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If you have sold or otherwise transferred all of your Ordinary Shares in Gama Aviation Plc, please immediately forward this document, together with the accompanying Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected as soon as possible for onward transmission to the purchaser or transferee. However, such documents should not be forwarded to, or transmitted in or into, any jurisdiction where to do so would violate the relevant laws and regulations in that jurisdiction. If you have sold only part of your holding of Ordinary Shares you should retain these documents.

# Gama Aviation

**GAMA AVIATION PLC**

(Incorporated in England and Wales under the Companies Act 2006 with registered number 7264678)

## **Proposed Disposal of the US MRO Business**

**and**

## **Notice of General Meeting**

**Dial Partners LLP  
Lead Financial Adviser**

**WH Ireland Limited  
Nominated Adviser and Broker**

**You should read the whole of this document. Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 7 to 10 (inclusive) of this document and which recommends you vote in favour of the Resolution to be proposed at the General Meeting referred to in this document. Whether or not you intend to attend the General Meeting, you are encouraged to complete and return the enclosed Form of Proxy in accordance with the instructions printed on the form.**

This document should be read in conjunction with the Notice of General Meeting and Form of Proxy. Notice of a General Meeting of the Company, to be held at First Floor, 25 Templer Avenue, Farnborough, Hampshire, GU14 6FE at 9.00 a.m. on 3 November 2023, is set out at the end of this document. Shareholders will find enclosed with this document a Form of Proxy for use in connection with the Resolution to be proposed at the General Meeting. To be valid the Form of Proxy must be completed and returned in accordance with the instructions printed thereon to the Company's Registrar, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA so as to be received as soon as possible but in any event no later than 48 hours (excluding non-working days) before the time fixed for the General Meeting, meaning it should be returned by 9.00 a.m. on 1 November 2023. The completion and return of the Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person should they subsequently wish to do so.

Dial Partners LLP, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as lead financial adviser to the Company in connection with the matters described in this document and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Dial Partners LLP or for advising any other person in relation to the matters described in this document. Dial Partners LLP has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Dial Partners LLP for the accuracy of any information or opinions contained in this document or for the omission of any information. No representation or warranty, express or implied, is made by Dial Partners LLP as to, and no liability whatsoever is accepted by Dial Partners LLP in respect of, any of the contents of this document (without limiting the statutory rights of any person to whom this document is issued).

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This document does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any shares or other securities in the Company 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 therefor.

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### **FORWARD LOOKING STATEMENTS**

All statements other than statements of historical facts included in this document, including, without limitation, those regarding the Group's financial position, business strategy, plans and objectives of management for future operations or statements relating to expectations in relation to dividends or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "plans", "will", "may", "anticipates", "would", "could" or similar expressions or the negative thereof, are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Group's that could cause the actual results, performance, achievements of or dividends paid by the Group to be materially different from future results, performance or achievements, or dividend payments expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Group's present and future business strategies and the environment in which the Group will operate in the future. These forward-looking statements speak only as of the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

## **/ DIRECTORS, SECRETARY AND ADVISERS**

### **Directors**

Peter Brown (Chairman)  
Marwan Khalek (Chief Executive Officer)  
Stephen Wright (Chief Compliance Officer)  
Michael Williamson (Chief Financial Officer)  
Chi Keung (Simon) To (Non-Executive Director)  
Stephen Mount (Non-Executive Director)

### **Company Secretary**

Mine Taylor

### **Company website**

[www.gamaaviation.com](http://www.gamaaviation.com)

### **Registered Office**

First Floor  
25 Templer Avenue  
Farnborough  
Hampshire  
GU14 6FE

### **Nominated Adviser and Broker**

WH Ireland Limited  
24 Martin Lane  
London  
EC4R 0DR

### **Lead Financial Adviser**

Dial Partners LLP  
28 Bolton Street  
Mayfair  
London  
W1J 8BP

### **Solicitors to the Company as to English law**

Norton Rose Fulbright LLP  
3 More London Riverside  
London  
SE1 2AQ

### **Registrars**

Equiniti Limited  
Aspect House  
Spencer Road  
Lancing  
West Sussex  
BN99 6DA  
United Kingdom

