

THE COMPANIES ACTS 1985 to 2006

**SPECIAL RESOLUTIONS
OF
PEGASUS HELICOPTER GROUP PLC
COMPANY LIMITED BY SHARES**

THURSDAY



At the 2009 annual general meeting of the above-named Company, duly convened and held at 8902 E. Via Linda #110, Scottsdale, Arizona 85258, USA on the 27 day of July 2009, the following **SPECIAL RESOLUTIONS** were duly passed:

IT WAS RESOLVED:

1. That:

(a) subject to the passing of resolution 8 above, the Directors be and they are hereby empowered pursuant to section 95(1) of the 1985 Act to allot equity securities (within the meaning of section 94(2) of the 1985 Act) for cash pursuant to the authority conferred by resolution 8 above as if section 89(1) of the 1985 Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities:

(i) in connection with an offer of equity securities by way of rights to the holders of ordinary shares in proportion (as nearly as may be) to their respective holdings of ordinary shares on a record date fixed by the Directors but subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with [any legal or practical] problems under the laws of any territory or the requirements of any regulatory body or any stock exchange in any territory or in connection with fractional entitlements or otherwise howsoever; or

(ii) (other than pursuant to paragraph (i) above) having (in the case of relevant shares (as defined in section 94(5) of the 1985 Act)) a nominal amount or (in the case of any other equity securities) giving the right to subscribe for or convert into relevant shares having a nominal amount, not exceeding in aggregate £500,000;

The power conferred by paragraph (a) above shall expire on whichever is earlier of the date of the Company's next Annual General Meeting (and at the conclusion thereof) or 15 months from the date on which this resolution is passed save that the Company may, before the expiry of such power, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

2. That the articles of association of the Company be altered by the deletion of article 112 and the addition of new articles 112 and 113 as follows and the re-numbering of the subsequent articles:

"112. Contracts between a Director and the Company or a company in which the Company is interested

112.1 In addition to complying with any other relevant obligations under the Statutes, a Director who, to his knowledge, is in any way, whether directly or indirectly, interested in a contract with the Company shall declare the nature of his interest at the meeting of the Board after he known or ought reasonably to be aware that he is or has become so interested. A general notice may be given to the Board by a Director to the effect that:

112.1.1 he has an interest (as member, officer, employee or otherwise) in a specified company or firm and is to be regarded as interested in any contract which may after the date of the notice be made with that company or firm; or

112.1.2 he is to be regarded as interested in any contract which may after the date of the notice be made with a specified person who is connected with him,

and stating the nature and extent of his interest or, as the case may be, the nature of his connection with the specified person shall be deemed to be a sufficient declaration of interest under this Article in relation to any such contract.

112.2 Subject to the Statutes, and provided that Director has disclosed to the Board the nature and extent of his material interest, that Director notwithstanding his office:

112.2.1 may hold another office or place of profit with the Company (except that of Auditor) in conjunction with the office of Director and may act by himself or through his firm in a professional capacity for the Company (otherwise than as Auditor) and in either such case on such terms as to remuneration (whether by way of salary, commission, participation in profits or otherwise) and otherwise as the Board may determine; any such remuneration shall be either in addition to or in lieu of any remuneration provided for by or pursuant to any other Article;

112.2.2 may be a party to, or otherwise interested in, any contract with the Company or in which the Company is otherwise interested;

112.2.3 may be a director or other officer of, or employed by, or a party to any contract with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested or as regards which the Company has any powers of appointment; and

112.2.4 shall not, by reason of his office, be accountable to the Company for any remuneration or benefit which he derives from any such office or employment or from any such contract or from any interest in such body corporate and no such office, employment or contract shall be liable to be avoided on the ground of such interest or benefit.

112.3 The Board may cause any voting power conferred by the shares in any other company held or owned by the Company or any power of appointment to be exercised in such manner in all respects as it thinks fit, including the exercise of

either of such powers in favour of a resolution appointing the Directors, or any of them, to be directors or officers of the other company, or in favour of the payment or remuneration to the directors or officers of the other company.

112.4 Except as otherwise provided by these Articles, a Director shall not vote on, or be counted in the quorum in relation to, any resolution of the Board or of a committee of the Board concerning any matter in which he has to his knowledge, directly or indirectly, an interest (other than his interest in shares or debentures or other securities of, or otherwise in or through, the Company) or duty which (together with any interest of a person connected with him is material and, if he shall do so, his vote shall not be counted. A Director shall be entitled to vote on and be counted in the quorum in respect of any resolution concerning any of the following matters:

112.4.1 the giving to him of any guarantee, security or indemnity in respect of money lent or obligations incurred by him or by any other person at the request of or for the benefit of, the Company or any of its subsidiary undertakings;

112.4.2 the giving by the Company of any guarantee, security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiary undertakings for which he himself has assumed responsibility in whole or in part and whether alone or jointly with others under a guarantee or indemnity or by the giving or security;

112.4.3 his subscribing or agreeing to subscribe for, or purchasing or agreeing to purchase, any shares, debentures or other securities of the Company or any of its subsidiary undertakings as a holder of securities, or his being, or intending to become, a participant in the underwriting or sub-underwriting of any offer of any such shares, debentures, or other securities by the Company or any of its subsidiary undertakings for subscription, purchase or exchange;

112.4.4 any contract concerning any company (not being a company in which the Director owns one per cent or more (as defined in this Article)) in which he is interested, directly or indirectly, and whether as an officer, shareholder, creditor or otherwise;

112.4.5 any arrangement for the benefit of employees of the Company or any of its subsidiary undertakings under which he benefits in a similar manner as the employees and which does not accord to any Director as such any privilege or advantage not accorded to the employees to whom the arrangements relates; and

112.4.6. any contract concerning any insurance which the Company is empowered to purchase or maintain for, or for the benefit of, any Directors or for persons who include Directors.

