiver or other entity acting on its behalf "

WE CERTIFY THIS TO BE A TRUE COPY OF THE ORIGINAL
— BPE SOLICITORS —
ST JAMES'S HOUSE, ST JAMES' SQUARE
CHELTENHAM

11.04.08

***26A** "subject to Article 24 a member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to the Company itself by way of purchase of its own shares or to the other members of the Company in both cases at a price to be agreed between the Transferor and the Directors or failing agreement at a price certified by the auditors of the Company as the price which might reasonably be expected from a sale of the particular holding in the open market at that time. In arriving at such value the auditors shall take into consideration, inter alia, the following: the pre tax earnings of the Company as disclosed in its recent audited accounts, the multiple then applied to such earnings for the purpose of valuing comparable companies engaged in activities broadly similar to those of the Company, and the value of the rights which attach to a holding of shares in the Company of the size the subject of the above notice of intention to transfer. If within 28 days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares the Transferor may subject to clause 9 hereof dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice"

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, being an eligible member of the Company entitled to vote on the Resolution on 2 April, hereby irrevocably agrees to the Resolution

Signature *GEORGEY BERNARD WILLIAMS ON BEHALF OF B O II*
Name *G Williams*
Date *4/4/08*

NOTES

- 1 If you agree with the Resolution, please indicate your agreement to it by signing and dating this document where indicated above, and return it to the Company in one of the following ways
 - **By Hand** Delivering the signed copy to Steven Smith at Gloucestershire Airport, Staverton, Gloucestershire, GL51 6SP
 - **Post** Returning the signed copy by post to Steven Smith at Gloucestershire Airport, Staverton, Gloucestershire, GL51 6SP
 - **Fax** Faxing the signed copy to 01452716411 marked "For the attention of Steven Smith"
 - **E-mail** By attaching a scanned copy of the signed document to an e-mail and sending it to Steven Smith. Please enter "Written Resolution dated 2 April" in the e-mail subject box

If you do not agree with the Resolution, you do not need to do anything as by failing to reply to this document, you will not be deemed to have agreed with the Resolution

- 2 Once you have indicated your agreement to the Resolution, you may not change your mind and revoke your agreement
- 3 In order for the Resolution to be passed, sufficient agreement must have been received by the Company by 29 April. If sufficient agreement has not been received by that date then the Resolution will lapse. If you do agree to the Resolution, please return this document to the Company as quickly as possible and do ensure your agreement reaches us before or during 29 April
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which names of the joint holder appear in the Register of Members
- 5 If you are signing this document on behalf of a member of the Company under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document