

Company number 00938719

WRITTEN RESOLUTION

OF

COMPAIR UK LIMITED
(the "Company")

20 December 2011

THURSDAY



A03 *A0P80GGQ* 29/12/2011 #52
COMPANIES HOUSE

The undersigned, being the sole shareholder of the Company, hereby passes the following resolutions as special resolutions (Resolutions) and agrees that the said Resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held

IT IS RESOLVED THAT

- 1 The capital of the Company shall be reduced pursuant to the provisions of sections 641-644 of the Companies Act 2006 as follows
 - a) the issued share capital of the Company be reduced from £14,494,246 to £2 by the cancellation of 14,494,244 ordinary shares of the Company of £1 each, and
 - b) the share premium account of the Company be reduced from £35,477,000 to nil,

with such aggregate reduction of capital supported by a solvency statement (as attached), signed by each of the directors of the Company (a "Director")

- 2 Each of the Directors be and is hereby authorised to execute and deliver any documents or forms required to be executed on behalf of the Company in connection with the reduction of capital referred to in 1 above, including, without limitation, a statement of capital (Form SH19)

3 Following the execution of these Resolutions, any Director or the secretary of the Company shall procure that a copy of these Resolutions be sent to Companies House within 15 days of passing the Resolutions, together with

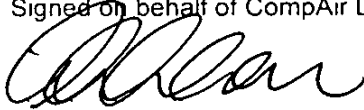
- i) a copy of the solvency statement made in accordance with sections 642(1)(a) and 643 Companies Act 2006 by each of the Directors,
- ii) a statement of capital (Form SH19), and
- iii) a statement of compliance signed by all of the Directors

AGREEMENT

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

The undersigned, being the sole person entitled to vote on the Resolutions, hereby irrevocably agrees to the passing of the Resolutions

Signed on behalf of CompAir Limited



Name Michael Larsen

Title Director

Date 20 December 2011

NOTES

1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company

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 sufficient agreement has been received for the Resolutions to pass by the end of 28 days beginning with the circulation date, it will lapse If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date

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