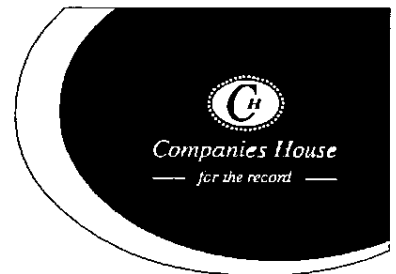


Company Name
FLYBE GROUP LIMITED

761288
30

363s Annual Return



Company Type
Private Company Limited by Shares

- > Please check the details printed in the "Current details" column
- > If any details are wrong, strike them in the "Amended details" column
- > Please complete in **black** ink and use

Company Number
1373432

Information extracted from
Companies House records on
30th April 2008

Section 1: Company details

FRIDAY



A39 *ACB7SZRM* 286
16/05/2008
COMPANIES HOUSE

Ref 1373432/09/28

	Current details	Amended details																												
<p>> Registered Office Address <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column</i></p>	<p>Jack Walker House Exeter International Airport Exeter Devon EX5 2HL</p>	<p>Address</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>UK Postcode _ _ _ _ _</p>																												
<p>> Register of Members <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column</i></p>	<p>Address where the Register is held</p> <p>At Registered Office</p>	<p>Address</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>UK Postcode _ _ _ _ _</p>																												
<p>> Register of Debenture Holders <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column</i></p>	<p>Not Applicable</p>	<p>Address</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>UK Postcode _ _ _ _ _</p>																												
<p>> Principal Business Activities <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column</i></p> <p>> <i>Please enter additional principal activity code(s) in "Amended details" column See notes for guidance for list of activity codes</i></p>	<table border="1"><thead><tr><th>SIC Code</th><th>Description</th></tr></thead><tbody><tr><td>6210</td><td>Scheduled air transport</td></tr><tr><td> </td><td> </td></tr><tr><td> </td><td> </td></tr><tr><td> </td><td> </td></tr><tr><td> </td><td> </td></tr><tr><td> </td><td> </td></tr></tbody></table>	SIC Code	Description	6210	Scheduled air transport											<table border="1"><thead><tr><th>SIC CODE</th><th>Description</th></tr></thead><tbody><tr><td> </td><td> </td></tr><tr><td> </td><td> </td></tr><tr><td> </td><td> </td></tr><tr><td> </td><td> </td></tr><tr><td> </td><td> </td></tr><tr><td> </td><td> </td></tr></tbody></table>	SIC CODE	Description												
SIC Code	Description																													
6210	Scheduled air transport																													
SIC CODE	Description																													

Section 2: Details of Officers of the Company

	Current details	Amended details
> Company Secretary <i>If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column</i> <i>Particulars of a new Company Secretary must be notified on form 288a</i>	Name Robert Andrew KNUCKEY Address 9 Silver Terrace Exeter Devon EX4 4JE	Name <input type="checkbox"/> Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 Address UK Postcode _ _ _ _ _ Date of change _ _ / _ _ / _ _ _ _ Date Robert Andrew KNUCKEY ceased to be secretary (if applicable) _ _ / _ _ / _ _ _ _
> Director <i>If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column</i> <i>Particulars of a new Director must be notified on form 288a</i>	Name David Michael BROWN Address 142 Ribchester Road Clayton Le Dale Blackburn Lancashire BB1 9EE Date of birth 02/07/1944 Nationality British Occupation Company Director	Name <input type="checkbox"/> Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 Address UK Postcode _ _ _ _ _ Date of birth _ _ / _ _ / _ _ _ _ Nationality _____ Occupation _____ Date of change _ _ / _ _ / _ _ _ _ Date David Michael BROWN ceased to be director (if applicable) _ _ / _ _ / _ _ _ _

	Current details	Amended details
<p>> Director If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column</p> <p>Particulars of a new Director must be notified on form 288a</p>	<p>Name Mark John Hardwick CHOWN</p> <p>Address La Poudrette La Route Des Pelles, St Martin Jersey Channel Islands JE3 6BR</p> <p>Date of birth 04/02/1958</p> <p>Nationality British</p> <p>Occupation Accountant</p>	<p>Name</p> <p><input type="checkbox"/> Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985</p> <p>Address</p> <p>UK Postcode _ _ _ _ _</p> <p>Date of birth _ _ / _ _ / _ _ _ _</p> <p>Nationality _ _ _ _ _</p> <p>Occupation _ _ _ _ _</p> <p>Date of change _ _ / _ _ / _ _ _ _</p> <p>Date Mark John Hardwick CHOWN ceased to be director (if applicable) _ _ / _ _ / _ _ _ _</p>
<p>> Director If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column</p> <p>Particulars of a new Director must be notified on form 288a</p>	<p>Name James FRENCH</p> <p>Address Flat 3 26 Lennox Gardens London SW1X 0DX</p> <p>Date of birth 04/07/1953</p> <p>Nationality British</p> <p>Occupation Chief Executive</p>	<p>Name</p> <p><input type="checkbox"/> Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985</p> <p>Address</p> <p>UK Postcode _ _ _ _ _</p> <p>Date of birth _ _ / _ _ / _ _ _ _</p> <p>Nationality _ _ _ _ _</p> <p>Occupation _ _ _ _ _</p> <p>Date of change _ _ / _ _ / _ _ _ _</p> <p>Date James FRENCH ceased to be director (if applicable) _ _ / _ _ / _ _ _ _</p>

