

Company number 10822896

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE SOLE MEMBER
of
MERCURIUS HOLDINGS LTD
(the "Company")

Circulation date: 24 September 2019

The undersigned, being the **SOLE MEMBER** of the Company entitled to receive notice of and to attend and vote at a general meeting of the Company, hereby **RESOLVES** and agrees that the resolutions below marked "Ordinary Resolutions" are passed as ordinary resolutions and the resolutions below marked "Special Resolutions" are passed as special resolutions (the "**Resolutions**"), pursuant to and in accordance with Chapter 2 of Part 13 of the Companies Act 2006 and the Resolutions shall be for all purposes valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. For the purpose of the Resolutions, capitalised terms used but not otherwise defined shall have the meaning given in the draft minutes of a meeting of the board of the Company appended as Appendix A hereto.

ORDINARY RESOLUTIONS

- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

THURSDAY



A18 *A8GRØMØZ* 24/10/2019 #233
COMPANIES HOUSE

■ [REDACTED]

■ [REDACTED]
[REDACTED]
[REDACTED]

■ [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

■ [REDACTED]
[REDACTED]
[REDACTED]

[REDACTED]
[REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED]
[REDACTED]
[REDACTED]

■ [REDACTED]
[REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED]
[REDACTED]

■ [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

■ [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

■ [REDACTED]
[REDACTED]

■ [REDACTED]
[REDACTED]
[REDACTED]

■ [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

SPECIAL RESOLUTIONS

THAT the articles of association of the Company be amended by the addition of the following new article 39:

"EXCEPTION

39. *Notwithstanding anything to the contrary in these articles or otherwise, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:*
- 39.1 *is to a bank, lender or financial institution, or other person to which such shares have been charged or on whose behalf such shares were charged, by way of security (whether as a lender, or agent and trustee for a group of banks or institutions or otherwise), or to any affiliate of or nominee or other entity acting on behalf of such a bank, lender, financial institution or other person to which such shares are being transferred by way of security (a "**Secured Institution**");*
- 39.2 *is delivered to the Company for registration by a Secured Institution in order to perfect its security over the shares;*
- 39.3 *is executed by an administrator, receiver or manager appointed by or on behalf of a Secured Institution under any security document which creates any security interest over such shares; or*
- 39.4 *is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any security document which creates any security interest over such shares,*

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 Institution shall be required to offer the shares which are or are to be the subject of any such transfer to the shareholders for the time being of the Company or any of them, and no such shareholder 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."

Agreement:

The sole eligible member of the Company in respect of these Resolutions agrees that the Resolutions be so passed.

A black rectangular box redacting the signature of the Director.

Title: Director

Signed for and on behalf of Pattonair Europe Limited

[Signature page to shareholder resolutions of Mercurius Holdings Ltd]

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;
 - fax a copy of the signed document to Willkie Farr & Gallagher (UK) LLP marked "For the attention of "Nick Jupp" to CityPoint, 1 Ropemaker Street, London EC2Y 9AW; or
 - attach a scanned copy of the signed document to an email, enter "Written Resolution - Condor" in the subject line and send it to njupp@willkie.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 the date falling 28 days after (and including) the circulation date, 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.