112.5 A Director shall not vote on, or be counted in the quorum in relation to, any resolution of the Board concerning his own appointment, or the settlement or variation of the terms or the termination of his own appointment, as the holder of any office or place of profit with the Company or any company in which the Company is interested but, where proposals are under consideration concerning the appointment, or the settlement or variation of the terms or the termination of the appointment, of two or more Directors to offices or places of profit with the Company or any company in which the Company is interested, a separate resolution may be put in relation to each Director and in that case

each of the Directors concerned shall be entitled to vote on and be counted in the quorum in relation to each resolution which does not concern either: (a) his own appointment or the settlement or variation of the terms or the termination of his own appointment; or (b) the appointment of another Director to an office or place of profit with a company in which the Company is interested and in which the Director seeking to vote and be counted in the quorum is interested by virtue of owning of one per cent or more (as defined in this Article).

- 112.6 A company shall be deemed to be a company in which a Director owns one per cent or more if and so long as he is directly or indirectly the holder of or beneficially interested in one per cent or more of any class of the equity share capital of such company or of the voting rights available to members of such company. For this purpose, there shall be disregarded any shares held by a Director as bare or custodian trustee and in which he has no beneficial interest, any shares comprised in a trust in which the Director's interest is in reversion or remainder (if and so long as some other person is entitled to receive the income from such trust) and any shares comprised in an authorised unit trust scheme in which the Director is interested only as a unit holder
- 112.7 Where a company in which a Director owns one per cent or more is materially interested in a contract, he shall also be deemed to be materially interested in that contract.
- 112.8 For the purposes of this Article, an interest of a person who is, for any purpose of the Statutes (excluding any statutory modification of it not in force when this Article becomes binding on the Company), connected with a Director shall be treated as an interest of the Director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.
- 112.9 Reference in this Article to a contract include reference to any proposed contract and to any transaction or arrangement whether or not constituting a contract.
- 112.10 If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or as to the entitlement of any Director (other than the chairman of the meeting) to vote or be counted in the quorum and the question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, the question shall be referred to the chairman of the meeting and his ruling in relation to the Director concerned shall be conclusive except in a case where the nature or extent of his interest (so far as it is known to the Director) has not been fairly disclosed to the Board. If any question shall arise in respect of the chairman of the meeting, the question shall be decided by resolution of the Board (for which purpose the chairman shall be counted in the quorum but shall not vote on the matter) and the resolution shall be conclusive except in a case where the nature or extent of the interest of the chairman of the meeting (so far as it is known to him) has not been fairly disclosed to the Board.
- 112.11 Subject to the Statutes, the Company may by ordinary resolution suspend or relax the provisions of this Article to any extent or ratify any contract not duly authorised by reason of a contravention of this Article.

113. Conflicts of interest requiring Board authorisation

- 113.1 In accordance with these Articles and subject to the relevant provisions of the Companies Act 2006, the Board may, provided the quorum and voting

requirements set out below are satisfied, authorise any matter that would otherwise involve a Director breaching his duty under the Statutes to avoid conflicts of interest.

113.2 Any Director (including the Director concerned) may propose that the Director concerned be authorised in relation to any matter the subject of such a conflict. Such proposal and any authority given by the Board shall be effected in the same way that any other matter may be proposed to and resolved upon by the Board under the provisions of these Articles, except that the Director concerned and any other Director with a similar interest:

113.2.1 shall not count towards the quorum at the meeting at which the conflict is considered;

113.2.2 may, if the other members of the Board so decide, be excluded from any Board meeting while the conflict is under consideration; and

113.2.3 shall not vote on any resolution authorising the conflict except that, if he does vote, the resolution shall still be valid if it would have been agreed to if his vote had not been counted.

113.3 Where the Board gives authority in relation to such a conflict:

113.3.1 the Board may (whether at the time of giving the authority or at any time or times subsequently) impose such terms upon the Director concerned and any other Director with a similar interest as it may determine, including, without limitation, the exclusion of that Director and any other Director with a similar interest from the receipt of information, or participation in discussion (whether at meetings of the Board or otherwise) related to the conflict;

113.3.2 the Director concerned and any other Director with a similar interest will be obliged to conduct himself in accordance with any terms imposed by the Board from time to time in relation to the conflict;

113.3.3 any authority given by the Board in relation to the a conflict may also provide that where the Director concerned and any other Director with a similar interest obtains information that is confidential to a third party, the Director will not be obliged to disclose that information to the Company, or to use the information in relation to the Company's affairs, where to do so would amount to a breach of that confidence;

113.3.4 the terms of authority shall be recorded in writing (but the authority shall be effective whether or not the terms are so recorded); and

113.3.5 the Board may withdraw such authority at any time."



For and on behalf of
SLC Registrars Limited
COMPANY SECRETARY