

Company Number: 11595860
THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

of

AVIATION & DEFENCE SPARES GROUP LIMITED ("Company")

Circulation Date – 16 October 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("**Act**"), the directors of the Company propose that resolutions 1, 2 and 3 are passed as an ordinary resolution and resolution 4 and 5 is passed a special resolution of the Company ("**Resolutions**").

ORDINARY RESOLUTION

1. **THAT** the Aviation & Defence Spares Group Limited EMI Share Option Plan 2023 ("**Plan**"), a copy of the rules of which is attached to these Resolutions be approved, and the directors be authorised to do all acts and things necessary to establish the Plan.
2. **THAT**, in accordance with section 618 of the Companies Act 2006, the 200 Ordinary shares of £1.00 each in the issued share capital of the Company be sub-divided into 20,000 Ordinary shares of £0.01 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing Ordinary shares of £1.00 each in the capital of the Company as set out in the Company's articles of association for the time being.
3. **THAT**, in accordance with section 551 of the Act, the directors of the Company ("**Directors**") be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £20.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the lapse of the Plan ("**the Lapse Date**") save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTION

4. **THAT**, subject to the passing of resolution 2 and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act pursuant to the authority conferred by resolution 2 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:
 - a. be limited to the allotment of equity securities up to an aggregate nominal amount of £20.00; and
 - b. expire on the Lapse Date (unless renewed, varied or revoked by the Company prior to or on that date, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired).
5. **THAT** the draft articles of association attached to these Resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

AGREEMENT

Please read the notes at the end of this document before agreeing to the Resolutions.

The undersigned were at the time the Resolutions were circulated entitled to vote on, and irrevocably agree to, the Resolutions.

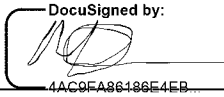
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James Nicholas Molyneux Gordon

16 October 2023

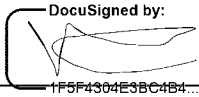
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Matthew Charles Gordon

16 October 2023

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Nicholas Peter Gordon

16 October 2023

Date

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:-
 - **By Hand:** delivering the signed copy to Daniel King, Brachers LLP, Somerfield House, 59 London Road, Maidstone, Kent ME16 8JH; or
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to DanielKing@brachers.co.uk. Please type "Written resolutions – Aviation & Defence Spares Group" in the e-mail subject box.
2. If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, within 28 days of circulation of the Resolutions, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
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.