

**WRITTEN RESOLUTION OF THE SOLE SHAREHOLDER****VISTAJET INTERNATIONAL LIMITED****Company Number: 06617647****Circulation Date: 30 September 2020**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of VistaJet International Limited (the "Company") propose that the resolutions set out below (the "Resolutions") be passed as ordinary resolutions of the Company and a special resolution of the Company, as indicated.

ORDINARY RESOLUTIONS

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

SPECIAL RESOLUTION

We, the undersigned, being the sole member of the Company who (at the date of circulation of the Resolutions) would be entitled to vote on the Resolutions, hereby agree as the holder of all shares in accordance with the articles of association of the Company and Chapter 2 of Part 13 of the Companies Act 2006:

THAT the articles of association of the Company be amended by way of special resolution by the insertion of the following as the new Article 20:

"20 Notwithstanding anything contained in these Articles, any pre-emption rights on a transfer of shares conferred on existing members by these Articles or otherwise shall not apply to, and the Directors of the Company shall not decline to register any transfer of shares, nor may they suspend registration thereof, where the transfer:

- a) is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "Secured Institution"); or*
- b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares;*

- c) *is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security; or*
- d) *is executed by any receiver or any insolvency practitioner in the course of selling the shares which are the subject of such security,*

and furthermore notwithstanding anything to the contrary contained in these Articles but subject always to the provisions of the Companies Act 2006 no transferor of any shares in the Company to a Secured Institution or proposed transferor of such shares to a Secured Institution and no Secured Institution shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles howsoever to require such shares to be transferred to them whether for consideration or not. Furthermore, notwithstanding anything contained in these Articles, the Company and the directors shall not be entitled to exercise any lien which the Company has in respect of its shares to the extent a Secured Institution has a charge or mortgage over those shares.”

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

The undersigned being a person entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions.

[signature page follows]

[REDACTED]

[REDACTED]

For and on behalf of Vistajet Operations Holding Limited

DocuSigned by:

Nicholas van der Meer

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Signed:

Nicholas van der Meer

Name:

Date: 30 September 2020

Notes

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, 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 99 Bishopsgate, London EC2M 3XF, United Kingdom (attn: Chris Devine); or
- By e-mail: scanned copy of the signed document to be attached to an email and sent to Chris.Devine@lw.com and Paul.Baird@lw.com with "Vistajet – Shareholder Written Resolutions" in the subject box.

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

2. Your agreement to the Resolutions, once indicated, may not be revoked.
3. If sufficient agreement has not been received by midnight on the date that is 28 days after the Circulation Date then the Resolutions will lapse.
4. 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.