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PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

CONNECT AIRWAYS LIMITED  
(THE "COMPANY")

CIRCULATED ON 5 July 2019 (THE "CIRCULATION DATE")

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Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), the directors of the Company propose that the following written resolution is passed as a special resolution (the **Special Resolution**).

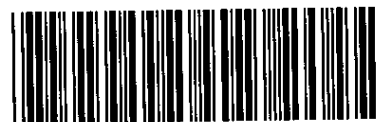
1 **Special Resolution**

**IT IS RESOLVED THAT** pursuant to section 21(1) of the Act, the articles of association of the Company are amended to delete "six" in line one of Article 4 (*Number of Directors*) and replace it with "seven" (the **Amendment**).

Attached is a copy of the new articles of association of the Company which incorporate the Amendment and which are hereby adopted by the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

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

WEDNESDAY



A32 \*A89FICTU\* #119  
10/07/2019  
COMPANIES HOUSE

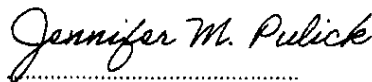
**Agreement**

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

We the undersigned, each being an eligible member (see Note 1 below) entitled to vote on the Special Resolution on the Circulation Date, hereby agree to the Special Resolution.

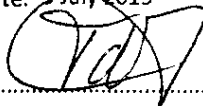
Signed for and on behalf of

**DLP HOLDINGS S.À R.L.**



Name: Jennifer M. Pulick  
Manager A

Date: 5 July 2019



Name: Tjebco de Jong  
Manager B

Date: 5 July 2019

Signed for and on behalf of

**STOBART AVIATION LIMITED**

.....

Name:

Title:

Date:

Signed for and on behalf of

**VIRGIN TRAVEL GROUP LIMITED**

.....

Name:

Title:

Date:

**Agreement**

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

We the undersigned, each being an eligible member (see Note 1 below) entitled to vote on the Special Resolution on the Circulation Date, hereby agree to the Special Resolution.

Signed for and on behalf of

**DLP HOLDINGS S.À R.L.**

.....

Name:

Manager A – **TRUSTMOORE LUXEMBOURG SA**

Date:

.....

Name:

Manager B – **CYRUS CAPITAL PARTNERS, L.P.**

Date:

Signed for and on behalf of

**STOBART AVIATION LIMITED**

.....

Name:

Title: **CEO**

Date: **5 July 2019**

Signed for and on behalf of

**VIRGIN TRAVEL GROUP LIMITED**

.....

Name:

Title:

Date:

**Agreement**

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

We the undersigned, each being an eligible member (see Note 1 below) entitled to vote on the Special Resolution on the Circulation Date, hereby agree to the Special Resolution.

Signed for and on behalf of

**DLP HOLDINGS S.À R.L.**

.....

Name:

Manager A – TRUSTMOORE LUXEMBOURG SA

Date:

.....

Name:

Manager B – CYRUS CAPITAL PARTNERS, L.P.

Date:

Signed for and on behalf of

**STOBART AVIATION LIMITED**

.....

Name:

Title:

Date:

Signed for and on behalf of


**VIRGIN TRAVEL GROUP LIMITED**

.....

Name:

Title:

Date:

  
**SHAI WEISS**  
**CHIEF EXECUTIVE OFFICER**  
5 July 2019

## NOTES

1. An "eligible member" is any member of the Company who is entitled to vote on the Special Resolution on the Circulation Date.
2. If you agree with the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by attaching a scanned copy of the signed document to an e-mail and sending it to [victoria.thompson@morganlewis.com](mailto:victoria.thompson@morganlewis.com) and [james.mead@morganlewis.com](mailto:james.mead@morganlewis.com), with the original signed Special Resolution to follow to Morgan, Lewis & Bockius UK LLP, Condor House, 5-10 St. Paul's Churchyard, London EC4M 8AL marked for the attention of James Mead.
3. If you do not agree to the Special Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
4. Once you have indicated your agreement to the Special Resolution you may not revoke your agreement.
5. Unless sufficient agreement has been received for the Special Resolution to pass on or before the date that is 28 days after the Circulation Date, it will lapse. If you agree to the Special Resolution, please ensure that your agreement reaches us before or on this date.

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.