	Current details	Amended details
> Director <i>If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column</i> <i>Particulars of a new Director must be notified on form 288a</i>	Name Robert Andrew KNUCKEY Address 9 Silver Terrace Exeter Devon EX4 4JE Date of birth 15/07/1960 Nationality British Occupation Chartered Accountant	Name <hr/> <input type="checkbox"/> Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 Address <hr/> <hr/> <hr/> UK Postcode _ _ _ _ _ Date of birth _ _ / _ _ / _ _ _ _ Nationality _____ Occupation _____ Date of change _ _ / _ _ / _ _ _ _ Date Robert Andrew KNUCKEY ceased to be director (if applicable) _ _ / _ _ / _ _ _ _
> Director <i>If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column</i> <i>Particulars of a new Director must be notified on form 288a</i>	Name David Alan LONGBOTTOM Address 7 Pitters Piece Chilton Road Long Crendon Buckinghamshire HP18 9PP Date of birth 13/07/1944 Nationality British Occupation Company Director	Name <hr/> <input type="checkbox"/> Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 Address <hr/> <hr/> <hr/> UK Postcode _ _ _ _ _ Date of birth _ _ / _ _ / _ _ _ _ Nationality _____ Occupation _____ Date of change _ _ / _ _ / _ _ _ _ Date David Alan LONGBOTTOM ceased to be director (if applicable) _ _ / _ _ / _ _ _ _

	Current details	Amended details
<p>> Director If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column</p> <p>Particulars of a new Director must be notified on form 288a</p>	<p>Name Michael RUTTER</p> <p>Address 46 St. Leonards Road Exeter EX2 4LS</p> <p>Date of birth 02/08/1963</p> <p>Nationality British</p> <p>Occupation Director</p>	<p>Name _____</p> <p><input type="checkbox"/> Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985</p> <p>Address _____ _____ _____</p> <p>UK Postcode _ _ _ _ _</p> <p>Date of birth _ _ / _ _ / _ _ _ _</p> <p>Nationality _____</p> <p>Occupation _____</p> <p>Date of change _ _ / _ _ / _ _ _ _</p> <p>Date Michael RUTTER ceased to be director (if applicable) _ _ / _ _ / _ _ _ _</p>
<p>> Director If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column</p> <p>Particulars of a new Director must be notified on form 288a</p>	<p>Name Charles Thomas SCOTT</p> <p>Address 36 Kensington Heights 97 Campden Hill Road London W8 7BD</p> <p>Date of birth 22/02/1949</p> <p>Nationality British</p> <p>Occupation Director</p>	<p>Name _____</p> <p><input type="checkbox"/> Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985</p> <p>Address _____ _____ _____</p> <p>UK Postcode _ _ _ _ _</p> <p>Date of birth _ _ / _ _ / _ _ _ _</p> <p>Nationality _____</p> <p>Occupation _____</p> <p>Date of change _ _ / _ _ / _ _ _ _</p> <p>Date Charles Thomas SCOTT ceased to be director (if applicable) _ _ / _ _ / _ _ _ _</p>

Amended details

*Particulars of a new Director
must be notified on form
288a*

Occupation **Company Director**

LL / LL / LLL

*Particulars of a new Director
must be notified on form
288a*

Occupation Director

LL / LL / LLLL

> Director

If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column

Particulars of a new Director must be notified on form 288a

Current details**Name****Andrew STRONG****Address**

**Rushford House
Lambert View
Crockernwell
Devon
EX6 6NA**

Date of birth 29/05/1973**Nationality British****Occupation Engineer****Amended details****Name**

☐ Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985

Address**UK Postcode** _ _ _ _ _**Date of birth** _ _ / _ _ / _ _ _ _**Nationality** _ _ _ _ _**Occupation** _ _ _ _ _**Date of change** _ _ / _ _ / _ _ _ _

Date Andrew STRONG **ceased to be director (if applicable)**

 _ _ / _ _ / _ _ _ _

Issued share capital details

> Please fill in the details of total share capital by class (eg ordinary, preference etc) that has been issued to the company's shareholders

Class of Share	Number of shares issued
_____	_____
	Aggregate Nominal Value of issued shares

PLEASE
SEE
SCHEDULE A
ATTACHED

Class of Share	Number of shares issued
_____	_____
	Aggregate Nominal Value of issued shares

Class of Share	Number of shares issued
_____	_____
	Aggregate Nominal Value of issued shares

Class of Share	Number of shares issued
_____	_____
	Aggregate Nominal Value of issued shares

