

VERTICAL AEROSPACE GROUP LIMITED

(Company No. 12590994)

WRITTEN RESOLUTION

(the “Company”)

10 March 2021 (the “**Circulation Date**”)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose that the resolution below is passed as an ordinary resolution (the “**Resolution**”).

ORDINARY RESOLUTION

1. That the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to grant rights to convert up to £25,000,000 of convertible loan notes into either (i) a fixed number of preference shares or (ii) a fixed number of A ordinary shares in the capital of the Company and to allot and issue the relevant shares issuable upon the conversion of the convertible loan notes, pursuant to a convertible loan note instrument (the “**Loan Note Instrument**”) dated on or around the date of this Resolution, provided that:
 - i. the authority granted under this Resolution shall expire on the fifth anniversary of the date of the passing of this resolution; and
 - ii. the Company may, before such expiry under paragraph (a) above, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

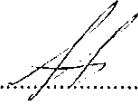
This authority is in addition to all existing authorities.

AGREEMENT:

Please read the notes accompanying this document before you signify your agreement to the Resolution.

The undersigned being a person entitled to vote on the Resolution on 10 March 2021 hereby irrevocably agrees to the Resolution.

Signed:



Name

Stephen James Fitzpatrick

Date:

10 March 2021

Notes

- If you agree to the Resolution, please indicate your agreement by signing and dating this document as indicated and returning it to the Company using one of the following methods:
 - By hand or by post: signed copy to be delivered/sent to Vincent Francis Casey at Vertical Aerospace Group Limited, 140-142 Kensington Church Street, London, England, W8 4BN; or
 - By e-mail: scanned copy of the signed document to be attached to an email and sent to vinny.casey@vertical-aerospace.com with “Written Resolution – Vertical Aerospace Group Limited” in the subject box.

If you do not agree to the Resolution you do not need to do anything; you will not be deemed to agree if you fail to reply.

1. Your agreement to the Resolution, once indicated, may not be revoked.
2. If sufficient agreement has not been received within 28 days of the Circulation Date for the Resolution to pass then the Resolution will lapse.
3. 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.