

Gama Aviation Plc –
GENERAL MEETING 2023
FORM OF PROXY

NOTICE OF AVAILABILITY
The Circular, as defined below, is available to view or download on the Company's corporate website at
<https://www.gamaaviation.com/investors/reports-and-presentations/>

Before completing this form, please read the explanatory notes overleaf
I/We being a member of the Company appoint the Chairman of the meeting or (see note 3)

as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held on 3 November 2023 at 9.00 a.m. and at any adjournment of the meeting.

☐ Please tick here if this proxy appointment is one of multiple appointments being made (see note 6)

If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy in the following box.

If the box above is left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this form of proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement of that designated account).

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

ORDINARY RESOLUTIONS

THAT the sale of Gama Group Inc. on the terms of the Sale Agreement (as defined and further described in the circular to shareholders dated 18 October 2023 which accompanies this notice of meeting (the "Circular")) be and is hereby approved, and that the Directors of the Company, or any duly authorised Committee thereof, be and are hereby authorised to take all necessary steps and to waive, amend, vary or extend any of the terms and conditions of the Disposal (as defined in the Circular) and to do all such other things that they may consider necessary or desirable in connection with the Disposal, being a disposal resulting in a fundamental change of business for the purposes of Rule 15 of the Aim Rules for Companies.

For	Against	Vote withheld (see note 7)
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

Signature

Date

Full Name of Shareholder:

Address:

Name of joint holders (if any):

NOTES TO THE FORM OF PROXY

1. As a member of the Company, you are entitled to appoint one or more persons as a proxy to exercise all or any of your rights to attend, and on a poll, to vote instead of you at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. Shares held in uncertificated form (i.e., in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual. For further information please also refer to the notes to Notice of General Meeting.
5. Institutional investors may be able to appoint a proxy electronically via the Proxymity platform. For further information please also refer to the notes to Notice of General Meeting.
6. You may appoint more than one proxy. The following principles apply in relation to the appointment of multiple proxies:
 - (a) The Company will give effect to the intentions of members and include votes wherever and to the fullest extent possible.
 - (b) Where a proxy does not state the number of shares to which it applies (a “blank proxy”) then, subject to the following principles where more than one proxy is appointed, that proxy is deemed to have been appointed in relation to the total number of shares registered in the name of the appointing member (the “member’s entire holding”). In the event of a conflict between a blank proxy and a proxy which does state the number of shares to which it applies (a “specific proxy”), the specific proxy shall be counted first, regardless of the time it was sent or received (on the basis that, as far as possible, the conflicting forms of proxy should be judged to be in respect of different shares) and remaining shares will be apportioned to the blank proxy (pro rata if there is more than one).
 - (c) Where there is more than one proxy appointed and the total number of shares in respect of which proxies are appointed is no greater than the member’s entire holding, it is assumed that proxies are appointed in relation to different shares, rather than that conflicting appointments have been made in relation to the same shares. That is, there is only assumed to be a conflict where the aggregate number of shares in respect of which proxies have been appointed exceeds the member’s entire holding.
 - (d) When considering conflicting proxies, later proxies will prevail over earlier proxies, and which proxy is later will be determined on the basis of which proxy is last sent (or, if the Company is unable to determine which is last sent, the proxy that is last received will prevail). Proxies in the same envelope will be treated as sent and received at the same time, to minimise the number of conflicting proxies.
 - (e) If conflicting proxies are sent or received at the same time in respect of (or deemed to be in respect of) an entire holding, none of them shall be treated as valid.
 - (f) Where the aggregate number of shares in respect of which proxies are appointed exceeds a member’s entire holding and it is not possible to determine the order in which they were sent or received (or they were all sent or received at the same time), the number of votes attributed to each proxy will be reduced pro rata.
 - (g) Where the application of paragraph (f) above gives rise to fractions of shares, such fractions will be rounded down.
 - (h) If a member appoints a proxy or proxies and then decides to attend the General Meeting in person and vote using his voting card, then the vote in person will override the proxy vote(s). If the vote in person is in respect of the member’s entire holding, then all proxy votes will be disregarded. If, however, the member votes at the meeting in respect of less than the member’s entire holding, then if the member indicates on his or her voting card that all proxies are to be disregarded, that shall be the case; but if the member does not specifically revoke proxies, then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the member’s entire holding.
 - (i) In relation to paragraph (h) above, in the event that a member does not specifically revoke proxies, it will not be possible for the Company to determine the intentions of the member in this regard. However, in light of the aim to include votes wherever and to the fullest extent possible, it will be assumed that earlier proxies should continue to apply to the fullest extent possible.
7. To direct your proxy how to vote on the Resolutions mark the appropriate box with an ‘X’. To abstain from voting on a Resolution, select the relevant “Vote withheld” box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the Resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
8. To appoint a proxy using this form, the form must be:
 - / completed and signed;
 - / sent or delivered to Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA; and
 - / received by Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA no later than 9.00 a.m. on 1 November 2023.
9. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
10. Any power of attorney or any other authority under which it is signed, or a notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971, of such power or written authority must be included with the proxy form.
11. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), entitlement to attend and vote at the meeting and the number of votes which may be cast there will be determined by reference to the register of members of the Company at 6.30 p.m. on the day which is two working days before the day of the meeting or adjourned meeting. Changes to entries on the register of members of the Company after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.