> Please fill in the total number of issued shares and their total nominal value

Number of shares issued

Aggregate Nominal Value of issued shares

List of past and present members (Tick appropriate box)

> Please complete the required information on the attached schedules or in another format agreed by Companies House

- ☐ There were no changes during the period
☐ A list of changes is enclosed
☒ A full list of members is enclosed **AS SCHEDULE B**

The last full list of members was received on: 01/12/2006

> REMEMBER:

Changes to shareholder particulars or details of shares transferred to be **completed each year**
 A full list of shareholders is required with the first and every third Annual Return thereafter
 List shareholders in alphabetical order or provide an index
 List joint shareholders consecutively

Section 4: Details of New Shareholders and Transfers (A) (ii)

- > Please fill in details of any persons or corporate bodies who have become shareholders since the last annual return
- > Please fill in details of any persons or corporate bodies that have transferred shares since the last annual return
- > Please use Section 4B to give details of any persons or corporate bodies who have ceased to be shareholders since the last annual return or, in the case of a first return, since the incorporation of the company
- > Please copy this page if there is not enough space to enter all the company's current shareholders

Shareholders details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred (If appropriate)	Date of registration of transfer (If appropriate)
Name <u>PLIMSOLL LINE LTD</u> Address <u>C/O BRITISH AIRWAYS PLC,</u> <u>WATERSIDE, PO BOX 365,</u> <u>HARMONDSWORTH</u> UK Postcode <u>UB7 0LB</u>	<u>315,000</u> <u>ORDINARY</u> <u>11 SHARES</u>	<u>315,000</u> <u>ORDINARY</u> <u>11 SHARES</u>	<u>5</u> <u>MARCH</u> <u>2007</u>
Name _____ Address _____ _____ _____ UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>			
Name _____ Address _____ _____ _____ UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>			
Name _____ Address _____ _____ _____ UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>			

Section 4B: Details of Former Shareholders

- > Please fill in details of any persons or corporate bodies who have ceased to be shareholders at the date of this return. Also, please give the dates that their shares were transferred
- > Please copy this page if there is not enough space to enter all the company's former shareholders

Former shareholders details	Class and number of shares or amount of stock transferred	Date of registration of transfer
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _		
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _		
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _		
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _		
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _		

363s Annual Return Declaration

- > When you have checked all the sections of this form, please complete this page and sign the declaration below
- > If you want to change the made up date of this annual return, please complete 2 below

1. Declaration

- ☒ I confirm that the details in this annual return are correct as at the made-up-date (shown at 2 below) I enclose the filing fee of £30

Signature



(Director / Secretary)

Date

14 / 05 / 2008

This date must not be earlier than the return date at 2 below

What to do now

Complete this page then send the whole of the Annual Return and the declaration to the address shown at 4 below

2. Date of this return

- ☒ This AR is made up to
1/12/2007

If you are making this return up to an earlier date, please give the date here

__ / __ / ____

Note The form must be delivered to CH within 28 days of this date

3. Date of next return

- ☐ If you wish to change your next return to a date earlier than **1st December 2008** please give the new date here

__ / __ / ____

4. Where to send this form

- ☒ Please return this form to

Registrar of Companies
Companies House
Crown Way
Cardiff CF14 3UZ

OR

For members of the Hays Document
Exchange service
DX 33050 Cardiff

Have you enclosed the filing fee with the company number written on the reverse of the cheque?

Contact Address

You do not have to give any contact information below, but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record

Contact Name

Telephone number *inc code*

_____-_____-_____-_____-_____-_____-_____-_____-_____-

Address

DX number *if applicable*

_____-_____-_____-_____-_____-_____-_____-_____-_____-

_____ DX exchange

Postcode

_____-_____-_____-_____-_____-_____-_____-_____-_____-

FLYBE GROUP LIMITED (registered number 1373432)

SHARE CAPITAL AND INTERESTS

A. Share capital

The following table shows the authorised and issued share capital of Flybe Group Limited as at the date of this document:

Issued Share Capital:	
"A" Ordinary Shares of 1p each	£14,458 50
Ordinary Shares of 1p each	£6,541.50
Cumulative Redeemable Preference Shares of 1p each	£990,000.00
Redeemable Preference Shares of 1p each	£17,100,000.00
Total	£18,111,000.00

B. Shareholdings

As at the date of the Annual Return, the shareholdings are as follows

Shareholder	Redeemable Preference Shares	Cumulative Redeemable Preference Shares	"A" Ordinary Shares	Ordinary Shares	Percentage of Voting Shares
Rosedale Aviation Holdings Limited	1,710,000,000	99,000,000	1,445,850		68.85
Kleinwort Benson (Jersey) Trustees Limited				163,500	7.79
Kleinwort Benson (Guernsey) Trustees Limited				15,000	0.71
Jim French				160,650	7.65
The Plimsoll Line Limited				315,000	15.00
TOTAL	1,710,000,000	99,000,000	1,445,850	654,150	100.00