

**THE COMPANIES ACTS 1985 TO 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**AIRCRAFT MEDICAL LIMITED (the "Company")**

(Registered Number: SC220767)

**WRITTEN RESOLUTION**

Passed on: 23 November 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolution was passed as a special resolution by the members of the Company entitled to vote on the circulation date:

**Special Resolution**

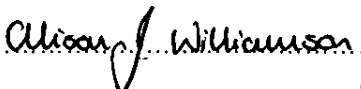
THAT the articles of association of the Company (the "**Articles**") be amended with effect from the later of (i) the date on which this special resolution is passed and (ii) the date on which Investor Consent (as defined in the investment agreement dated 27 April 2011 and entered into between, amongst others, the Company, Scottish Enterprise and Par Equity LLP) for the amendment to the Articles proposed by this special resolution is received by the Company by the deletion of Article 68.5 of the Articles and the substitution therefor of a new Article 68.5 in the form set out below:

"In substitution for all pre-existing authorities under section 551 of the Companies Act 2006 but without prejudice to the exercise of any such authority prior to the Effective Date, the directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to allot shares in the company, or to grant rights to subscribe for or convert any security into shares in the company, up to a maximum nominal amount of £100 which, unless renewed, revoked or varied in accordance with the Companies Act 2006, shall expire on the fifth anniversary of the Effective Date, save that the company may before such expiry make an offer or agreement which would or might require the allotment of shares in the company, or the grant of rights to subscribe for or to convert any security into shares in the company, after such expiry, provided that such power shall be limited to the allotment of shares:

68.5.1 in connection with a Permitted Share Issue or the grant of Permitted Options; or

68.5.2 otherwise than in connection with article 68.5.1, up to an aggregate nominal amount of £50.

For the purposes of this article 68.5, "**Effective Date**" means the later of (i) the date on which the special resolution amending this article 68.5 was passed and (ii) the date on which Investor Consent (as defined in the investment agreement dated 27 April 2011 and entered into between, amongst others, the Company, Scottish Enterprise and Par Equity LLP) for the amendment to this article 68.5 was received by the Company."

  
Director

THURSDAY



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15/12/2011  
COMPANIES HOUSE