## **/ EXPECTED TIMETABLE FOR PRINCIPAL EVENTS**

Announcement of the Disposal	18 October 2023
Publication and posting of this Circular	18 October 2023
Latest time and date for receipt of Forms of Proxy for the General Meeting	9.00 a.m. on 1 November 2023
General Meeting	9.00 a.m. on 3 November 2023
Completion of the Disposal	Within three Business Days of 3 November 2023

### **Notes**

The timetable assumes that the General Meeting will not be adjourned as a result of there being no quorum, or for any other reason. If there is an adjournment, all subsequent dates are likely to be later than those shown. Any changes will be notified to Shareholders by an announcement on the Regulatory News Services of the London Stock Exchange.

**All references to time in this Circular are to London time.**

## / DEFINITIONS

The following definitions apply in this Circular unless the context otherwise requires:

<b>AIM</b>	the AIM market operated by the London Stock Exchange;
<b>AIM Rules for Companies</b>	the AIM Rules for Companies published by the London Stock Exchange from time to time;
<b>Business Day</b>	means a day not being a Saturday or a Sunday on which banks are generally open for business in the City of London and New York City;
<b>Company</b>	Gama Aviation Plc;
<b>Completion</b>	the completion of the Disposal in accordance with the terms of the Sale Agreement;
<b>CREST</b>	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear UK & International Limited is the Operator (as defined in the CREST Regulations);
<b>CREST Regulations</b>	the Uncertificated Securities Regulations 2001, as amended;
<b>Dial Partners</b>	Dial Partners LLP;
<b>Directors or Board</b>	the directors of the Company whose names are set out on page 4 of this Circular, or any duly authorised committee thereof, and “Director” means any one of them;
<b>Disposal</b>	the proposed sale of the entire share capital of Gama Group Inc. (through which the US MRO Business trading as Jet East is held) by the Company to West Star Aviation on the terms of the Sale Agreement;
<b>FBO</b>	Fixed Base Operations;
<b>Form of Proxy</b>	the form of proxy accompanying this Circular for use in connection with the General Meeting;
<b>GAEI or Jet East</b>	Gama Aviation (Eng) Inc., the Group’s US MRO Business, trading as Jet East;
<b>GGI</b>	Gama Group Inc., the Group’s US holding subsidiary, which owns GAEI;
<b>General Meeting</b>	the general meeting (or any adjournment thereof) of the Shareholders of the Company to be convened for 3 November 2023 pursuant to the Notice of General Meeting;
<b>Group</b>	the Company, its subsidiaries (construed in accordance with section 1162 of the Companies Act 2006), its associates (as defined in International Accounting Standard 28) and joint ventures as defined in International Financial Reporting Standard 11 at the date of this Circular;
<b>London Stock Exchange</b>	London Stock Exchange plc;
<b>MRO</b>	the delivery of comprehensive maintenance and repair operations that support business aviation aircraft operators and owners;
<b>Net Proceeds</b>	the net proceeds of the Disposal receivable by the Company, which are expected to be approximately US\$100 million;
<b>Notice of General Meeting</b>	the notice convening the General Meeting as set out herein;
<b>Ordinary Shares</b>	ordinary shares of 1 pence each in the capital of the Company;
<b>Resolution</b>	the resolution to be proposed at the General Meeting which is set out in full in the Notice of General Meeting;
<b>Sale Agreement</b>	the conditional agreement between the Company and West Star Aviation relating to the Disposal dated 18 October 2023;
<b>SBU</b>	Strategic Business Unit;
<b>Shareholders</b>	holders of Ordinary Shares and “ <b>Shareholder</b> ” shall be construed accordingly;
<b>The Sterling Group</b>	The Sterling Group, L.P. or its affiliates;
<b>Transaction Value</b>	US\$131 million, being the amount of the consideration for the Disposal on a cash free/debt free basis with normalised working capital;
<b>US MRO Business</b>	the Group’s US MRO business, trading as Jet East;
<b>West Star Aviation</b>	West Star Aviation Enterprises, LLC; and
<b>WH Ireland</b>	WH Ireland Limited.

