

THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE 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 Financial and Services Markets Act 2023.

If you have sold or otherwise transferred all of your Ordinary Shares in the Company, 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, for delivery to the purchaser or transferee. If you have sold only part of your holding of Ordinary Shares in the Company, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

Gama Aviation 

GAMA AVIATION PLC

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

NOTICE OF ANNUAL GENERAL MEETING

(to be held at First Floor, 25 Templer Avenue, Farnborough, Hampshire, GU14 6FE at 10 a.m.
on Monday, 29 June 2026)

This document, and the accompanying Form of Proxy, should be read in its entirety. Your attention is drawn to the letter from the Chief Executive Officer of the Company which is set out in Part II of this document, and which contains the Directors' unanimous recommendation to Shareholders to vote in favour of the Resolutions to be proposed at the AGM.

Shareholders are asked to complete and return the enclosed Form of Proxy (or appoint a proxy electronically by following the instructions set out in the notes to the notice of Annual General Meeting at Part III of this document) in accordance with the instructions printed thereon and to return it to the Company's Registrar, in an envelope to the freepost address noted at the bottom of page one of the Form or Proxy or to Equiniti Limited, Highdown House, Yeoman Way, Worthing, West Sussex BN99 6DA as soon as possible, but in any event so as to be received by no later than 10 a.m. on Thursday, 25 June 2026.

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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PART I DEFINITIONS

Act	means the Companies Act 2006 (as amended from time to time)
AGM	means the annual general meeting of the Company to be held at 10 a.m. on 29 June 2026, notice of which is contained in Part III of this document, or any adjournment of that meeting
Board or Directors	means the directors of the Company or any duly appointed committee thereof
Company	means Gama Aviation Plc
CREST	means the relevant system (as defined in the Uncertificated Securities Regulations 2001 (as amended)) in respect of which Euroclear UK & International Limited is the Operator (as defined in the Uncertificated Securities Regulations 2001 (as amended))
CREST Manual	means the rules governing the operation of CREST as published by Euroclear UK & International Limited and as amended from time to time
Form of Proxy	means the form of proxy accompanying this document for use by Shareholders in relation to the AGM
Ordinary Resolutions	means the ordinary resolutions set out in the notice of the Annual General Meeting contained in Part III of this document
Ordinary Shares	means ordinary shares of 1 pence each in the capital of the Company
Registrar	means the Company's registrar, Equiniti Limited
Resolutions	means the Ordinary Resolutions and the Special Resolution as set out in the notice of the Annual General Meeting contained in Part III of this document
Shareholders	means the holders of Ordinary Shares
Special Resolution	means the special resolution set out in the notice of the Annual General Meeting contained in Part III of this document
UK	means the United Kingdom

Notes:

- 1 References in this document to "£" are to the lawful currency of the UK.

PART II LETTER FROM THE CHIEF EXECUTIVE OFFICER OF GAMA AVIATION PLC



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

Directors:

Marwan Khalek (Chief Executive Officer)
Stephen Wright (Chief Compliance Officer)
Michael Williamson (Chief Financial Officer)
Mine Taylor (Company Secretary and Group Legal Counsel)
Rouven Schwarz (Non Executive Director)

Registered office:

First Floor
25 Templer
Avenue
Farnborough
Hampshire
GU14 6FE

5 June 2026

Dear Shareholder,

1 Introduction

I am writing to inform you that the AGM of the Company will be held at 10 a.m. on 29 June 2026 at First Floor, 25 Templer Avenue, Farnborough, Hampshire, GU14 6FE.

The Board is seeking Shareholder approval for the Ordinary Resolutions described in paragraph 4 below. The purpose of this document is to provide you with information about the Resolutions and to explain why the Board considers the Resolutions to be in the best interests of the Company and its Shareholders as a whole, and the Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the AGM.

This document also provides other details for the AGM including of the venue for the AGM, which is First Floor, 25 Templer Avenue, Farnborough, Hampshire, GU14 6FE at 10 a.m. on 29 June 2026 to consider the Resolutions to be put to Shareholders to approve.

