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COMPANIES HOUSE

(07448916)

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

Of

AEI AIR (HOLDINGS) LIMITED ("Company")

CIRCULATION DATE 28 February 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution ("**Resolution**")

SPECIAL RESOLUTION

That the Articles of Association of the Company are deemed varied by the addition of the following amendments

- 1 The following defined term be added after "partly-paid" to Article 1 1 of the existing Articles of Association of the Company
"Permitted Transferee" has the meaning defined in any agreement between the members of the Company, from time to time
- 2 The following new Articles be added to the existing Articles of Association of the Company after Article 8 3
 "8 4 The directors of the Company at the date of the adoption of these articles shall be Norman Angel, Simon Angel and Zelda Angel
 8 5 In respect of any meeting of the directors or any directors' written resolution
 -
 8 5 1 Norman Angel and Zelda Angel shall between them be entitled to cast one vote but so that if Norman Angel shall be present at any such meeting such vote shall be cast by him If only one of Norman Angel and Zelda Angel shall be directors he or she shall be entitled to cast that one vote
 8 5 2 Simon Angel and his spouse (if she is a director) shall between them be entitled to cast one vote but so that if Simon Angel shall be present at any such meeting such vote shall be cast by him If only one of Simon Angel and his spouse shall be directors he or she shall be entitled to cast that one vote
 8 5 3 No resolution shall be effective unless both Norman Angel (or failing him, Zelda Angel) and Simon Angel (or failing him, his spouse) have voted in favour or, in respect of a resolution in writing, signed such resolution "
- 3 THAT Article 9 4 be replaced with the following new Article -

"9 4 A proposed directors' written resolution is adopted when all directors (or their alternates) have signed one or more copies of it, provided that those directors (or their alternates) would have formed a quorum at a directors' meeting were the resolution to have been proposed at such meeting "

4 THAT the following new Article be added to the existing Articles of Association of the Company after Article 15 2 and the current Article 15 3 be renamed 15 4 -

"15 3 For so long as any of Norman Angel, Zelda Angel, Simon Angel and his spouse shall be directors the quorum for the transaction of business at a meeting of the directors shall consist of Norman Angel (or failing him, Zelda Angel) and Simon Angel (or failing him, his spouse) "

5 THAT Article 48 1 of the existing Articles of Association of the Company shall be deleted in its entirety and replaced with the following Article 48 1 -

48 1 "Any member who wishes to transfer any share (**Seller**) *may do so to a Permitted Transferee but in all other cases* shall before transferring or agreeing to transfer such share or interest in it, give notice in writing (**Transfer Notice**) on the Company of his wish to make that transfer"

6 THAT the following new Article be added to the existing Articles of Association of the Company after Article 84 -

"

DECEASED SHAREHOLDERS

85 Notwithstanding Article 27 of the Model Articles, a person becoming entitled to a share by reason of the death of the holder of any share (including any person who is for the time being a personal representative of such holder or, where no grant of representation has been made, would be a person entitled to apply for such grant either by reason of such person being named as an executor in the will of such holder or by reason of such person being one of the class of persons entitled to apply or which would be entitled to apply for a grant in respect of such holder's estate under the Non-Contentious Probate Rules, 1987 (as amended extended replaced or re-enacted from time to time) in accordance with the order of priority for grant in case of intestacy set out in rule 22 thereof and (in the case of dispute as regards such order) as determined by the Board whose decision for this purpose as to the entitlement of any person shall be final and binding) shall be entitled to all voting or similar rights conferred on members by these Articles including (without prejudice to the generality of the foregoing) all rights in relation to meetings of the Company (of whatever kind) and all rights in relation to the giving of all consents and agreements in relation to or provided for in these Articles. References in these Articles to members, shareholders or the holders of any shares shall except where the context otherwise requires be construed accordingly "

7 THAT Article 50 4 shall be amended by the insertion of "and Article 85" after "subject to Article 20 2 (Methods of appointing directors)"


AGREEMENT

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

The undersigned, persons entitled to vote on the above resolution on 28 February 2012,
hereby irrevocably agree to the Special Resolution

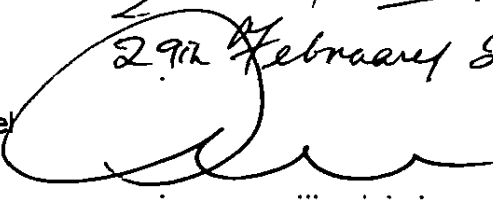
Signed by Norman Angel

Date


29th February 2012

Signed by Simon Angel

Date


29th February 2012

Signed by Zelda Angel

Date


29th February 2012