

Company Number: 12875147

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

**THYME OPCO LIMITED
(THE "COMPANY")**

CIRCULATED ON 9 April **2021 (THE "CIRCULATION DATE")**

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

1 SPECIAL RESOLUTION

IT IS RESOLVED THAT the registered name of the Company be changed to Flybe Limited (the **First Name Change**).

IT IS RESOLVED THAT if Completion (as defined in the Asset Purchase Agreement dated 19 October 2020 between, among others, Flybe Limited (in administration) as seller and the Company as buyer) does not occur on or before the date falling five business days after the First Name Change, the Company's name be changed back from Flybe Limited to Thyme OpCo Limited or such other name as any director of the Company may instruct Morgan, Lewis & Bockius UK LLP.

2 AGREEMENT

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

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



Signed for and on behalf of
THYME PARENTCO LIMITED

DocuSigned by:
Jonathan Peachey
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Date: 9 April 2021

NOTES

1. An "eligible member" is any member of the Company who is entitled to vote on the Special Resolutions on the Circulation Date.
2. If you agree with the Special Resolutions, 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, with the original signed Special Resolutions to follow to Condor House, 5-10 St. Paul's Churchyard, London EC4M 8AL marked for the attention of Victoria Thompson.
3. If you do not agree to the Special Resolutions, 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 Resolutions 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 Resolutions, 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.