References to “pounds”, “sterling”, “pence” and “£” are to the lawful currency of the United Kingdom and references to “dollars”, “U.S dollars”, “cents” and “US\$” are to the lawful currency of the United States of America.

# Gama Aviation

## GAMA AVIATION PLC

(Incorporated in England and Wales under the Companies Act 2006 with registered number 7264678)

Directors:

Peter Brown (Chairman)

Marwan Khalek (Chief Executive Officer)

Stephen Wright (Chief Compliance Officer)

Michael Williamson (Chief Financial Officer)

Chi Keung (Simon) To (Non-Executive Director)

Stephen Mount (Non-Executive Director)

Registered Office:

First Floor  
25 Templer Avenue  
Farnborough  
Hampshire  
GU14 6FE  
United Kingdom

18 October 2023

Dear Shareholder

### PROPOSED DISPOSAL OF THE US MRO BUSINESS

### AND

### NOTICE OF GENERAL MEETING

#### 1. INTRODUCTION

On 18 October 2023 the Company announced it had conditionally agreed to sell the Group's US MRO Business, Gama Aviation (Eng) Inc. ("**GAEI**"), trading as Jet East ("**Jet East**"), to West Star Aviation for an amount of approximately US\$131 million on a cash free/debt free basis with normalised working capital. The transaction will be implemented through the sale by the Company of Gama Group Inc. ("**GGI**"), the Group's US holding subsidiary, which owns GAEI.

The Net Proceeds from the sale, after the repayment of debt, transaction and deal associated costs and the amounts due to Jet East management under an equity plan arrangement, are expected to be approximately US\$100 million. Following Completion, the Directors of the Company will review the current and future capital requirements of the Group and expect to return a substantial proportion of the Net Proceeds to Shareholders. Further details of the amount and method of such return will be sent to Shareholders in due course.

As described below, for the Disposal to proceed, the Company requires Shareholder approval. We are therefore convening a General Meeting for which we have received irrevocable undertakings (equivalent to approximately 50.3 per cent. of the issued share capital and total voting rights of the Company) to vote in favour of the Resolution. As the level of these undertakings exceeds 50 per cent. of the issued share capital and total voting rights of the Company, the Resolution is expected to be passed and the Disposal is expected to complete shortly following the General Meeting.

The General Meeting is to be held at the offices of the Company at First Floor, 25 Templer Avenue, Farnborough, Hampshire, GU14 6FE at 9.00 a.m. on 3 November 2023. The formal notice of General Meeting is set out at the end of this Circular.

**The purpose of this Circular is to: (i) provide you with information about the background to and the reasons for the Disposal (ii) explain why the Board considers the Disposal to be in the best interests of the Company and its Shareholders as a whole; and (iii) explain why the Board recommends that you vote in favour of the Resolution to be proposed at the General Meeting, notice of which is set out at the end of this Circular.**

## **2. BACKGROUND TO AND REASONS FOR THE DISPOSAL**

### **2.1 The proposed Disposal of the US MRO Business**

The Group first provided aircraft maintenance services in the United States in 2012. In January 2021 – following the 2020 disposal of its US aircraft management business to WheelsUp – the Company announced the acquisition of Jet East (a US full-service business aviation aircraft maintenance provider). The aggregate consideration payable by the Group was up to US\$11.9 million, including the assumption of debt. The transaction structure also involved the management team of Jet East participating in a shadow equity scheme.

The activities of Jet East were combined with the existing maintenance activities of the Group in the US, with the resulting entity trading as Jet East. In 2020, the existing US MRO business generated US\$38.6 million of revenues and in the same period the Jet East business generated US\$28.2 million of revenues.

Jet East has subsequently performed strongly, benefitting from a highly committed management team, a complementary nationwide network of operations, strong customer relationships and cost savings from rationalisation of operations. There has also been considerable investment totalling some US\$25 million to enable growth including setting up new facilities in Millville, Las Vegas and Statesville.

Jet East reported revenues of US\$79.2 million in 2021 and adjusted EBIT of US\$(8.0) million. In 2022, Jet East reported revenues of US\$118.2 million (49% constant currency growth) and adjusted EBIT of US\$1.3 million. In H1 2023, Jet East reported revenues of US\$70.7 million (27% growth compared with H1 2022) and adjusted EBIT of US\$0.9 million.

