

No. 1993771

*John*  
DIRECTOR  
+ SECRETARY

The Companies Acts, 1985 to 1989

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**COMPANY LIMITED BY SHARES**  
.....

**AMENDED MEMORANDUM OF ASSOCIATION**  
**OF**  
**METRO BUSINESS AVIATION (HEATHROW) LIMITED**

.....  
Incorporated the 28<sup>th</sup> day of February, 1986  
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**The Companies Act 1985**

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**Company Limited By Shares**

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**MEMORANDUM OF ASSOCIATION**

**of**

**METRO BUSINESS AVIATION (HEATHROW) LIMITED**

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1. The name of the company is **"METRO BUSINESS AVIATION (HEATHROW) LIMITED"**\*
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are:
  - (1) To carry on the business of operators of fixed bases for aircraft worldwide and of dealers in and agents and factors for, aircraft and other vehicles, engines, accessories, spare parts and tools; to construct, manufacture, make, equip, repair and maintain aircraft, other vehicles and engines; to carry on the businesses of engineers, designers, toolmakers, instruments makers, machinists, electricians, painters, upholsterers, decorators, fabric workers, woodworkers, carpenters and leather workers; to deal in petrol, oil and gas; to sell or let or hire aircraft, other vehicles and engines, to acquire, provide and maintain hangars, garages, sheds, aerodromes and accommodation for or in relation to aircraft and other vehicles, to advertise on behalf of other persons by aerial means or otherwise, to establish, maintain and operate aircraft services for the carriage of persons or goods and to act as general carriers and forwarding agents.
  - (2) To buy, sell, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.
  - (3) To apply for, purchase or otherwise acquire any patents, licences, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account, the rights and information so acquired.

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\* The Company was incorporated under the name of Intercede 370 Limited and has subsequently changed its name to the above name.



- (4) To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property or rights of the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other company.
- (5) To carry on the business of commission agents, factors, general merchants and dealers in every description of goods, exporters and importers, concessionaires, wholesale and retail traders, carriers, warehousemen, designers, advertising contractors or agents, or trustees, brokers or agents for any company.
- (6) To manufacture, refine, repair, purchase, sell, export, import, deal in or let on hire all kinds of goods, substances and other articles which may be advantageous to the Company or which any of the customers or other companies having dealings with the Company may from time to time require.
- (7) To carry on any other activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done by the Company in connection with the above, or may seem to the Company calculated directly or indirectly to benefit the Company.
- (8) To purchase, take on lease or licence or in exchange, apply for, hire, renew or otherwise acquire and hold for any estate or interest, and to sell, let, license or otherwise dispose of, in whole or in part, and lands, buildings, machinery, rights, stock-in-trade, business concerns, choses in action, and any other real and personal property of any kind including all of the assets of the Company and to perform any services or render any consideration and to construct, equip, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business and in each case for any consideration which may be thought fit.
- (9) To enter into partnership or any other arrangement for sharing profits or joint adventure or co-operation with any company carrying on, engaged in or about to carry on engage in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to subsidise or otherwise assist any such company.
- (10) To invest and deal with moneys of the Company not immediately required in or upon such investments (other than shares in the Company) and in such manner as may from time to time seem expedient.
- (11) To lend money to such companies with or without security and otherwise on such terms as may seem expedient.
- (12) To guarantee, grant indemnities in respect of, support of secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the contracts or obligations and the repayment or payment of the principal and premium of and interest and dividends on any securities or obligations of any company whether

having objects or engaged or intending to engage in business similar to those of the Company or not.

- (13) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms as may be thought expedient of securities of any description.
- (14) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, shipping documents and other negotiable or transferable instruments, and to buy, sell and deal in foreign currencies.
- (15) To grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including Directors) of the Company or of any company in which the Company (directly or through other companies) holds shares or of any predecessor in business of the Company or of its holding company, or to their dependants or relations or connections, and to make payments towards insurance for any such purpose, and to establish or support trusts, funds or schemes (whether contributory or non-contributory) for any such purposes or any other institutions, trusts, funds, schemes, clubs and conveniences calculated to benefit any such persons.
- (16) To promote or assist in promoting any company or companies in any part of the world and to subscribe for shares therein or other securities thereof for the purpose of carrying on any business which the Company is authorised to carry on or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (17) To amalgamate with any other company in any manner whatsoever (whether with or without a liquidation of the Company).
- (18) To procure the Company to be registered or recognised in any country or place in any part of the world.
- (19) To compensate for loss of office any Directors or other officers of the Company and to make payments to any persons whose office, employment or duties may be terminated by virtue of any transaction in which the Company is engaged.
- (20) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company or any company promoted by the Company, the issue of the capital of the Company or any such other company, the negotiations between the promoters preliminary to the formation of the Company, the acquisition by the Company of any property or assets and the accomplishment of all or any formalities which the Company may think necessary or proper in connection with any of the matters aforesaid.
- (21) To insure with any other company against losses, damages, risks and liabilities of all kinds which may affect the Company.

