

**Statement of compliance for the purposes of section 644(5) Companies Act  
2006**

**Company number: 02769768**

**Company name: Flybe Limited**

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Flybe Limited (the "**Company**") passed a special resolution by way of written resolution on ~~25 November~~ <sup>15 December</sup> 2010 to reduce its share capital in accordance with section 641, 642 and 643 of the Companies Act 2006.

**We, Mark Chown of La Poudretterie, La Route Des Pelles, St Martin, Jersey, Channel Islands JE3 6BR, James French of Flat 3, 26 Lennox Gardens, London SW1X 0DX, Andrew Knuckey of 9 Silver Terrace, Exeter, Devon EX4 4JE, Michael Rutter of 46 St. Leonards Road, Exeter, Devon EX2 4LS and Andrew Strong of Rushford House, Lambert View, Crockernwell, Devon EX6 6NA** being all the Directors of the Company hereby confirm

- (a) that a solvency statement was made on <sup>15</sup> December 2010 by us being, then, all the Directors of the Company,
- (b) that the solvency statement was made not more than 15 days before the date on which the special resolution was passed, and
- (c) that a copy of the solvency statement was sent to Flybe Group plc, being the sole member of the Company, at or before the time at which the special resolution (by way of written resolution) was sent to it

Signed:

NAME: **Mark Chown**

Dated:

*15th December 2010*

Signed:

NAME: **James French**

Dated:

Signed:

NAME: **Andrew Knuckey**

Dated:

*15/12/10*

THURSDAY



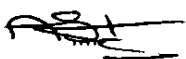
\*RR6HOPZH\*

RM 16/12/2010 337  
COMPANIES HOUSE

Signed. 

NAME **Michael Rutter**

Dated 15/12/10.

Signed. 

NAME: **Andrew Strong**

Dated 15/12/10 .