

**Attendance card**  
**Flybe Group plc – Court Meeting**



If you are not planning on attending the Court Meeting 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 Court Meeting in person and voting yourself if you subsequently decide to do so.

**Notice of Availability –  
Notice of Court Meeting and  
Scheme Circular**

**Important – please read carefully**

You can access the Flybe Group plc Notice of Court Meeting and a copy of the Scheme Circular issued on 7 February 2019 by visiting this website:  
[www.flybe.com/investors](http://www.flybe.com/investors)

**Please note the deadline for the Company's registrar to receive proxies is 11.00am on 28 February 2019, which is 48 hours (excluding non-business days) before the start of the Court Meeting (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).**

**If this proxy form is not returned by the relevant time, it may be handed to the Chairman of the meeting before the taking of the poll and will still be valid.**

**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.

For use at the meeting convened by the Court (the "Court Meeting") of the holders of the Scheme Shares (as defined in the Scheme Circular issued on 7 February 2019 ("Scheme Circular")) to be held at the offices of Bryan Cave Leighton Paisner LLP, Adelaide House, London Bridge, London EC4R 9HA on 4 March 2019 at 11.00am.

BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES COMPANIES COURT (ChD)

CASE NO CR-2018-011067

IN THE MATTER OF FLYBE GROUP PLC

AND IN THE MATTER OF THE COMPANIES ACT 2006

Signature of person attending

Bar Code:

TEAR HERE

**Flybe Group plc Court 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 Court Meeting of the Company to be held on 4 March 2019 at 11.00am and at any adjourned meeting for the purposes of considering, and if thought fit, approving (with or without modification) the proposed Scheme (as defined in the Scheme Circular and referred to in the notice convening the Court Meeting) and at such meeting, or any adjournment thereof, to vote for me/us and in my/our name(s) for the Scheme (either with or without modification, as my/our proxy may approve) or against the Scheme as indicated below.

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

Please sign only **ONE** of the boxes below.

**IMPORTANT:** If you wish to vote for the Scheme, sign the box marked "FOR the Scheme", or if you wish to vote against the Scheme, sign the box marked "AGAINST the Scheme". If you sign both boxes, or if you do not sign either, then this form of proxy will be invalid.

**FOR** the Scheme

Signature

**AGAINST** the Scheme

Signature

Date:

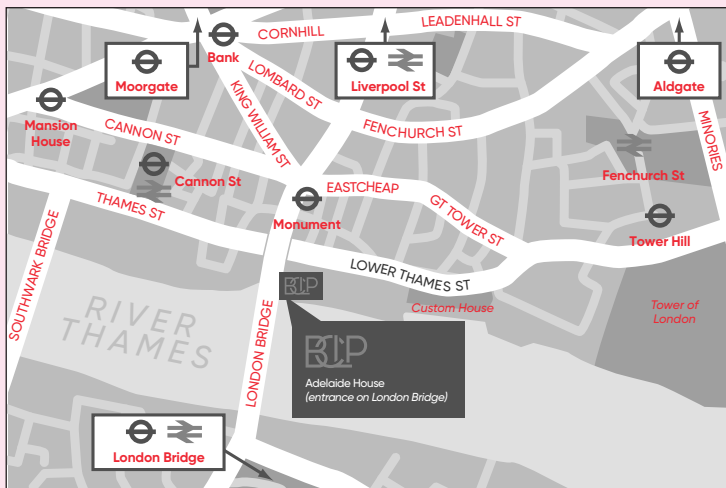
If signing on behalf of a company, please enter the company name below in block capitals and state your official capacity.

Company name

Official Capacity

# Flybe Group plc

## Location of Court 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 sign your name in the appropriate box. If no voting indication is given, this form will be invalid. 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.
- It is requested that Forms of Proxy (and any power of attorney or other authority under which the same are signed) and CREST proxy instructions be lodged with the Registrars, Link Asset Services at PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, by 11.00am on 28 February 2019. Forms of Proxy not so lodged may be handed to the chairman of the Court Meeting or the Registrars at the Court Meeting before the taking of the poll.**
- The return of a completed proxy form or any CREST Proxy Instruction (as described in note 11 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 Court Meeting.
- Fuller details of the Scheme Circular and Notice convening the Court Meeting 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 11.00am on 28 February 2019. 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 or hand a replacement form of proxy to the Chairman of the Court Meeting or the Registrars at the Court Meeting before the taking of the poll.
- 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. Once registered, you will immediately be able to vote. For an electronic proxy appointment to be valid, the appointment must be received not later than 11.00am 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 the holding of the adjourned meeting). If an electronic proxy appointment is not received by this time a paper form of proxy may be handed to the Chairman of the meeting before taking the poll and will still be valid.**