

PRIVATE & CONFIDENTIAL

Company Number 08754679

ORCHARD AVIATION 41522 (UK) LIMITED (the Company)

Written resolution of the shareholders of the Company

CIRCULATION DATE:

Pursuant to Chapter 2 of Part 13 Companies Act 2006 the directors of the Company propose that in accordance with section 283 Companies Act 2006, Resolution 1 below is passed as a special resolution (**Special Resolution**)

SPECIAL RESOLUTION

The current articles of association of the Company will be amended as follows

The deletion of Article 12 in its entirety

A new Article 14 2 to be inserted (and that the existing Articles be renumbered and cross references amended accordingly) as follows

14 2 Rights of Security Parties in relation to share transfers

- (a) The directors will not decline to register, nor suspend registration of, any transfer of shares
- (i) in favour of any transferee (or their nominee) where the transfer of shares is made by way of security over the shares, or
 - (ii) executed pursuant to any rights of the holder of security over the shares.
- (b) A certificate of the holder of security over the shares being so transferred will be conclusive evidence of those facts

By Order of the Board:



Director/Secretary

6. December 2013

Date

2013

BD-#19538775-v1

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COMPANIES HOUSE

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

- 1 Eligible members are members who would have been entitled to vote on the resolution on the circulation date of the written resolution
- 2 The procedure for signifying agreement by an eligible member to the written resolution is as follows
 - A member signifies his agreement to the proposed written resolution when the Company receives from him (or someone acting on his behalf) an authenticated document which both identifies the resolution to which it relates and indicates his agreement to the resolution
 - The document must be sent to the Company in hard copy form by returning the signed copy by post to Orchard Aviation 41522 (UK) Limited, 3 More London Riverside, London, SE1 2AQ, United Kingdom
 - A member's agreement to the written resolution, once signified, may not be revoked
 - The written resolution is passed when the required majority of eligible members have signified their agreement to them
- 3 The period for agreeing to the written resolution is the period of 28 days beginning with the circulation date (see section 297 Companies Act 2006)
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which names of the joint holder appear in the Register of Members
- 5 If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

We, being the shareholders of the Company

- 1 confirm that we have received a copy of the above written resolution in accordance with section 291 Companies Act 2006, and
- 2 hereby resolve and agree that the above resolution is passed as written resolution pursuant to section 288 Companies Act 2006 and that such resolution shall take effect as special resolutions



6 December 2013

For and on behalf of Aircastle Investment Holdings 3 Date of signature
Limited