

**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 Financial and Services Markets Act 2000.**

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.

# Gama Aviation

**GAMA AVIATION PLC**

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

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice of an Annual General Meeting of the Company to be held at 2.00 p.m. on 29 June 2021 is enclosed with this document.

A form of proxy for use at the Annual General Meeting is also enclosed with this document. Shareholders are strongly encouraged to vote by using the form of proxy. The form of proxy should be completed 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 25 June 2021.

**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 1 of this document and which recommends shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting.**

A copy of this document is available at the Company's website at [www.gamaaviation.com](http://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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### **Notes**

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



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

Directors:

Simon To (Chairman)

Marwan Khalek (Chief Executive Officer)

Stephen Wright

Neil Medley

Daniel Ruback

Peter Brown

Michael Howell

Christopher Clarke

Stephen Mount

Registered Office:

First Floor  
25 Templer Avenue  
Farnborough  
Hampshire  
GU14 6FE

Dear Shareholder

**NOTICE OF ANNUAL GENERAL MEETING**

**Important information on the format of the Annual General Meeting**

The Board is keen to welcome shareholders in person to our 2021 Annual General Meeting this year, particularly given the constraints we faced in 2020 due to the COVID-19 pandemic. At present we are proposing to hold the Annual General Meeting at our registered office at First Floor, 25 Templer Avenue, Farnborough, Hampshire GU14 6FE and welcoming the maximum number of shareholders we are able within safety constraints and in accordance with government guidelines in place at the time of the Annual General Meeting. Please read and pay particular attention to the section below "Attendance at the Annual General Meeting" which explains that, depending on the prevailing government guidance at the time of the Annual General Meeting, shareholders may not be able to attend the Annual General Meeting in person.

However, given the constantly evolving nature of the situation, we want to ensure that we are able to adapt these arrangements efficiently to respond to changes in circumstances. On that basis, should the situation change such that we consider that it is no longer possible for shareholders to attend in person at the Annual General Meeting, we will run the Annual General Meeting as a closed meeting and will ensure the minimum number of shareholders are present as required to form a quorum under the Company's Articles of Association and only to conduct the formal business of the meeting (facilitated by the Company). In the event government guidelines necessitate a change in format to run the Annual General Meeting as a closed meeting to ensure everyone's safety, no other shareholders will be permitted entry to the meeting to attend in person. We will notify shareholders of the change in arrangements for the Annual General Meeting by posting information on the Company's website and via a regulatory announcement.

**Attendance at the Annual General Meeting**

The Board takes the well-being of the Company's shareholders, its employees and customers seriously. As at the date of this notice, government restrictions remain in place to deal with the COVID-19 crisis and under the government's "Roadmap" all restrictions on social contact are to be removed no earlier than 21 June 2021. The Company may be required to limit attendance or take other measures in order to comply with the prevailing guidance in force at the time of the Annual General Meeting. As such, and given the unpredictability of the current situation, the Board strongly recommends that shareholders do not attend the Annual General Meeting in person and entry to the Annual General Meeting cannot be guaranteed. Shareholders wishing to attend in person should register their intention as soon as practicable by emailing [shareholder.info@gamaaviation.com](mailto:shareholder.info@gamaaviation.com) quoting their Shareholder Reference Number.

For those shareholders who have pre-registered for attendance, please do not attend the Annual General Meeting in person if you have any symptoms that may be caused by COVID-19, or if you are waiting for a test, if you have received a positive COVID-19 test result, or live with someone with COVID-19 symptoms, or with someone who has tested positive for COVID-19. No guests will be permitted entry and there will be no refreshments.

