

Gama Aviation Plc – ANNUAL GENERAL MEETING 2019 FORM OF PROXY

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 Annual General Meeting of the Company to be held on Thursday, 27 June 2019 at 2.00 p.m. and at any adjournment of the meeting.

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

	For	Against	Vote withheld (see note 5)
1 THAT the Company's annual accounts for the financial year ended 31 December 2018 together with the directors' report and auditors' report on those accounts be received and adopted.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 THAT PricewaterhouseCoopers LLP is appointed as the auditors of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 THAT Stephen Wright, who retires by rotation, be reappointed as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 THAT Neil Medley, who retires by rotation, be reappointed as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 THAT Christopher Clarke, who has been appointed by the board since the last annual general meeting, be elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 THAT Michael Howell, who has been appointed by the board since the last annual general meeting, be elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 THAT a final dividend for the year ended 31 December 2018 of 2.00 pence per Ordinary Share be approved, to be paid to Shareholders on or around 25 July 2019 to Shareholders on the register of members of the Company at the close of business on 5 July 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 THAT, in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £212,120.93 provided that this authority shall unless renewed, varied or revoked by the Company, expire on the earlier of the conclusion of the next annual general meeting of the Company and the date falling fifteen months after the date of the passing of this Resolution save that the Company may, before such expiry, make offers or agreements which would or might require relevant securities to be allotted and the Directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 THAT, for the purposes of section 197 Companies Act 2006, the making of a loan to Neil Medley, a director, be approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL RESOLUTION

10 THAT, in accordance with section 570 of the Companies Act 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) as if section 561(1) of the Companies Act 2006 shall not apply to such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £63,636.28. The power granted by this Resolution will expire on the earlier of the conclusion of the next annual general meeting of the Company and the date falling fifteen months after the date of the passing of this Resolution (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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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 an annual 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. 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, last received). 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 Annual 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 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.
5. 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.
6. 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 2.00 p.m. on 25 June 2019.
7. 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.
8. 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.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the FSMA.

If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward this document, together with the Notice of Annual General Meeting and Form of Proxy enclosed with this document, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

The Directors (whose names appear on page 4 of this document) and the Company (whose registered office appears on page 4 of this document) accept responsibility, both collectively and individually, for the information contained in this document and compliance with the AIM Rules. To the best of the knowledge and belief of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

This document contains no offer of transferable securities to the public within the meaning of section 102B of the FSMA, the Act or otherwise and does not constitute or form part of any offer, invitation or solicitation to purchase, subscribe for, sell or issue any Ordinary Shares or any other securities in the Company or to otherwise engage in any investment activity in any jurisdiction in which the same is unlawful, nor shall it, or any part of it, or the fact of its distribution, form the basis of, or be relied on in connection with, any contract. Any failure to comply with these restrictions may constitute a violation of applicable securities laws. This document does not constitute a prospectus within the meaning of section 85 of the FSMA and has not been drawn up in accordance with the Prospectus Rules and has not been, and will not be, approved by or filed with the UK Financial Conduct Authority or any other competent authority

Gama Aviation

GAMA AVIATION PLC

(Incorporated and registered in England and Wales with registered number 07264678)

PROPOSED DIVIDEND RENEWAL OF SHAREHOLDER AUTHORITIES AND NOTICE OF ANNUAL GENERAL MEETING

Notice of an Annual General Meeting of the Company to be held at the offices of the Company at Business Aviation Centre, Farnborough Airport, Farnborough, Hampshire GU14 6XA at 2.00 p.m. on Thursday 27 June 2019 is enclosed with this document. A form of proxy for use at the Annual General Meeting is enclosed with this document. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the enclosed Form of Proxy in accordance with the instructions printed thereon and to return it, using the reply paid envelope provided, to the Company's registrar Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA as soon as possible, but in any event so as to be received by no later than 2.00 p.m. on Tuesday 25 June 2019. The completion and return of a Form of Proxy will not preclude Shareholders from attending the Annual General Meeting and voting in person should they so wish.

This document, and the accompanying form of proxy, should be read in its entirety. Your attention is drawn to the letter from the Chairman of the Company which is set out in Part 2 of this document and which recommends you vote in favour of the Resolutions (as defined in the Part 2) to be proposed at the Annual General Meeting (as defined in Part 2).

A copy of this document is available at the Company's website at www.gamaaviation.com. Neither the content of the Company's website nor any website accessible by hyperlinks to the Company's website is incorporated in, or forms part of, this document.

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/ EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document and posting of the Form of Proxy	30 May 2019
Latest time and date for receipt of Form of Proxy	2.00 p.m. on Tuesday 25 June 2019
Annual General Meeting	2.00 p.m. on Thursday 27 June 2019

Notes

All references to time in this document are to London time.

