

Company No. 08993601

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS

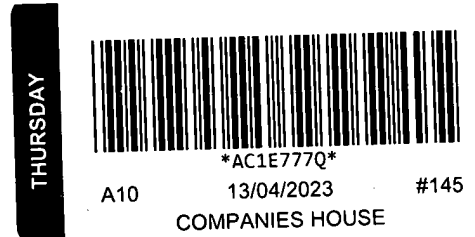
of

BABCOCK AVIATION SERVICES (HOLDINGS) LIMITED

(the "Company")

31 March 2023

(the "Circulation Date")



We, the undersigned, being the sole eligible member of the Company (as defined in section 289 of the Companies Act 2006), irrevocably agree to the following resolutions of the Company, having effect in the case of resolutions 1.1 and 1.2 as special resolutions, in each case in accordance with Chapter 2 of Part 13 of the Companies Act 2006:

1. **SPECIAL RESOLUTIONS**

1.1 THAT the rights and restrictions attaching to each of:

- (a) the 100 issued Class A preference shares of €1.00 each in the capital of the Company;
- (b) the 100 issued Class B preference shares of €1.00 each in the capital of the Company; and
- (c) the 100 issued Class C preference shares of €1.00 each in the capital of the Company,

be cancelled and each of the said shares be converted into and redesignated as a B ordinary share of £0.88 (calculated as the sterling equivalent of the nominal value of the said shares, using a spot rate of exchange of 0.8800 as at 15:41 on 24 March 2023) having attached thereto the rights and being subject to the restrictions set out in the new articles of association to be adopted by resolution 1.2 below.

1.2 THAT the regulations contained in the document attached to these written resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, all existing articles of association.

2. **WRITTEN CONSENT RELATING TO A VARIATION OF CLASS RIGHTS**

2.1 In accordance with section 630 of the Companies Act 2006 we, being the holder of not less than three-quarters in nominal value of the issued Class A preference shares of €1.00 each in the capital of the Company, hereby irrevocably consent to and sanction the passing of the resolutions numbered 1.1 and 1.2 set out above and every variation, modification or

abrogation of the rights, privileges and restrictions attaching to the Class A preference shares of €1.00 each as a class of shares that will or may be effected thereby.

- 2.2 In accordance with section 630 of the Companies Act 2006 we, being the holder of not less than three-quarters in nominal value of the issued Class B preference shares of €1.00 each in the capital of the Company, hereby irrevocably consent to and sanction the passing of the resolutions numbered 1.1 and 1.2 set out above and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the Class B preference shares of €1.00 each as a class of shares that will or may be effected thereby.
- 2.3 In accordance with section 630 of the Companies Act 2006 we, being the holder of not less than three-quarters in nominal value of the issued Class C preference shares of €1.00 each in the capital of the Company, hereby irrevocably consent to and sanction the passing of the resolutions numbered 1.1 and 1.2 set out above and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the Class C preference shares of €1.00 each as a class of shares that will or may be effected thereby.

We further consent to every variation or abrogation of the rights attaching to any class of shares of which we are a holder involved in or proposed to be effected by the passing of the resolutions set out above.

Date: 31 March 2023



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Babcock Holdings Limited (holder of 100 per cent of the ordinary shares, 100 per cent of the Class A preference shares, 100 per cent of the Class B preference shares and 100 per cent of the Class C preference shares of the Company)

NOTES

1. If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - By Hand: delivering the signed copy to the company secretary at the registered office of the Company.
 - Post: returning the signed copy by post to the company secretary at the registered office of the Company.
 - Email: by attaching a scanned copy of the signed document to an email and sending it to gareth.mair@ashurst.com. Please enter "Written resolutions" in the email subject box.

If you do not agree to the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
3. Unless, by the end of the period of 28 days beginning with the Circulation Date, sufficient agreement has been received for the resolutions to pass, they will lapse.
4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.