

Company Number 02822611

## WRITTEN RESOLUTIONS

Of

### PATRIOT AVIATION (CHARTER) LIMITED (the "Company")

We, the undersigned being the sole member of the Company, who at the date of the passing of these resolutions represent not less than 75% of the total voting rights of eligible members (as defined in section 289 of the Companies Act 2006), agree that resolutions 1 to 3 below be and are hereby passed as special resolutions

### SPECIAL RESOLUTIONS

- 1 **THAT** in accordance with regulation 96 of Table A (being Table A in the Companies (Tables A to F) Regulations 1985 ("**Table A**") as incorporated in the articles of association of the Company, the prohibitions in regulation 94 and 95 of Table A shall not apply in relation to any proposed or actual decisions of the sole director of the Company, namely, Sir Peter Rigby (the "**Director**"), arising out of or in connection with all or any of the following
  - (a) the entry into of a loan agreement between the Company and its parent company, namely Patriot Aerospace Limited (CRN 07398876) ("**PAL**"),
  - (b) the reduction of the Company's issued share capital from 100 ordinary shares of £1 00 each to 1 ordinary share of £1 00,
  - (c) any dividend (including for the avoidance of doubt, any dividend in specie) by the Company to PAL and/or any related assignment agreement between the Company and PAL, and
  - (d) any application to strike off the Company,

and the Director is authorised to form part of the quorum and may vote at any board meeting or sign any resolution in writing of the sole director on any or all of the matters detailed in paragraphs (a) to (d) above and any matters related to such matters and if the Director shall either attend any such board meetings or sign any such resolutions in writing then he shall be counted in the quorum and as being present at that meeting/for the purposes of those resolutions in writing and if he shall vote then his vote shall also be so counted

- 2 **THAT** for the purpose of paragraph 47 of Part 3 of Schedule 4 to The Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007, authorisation of any situation in which a director of the Company has, or can have, an interest which conflicts, or possibly may conflict, with the interests of the Company may be given in accordance with section 175(5)(a) Companies Act 2006
- 3 **THAT** the situations in which Sir Peter Rigby (the "**Director**") has or can have a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company which are described in the memorandum below are authorised and approved notwithstanding that any such conflict of interest may infringe or breach that director's duty under section 175 of the Companies Act 2006 to avoid such situations and for the avoidance of doubt, the Director is authorised to be and remain as a director, shareholder or employee of any company referred to in the schedule and any existing breaches of duty arising from the situations described in the schedule are hereby ratified and approved

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**Schedule**

- 1      Becoming, holding, or being in, the position of director, creditor, shareholder or employee of Patriot Aerospace Limited (CRN 07398876)
- 2      Becoming, holding, or being in, the position of shareholder or employee of the Company
- 3      Becoming, holding, or being in, the position of director, shareholder or employee of any company which is from time to time
  - (a)      the Company's subsidiary company, or
  - (b)      the Company's holding company, or
  - (c)      any subsidiary of the Company's holding company,

and for the purposes of this paragraph **subsidiary** and **holding company** have the meanings ascribed to them respectively by section 1159 Companies Act 2006



Dated 2 March 2016

Duly authorised signatory  
for and on behalf of  
**PATRIOT AEROSPACE LIMITED**  
(CRN. 07398876)



## NOTES

- 1 If you agree to the above resolutions please indicate your agreement by signing and dating this document where indicated and returning it to the Company by *30 March* 2016 using one of the following methods
  - a) delivering it by hand to Amar Adatia,
  - b) sending it by post to Amar Adatia at Two Snowhill, Birmingham B4 6WR, or
  - c) emailing a scanned copy to amar.adatia@wragge-law.com

If the Company has not received sufficient agreement by that date the resolutions will lapse
- 2 Once you have indicated your agreement to the resolutions you may not revoke that agreement