

**THE COMPANIES ACT 2006**  
**WRITTEN RESOLUTION**  
**-of-**  
**AVIATION SYSTEMS GROUP LTD**  
**(the "Company")**  
**Company Number: 9822591**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**CHANGE OF ARTICLES OF ASSOCIATION**

Under 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 (**Resolution**)

**SPECIAL RESOLUTION**

**THAT** the existing Articles of Association of the company be amended by deleting article 30 and replacing it with the following new article 30:

- 30.1 The Company may, by special resolution declare dividends, and the directors may decide to pay interim dividends but a dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors and no dividend may be declare or paid unless it is in accordance with shareholders' respective rights.
- 30.2 Subject to clause 30.3, in relation to any particular Financial Year:
- (a) the Company shall distribute by way of dividend at least 5% of the profit of the Company in relation to each Financial Year, but after making all necessary, reasonable and prudent provisions and reserves for taxation, as shown in the accounts for that year.
- 30.2 The Company shall not declare, pay or make a final dividend or other distribution:
- (a) without 75% of shareholders consenting to such action; or
  - (b) which is or would be prohibited by the Companies Act 2006;
- 30.3 For the avoidance of doubt interim dividends do not require a members resolution and the directors may in their sole discretion award interim dividends.
- 30.4 A distribution under this clause in relation to any financial year of the Company shall be made within six months of the day to which the accounts of the Company for that year are made up.
- 30.5 If the directors act in good faith, they do not incur any liability to the holders of the shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights.

**AGREEMENT**

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



The undersigned, a person entitled to vote on the Resolution on 15 March 2019, hereby irrevocably agrees to the Resolution:

Signed by

..... *A. Geal* .....

Date:

..... *15<sup>th</sup> March 2019* .....

## NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

- **By hand:** delivering the signed copy to Adrian Geal, 11 Bishops Drive, East Harnham, Salisbury, United Kingdom, SP2 8NZ.
- **Post:** returning the signed copy by post to Adrian Geal, 11 Bishops Drive, East Harnham, Salisbury, United Kingdom, SP2 8NZ.
- **Email:** by attaching a scanned copy of the signed document to an email and sending it to [ageal@asg.ltd](mailto:ageal@asg.ltd). Please type "Written resolutions dated 15 March 2019" in the email 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.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless by 11 April 2019, sufficient agreement is received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during 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.