

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE SOLE MEMBER**

of

AIR PARTNER AVIATION SERVICES LIMITED

Registration number 03874833
(the *Company*)

Circulation date: 06 September 2023

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

SPECIAL RESOLUTION:

THAT the Articles of Association of the Company be altered by the insertion of the following as a new article 14:

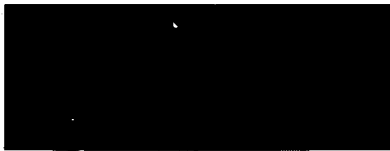
"14. FINANCIAL INSTITUTIONS

- 14.1 Notwithstanding any provision of these articles, any pre-emption rights conferred on existing members by these articles or otherwise and any other restrictions on transfer of shares contained in these articles or otherwise shall not apply to, and the directors shall not decline to register, any transfer of shares where such transfer is:*
- 14.1.1 in favour of any bank, financial institution or other person (or any nominee or nominees of such a bank, financial institution or other person) to whom such shares are being transferred by way of security (whether such bank, financial institution or other person is acting as agent, trustee or otherwise); or*
- 14.1.2 duly executed by any such bank, financial institution or other person (or any such nominee or nominees) to whom such shares (including any further shares in the company acquired by reason of its holding of such shares) are to be transferred as aforesaid pursuant to a power of sale under any security document which creates any security interest over such shares; or*
- 14.1.3 duly executed by a receiver appointed by a bank, financial institution or other person (or any such nominee or nominees) pursuant to any security document which creates any security interest over such shares.*
- 14.2 Notwithstanding anything contained in these articles, the Company shall have no present or future lien on any share, dividend or moneys payable in respect of shares which have been mortgaged, charged or pledged by way of security to a bank, financial institution or other person (or any such nominee or nominees) in favour of which any security interest in such shares has been created and any lien conferred pursuant to these articles shall not apply in respect of any such share, dividend or moneys payable.*



Agreement:

We, being the sole eligible member of the Company (as defined in section 289 of the Companies Act 2006) in respect of this written resolution, agree that the Resolutions be so passed.



For and on behalf of AIR PARTNER LIMITED

Date: 6/9/23