

Company No: 01373432

The Companies Act 2006

A company limited by shares

Flybe Group plc

FRIDAY



A13 *A4CATEIO* 24/07/2015 #377
COMPANIES HOUSE

Copy of the resolutions passed

At the Annual General Meeting of the Company held at 11am on 22 July 2015 the following resolutions were passed

As ordinary resolutions

- 1 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 2015
- 2 To receive and approve the Directors' Remuneration Report excluding the Directors' Remuneration Policy as set out on pages 61 to 79 of the Flybe Group plc Annual Report for the financial year ended 31 March 2015
- 3 To approve the Directors' Remuneration Policy Report, as set out in on pages 64 to 79 the Annual Report and Accounts, for the financial year ended 31 March 2015
- 4 To elect Philip Joachim de Klerk, 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
- 5 To elect Elizabeth McMeikan, 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
- 6 To elect David Kappler, 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
- 7 To re-elect Sir Timothy Anderson as a Director of the Company
8. To re-elect Saad Hammad as a Director of the Company
- 9 To re-elect Simon Laffin as a Director of the Company
10. 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
- 11 To authorise the Directors to determine the remuneration of the auditor
12. That, in accordance with sections 366 and 367 of the Companies Act 2006 ('2006 Act'), the Company and all companies that are its subsidiaries at any time during the period for which this resolution has effect be and are hereby authorised, in aggregate.
 - (a) to make political donations to political parties and/or independent election candidates not exceeding £15,000 in total, and
 - (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 in 2016 or, if earlier, until the close of business on 30 September 2016.

- 13 That, subject to and in accordance with Article 15 of the Articles of Association of the Company, the Directors be and are 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 £722,000 provided that such authority shall expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution or 30 September 2016, whichever is the earlier, 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 Directors 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 Directors be and are 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 £722,000 provided that this authority shall expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution or 30 September 2016, 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 after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired

As special resolutions

14. That, subject to the passing of Resolution 13 above (and in substitution for all subsidiary authorities to the extent unused), the Directors be and they are empowered pursuant to section 570 and section 573 of the Companies Act 2006 (the '2006 Act') to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash either pursuant to the authority conferred by Resolution 14 or by way of a sale of treasury shares (as defined in section 724 of the 2006 Act) as if section 561(1) of the 2006 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 existing 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) in the case of the authority granted under paragraph (a) of Resolution 14 and/or in the case of any sale or transfer of treasury shares which is treated as an allotment of equity securities under section 560(3) of the 2006 Act, shall be limited to the allotment (otherwise than pursuant to sub-paragraph (a) of this Resolution 14) of equity securities up to an aggregate nominal amount of £108,000,

and shall expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution or 30 September 2016, 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

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

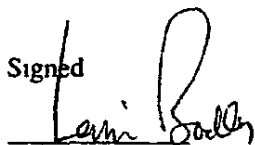
16. That, the Company be generally and unconditionally authorised, for the purposes of section 701 of the Companies Act 2006 (the '2006 Act'), to make market purchases (within the meaning of section 693(4) of the 2006 Act) of ordinary shares of 1p each ('Ordinary Shares') in the capital of the Company on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:

- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 21,600,000
- (b) the minimum price (exclusive of expenses) that may be paid for an Ordinary Share is 1p,
- (c) the maximum price (exclusive of expenses) that may be paid for an Ordinary Share is the higher of (1) the amount equal to 105 per cent of 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,
- (d) the authority conferred hereby shall expire at the conclusion of the next annual general meeting of the Company to be held in 2016 or on 30 September 2016, whichever is earlier, unless previously revoked, varied or renewed by the Company in general meeting prior to such time; and
- (e) the Company may at any time prior to the expiry of such authority enter into 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 conferred hereby had not expired.

17 That existing Article 19.1 be deleted in entirety and replaced by a new Article 19.1 as follows

"Every share certificate shall be issued under the Seal of the Company or an official seal kept by the Company under section 50 of the Companies Act 2006 or otherwise executed by the Company in accordance with the Companies Act 2006. Affixing the Seal to the share certificate shall include impressing the Seal by mechanical means, or printing the Seal or a facsimile of it, on the share certificate and applying the Seal or a facsimile of it by any other means to the share certificate. Any such share certificate which is executed otherwise than under Seal may, if the Directors so determine, bear signatures affixed by some mechanical, electronic or other method or system of applying facsimile signatures. No share certificate shall be issued representing shares of more than one class."

Signed



Kevin Bodley
Company Secretary