- (22) To act as directors or managers of, or to appoint directors or managers of, any subsidiary company or any other company in which the Company is or may be interested.
- (23) To contribute by donation, subscription, guarantee or otherwise to any public, general, charitable or other useful object whatever.
- (24) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (25) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees, subsidiaries or otherwise.
- (26) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the word "**company**" in this clause shall (except where referring to the Company) be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere. The intention is that the objects specified in each paragraph of this clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms of any other paragraph, from the name of the Company or from the order in which such objects are stated, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and independent company.

- 4. The liability of the members is limited.
- 5. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each."

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" By an Ordinary Resolution dated the 20th day of August 1986 the share capital of the company was increased to £1,000 by the creation of 900 Ordinary Shares of £1 each.

By an Ordinary Resolution dated the 10th day of December 1986 the share capital of the company was increased to £11,000 by the creation of 10,000 Redeemable Cumulative Participating Preferred Shares of £1 each.

By Special Resolution passed on 23<sup>rd</sup> January 2002, the Memorandum of Association of the Company was amended to reflect the alterations to the share capital in the Special Resolution below:

“THAT 10,000 Redeemable Cumulative Participating Preferred Shares of £1 each be converted into 10,000 Ordinary Shares of £1 each ranking pari passu with the existing Ordinary Shares in the company”.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

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<b>NAMES, ADDRESSES AND DESCRIPTIONS FOR SUBSCRIBERS</b>	<b>NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER</b>
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<b>ROBERT JOHN WINDMILL</b> Inveresk House 1 Aldwych London WC2R 0HF	One
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**SOLICITOR**

<b>DUNCAN JOHN FARADAY INNES</b> Inveresk House 1 Aldwych London WC2R 0HF	One
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**SOLICITOR**

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Dated this 31st day of January 1986.

Witness to the above Signatures:

**ROBIN STEIN WILKINSON**  
Inveresk House  
1 Aldwych  
London WC2R 0HF

**LAWYER**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 1993771

The Registrar of Companies for England and Wales hereby certifies that  
HUNTING BUSINESS AVIATION (HEATHROW) LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
METRO BUSINESS AVIATION (HEATHROW) LIMITED

Given at Companies House, Cardiff, the 17th November 1995

*E. P. Owen*  
MRS. E. P. OWEN

For the Registrar of Companies



C O M P A N I E S H O U S E

HC006A



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION

of -

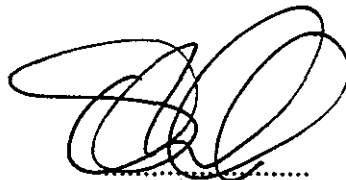
HUNTING BUSINESS AVIATION (HEATHROW) LIMITED

(passed on 9-11-95 )

At an Extraordinary General Meeting of the Company held at 14 South St  
on 9-11-95 the following resolution was duly passed as a Special Resolution of the  
Company: -

SPECIAL RESOLUTION

THAT the name of the Company be changed to Metro Business Aviation (Heathrow)  
Limited.

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke at the end.

CHAIRMAN



# ARTICLES OF ASSOCIATION

Of

## METRO BUSINESS AVIATION (HEATHROW) LIMITED

(Company No. 1993771)

Adopted by Special Resolution passed by written resolution on 23<sup>rd</sup> January 2002

### PRELIMINARY

1.
  - (1) The regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter called "**Table A**") shall apply to the Company in so far as they are varied or excluded by or are inconsistent with these articles.
  - (2) Regulation 1 of Table A shall apply to the Company as if references in it to "these regulations" included references to these articles; and these articles shall also be interpreted as if the Interpretation Act 1978 applied to them in the same manner as, and to the same extent to which, it applies to Table A.
  - (3) In these articles –
    - (a) references to a power are to a power of any kind, whether administrative, discretionary or otherwise; and
    - (b) references to the seal are to the common seal (if any) of the Company and an official seal (if any) kept by the Company by virtue of Section 40 of the Companies Act 1985 (hereinafter called the "**Act**"), or either of them as the case may require.
2. Regulations 24, 54, 57, 64, 94 to 97 (inclusive), and 118 in Table A shall not apply to the Company.

### ALLOTMENT OF SHARES

3. Subject to the provisions of the Act and these articles, the unissued shares in the Company shall be at the disposal of the directors, who may issue, offer, allot, grant options over or otherwise dispose of them to such persons and on such terms, subject to such rights or restrictions, as the directors think fit.
4. Sections 89(1) and 90(1) to (6) (inclusive) of the Act, in their application to allotments by the Company of equity securities, are hereby excluded.

