

Company No 5701801

The Companies Act 2006

Public Company Limited by shares

Special Resolution of

## FASTJET LIMITED



At the General Meeting of the above-named Company duly convened and held on the 29<sup>th</sup> September 2022 the following resolutions were passed as to resolution 1 as a Special Resolution:

### Special Resolution

**THAT** every 10,000 ordinary shares of £0.0001 each in the capital of the Company which, at 6.00 p.m. on 29 September 2022 are shown in the books of the Company to be in issue, be consolidated ("**Share Consolidation**") into one consolidated ordinary share of £1.00 in the capital of the Company (a "**Consolidated Ordinary Share**"), each such Consolidated Ordinary Share having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary shares of £0.0001 each in the capital of the Company as set out in the Company's articles of association (the "**Company's Articles**"), provided always that:

- (a) following the Share Consolidation, the Company's Articles are amended such that the first sentence only in Article 43.1 of the Company's Articles is deleted in its entirety and replaced with the following:

*"43.1 The Company's shares are ordinary shares of £1.00 each and are unlimited in number.*

- (b) where the Share Consolidation results in any shareholder in the Company (a "**Shareholder**") being entitled to a fraction of a Consolidated Ordinary Share ("**Fraction Shares**"), the Directors may deal with such Fraction Shares as they think fit, and in particular such Fraction Shares shall, so far as possible, be aggregated with the other Fraction Shares to which other members of the

Company may be entitled (each such Consolidated Ordinary Share representing such Fraction Shares being a "**Fractional Entitlement Share**");

(c) the Directors be and are hereby authorised among other things to sell (or appoint any person to sell) to any person, on behalf of the relevant Shareholders, all the Fractional Entitlement Shares for the best price reasonably obtainable and distribute the net proceeds of sale to and among the Shareholders entitled to such Fractional Entitlement Shares in due proportions, save that:

i. the Company shall not be required to pay any such amount to any Shareholder unless it exceeds £5.00; and

ii. a potential purchaser must acquire a minimum of 10 (ten) Fractional Entitlement Shares, save that if there are less than 10 Fractional Entitlement Shares left to purchase ("Remaining Shares"), a potential purchaser shall be entitled to purchase such Remaining Shares provided that they purchase all of the Remaining Shares (and not some only of the Remaining Shares);

(d) to the extent that any Fractional Entitlement Shares are not sold pursuant to the authority set out at limb (b) above during the period commencing at 12.01 a.m. on 30 September 2022 and ending at 11.59 p.m. on 13 October 2022, all such unsold Fractional Entitlement Shares will be automatically re-designated as Deferred Shares (the "Re-designation");

(e) to the extent that not all of the Fractional Entitlement Shares are sold, and therefore the Re-designation occurs, the Company's Articles are amended such that the second sentence of Article 43.1 of the Company's Articles is deleted in its entirety and replaced with the following:

"43.1 ... In addition the Company also has in issue deferred shares of £1.00 each, deferred shares of £0.0099 each, deferred shares of £0.01 each and deferred shares of £0.09 each (together, the "deferred shares")"; and

(f) any Director (or any person appointed by the Directors) shall be and is hereby authorised on behalf of all relevant Shareholders to execute an instrument of

transfer in respect of all Fractional Entitlement Shares arising therefrom and to do all acts and things the Directors consider necessary or expedient:

- i. in connection with the Share Consolidation generally;
- ii. to effect the transfer of such shares to, or in accordance with the directions of, any buyer of any such Fractional Entitlement Shares;
- iii. to effect the Re-designation in respect of any unsold Fractional Entitlement Shares (if required); and
- iv. to effect the amendments to the Company's Articles detailed at limb (a) and, if required, limb (e) above, including the necessary filings at Companies House.



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**COMPANY SECRETARY**