

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

AVANTUS AEROSPACE MIDCO LIMITED

(the "Company")

Company Number 09358911

29 June 2023

(the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the resolutions below be passed as resolutions of the Company (together the "Resolutions"):

ORDINARY RESOLUTIONS

1. THAT, in substitution for all previous authorities conferred upon the directors pursuant to section 551 of the Act, but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities, the directors of the Company be and they are by this resolution generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot up to:
 - a. 13,300,000 T1 Preference Shares of \$1.00 each;
 - b. 6,900,000 T2 Preference Shares of \$0.01 each (with premium thereon of \$9.99 per share);
 - c. 3,640,000 T3 Preference Shares of \$0.01 each (with premium thereon of \$9.99 per share);
 - d. 3,281,787 T3a Preference Shares of £0.01 each (with premium thereon of £9.99 per share);
 - e. 150,000 MIP I Preference Shares of \$0.01 each (with premium thereon of \$2.39 per share);
 - f. 41,667 MIP II Preference Shares of \$0.01 each (with premium thereon of \$0.59 per share);
 - g. 1,500 MIP III Ordinary Shares of \$0.001 each;
 - h. 14,305,979 A Ordinary Shares of \$0.001 each (with premium thereon of \$0.999 per share);
 - i. 1,000 B Ordinary Share of \$0.001; and

- j. 6,296,717 Ordinary Shares of £0.01 each (with premium thereon of £0.99 per share);

each in the capital of the Company provided that this authority shall (unless renewed, varied or revoked by the Company in general meeting or by resolution) expire on the fifth anniversary of the date of this resolution but the Company may, before such expiry, make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry, and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTIONS

2. THAT the draft articles of association attached to these Resolutions (the "New Articles") be and are hereby adopted by the Company in substitution for, and to the exclusion of, the existing articles of association of the Company (the "Existing Articles").
3. THAT any rights of pre-emption, whether under the Existing Articles, the New Articles or otherwise, be waived or otherwise disapplied in respect of the allotment and issue of shares pursuant to the authority granted by Resolution 1.

Agreement

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

The undersigned, being a person entitled, or who is duly authorised on behalf of a person entitled, to vote on the above Resolutions on the Circulation Date (being the eligible members of the Company for the purposes of section 289 of the Companies Act 2006 and the holders of each class of shares in the Company eligible to provide class consent in respect thereof), irrevocably agrees to the Resolutions and provide their consent of the purpose of all class consents that may be necessary in connection with the foregoing.

Signed by:

DocuSigned by:
Alastair Fanning
F5B875587F9649C.....

For and on behalf of
Avantus Aerospace Group Limited

29 June 2023

Date:

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NOTES:

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - (a) By DocuSign: by completing the DocuSign envelope sent to you.
 - (b) By Email: attaching a scanned copy of the signed document to an email and sending it to celsom@goodwinlaw.com.
2. 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.
3. Once you have indicated your agreement to the Resolutions by signing above, you may not revoke your agreement.
4. Unless by the expiry of the period of 28 days beginning with the Circulation Date of the Resolutions, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.
5. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.

APPENDIX
NEW ARTICLES