In Q4 2022, the Company was approached by The Sterling Group, a US private equity group which owns West Star Aviation (a provider of maintenance, repair, and overhaul (“MRO”) services to the business aviation industry) about the possibility of acquiring Jet East in order to combine it with West Star Aviation. Following a period of negotiation and due diligence on Jet East, the Disposal for a Transaction Value of US\$131 million has been agreed between the Company and The Sterling Group.

In view of the size of the Disposal relative to the existing size of the Company, the Disposal constitutes a fundamental change of business for the Company pursuant to Rule 15 of the AIM Rules for Companies. Consequently, it is conditional on the approval of more than 50 per cent. of Shareholders voting at the General Meeting to be held on 3 November 2023. Holders of 32,182,743 Ordinary Shares in aggregate (equivalent to approximately 50.3 per cent. of the issued share capital and total voting rights of the Company) have given irrevocable commitments to vote in favour of the Disposal. Following Completion, the Company will continue to own, control and conduct material trading businesses, activities and assets and will not therefore become an AIM Rule 15 cash shell and as such will not be required to make an acquisition or acquisitions which constitutes a reverse takeover under Rule 14 of the AIM Rules for Companies.

### **2.2 Net Proceeds**

The Net Proceeds of the Disposal to be received by the Company are expected to be approximately US\$100 million, after (i) repayment of third-party debt obligations of Jet East together with transaction costs (such third-party debt obligations of Jet East plus transaction costs totalling approximately US\$24.0 million); and (ii) amounts due to Jet East management under the shadow equity scheme (totalling US\$7.7 million). The Group does not expect to pay material taxes on the Disposal.

As previously reported, as at 21 September 2023, the Group had cash balances of US\$9.1 million and as at 30 June 2023 net debt (exclusive of lease obligations) of US\$12.1 million including US\$12.5 million of indebtedness in Jet East; after successful re-financing of the Group's medium term loans and revolving credit facility as previously reported. Going forward, as a result of the Disposal, the Company will not benefit from the anticipated positive results of Jet East and will not be able to recover certain central costs previously allocated to Jet East. The Group also has a number of forthcoming financial commitments which will require capital expenditure and usage of cash, including those required to mobilise the recently won air ambulance and offshore helicopter special mission contracts.

Immediately following Completion, the Company is expected to have gross cash balances of approximately US\$99 million and net cash (exclusive of lease obligations) of approximately US\$88 million. This net cash balance is expected to decline in future months reflecting the operating cash outflows (including the impact of the loss of recovery of cost allocation to Jet East) and other financial commitments.

Following Completion, the Directors will review the current and future capital requirements of the Group, and such constraints on returning funds to Shareholders as may apply, and expect to return a substantial proportion of the Net Proceeds to Shareholders which is expected to be not less than 55 pence per share on a fully diluted basis including options. Further details of the amount and method of such return will be sent to Shareholders in due course.

### **2.3 Board recommendation**

The agreed Transaction Value for Jet East is US\$131 million. Whilst Jet East has positive prospects as a subsidiary of the Company, the Board believes that the Disposal represents a compelling proposition at a highly attractive valuation, including recognising the future growth prospects of the business and the benefits that West Star Aviation can deliver to it in combination. Furthermore, the Board believes that the Disposal crystallises value for Shareholders at a level which represents a material uplift on the combined value of the Group's existing operations in the United States immediately prior to the acquisition of Jet East and the total of US\$35 million spent by the Group in the purchase of Jet East and the subsequent investment.

In addition, the Net Proceeds can be applied to both strengthening the Company's balance sheet, enabling its strategic investment objectives and to a substantial return of value to the Shareholders.

Against this background, the Board recommends that Shareholders vote in favour of the Resolution to be proposed at the General Meeting. It should be noted that the Board recommendation is based on a majority vote of the Directors with all Directors voting in favour with the exception of Chi Keung (Simon) To as CK Hutchison's appointee to the Board who has chosen to abstain. The Directors (excluding Chi Keung (Simon) To) intend to vote in favour of the Resolution in respect of their aggregate beneficial holdings amounting to 14,442,795 Ordinary Shares representing 22.6 per cent. of the Company's total voting rights.