## **SHARE CERTIFICATES**

5. Regulation 6 in Table A shall apply to the Company as if the words “shall be sealed with the seal and” were omitted,

## **TRANSFER OF SHARES**

6. Regulation 23 in Table shall apply to the Company as if the instrument of transfer of any share shown in the memorandum of association to have been taken by a subscriber to it need not be executed by or on behalf of the transferee, even where the share is not fully paid.
7. The directors may, unless otherwise directed by a member or members holding a majority in nominal value of the issued ordinary shares in the Company, in their absolute discretion, and without giving any reason, decline to register any transfer of any share, whether or not fully paid.

## **NOTICE OF GENERAL MEETINGS**

8. Notice of every general meeting shall be given to all members (other than any who, under the provisions of these articles or any restrictions attached to any shares, are not entitled to receive such notice) and to the auditors. The last sentence of Regulation 38 in Table A shall not apply to the Company.

## **PROCEEDINGS AT GENERAL MEETINGS**

9. Where the Company has only one member, Regulation 40 in Table A shall apply to the Company as if the reference to two persons were a reference to one, and the word “each” were omitted.

## **VOTES OF THE MEMBERS**

10. Subject to any rights or restrictions attached to any shares on a show of hands every member who is present in person or by proxy or (being a corporation) by a duly authorised representative shall have one vote (provided that if he is present in more than one capacity he shall not have more than one vote on a show of hands), and on a poll every member shall have one vote for every share of which he is the holder.

## **DELIVERY OF PROXIES**

11. Regulation 62 in Table A shall apply to the Company as if, after the words “in a manner so permitted”, there were inserted the words “or in such other manner as the directors may determine”.

## **DIRECTORS**

12. Unless otherwise determined by ordinary resolution the number of directors (other than alternate directors) shall not be subject to any maximum but, except where the Company has only one member, shall not be less than two.

## **APPOINTMENT RETIREMENT AND REMOVAL OF DIRECTORS**

13. Regulations 73 to 80 (inclusive) and the last sentence of Regulations 84 in Table A shall not apply to the Company.
14. A member or members holding a majority in nominal value of the issued ordinary shares in the Company may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director, and may remove from office any director however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members concerned or, in the case of a corporate member, by its duly authorised representative, and delivered to the office or tendered at a meeting of the directors or a general meeting of the Company.
15. The directors may appoint any person who is willing to act to be director, either to fill a vacancy or as an additional director.
16. The Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director and, without prejudice to the provisions of the Act, may by ordinary resolution remove a director from office.
17. The removal of a director under these articles shall be without prejudice to any claim the director may have for breach of any contract of service between him and the Company.
18. No person shall be disqualified from being or becoming a director by reason of his attaining or having attained the age of 70 or any other age, nor shall it be necessary by reason of his age to give special notice under the Act of any resolution appointing, re-appointing or approving the appointment of a director.

## **PROCEEDINGS OF DIRECTORS**

19. A director who has duly declared his interest (so far as he is required to do so) may vote at a meeting of the directors or of a committee of the directors on any resolution concerning a matter in which he is interested, directly or indirectly. If he does, his vote shall be counted; and whether or not he does, his presence at the meeting shall be taken into account in calculating the quorum.

20. Where the Company has only one member and only one director, that director may exercise all the powers conferred on the directors by Regulation 70 in Table A or otherwise by virtue of these articles, notwithstanding any restriction in Regulation 89 (as to the quorum for the transaction of the business of the directors) or Regulation 90 (as to the purposes for which a sole continuing director may act).

## **DIVIDEND**

21. Regulation 106 in Table A shall apply to the Company as if, after the words "to the order of", there were inserted the words "or to".

## **MEETINGS BY CONFERENCE FACILITIES**

22. A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:

- (1) to hear each of the other participating directors addressing the meeting; and
- (2) if he so wishes, to address each of the other participating directors simultaneously.

whether directly, by conference telephone or by any other form of communications equipment (whether in use when this Articles 23 is adopted or developed subsequently) or by a combination of such methods. A quorum shall be deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum. A meeting held in this way shall be deemed to take place at the place where the largest group of directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates. Any director may, by prior notice to the secretary, indicate that he wishes to participate in the meeting in such manner, in which event, the directors shall procure that an appropriate conference facility is arranged.

## **INDEMNITY**

23. Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled:

- (a) every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability, loss or expenditure incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by him as an officer or auditor of the Company and in which he is acquitted, or incurred in connection with any application in which relief is granted to him by the court from liability in respect of any such act or omission or from liability to pay any amount in respect of shares acquired by a nominee of the Company; and
- (b) the directors may purchase and maintain insurance at the expense of the Company for the benefit of any director or other officer or auditor of the Company against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or omitted to be done or alleged to have been done or omitted to be done as a director, officer or auditor.

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