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Company No.: SC135362
SC1767931

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN SHAREHOLDER RESOLUTION

of

GLASGOW PRESTWICK AIRPORT LIMITED (the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below is passed by the shareholders of the Company as an ordinary resolution (the "Ordinary Resolution") and resolution 2 below is passed by the shareholders of the Company as a special resolution (the "Special Resolution").

Ordinary Resolution

- (1) THAT for the purposes of section 551 of the Companies Act 2006, the directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for or convert any security into shares in the Company ("relevant securities") up to an aggregate nominal amount of GBP 14,371,145 and this authority shall expire five years from the date of this resolution but may be previously revoked or varied or renewed and so that the Company may, before such expiry, revocation or variation of this authority, make any offer or agreement which would or might require relevant securities to be allotted after such expiry, revocation or variation, and the directors may allot relevant securities in pursuance of any such offer or agreement as if such authority had not expired or been revoked or varied. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 549 of the Companies Act 2006 but without prejudice to any allotment or grant of rights or offer or agreement already made pursuant to that authority.

Special Resolution

- (2) THAT the restriction on the authorised share capital of the Company set out in article 3 of the articles of association of the Company and also in paragraph 5 of the memorandum of association of the Company (which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association) be and is hereby revoked and deleted.

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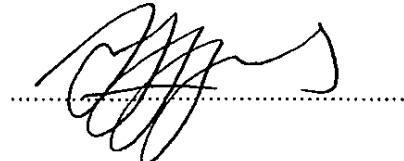
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SCT 29/11/2013 #388
COMPANIES HOUSE

Statutory Statement regarding signifying agreement and date by which resolution must be passed

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

The undersigned, a person entitled to vote on the above resolutions on 22/11/13 hereby irrevocably agrees to the Ordinary Resolution and the Special Resolution:

STEVEN FITZGERALD
Signed by _____ for and on behalf of
PRESTWICK AVIATION HOLDINGS LIMITED



Date

22 NOVEMBER 2013

Notes

1. You can choose to agree to both the Ordinary Resolution and the Special Resolution or neither of them but you cannot agree to only one of the resolutions. If you agree to both of the resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company.

If you do not agree to either of the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
3. Pursuant to the Companies Act 2006, unless, by 20/12/13, 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 before or during this date. The agreement of a member to a written resolution proposed under the Companies Act 2006 is ineffective if signified after this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
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.