**Action to be taken**

Shareholder participation is important to the Board and all shareholders are encouraged to vote ahead of the Annual General Meeting by appointing a proxy to vote on the resolutions set out in the notice of Annual General Meeting on page 6 of this document as soon as possible and in any event by 2.00 p.m. on 25 June 2021. Shareholders are strongly encouraged to appoint the chair of the meeting as their proxy in order that the chair can vote according to the shareholder's wishes at the Annual General Meeting to ensure their votes on the resolutions are counted, should circumstances change and attendance at the Annual General Meeting is not possible. Depending on the prevailing guidance on the date of the Annual General Meeting, other named proxies may not be permitted to attend the Annual General Meeting and therefore votes of such proxies will not be counted at the Annual General Meeting. Shareholders can vote ahead of the Annual General Meeting by completing and returning the Form of Proxy.

All resolutions for consideration at the Annual General Meeting will be voted on a poll and all valid proxy votes cast will count towards the poll votes. The results will be announced via a regulatory new service announcement and will be posted on the Company's website as soon as practicable after the Annual General Meeting.

As well as shareholder participation at the Annual General Meeting, engagement with our shareholders is important to the Company and your Board. Therefore, shareholders can participate in the Annual General Meeting by submitting questions in advance. Any specific questions on the business of the Annual General Meeting and on the resolutions can be submitted ahead of the Annual General Meeting by email to [shareholder.info@gamaaviation.com](mailto:shareholder.info@gamaaviation.com) or by writing to the company secretary Mine Taylor at Gama Aviation Plc, First Floor, 25 Templer Avenue, Farnborough, Hampshire GU14 6FE.

The Board will continue to keep government guidance under review and may, if necessary, make further changes to the arrangements for the Annual General Meeting. If it becomes necessary to change the arrangements for the Annual General Meeting, information will be found on the Company's website and via a regulatory announcement.

**Explanatory Notes**

Explanatory notes on the resolutions to be considered at the Annual General Meeting are set out on in Part 2 of this document.

**Recommendation**

The Directors consider that the Resolutions to be proposed at the Annual General Meeting are in the best interests of the shareholders and the Company as a whole and unanimously recommend shareholders to vote in favour of such resolutions, as they intend to do in respect of their own shareholdings.

Yours faithfully

**SIMON TO**  
*Chairman*  
**Gama Aviation Plc**

## **/ PART 2 / EXPLANATORY NOTES**

**Resolutions to be proposed at the Annual General Meeting are set out in the notice of Annual General Meeting in Part 3 of this document. For any of the ordinary resolutions (Resolutions 1 to 5) to be passed at the Annual General Meeting, more than half the votes cast must be in favour of the resolution. For the special resolution (Resolution 6) to be passed at the Annual General Meeting, three-quarters of the votes cast must be in favour of the resolution.**

### **Resolution 1 – Annual report and accounts**

For each financial year the Directors are required to present the annual report and accounts of the Company (including the Strategic Report, Directors' Report and Auditor's Report) to the shareholders.

### **Resolution 2 – Auditors**

The Company's auditors must offer themselves for re-appointment at each Annual General Meeting at which accounts are presented. The performance and effectiveness of the auditors, which included an assessment of the auditors' independence and objectivity has been evaluated by the Company's audit committee, which has recommended to the Board that PricewaterhouseCoopers LLP be re-appointed and its remuneration be determined by the Company's audit committee.

### **Resolutions 3 and 4 – Re-appointment of Directors**

Resolutions 3 to 4 deal with the re-appointment of Directors in accordance with the requirements of the Company's articles of association. Biographical details of all the Directors seeking re-appointment are set out on pages 30 to 31 of the Company's 2020 Annual Report and appear on the Company's website [www.gamaaviation.com](http://www.gamaaviation.com)

### **Resolutions 5 and 6 – Share capital**

The authority given to the Directors to allot further shares in the capital of the Company 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 5, the Directors will have authority to allot shares up to an aggregate nominal amount of £212,204.26 which is approximately one-third of the Company's current issued ordinary share capital as at 25 May 2021, being the latest practicable date prior to the publication of this document. This authority will expire immediately following the Annual General Meeting in 2022 or fifteen months after the date of the passing of the Resolution, whichever is the earlier.

