

Company No: 01373432

The Companies Act 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS
of
FLYBE GROUP PLC

Passed on 8 August 2013

THURSDAY



AT an Annual General Meeting of the above named company (the "**Company**"), duly convened and held at 11 00 a.m. on 8 August 2013, the following resolutions were duly passed

RESOLUTIONS

AS ORDINARY RESOLUTIONS:

Resolution 1: Directors' Report and Accounts

To receive and approve the Directors' and auditor's reports and the audited financial statements of the Group and the Company for the financial year ended 31 March 2013.

Resolution 2: Directors' Remuneration Report

To receive and approve the Directors' Remuneration Report for the financial year ended 31 March 2013.

Resolution 3:

To re-elect Charlie Scott as a Director of the Company

Resolution 4:

To re-elect Alan Smith as a Director of the Company.

Resolution 5: electing a Director appointed to the Board since the last annual general meeting

To elect Mr Saad Hammad, who has been appointed as a Director of the Company since the last annual general meeting of the Company, as a Director of the Company.

Resolution 6: Re-appointment of Auditor

On the recommendation of the Company's Audit Committee, to re-appoint Deloitte LLP as auditor of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company

Resolution 7: Auditor remuneration

To authorise the Directors to determine the remuneration of the auditor.

Resolution 8: Political donations and political expenditure

That, in accordance with sections 366 and 367 of the Companies Act 2006 (the '2006 Act'), the Company and all companies that are its subsidiaries at any time during the period for which this resolution has effect be authorised, in aggregate

- a) to make political donations to political parties and/or independent election candidates not exceeding £15,000 in total;
- b) to make political donations to political organisations other than political parties not exceeding £15,000 in total; and
- c) to incur political expenditure not exceeding £15,000 in total,

(as such terms are defined in sections 363 to 365 of the 2006 Act) during the period beginning with the date of the passing of this resolution and ending at the conclusion of the next annual general meeting (or, if earlier, until the close of business on 31 October 2014.

Resolution 9: Authority to allot shares

That, subject to and in accordance with Article 15 of the Articles of Association of the Company, the Board be and it is hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 ("the 2006 Act") (in substitution for any existing authority to allot shares to the extent unused) to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £250,000 provided that such authority shall expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry, and the Board may allot shares and grant rights to subscribe or convert securities into shares in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired; and further, the Board be and it is hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (within the meaning of section 560 of the 2006 Act) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them up to an aggregate nominal amount of £250,000 provided that this authority shall expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Resolution 10: Adoption of a new long term incentive plan for Saad Hammad

That the Board be, and is hereby authorised to adopt and establish the Long Term Incentive Plan for Saad Hammad, the principal terms of which are summarised in the explanatory note to this Resolution 10 below, the full terms of which are produced to this AGM, and for the purpose of identification only, initialled by the Chairman of the AGM, and to do all such acts and things which it may consider necessary or desirable to establish and carry it into effect.

AS SPECIAL RESOLUTIONS:**Resolution 11: Disapplication of Pre-emption Rights**

That, subject to the passing of Resolution 9 as set out in this Notice of Annual General Meeting, and in accordance with Article 16 of the Articles of Association of the Company, the Board be empowered pursuant to section 570 of the Companies Act 2006 (the '2006 Act') to allot equity securities (within the meaning of section 560 of the said Act) for cash pursuant to the general authority conferred by Resolution 9 as set out in the notice of this meeting and be empowered pursuant to section 573 of the said Act to sell ordinary shares (as defined in section 560 of the said Act) held by the Company as treasury shares (as defined in section 724 of the said Act) for cash, as if section 561(1) of the said Act did not apply to such allotment or sale, provided that this power shall be limited to allotments of equity securities and the sale of treasury shares'

- a) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory, and
- b) otherwise than pursuant to sub-paragraph (a) above, up to an aggregate nominal amount of £37,500,

and such power shall expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution or 8 November 2014, whichever is the earlier, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry, and the Board may allot equity securities or sell treasury shares in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired

Resolution 12: Notice of general meetings

That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

Resolution 13: Authority to purchase own shares

That, the Company be generally and unconditionally authorised, pursuant to Article 9 of the Articles of Association of the Company and pursuant to section 701 of the Companies Act 2006 (the '2006 Act'), to make market purchases (as defined in section 693(4) of the 2006 Act) of up to 7,500,000 Ordinary Shares of 1p each ('Ordinary Shares') in the capital of the Company (being approximately 10 per cent of the current issued ordinary share capital of the Company) on such terms and in such manner as the Directors of the Company may from time to time determine, provided that

- a) the amount paid for each share (exclusive of expenses) shall not be more than the higher of (1) five per cent above the average of the middle market quotation for Ordinary Shares as derived from the Daily Official List of the London Stock Exchange plc for the five business days before the date on which the contract for the purchase is made, and (2) an amount equal to the higher of the price of the last independent trade and current independent bid as derived from the London Stock Exchange Trading system or less than 1p per share, and
- b) the authority herein contained shall expire at the conclusion of the next annual general meeting of the Company to be held in 2014 or on 8 November 2014, whichever is earlier, provided that the Company may, before such expiry, make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own shares in pursuance of such contract as if the authority hereby conferred had not expired


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CHAIRMAN