

Company No 5701801

The Companies Act 2006

Public Company Limited by shares

Ordinary and Special Resolutions of

## Fastjet plc

At the General Meeting of the above-named Company duly convened and held on the 12<sup>th</sup> August 2020 the following special resolutions were passed:

### Resolution 1

#### THAT

- a) in accordance with Rule 41 of the AIM Rules for Companies, the cancellation of the admission of the Ordinary Shares to trading on AIM be and is hereby approved and that the directors of the Company be and are hereby authorised to take all actions reasonable or necessary to effect such cancellation
- b) the Ordinary Shares of £0.01 each in the capital of the Company be subdivided at the Effective Time into 3,800,824,884 Ordinary Shares of £0.0001 each and 3,800,824,884 Deferred Shares of £0.0099 each, having the rights and being subject to the restrictions set out in the Company's articles of association, as proposed to be amended pursuant to limb (c) of this Resolution below;
- c) the Current Articles be amended with effect from the Effective Time by the addition of the following defined term into article 2.1 of the Current Articles:

"C Deferred Shares means deferred shares of 0.99p each in the capital of the Company having such rights as are stated as attaching thereto in Article 10B";

and the addition of a new Article 10B as follows:

**"Article 10B – C Deferred Shares**



The C Deferred Shares shall have, and be subject to the following rights and restrictions:

**10B.1** save as provided in this article 10B, they shall not entitle the holders to receive or participate in the profits or assets of the Company;

**10B.2** they shall not entitle the holders to receive notice of or attend or vote at any general meeting of the Company;

**10B.3** on return of capital on winding up or otherwise, the holders of C Deferred Shares shall only be entitled to repayment of the nominal amount paid up or credited as paid up on the C Deferred Shares after the holder of each ordinary share shall have received the nominal amount of that ordinary share and a payment of £10,000,000 per ordinary share;

**10B.4** they shall not be deemed to be varied or abrogated by the creation or issue of any new shares ranking in priority to or *pari passu* with or subsequent to such shares;

**10B.5** save as provided in this article 10B, the C Deferred Shares shall be incapable of transfer;

**10B.6** notwithstanding any other provision of these articles, the Company shall have the power and authority at any time to purchase all or any of the C Deferred Shares for an aggregate consideration of £1 and any director is pursuant to these articles appointed as the attorney of each holder of C Deferred Shares to execute a transfer or transfers in respect thereof;

**10B.7** the Company shall, subject to the provision of the 2006 Act be entitled to cancel the C Deferred Shares without paying any consideration to the holders of such shares;

**10B.8** on a reduction of capital the Company shall have the right to cancel the C Deferred Shares for nil consideration; and

**10B.9** the Company shall not be obliged to issue a certificate in respect of a C Deferred Share and any transfers of C Deferred Shares shall be certified against the register of members; Articles 15 and 16 shall not apply to the C Deferred Shares."

- d) the directors of the Company be and they are hereby generally and unconditionally authorised (in substitution for all subsisting authorities to the extent unused) pursuant to and in accordance with section 551 of the Companies Act 2006 to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £1,500,000 provided that this authority shall apply until 12 August 2025, but in each case, so that the Company may make

offers or enter into any agreements during the relevant period which would, or might, require relevant securities to be allotted after the authority expires and the directors of the Company may allot relevant securities in pursuance of such offer or agreement as if the offer conferred hereby had not expired; and

e) the directors of the Company be hereby empowered (in substitution for all subsisting authorities to the extent unused) to allot equity securities (within the meaning of the Companies Act 2006) for cash under the authority given by limb (d) of this Resolution above, as if section 561 of the Companies Act 2006 did not apply to any such allotment provided that this power shall be limited to:

i. the allotment of equity securities in connection with an issue in favour of Shareholders where the equity securities respectively attributable to the interests of all such Shareholders are proportionate (or as nearly as may be practicable) to the respective number of Ordinary Shares in the capital of the Company held by them on the record date for such allotment, but subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or requirements of, any recognised regulatory body or stock exchange in any territory; and

ii. the allotment of further equity securities up to an aggregate nominal amount of £1,500,000, PROVIDED such power shall expire on 12 August 2025 unless previously revoked or varied by the Company in general meeting and so that the Company may make offers and enter into agreements which would or might require equity securities to be allotted after the power ends and the directors of the Company may allot equity securities under any such offer or agreement as if the power had not ended.

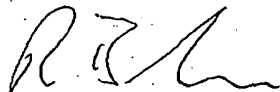
## **Resolution 2**

### **THAT**

subject to and conditional upon the cancellation of the Ordinary Shares to trading on AIM becoming effective:

~~a) the Company be re-registered as a private company under the Companies Act 2006 with the name Fastjet Limited; and~~

b) pursuant to section 101(4) of the Companies Act 2006, the regulations contained in the printed document submitted to the General Meeting and for the purpose of identification signed by the Chairman be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Articles.



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DIRECTOR