



If you are not planning on attending the GM in person, you may appoint a proxy to attend and vote on your behalf by completing and returning the proxy form attached below in the pre-paid envelope enclosed. Sending a proxy will not prevent you from attending the GM in person and voting yourself if you subsequently decide to do so.

**Notice of Availability –  
Notice of General Meeting**  
**Important – please read carefully**  
You can now access the Flybe Group plc Notice of General Meeting by visiting this website:  
[www.flybe.com/investors](http://www.flybe.com/investors)  
**Please note the deadline for receiving proxies is 11.15am on 28 February 2019, which is 48 hours (excluding non-business days) before the start of the GM (or, in the case of an adjournment, not later than 48 hours (excluding non-business days) before the time fixed for holding the adjourned meeting).**

The general meeting (the 'GM') of Flybe Group plc (the 'Company') will be held at the offices of Bryan Cave Leighton Paisner LLP, Adelaide House, London Bridge, London EC4R 9HA on 4 March 2019 at 11.15am (or as soon thereafter as the Court Meeting shall have been concluded or adjourned).

If you wish to attend this meeting in your capacity as a holder of ordinary shares, please sign this card and on arrival hand it to a representative of the Company's registrars. This will facilitate entry to the GM.

**Kindly note** This form is issued only to the addressee(s) and is specific to the class of security and the unique designated account printed hereon. The personalised form is not transferable between different (i) account holders; (ii) classes of security; or (iii) uniquely designated accounts. The Company and Link Asset Services accept no liability for any instruction that does not comply with these conditions.

Signature of person attending

Bar Code:

TEAR HERE

### Flybe Group plc General Meeting – Form of Proxy

Please tear off and return this form of proxy.

Bar Code:

Event Code:

I/We being a member/members of the Company hereby appoint the Chairman of the meeting or (see note 3)

Name of proxy

Number of shares  
if less than total  
holding

as my/our proxy to attend, speak and vote on my/our behalf at the GM of the Company to be held on 4 March 2019 at 11.15am (or as soon thereafter as the Court Meeting shall have been concluded or adjourned) and at any adjournment thereof.

The proxy is instructed to vote on the Resolution as indicated below.

Please mark 'X' here if this appointment is one of multiple appointments being made.

### Special Resolution

(please mark 'X' to indicate how you wish to vote)

- 1(a) To approve the Scheme and authorise the directors to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect;  
1(b) To amend the articles of association of the Company to adopt new Article 192; and  
1(c) To re-register the Company as a private limited company and change the name of the Company to Flybe Group Limited.

For	Against	Vote withheld
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

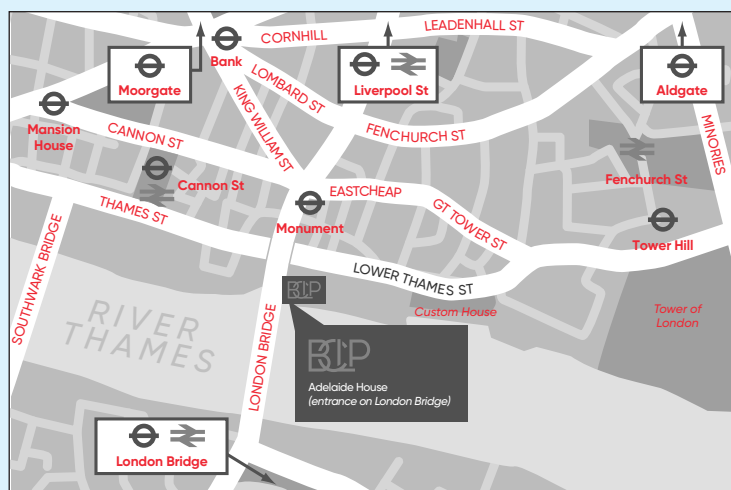
Signature  
or execution

Date

You may submit your proxy electronically at  
[www.flybe-shares.com](http://www.flybe-shares.com)

