

Flybe Group Plc - Registered number 01373432
Resolutions passed at 2018 AGM on 13th September 2018

Ordinary Resolutions

THURSDAY



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08/11/2018
COMPANIES HOUSE

Resolution 1: Directors' Report and Accounts

To receive the Directors' and auditor's reports and the audited financial statements of the Company for the financial year ended 31 March 2018.

Resolution 2: Directors' Remuneration Report

To receive and approve the Directors' Remuneration Report, excluding the Directors' Remuneration Policy, as set out on pages 76 to 91 of the Flybe Group plc Annual Report for the financial year ended 31st March 2018.

Resolution 3: To approve the directors' remuneration policy, as set out on pages 84 to 91 of the directors' remuneration report, which takes effect immediately after the end of the annual general meeting.

Resolution 4: To re-elect Elizabeth McMeikan as a Director of the Company.

Resolution 5: To re-elect Christine Ourmieres-Widener as a Director of the Company

Resolution 6: To elect Ian Milne as a Director of the Company, who was appointed by the board since the last AGM.

Resolution 7: To elect Heather Lawrence as a Director of the Company, who was appointed by the Board since the last AGM.

Resolution 8: To re-elect Simon Laffin as a Director of the Company.

Resolution 9: Appointment of Auditor:

To appoint PriceWaterhouseCoopers 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 10: Auditor remuneration:

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

Resolution 11: Political donations and political expenditure

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 or, if earlier, until the close of business on 10th December 2019.

Resolution 12: Authority to allot shares

That, subject to and in accordance with Article 15 of the Articles of Association of the Company:

- a) 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 but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authority) to exercise all powers of the Company to allot ordinary shares in the Company and to grant rights to subscribe for or to convert any security into ordinary 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 24 September 2019, whichever is the earlier, save that the Company may before such expiry make an offer or agreement which would or might require such ordinary shares to be allotted or rights to subscribe for or convert securities into ordinary shares to be granted after such expiry, and the Directors may allot ordinary shares and grant rights to subscribe or convert securities into ordinary shares in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired; and
- b) the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the 2006 Act (in substitution for any existing authority to allot shares to the extent unused but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authority), in addition to the authority in resolution 12a) above, 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: i) 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; and ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary; up to an aggregate nominal amount of £722,000 (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange) 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 10th December 2019, 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.

Resolution 13: Performance Share Plan

That the Directors are hereby authorized to establish the Flybe Performance Share Plan 2018 (the 'PSP'), a copy of the draft rules of which is produced to the meeting and a summary of the main provisions of which is set out in Appendix 1 to the Notice of Meeting, and to do all such acts and things as may be necessary or expedient to give effect to the PSP.

Special Resolutions

Resolution 14: Disapplication of Pre-emption Rights

That, subject to the passing of Resolution 12 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 12 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: i) the holders of shares in the Company and other persons entitled to participate

therein in proportion (as nearly as practicable) to their existing holdings; and ii) holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, 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 12 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 13) 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 10th December 2019, 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 15: 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 16: Authority to purchase own shares

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 highest 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 2010 or on 24 September 2019, 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.

I confirm that these resolutions were passed at the AGM on 13th September 2018


Catherine Ledger, Company Secretary
5th November 2018