Part I of this document contains definitions of words and terms that have been used throughout it. Please refer to Part I as you read this document.

2 Authority to allot Ordinary Shares – Resolution 6

In order for the Directors to have authority to allot further shares in the capital of the Company, the prior approval of the Shareholders in general meeting in accordance with section 551 of the Companies Act 2006 is required. If Resolution 6 is passed, the authority to allot further shares in the capital of the Company, approval to which was given to the Directors by resolution no.5 passed at the Annual General Meeting held on 30 June 2025 (the **2025 Share Issue Authority**), will be renewed in such manner that it shall not expire as originally provided under the terms of the 2025 Share Issue Authority and instead, such authority would continue in effect following the conclusion of the Annual General Meeting to be held on 29 June 2026 and will expire on the earlier of the conclusion of the annual general meeting of the Company next following such meeting or the date falling fifteen months after the date of the passing of Resolution 6, whichever is the earlier, save that the Company may, before such expiry, make offers or enter into 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. Pursuant to Resolution 6 and the 2025 Share Issue Authority as so renewed, the Directors will have authority to allot up to 2,000,000 Ordinary Shares (representing approximately 5.04% of the current issued share capital of the Company). It is currently intended that any additional Ordinary Shares allotted pursuant to the authority given by Resolution 6 would be used as consideration for the acquisition of shares in certain subsidiaries of the Company that the Company does not currently own. As any such Ordinary Shares would be allotted for non-cash consideration, pre-emption rights would not apply thereto.

3 Resolutions 7 and 8 – Share Capital

In addition to the authority to allot Ordinary Shares under Resolution 6, the Directors seek authority to allot further shares in the capital of the Company which requires the prior authorisation of the shareholders in a general meeting under section 551 of the Companies Act 2006 (CA 2006). Upon the passing of Resolution 7, the Directors will have authority to allot shares up to an aggregate nominal amount of £39,658.74 which is approximately ten per cent of the Company's current issued ordinary share capital as at 4 June 2026, being the latest practicable date prior to the publication of this document. This authority will expire immediately following the Annual General Meeting in 2027 or fifteen months after the date of the passing of the Resolution, whichever is the earlier.

If the Directors of the Company wish to exercise the authority under Resolution 7 and offer shares (or sell any shares which the Company may purchase and elect to hold as treasury shares) for cash, the CA 2006 requires that, unless shareholders have given specific authority for the waiver of their statutory pre-emption rights, the new shares must be offered first to existing shareholders in proportion to their existing shareholdings (i.e. on a pre-emptive basis). In certain circumstances, it may be in the best interests of the Company to allot new shares (or to grant rights over shares) for cash or to sell treasury shares for cash without first offering them to existing shareholders in proportion to their holdings.

Resolution 8, if passed, would authorise the Directors of the Company to do this by allowing the Directors of the Company to allot shares for cash or sell treasury shares for cash on a non-pre-emptive basis up to an aggregate nominal value of £39,658.74 which is equivalent to approximately 10 per cent of the issued ordinary share capital of the Company on 4 June 2026, being the latest practicable date prior to the publication of this document.

This authority will expire immediately following the Annual General Meeting in 2027 or fifteen months after the date of the passing of the Resolution, whichever is the earlier.

4 Annual General Meeting and Resolutions

The AGM will take place at First Floor, 25 Templer Avenue, Farnborough, Hampshire, GU14 6FE at 10 a.m. on 29 June 2026. At the AGM, the Resolutions set out in Part III of this document will be proposed to Shareholders.