# Flybe Group plc

## Location of General Meeting



**Location**  
 Bryan Cave Leighton Paisner LLP  
 Adelaide House  
 London Bridge  
 London  
 EC4R 9HA

### Notes

- You are entitled to appoint one or more proxies to exercise all or any of your rights to attend and to speak and vote on your behalf at the meeting. A proxy need not be a shareholder of the Company but must attend the meeting. You can only appoint a proxy using the procedures set out in these notes.
- You may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. If you wish to appoint more than one proxy, each proxy must be appointed on a separate form of proxy. To appoint more than one proxy or to obtain further forms of proxy, you should contact the Company's registrars, Link Asset Services, on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. If you are outside the United Kingdom, please call +44 371 664 0321. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00am – 5.30pm, Monday to Friday excluding public holidays in England and Wales. Alternatively, you may photocopy this form of proxy as required. Please ensure that for each proxy appointed in this way, you fill in, alongside the proxy's details, the number of shares in respect of which each proxy is appointed. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box provided the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a member, the full voting entitlement for that designated account).
- To appoint a person other than the Chairman of the meeting as a proxy, insert their full name in the box. **If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy.**
- To direct your proxy how to vote on the resolution mark the appropriate box with an 'X'. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
- The 'vote withheld' option is to enable you to abstain on any particular resolution. However, it should be noted that a vote withheld is not a vote in law and will not be counted in the proportion of votes 'for' and 'against' the resolution. If no voting indication is given, your proxy will vote, or abstain from voting, as he or she thinks fit.
- To be valid, this proxy form (together with the power of attorney or other authority (if any) under which it is signed, or a certified copy, or notorially authenticated copy if executed outside the UK, of such power or authority) must be received by post, by hand or by courier by the Company's registrars, Link Asset Services, at the following address: Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 11.15am on 28 February 2019 (or, in the case of an adjournment, not later than 48 hours (excluding non-business days) before the time fixed for holding the adjourned meeting).**
- The return of a completed proxy form or any CREST Proxy Instruction (as described in note 12 below) will not prevent a shareholder attending the meeting and voting in person if he or she wishes to do so.
- In the case of a shareholder which is a company, this proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the company, or an attorney or other person authorised to sign for the company.
- Any power of attorney or any other authority under which this proxy form is signed (or a duly certified, or notorially authenticated copy if executed outside the UK, copy of such power or authority) must be included with the proxy form.
- In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
- Only those shareholders entered on the register of members of the Company at 6.00pm on 28 February 2019 or, in the event that the meeting is adjourned, in the register of members of the Company at 6.00pm on the day two days before the date of any adjourned meeting (excluding non-business days), shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. Changes to the entries on the register of members after this time shall be disregarded in determining the rights of any person to attend and vote at the meeting or any adjourned meeting.
- If you are a CREST member and you wish to appoint a proxy or proxies through the CREST electronic proxy appointments service, details of how to do so are set out in the Notice of GM.
- Fuller details of the resolution set out on the Form of Proxy are contained in the Notice of General Meeting which can be accessed at [www.flybe.com/investors](http://www.flybe.com/investors).
- If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- A shareholder may change a proxy instruction but to do so you will need to contact the Company's registrars, Link Asset Services. The revocation notice must be received by Link Asset Services no later than 11.15am on 28 February 2019 (or, in the event of an adjournment, no later than 48 hours (excluding non-business days) before the time fixed for holding the adjourned meeting). If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.
- You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.
- Terms defined in the Scheme Circular issued on 7 February 2019 shall have the same meanings when used in this proxy form, unless the context requires otherwise.

### Voting via the internet

You can submit your proxy vote via the internet at [www.flybe-shares.com](http://www.flybe-shares.com). To do so, you will need to log on to your share portal account or register for the share portal if you have not already done so. To register for the share portal you will need your investor code. Once registered, you will immediately be able to vote.