## 2.4 Current trading

The H1 2023 results announced on 22 September 2023 contained the following financial highlights which the Directors believe continues to represent a reasonable assessment of the current trading of the Group:

- / "Revenue growth of 4% (7% at constant currency) to US\$145.0 million (H1 2022: US\$139.3 million).
- / Gross profit up 3% (6% at constant currency) to US\$27.6 million (H1 2022: US\$26.7 million).
- / Gross profit margin down by 0.2 percentage points ('ppt') at 19.0% (H1 2022: 19.2%).
- / Adjusted earnings before interest and tax ('Adjusted EBIT') of US\$0.3 million (H1 2022: US\$1.8 million).
- / Adjusted EBIT includes foreign exchange losses of US\$0.3 million (H1 2022: US\$1.4 million gain) US\$1.4 million Statesville start-up costs, US\$1.1 million Las Vegas restructuring expenses and a gain of US\$2.6 million for a legacy debtor recovery (HY22: one-off items included a gain of US\$1.0 million for release of PPP grant repayment provision, recovery of US\$0.6 million of branding fees and operating losses of US\$1.0 million associated with closure of FXE).
- / Excluding foreign exchange gains and losses and one-off items, adjusted EBIT is US\$0.5 million (H1 2022: loss US\$0.2 million).
- / Net cash inflow from operating activities of US\$11.6 million (H1 2022: US\$15.5 million).
- / As at 30 June 2023 cash balances were US\$11.6 million (FY 2022: US\$22.4 million).
- / Net debt, inclusive of US\$53.9 million (FY 2022: US\$52.7 million) of lease obligations, was US\$66.1 million as at 30 June 2023 (FY 2022: US\$66.4 million). Net bank debt decreased by US\$12.3 million to US\$22.5 million (FY 2022: US\$34.8 million).
- / As at 21 September 2023, cash balances were US\$9.1 million.

*"The Board believes that the Group continued to make steady progress in the execution of its strategy during this period. Despite the strong growth in the US in this period, the Group delivered modest revenue growth overall during the period against the backdrop of a challenging economic and business environment, but as expected, margins were impacted by inflationary cost pressures. With little prospect of any significant change in the macro-economic conditions coupled with the continuing geopolitical uncertainties, the Board remains understandably cautious in its outlook for the second half of this year.*

*"However, continuing focus on optimising operational performance and controlling costs is helping to mitigate the impact on margins whilst the inflationary and adverse economic conditions persist in the UK and ensuring the Group is well placed to restore and grow these margins when conditions ease.*

*"The H1 23 results demonstrated the progress the Group continues to make in consolidating and building upon the significant improvement in financial performance that has been delivered over the last couple of years. This is the result of diligent implementation of our organic growth strategy, the optimisation of our operational platform and cost base whilst continuing to deliver our clients' mission.*

*"This was underpinned by significant organic investment in new facilities in the US MRO business, the development of infrastructure for recently awarded Special Mission contracts that come on stream at the start of 2024 and in the T&O SBU so as to ensure the Group maintains its leading technology platforms for the future.*

*"Over the last year or so, the Group has successfully secured alternative debt for its maturing credit facilities allowing it to maintain the necessary liquidity levels for its on-going operations. However, efforts to secure the additional funding necessary to support the Group's hangar construction projects are behind schedule due to the challenging credit markets.*

*"These results, delivered against a backdrop of a very challenging economic and business environment, again serve to illustrate the robustness and resilience of the Group's business. They are also testament to the efforts and dedication of our people and their unwavering commitment to upholding the Group's values, which remains critical to retaining the trust and loyalty of our existing clients and to the winning of new business.*

*"Despite this uncertain economic backdrop, the pipeline of business opportunities continues to grow, and the Group remains well positioned for the future."*

## 2.5 Information on The Sterling Group and West Star Aviation

### The Sterling Group

The Sterling Group is an operationally-focused middle market private equity firm based in the US, with extensive experience in the business aviation industry. The Sterling Group was founded in 1982 and is a private equity investment firm that targets controlling interests in basic manufacturing, distribution, and industrial services companies.