/ PART 1 DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

“Act”	the Companies Act 2006 (as amended)
“AIM”	the AIM market, being a market of that name and operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies published by the London Stock Exchange
“Annual General Meeting”	the annual general meeting of the Company to be held at the offices of the Company at Business Aviation Centre, Farnborough Airport, Farnborough, Hampshire GU14 6XA at 2.00 p.m. on 27 June 2019
“Company”	Gama Aviation Plc
“Directors” or “Board”	the board of directors of the Company
“Form of Proxy”	the form of proxy enclosed with the Notice
“FSMA”	the Financial Services and Markets Act 2000 (as amended)
“London Stock Exchange”	London Stock Exchange plc
“Notice of Annual General Meeting” or “Notice”	the notice set out at the end of this document convening the General Meeting
“Ordinary Shares”	Ordinary Shares of £0.01 each in the capital of the Company
“Prospectus Rules”	the Prospectus Rules brought into effect on 1 July 2005 pursuant to Commission Regulations (EC) No. 809/2004
“Resolutions”	the Resolutions set out in the Notice of Annual General Meeting
“Proposed Dividend”	a proposed final dividend for the year ended 31 December 2018, recommended by the Board, to be paid to Shareholders on the register at the close of business on 5 July 2019
“Shareholders”	holders of Ordinary Shares
“UK”	the United Kingdom of Great Britain and Northern Ireland



(Incorporated and registered in England and Wales with registered number 07264678)

Directors:

Simon To (Chairman)

Marwan Khalek (Chief Executive Officer)

Peter Brown

Stephen Wright

Neil Medley

Michael Howell

Christopher Clarke

Registered Office:

Business Aviation Centre

Farnborough Airport

Farnborough

Hampshire

GU14 6XA

Dear Shareholder

30 May 2019

**PROPOSED DIVIDEND
RENEWAL OF SHAREHOLDER AUTHORITIES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. Introduction and summary

Further to the Company's announcement on 24 April 2019, I am writing in connection with proposals recommended by the Board.

Accordingly, your approval is being sought to:

- (a) issue the Proposed Dividend of 2.00 pence per Ordinary Share of the Company which will be paid on or around 25 July 2019 to those Shareholders on the register of members of the Company at 5 July 2019; the ex-dividend date being 4 July 2019;
- (b) authorise the Directors, in accordance with section 551 of the Act, to allot shares in the Company up to an aggregate nominal amount of £212,120.93;
- (c) conditional upon the passing of (b) above, authorise the Directors, in accordance with section 570 of the Act, to disapply the statutory pre-emption rights in respect of the allotment of shares up to an aggregate of £63,636.28.

The purpose of this document is to explain why the Board considers the proposed Resolutions to be in the best interests of the Company and its Shareholders as a whole and why the Board unanimously recommend that you vote in favour of the Resolutions to be proposed at the Annual General Meeting, notice of which is set out in the Notice of Annual General Meeting enclosed with this document.

2. The Proposed Dividend

The Directors recognise the importance of dividend income to Shareholders. All of the Ordinary Shares comprising the share capital of the Company will rank *pari passu* for the payment of dividends.

Accordingly, Shareholders are being asked to approve the Proposed Dividend of 2.00 pence per Ordinary Share proposed by the Company which will be paid on or around 25 July 2019 as a dividend to those Shareholders on the register of members of the Company at 5 July 2019; the ex-dividend date being 4 July 2019.

3. Renewing Shareholder Authorities – Allotment of share capital and disapplication of statutory pre-emption rights

In order to facilitate the Company issuing shares until the earlier of the conclusion of the next annual general meeting and fifteen months from passing the relevant Resolutions, as is customary for annual general meetings of companies quoted on AIM such as the Company, the Board is seeking the authority of the Shareholders to enable the Company to allot shares in the Company up to an aggregate nominal amount of £212,120.93. The Board is also seeking authority of the Shareholders to disapply the statutory pre-emption rights in respect of any allotment of shares up to an aggregate of £63,636.28.

4. The Annual General Meeting

Set out at the end of this document is a Notice of Annual General Meeting to be held at 2.00 p.m. on 27 June 2019 at the offices of the Company at Business Aviation Centre, Farnborough Airport, Farnborough, Hampshire GU14 6XA, at which the following Resolutions will be proposed.

In terms of ordinary business, the following Resolutions will be proposed, to:

- (1) receive the Company's annual accounts for the financial year ended 31 December 2018 together with the directors' report and auditors' report on those accounts;
- (2) approve the appointment of PricewaterhouseCoopers LLP as the auditors of the Company;
- (3) approve the re-appointment of Stephen Wright, who is subject to retirement by rotation, as a Director of the Company;
- (4) approve the re-appointment of Neil Medley, who is subject to retirement by rotation, as a Director of the Company;
- (5) elect Christopher Clarke, who has been appointed by the board since the last annual general meeting, as a Director of the Company;
- (6) elect Michael Howell, who has been appointed by the board since the last annual general meeting, as a Director of the Company;
- (7) approve the Proposed Dividend to Shareholders;
- (8) approve the authorisation of the Directors to allot shares in accordance with section 551 of the Act 2006 up to an aggregate nominal amount of £212,120.93;
- (9) approve the making of a loan to Neil Medley, a director, for the purposes of section 197 Companies Act 2006.

