

Company No: 03713278

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARE
WRITTEN RESOLUTION
of
BROOKE AIR HOLDINGS LIMITED (the Company)

CIRCULATION DATE: **25** October 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), the directors of the Company propose that the following resolution be passed as a special resolution (the **Resolution**) by way of a written resolution of the Company.

SPECIAL RESOLUTION

WE RESOLVE THAT in accordance with section 21 of the Act, the Articles of Association be amended with effect from the date of this resolution by inserting the text below as Articles 5.7 to 5.9:

- 5.7 Directors participate in a directors' meeting, or part of a directors' meeting, when—
- (a) the meeting has been called and takes place in accordance with the articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 5.8 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 5.9 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.



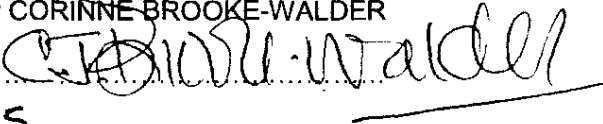
AGREEMENT

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

We, the undersigned, being shareholders of the Company as at the Circulation Date, hereby irrevocably agree to the Resolution:

Signed by CORINNE BROOKE-WALDER

Signature

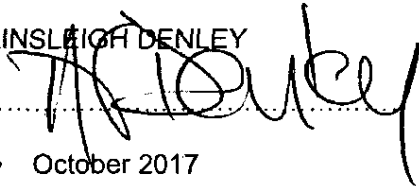


Date 25 October 2017

- and -

Signed by AINSLEIGH DENLEY

Signature



Date 25 October 2017