Company no. 5872328

AVATION PLC

(the **Company**)

PRINT OF ORDINARY AND SPECIAL RESOLUTIONS

(Passed on 18 March 2011)

At the general meeting of the Company duly convened and held at 6 New Street Square, London EC4A 3LX on 18 March 2011 at 5:00 p.m., the following resolutions of the Company were passed as an ordinary resolution (resolution 1) and as special resolutions (resolutions 2, 3 and 4), respectively.

ORDINARY RESOLUTION

1. That the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the **CA 2006**) to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £500,000, provided that the authority hereby conferred shall:

   (a) operate in substitution for and to the exclusion of any previous authority given to the Directors pursuant to section 80 of the Companies Act 1985 or section 551 of the CA 2006;

   (b) be exercised only in connection with any of the allotments contemplated in resolution 2 below; and

   (c) expire on whichever is earlier of the conclusion of the next Annual General Meeting of the Company or the date falling 15 months from the date of the passing of this resolution unless such authority is renewed, varied, or revoked by the Company in general meeting, save that the Company may before such expiry make an offer or agreement which would or might require shares in the Company to be allotted, or rights to subscribe for or to convert any security into shares in the Company to be granted, after such expiry and the Directors may allot shares in the Company in pursuance of such offer or agreement as if the authority hereby conferred had not expired.

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SPECIAL RESOLUTIONS

2. That, subject to the passing of Resolution 1 above, the Directors be and they are hereby empowered pursuant to sections 570 and 573 of the CA 2006 to allot equity securities (as defined in section 560 of the CA 2006) for cash as if section 561(1) of the CA 2006 did not apply to any such allotment pursuant to the general authority conferred on them by Resolution 1 above (as varied from time to time by the Company in general meeting) and/or by way of a sale of treasury shares **PROVIDED THAT** such power shall be limited to:

   (a) the allotment of equity securities in connection with an offer of equity securities:

      (i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

      (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

   but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

   (b) the allotment (otherwise than pursuant to paragraph 2(a) above) of equity securities up to an aggregate nominal amount of £500,000;

   and the power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the Directors pursuant to section 95 of the Companies Act 1985 or sections 570 or 573 of the CA 2006 and shall expire on whichever is the earlier of the conclusion of the next Annual General Meeting of the Company or the date falling 15 months from the date of the passing of this resolution unless such power is renewed or extended prior to or at such meeting, except that the Company may before the expiry of any power contained in this resolution make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

3. That the Company's current Articles of Association be hereby amended by deleting all the provisions of the Company's current Memorandum of Association which, by virtue of section 28 of the CA 2006, are to be treated as provisions of the Company's existing Articles of Association and the new Articles of Association of the Company, initialled by the Chairman for identification purposes only, be adopted in substitution for and to the exclusion of the Company's existing Articles of Association.

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4. That, in accordance with section 307A of the CA 2006, the Company be authorised to call a general meeting of the shareholders, other than an annual general meeting, on not less than 14 clear days' notice.

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Siobhan Cool
(Company Secretary)

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