The Ordinary Resolutions are ordinary resolutions to approve the: (i) Company's annual report and accounts for the financial year ended 31 December 2025; (ii) the re-appointment of Crowe LLP as auditors of the Company; (iii) the re-appointment of each of Marwan Khalek and Michael Williamson as a Director of the Company; (iv) the appointment of Mine Taylor as a Director of the Company; (v) allotment of up to 2,000,000 Ordinary Shares in the Company to be used as consideration for acquisition of shares in certain subsidiaries of the Company; and (vi) allotment of shares up to an aggregate nominal amount of £39,658.74 which is approximately ten per cent of the Company's current issued ordinary share capital. The Ordinary Resolutions will be passed if more than 50 per cent. of the votes cast (in person or by proxy) at the AGM are in favour of the Ordinary Resolutions. The vote on the Ordinary Resolutions will be carried out by way of a poll.

The Special Resolution to approve the allotment of shares on a non-pre-emptive basis up to an aggregate nominal value of £39,658.74 will be passed if 75 per cent. or more of the votes cast (in person or by proxy) at the AGM are in favour of the Special Resolution. The vote on the Special Resolution will be carried out by way of a poll.

5 Recommendation

The Directors believe that the Resolutions referred to in this letter to be proposed at the AGM will promote the success of the Company and are in the best interests of the Company and its Shareholders as a whole. The Directors unanimously recommend Shareholders to vote in favour of the Resolutions as each of the Directors intends to do in respect of their own shareholdings.

If arrangements for the AGM change before the notified date of the AGM, the Directors will notify Shareholders of any such changes with an announcement on the Company's website at www.gamaaviation.com.

6 Action to be taken

Shareholders will find enclosed with this document a Form of Proxy for use in connection with the AGM. Whether or not Shareholders intend to be present at the AGM, they are requested to complete and return the Form of Proxy (or appoint a proxy electronically by following the instructions set out in the notes to the Notice of Annual General Meeting at Part III of this document) in accordance with the instructions printed thereon as soon as possible and, in any event, so as to be received by the Registrar at Equiniti Limited, Highdown House, Yeoman Way, Worthing, West Sussex BN99 6DA, not later than 48 hours (excluding non-working days) before the AGM is scheduled to begin, meaning it should be returned by 10a.m. on 25 June 2026.

Attendance at the AGM

Due to security arrangements at the location of the AGM, shareholders wishing to attend in person should register their intention in advance and as soon as practicable by emailing shareholder.info@gamaaviation.com quoting their Shareholder Reference Number.

Any specific questions on the business of the AGM and on the Resolutions can be submitted ahead of the AGM by email to companysecretary@gamaaviation.com or by writing to the Director and Company Secretary Mine Taylor at Gama Aviation Plc, First Floor, 25 Templer Avenue, Farnborough, Hampshire, GU14 6FE.

The results of the AGM will be announced through the Company's website as soon as possible following the AGM.

Yours faithfully,

Marwan Khalek
(Chief Executive Officer)
Gama Aviation Plc

PART III NOTICE OF GENERAL MEETING

Gama Aviation

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

Notice is hereby given that the Annual General Meeting of the Company will be held at 10 a.m. on 29 June 2026 at First Floor, 25 Templer Avenue, Farnborough, Hampshire, GU14 6FE for the purposes of considering and, if thought fit, passing the following resolutions.

ORDINARY RESOLUTIONS

1. THAT the Company's annual report and accounts for the financial year ended 31 December 2025 be received and adopted.
2. THAT Crowe LLP be re-appointed as the auditors of the Company.
3. THAT Marwan Khalek, who retires by rotation, be re-appointed as a Director of the Company.
4. THAT Michael Williamson, who retires by rotation, be re-appointed as a Director of the Company.
5. THAT the appointment of Mine Taylor as a Director of the Company effective 6 January 2026 be approved.
6. THAT, in accordance with section 551 of the Companies Act 2006 and Resolution no. 5 passed at the Annual General meeting of the Company held on 30 June 2025, such Resolution no. 5 be renewed, and extended in such manner that the Directors be generally and unconditionally authorised to allot up to 2,000,000 Ordinary Shares in the Company provided that this authority shall unless further renewed, varied or revoked by the Company, expire on the earlier of the conclusion of the annual general meeting of the Company next following this annual general meeting of the Company or the date falling fifteen months after the date of the passing of this Resolution, whichever is the earlier, save that the Company may, before such expiry, make offers or enter into 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.
7. 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 £39,658.74 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 or the date falling fifteen months after the date of the passing of this Resolution, whichever is the earlier save that the Company may, before such expiry, make offers or enter into 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.