The Directors of the Company will continue to seek to renew this authority at each Annual General Meeting, in accordance with current best practice.

If the Directors of the Company wish to exercise the authority under Resolution 5 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 6, 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 £63,661.28 which is equivalent to approximately 10 per cent of the issued ordinary share capital of the Company on 25 May 2021, being the latest practicable date prior to the publication of this document.

This authority will expire immediately following the Annual General Meeting in 2022 or fifteen months after the date of the passing of the Resolution, whichever is the earlier. The Directors of the Company intend to renew such authority at successive Annual General Meetings in accordance with current best practice.

## **/ PART 3 / 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 2.00 p.m. on 29 June 2021 for the purpose of considering and, if thought fit, passing Resolutions 1 to 5 as ordinary resolutions and Resolution 6 as a special resolution.

#### **Ordinary Resolutions**

1. THAT the Company's annual report and accounts for the financial year ended 31 December 2020 be received and adopted.
2. THAT PricewaterhouseCoopers LLP be re-appointed as the auditors of the Company.
3. THAT Stephen Wright, who retires by rotation, be re-appointed as a Director of the Company.
4. THAT Peter Brown, who retires by rotation, be re-appointed as a Director of the Company.
5. 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 £212,204.26 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.

#### **Special Resolution**

6. 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 £63,661.28. 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: 4 June 2021

#### **By order of the Board,**

Mine Taylor  
*Company Secretary*

#### **Registered office:**

First Floor  
25 Templer Avenue  
Farnborough  
Hampshire  
GU14 6FE

## Notes

1. Shareholders wishing to attend the meeting, should this be possible, are asked to register their attendance as soon as practicable by emailing [shareholder.info@gamaaviation.com](mailto:shareholder.info@gamaaviation.com) quoting their Shareholder Reference Number. Rules around capacity at the venue and changes in health and safety requirements may mean shareholders cannot ultimately attend the Annual General Meeting.
2. 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 2021. 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. **Given the uncertainty around whether shareholders will be able to attend the Annual General Meeting, whether because the capacity at the venue does not allow for safety reasons related to COVID-19 restrictions or due to a change in the situation with the COVID-19 pandemic, we recommend that all shareholders appoint the chairman of the meeting as their proxy. This will ensure that their vote is recognised at the Annual General Meeting even if attendance at the meeting is restricted or you or any other proxy you might appoint are unable to attend in person.** The return of a completed proxy form will not prevent a member attending the Annual General Meeting and voting in person if the member so wishes to do, should this be permitted under applicable COVID-19 restrictions.
3. 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.
4. 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 Annual General Meeting.
5. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), entitlement to attend and vote at the meeting and the number of votes which may be cast there will be determined by reference to the register of members of the Company at 6.30 p.m. on the day which is two working days before the day of the meeting or adjourned meeting. Changes to entries on the register of members of the Company after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. As at 25 May 2021 (being the last business day prior to the publication of this document) the Company's issued share capital consists of 63,661,279 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at that date are 63,661,279.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting 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.
8. 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](http://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 issuer's agent, Equiniti Limited (ID is RA19), by 2.00 p.m. on 25 June 2021 or, in the case of an adjourned meeting, by no later than 48 hours (excluding any part of a day that is not a working day) prior to the 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 Application 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 proxies appointed through CREST should be communicated to the appointee through other means.
9. 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).
10. Voting at the Annual General Meeting 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.
11. A copy of this notice of Annual General Meeting can be found on the Company's website at [www.gamaaviation.com](http://www.gamaaviation.com)
12. Members who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):
  - / by telephone to Equiniti: UK – 0371 384 2030. From overseas – +44 121 415 7047. Lines are open 8.30 am to 5.30 pm Monday to Friday, excluding public holidays in England and Wales;
  - / by post to Equiniti, Aspect House, Spencer Road, Lancing, BN99 6DA.

**Gama Aviation Plc**

First Floor  
25 Templer Avenue  
Farnborough  
Hampshire  
GU14 6FE

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