### West Star Aviation

West Star Aviation is a provider of MRO services to the business aviation industry in the US providing maintenance, modification, and other services to aviation customers. West Star Aviation provides services at four primary locations in the US namely East Alton, Illinois; Grand Junction, Colorado; Chattanooga, Tennessee; and Perryville, Missouri, as well as multiple mobile repair bases and satellite MRO facilities. West Star Aviation also provides parts distribution and composite repair services through its Avant and DAS businesses respectively.

## 2.6 Terms of the Disposal

The Company and West Star Aviation entered into the Sale Agreement on 18 October 2023 pursuant to which the Company has conditionally agreed to sell the entire issued share capital of GGI (through which the US MRO Business trading as Jet East is held) to West Star Aviation. Prior to the completion of the Disposal, a restructuring will also be carried out pursuant to which each of Gama Aviation (Management) Inc. and GB Aviation Holdings LLC (which are non-trading entities) will be transferred by GGI to the Company.

The aggregate consideration under the Sale Agreement on a debt free cash free basis with normalised working capital is US\$131 million, subject to certain customary adjustments, and is payable on Completion. The Sale Agreement contains certain customary representations, warranties, indemnities and pre- and post-Completion undertakings. West Star Aviation has arranged a warranty insurance policy in relation to certain potential representation and warranty claims under the Sale Agreement subject to certain exclusions. The Company has also agreed certain customary non-solicitation and non-compete provisions in relation to GGI and its subsidiaries for a period following Completion.

The Sale Agreement also contains certain termination rights exercisable by either party on the occurrence of certain events, including if any conditions are not capable of satisfaction following agreed cure periods. The Sale Agreement is subject to certain conditions, including the approval of Shareholders at the General Meeting.

Assuming that the Resolution is duly passed by Shareholders at the General Meeting, it is expected that Completion will take place within three Business Days of 3 November 2023.

## **2.7 AIM Rule 15**

In view of the size of the Disposal relative to the existing size of the Company, the Disposal constitutes a fundamental change of business for the Company in accordance with Rule 15 of the AIM Rules for Companies. As such, it is a requirement of the AIM Rules for Companies that the Disposal be approved by Shareholders at a general meeting of the Company. The Disposal is therefore conditional on the approval of the Resolution set out in the Notice of General Meeting. Following Completion, the Company will continue to own, control and conduct material trading businesses, activities and assets and will not therefore become an AIM Rule 15 cash shell and as such will not be required to make an acquisition or acquisitions which constitutes a reverse takeover under Rule 14 of the AIM Rules for Companies.

## **3. IRREVOCABLE UNDERTAKINGS**

The Directors of the Company, including Marwan Khalek but excluding Chi Keung (Simon) To, have given irrevocable undertakings to the Company to vote in favour of the Resolution to be proposed at the General Meeting (and, where relevant, to procure that such action is taken by the relevant registered holders if that is not them) in respect of their entire beneficial holdings. The Directors' aggregate shareholding (excluding Chi Keung (Simon) To) in the Company as at the date of this Circular is 14,442,795 Ordinary Shares (representing approximately 22.6% of the Company's issued share capital and total voting rights) as at the date of this Circular.

In addition, Shareholders who collectively hold 17,739,948 Ordinary Shares (representing approximately 27.7% of the Company's issued share capital and total voting rights) as at the date of this Circular, have given irrevocable undertakings to the Company to vote in favour of the Resolution to be proposed at the General Meeting (and, where relevant, to procure that such action is taken by the relevant registered holders if that is not them) in respect of its entire beneficial holding.

As such, as at the date of this Circular, Shareholders holding in aggregate 32,182,743 Ordinary Shares (representing approximately 50.3% of the Company's issued share capital and total voting rights) have given irrevocable undertakings to vote in favour of the Resolution to be proposed at the General Meeting.

## **4. GENERAL MEETING**

The Disposal is conditional upon, amongst other things, Shareholder approval being obtained at the General Meeting. Shareholders will find set out at the end of this Circular a Notice of General Meeting of the Company to be held at First Floor, 25 Templer Avenue, Farnborough, Hampshire, GU14 6FE on 3 November 2023 at 9.00 a.m. at which the following Resolution will be proposed:

The Resolution to be passed at the General Meeting is to approve the Disposal, requiring a simple majority of the votes cast.