SPECIAL RESOLUTION

8. THAT, in accordance with section 570 of the Companies Act 2006 and pursuant to the authority conferred by Resolution 7, 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 pursuant to the authority conferred by Resolution 7 up to an aggregate nominal amount of £39,658.74. 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 enter into 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.

By order of the Board

Mine Taylor
(Company Secretary)

Registered office:
First Floor
25 Templer Avenue
Farnborough
Hampshire
GU14 6FE

Notes

Entitlement to attend and vote

- 1 Shareholders wishing to attend the AGM are asked to register their attendance as soon as practicable by emailing shareholder.info@gamaaviation.com quoting their Shareholder Reference Number.
- 2 Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), entitlement to attend and vote at the AGM 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 25 June 2026, the day which is two working days before the day of the AGM or adjourned AGM. 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 AGM.
- 3 As at 4 June 2026 (being the last business day prior to the publication of this document) the Company's issued share capital consists of £396,587.39 divided into 39,658,739 ordinary shares of £0.01 each, each of which is issued and fully paid or credited as fully paid up to the shareholders. No shares are held in treasury and, therefore, the total voting rights in the Company as at that date are 39,658,739.

Method of voting

- 4 Voting at the AGM will be conducted by way of a poll rather than on a show of hands. A poll is more representative of shareholders' voting intentions because shareholders' votes are counted according to the number of shares held and all votes tendered are taken into account.
- 5 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 AGM.

Appointment of proxies

Appointment of proxy using Form of Proxy

- 6 A member entitled to attend, speak and vote at the AGM may appoint one or more proxies (who need not be members of the Company) to exercise these rights instead of him/her.
- 7 A Form of Proxy 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, the Form of Proxy must be returned so as to reach the Registrar at Equiniti Limited, Highdown House, Yeoman Way, Worthing, West Sussex BN99 6DA no later than 10 a.m. on 25 June 2026. 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 Form of Proxy. The return of a completed Form of Proxy will not prevent a member attending the AGM and voting in person if the member so wishes to do.

Appointment of proxy electronically

- 8 If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar, Equiniti Limited. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10 a.m. on 25 June 2026 in order to be considered valid. Before you can appoint a proxy via this process you will need to have registered with Equiniti and agreed to Equiniti's associated terms and conditions. It is important that you read these carefully, as you will be bound by them, and they will govern the electronic appointment of your proxy.
- 9 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM or any adjournment 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 service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 10 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 instruction, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is 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 Registrar, Equiniti Limited (ID is RA19), by no later than 10 a.m. on 25 June 2026. 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 Application Host) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 11 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 message. 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(s) take(s)) 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 system 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 (as amended).

Corporate representative

- 12 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.

Further information / contact details

- 13 A copy of the Notice of AGM can be found on the Company's website at www.gamaaviation.com
- 14 Shareholders who have general queries about the AGM should use the following means of communication (no other methods of communication will be accepted):
- by telephone to Equiniti Limited: UK – +44 (0) 371 384 2030. If calling from outside the UK, please ensure that the country code is used. Lines are open 8.30 a.m. to 5.30 p.m. Monday to Friday, excluding public holidays in England and Wales; or
 - by post to Equiniti Limited, Highdown House, Yeoman Way, Worthing, West Sussex BN99 6DA.
- 15 Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your Shareholder Reference Number (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's registrar) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise. A copy of the Company's privacy policy can be found online at: <https://www.gamaaviation.com/privacy-policy/>

Gama Aviation Plc
First Floor
25 Templer Avenue
Farnborough Hampshire
GU14 6FE
www.gamaaviation.com