In addition, the following will be proposed as a special Resolution, to:

- (10) approve the authorisation of the Directors to disapply statutory pre-emption rights in accordance with section 570 in respect of the allotment in Resolution (8) up to an aggregate nominal amount of £63,636.28.

5. Action to be taken

A Form of Proxy for use by Shareholders at the Annual General Meeting is enclosed with this document. Whether or not you intend to attend the Annual General Meeting, you are requested to complete and sign the Form of Proxy in accordance with the instructions printed thereon and to return it, using the reply paid envelope provided, to Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA as soon as possible, but in any event so as to be received by no later than 2.00 p.m. on 25 June 2019. The completion and return of a Form of Proxy will not preclude Shareholders from attending the Annual General Meeting and voting in person should they so wish.

6. Recommendation

The Directors consider the above set out Resolutions are likely to promote the success of the Company for the benefit of the Shareholders as a whole. Accordingly, the Board unanimously recommend that you vote in favour of the Resolutions, as the Directors intend to do so in respect of their beneficial holdings. Shareholders are recommended to seek their own personal tax advice in relation to the proposals.

Yours faithfully

SIMON TO
Chairman
Gama Aviation Plc

/ NOTICE OF ANNUAL GENERAL MEETING

GAMA AVIATION PLC

(Incorporated and registered in England and Wales with registered number 07264678)

NOTICE is hereby given that the Annual General Meeting of Gama Aviation Plc (the "Company") will be held at the offices of the Company at Business Aviation Centre, Farnborough Airport, Farnborough, Hampshire GU14 6XA at 2.00 p.m. on 27 June 2019 for the purpose of considering and, if thought fit, passing Resolutions 1–9 as ordinary resolutions and Resolution 10 as a special resolution.

Ordinary Resolutions

1. THAT the Company's annual accounts for the financial year ended 31 December 2018 together with the directors' report and auditors' report on those accounts be received and adopted.
2. THAT PricewaterhouseCoopers LLP is appointed as the auditors of the Company;
3. THAT Stephen Wright, who retires by rotation, be reappointed as a Director of the Company.
4. THAT Neil Medley, who retires by rotation, be reappointed as a Director of the Company.
5. THAT Christopher Clarke, who has been appointed by the board since the last annual general meeting, be elected as a Director of the Company;
6. THAT Michael Howell, who has been appointed by the board since the last annual general meeting, be elected as a Director of the Company;
7. THAT a final dividend for the year ended 31 December 2018 of 2.00 pence per Ordinary Share be approved, to be paid on or around 25 July 2019 to Shareholders on the register at the close of business on 5 July 2019.
8. THAT, in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £212,120.93 provided that this authority shall unless renewed, varied or revoked by the Company, expire on the earlier of the conclusion of the next annual general meeting of the Company and the date falling fifteen months after the date of the passing of this Resolution save that the Company may, before such expiry, make offers or agreements which would or might require relevant securities to be allotted and the Directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.
9. THAT, for the purposes of section 197 Companies Act 2006, the making of a loan to Neil Medley, a director, be approved.

Special Resolution

10. THAT, in accordance with section 570 of the Companies Act 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) as if section 561(1) of the Companies Act 2006 shall not apply to such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £63,636.28. The power granted by this Resolution will expire on the earlier of the conclusion of the next annual general meeting of the Company and the date falling fifteen months after the date of the passing of this Resolution (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

Dated: 30 May 2019

By order of the Board,

Mine Taylor
Company Secretary

Registered office:

Business Aviation Centre
Farnborough Airport
Farnborough
Hampshire
GU14 6XA

Notes

1. A member entitled to attend, speak and vote at the Annual General Meeting may appoint one or more proxies (who need not be members of the Company) to exercise these rights instead of him. A proxy form is enclosed with this document. A member may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares. To be effective, an instrument appointing a proxy must be returned so as to reach Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA no later than 2.00 p.m. on 25 June 2019. The appointment of a proxy will not preclude a member from attending and/or voting at the meeting should he subsequently decide to do so. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
2. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
3. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, 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.
4. As at 29 May 2019 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 63,636,279 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at that date are 63,636,279.

Gama Aviation Plc

Business Aviation Centre

Farnborough Airport

Farnborough

Hampshire

GU14 6XA

UK

gamaaviation.com