Shareholders should read the Notice of General Meeting at the end of this Circular for the full text of the Resolution and for further details about the General Meeting.

The attention of Shareholders is also drawn to the voting intentions of the Directors as set out in the paragraph entitled "Recommendation" below.

## **5. ACTION TO BE TAKEN**

Set out at the end of this Circular you will find a notice convening a General Meeting to be held at First Floor, 25 Templer Avenue, Farnborough, Hampshire, GU14 6FE at 9.00 a.m. on 3 November 2023 to consider and, if thought fit, approve the Resolution.

Shareholders will find enclosed with this Circular a Form of Proxy for use in connection with the General Meeting. Whether or not Shareholders intend to be present at the General Meeting, they are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible and, in any event, so as to be received by the Company's registrars, Equiniti Limited, not later than 48 hours (excluding non-working days) before the General Meeting is scheduled to begin, meaning it should be returned by 9.00 a.m. on 1 November 2023. The completion and return of the Form of Proxy will not preclude the Shareholders from attending the General Meeting and voting in person should they so wish.

## **6. RECOMMENDATION**

The Board considers that the Resolution is in the best interests of the Company and would promote the success of the Company for the benefit of its Shareholders as a whole. Accordingly, the Board recommends that Shareholders vote in favour of the Resolution to be proposed at the General Meeting as they (excluding Chi Keung (Simon) To) intend to do in respect of their shareholdings amounting to 14,442,795 Ordinary Shares representing 22.6 per cent. of the Company's total voting rights.

Yours faithfully,

**PETER BROWN**

*Chairman*

# Gama Aviation

## GAMA AVIATION PLC

(Incorporated in England and Wales under the Companies Act 2006 with registered number 7264678)

**NOTICE IS HEREBY GIVEN THAT** a general meeting of Gama Aviation Plc (the “**Company**”) will be held at First Floor, 25 Templer Avenue, Farnborough, Hampshire, GU14 6FE at 9.00 a.m. on 3 November 2023 to consider and, if thought fit, to pass the following resolution which will be proposed an ordinary resolution.

### ORDINARY RESOLUTION

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.

**By order of the Board,**

**MINE TAYLOR**

*Company Secretary*

### Registered office:

First Floor  
25 Templer Avenue  
Farnborough  
Hampshire  
GU14 6FE

## **Explanatory Notes:**

### **Entitlement to attend and vote**

1. Only those members registered on the Company's register of members at:

/ 6.30 p.m. on 1 November 2023; or,  
/ if this meeting is adjourned, at 6.30 p.m. on the day two days prior to the adjourned meeting,

shall be entitled to attend and vote at the meeting in accordance with Regulation 41 of the Uncertificated Securities Regulations 2001. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

### **Appointment of proxies**

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman of the meeting) and give your instructions directly to them.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to more than one share. To appoint more than one proxy please refer to the notes on the proxy form.

### **Appointment of proxy using hard copy proxy form**

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:

/ completed and signed;  
/ sent or delivered to Equiniti Limited; and  
/ received by Equiniti Limited no later than 9.00 a.m. on 1 November 2023.

6. In the case of a member which is a company, the 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.
7. 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.

### **Appointment of proxy by joint members**

8. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

### **Changing proxy instructions**

9. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off times for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
10. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Equiniti Financial Services Limited.
11. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

### **Termination of proxy appointment**

12. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Equiniti Limited.
13. In the case of a member which is a Company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company.
14. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
15. The revocation notice must be received by Equiniti Limited no later than 9.00 a.m. on 2 November 2023.
16. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
17. 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.

**Submission of proxy electronically**

18. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider should refer to their CREST sponsor or voting service provider who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy, the revocation of a proxy appointment or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in this notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to a proxy appointed through CREST should be communicated to the appointee by other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider take) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

**Corporate representative**

19. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.





**Gama Aviation Plc**

First Floor  
25 Templer Avenue  
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Hampshire  
GU14 6FE

[www.gamaaviation.com](http://www.gamaaviation.com)