

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the action to be taken, you should immediately consult your independent financial adviser authorised pursuant to the Financial Services and Markets Act 2000. If you have sold your shares in BBA Aviation plc (the "Company"), please hand this document and the accompanying form of proxy to the purchaser, stockbroker or other agent through whom the sale was effected, for transmission to the purchaser.

BBA Aviation plc

(incorporated and registered in England under number 53688)

Registered Office:

20 Balderton Street
London
W1K 6TL



Notice of Annual General Meeting

18 March 2010

Dear Shareholder,

Chairman's Explanatory Letter and Notice of Annual General Meeting

I am writing to inform you that the Annual General Meeting (the "AGM") of the Company will be held at 10am on Thursday 29 April 2010 at the Royal Aeronautical Society, No. 4 Hamilton Place, London W1J 7BQ. The notice of meeting is set out on pages 6, 7 and 8 of this document. The ordinary business of the meeting includes the consideration and approval of the Annual Report 2009, the declaration of a dividend and the re-appointment of the auditors and approval of their fees. In accordance with the Company's Articles of Association and the Combined Code, all directors are required to submit themselves for re-election at regular intervals and directors appointed since the last AGM are required to stand for election at this AGM. This year, after discussing the Financial Reporting Council's proposal to change the frequency of election for some or all Board members, the Board has decided that all Board members wishing to continue serving on the Board after the 2010 AGM will retire and stand for re-election at this year's AGM. Further details are contained in the Directors' Corporate Governance Statement on page 46 of the Annual Report 2009. Directors' biographical details are set out on page 41 of the Annual Report 2009. I would also like to explain a number of special matters to be dealt with.

1. Resolution 11 - Authority to allot shares

Paragraph (A) of this resolution would give the directors the authority to allot ordinary shares up to an aggregate nominal amount equal to £41,991,296 (representing 141,090,754 ordinary shares of 29¹⁶/₂₁p each). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 11 March 2010, the latest practicable date prior to publication of this Notice.

In line with guidance issued in 2009 by the Association of British Insurers, paragraph (B) of this resolution would give the directors authority to allot ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £83,982,592 (representing 282,181,508 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph (A) of this resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 11 March 2010, the latest practicable date prior to publication of this Notice.

The authorities sought under paragraphs (A) and (B) of this resolution will expire at the earlier of 30 June 2011 and the conclusion of the AGM of the Company held in 2011.

The directors have no present intention to exercise either of the authorities sought under this resolution, except, under paragraph (A), to satisfy awards under the Company's share schemes and under the Scrip Dividend Scheme. If the directors were to exercise the authority permitted under paragraph (B) of this resolution in the year following the AGM they would seek re-election at the 2011 AGM.

As at the date of this Notice, no ordinary shares are held by the Company in treasury.

2. Resolution 12 - Disapplication of pre-emption rights

Resolution 12 would give the directors the authority to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

This authority would be, similar to previous years, limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the board otherwise considers necessary, or otherwise up to an aggregate nominal amount of £6,298,694 (representing 21,163,613 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 11 March 2010, the latest practicable date prior to publication of this Notice.

In respect of this aggregate nominal amount, the directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling 3-year period where the Principles provide that usage in excess of 7.5% should not take place without prior consultation with shareholders.

The authority will expire at the earlier of 30 June 2011 and the conclusion of the AGM of the Company held in 2011.

3. Resolution 13 - Authority to purchase own shares

Resolution 13 deals with the directors' recommendation that the shareholders authorise the Company to make market purchases of up to 14.99% of the existing issued ordinary share capital at prices of no less than 29¹⁶/₂₁p and not more than the highest of: (i) 5% above the average of the middle market quotations for the ordinary shares as derived from the London Stock Exchange Daily Official List on the five business days before purchase and (ii) the higher of the price of the independent trade and the highest current independent bid on the trading venues where the purchase is carried out.

Having the authority to buy back some of its shares provides the Company with flexibility in managing its capital base. The Company seeks to renew the current authority, which will expire at the conclusion of this year's AGM unless renewed. Accordingly, a special resolution will be proposed to the forthcoming AGM. The directors intend to keep under review the potential to buy back ordinary shares, taking into account other investment and funding opportunities. The directors will only make purchases of the Company's own shares if it will result in an increase in the earnings per share and when it is considered in the best interests of the shareholders generally.

The shares purchased as a result of resolution 13 may be cancelled or held in treasury pursuant to the Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003 (the 'Regulations'). The Regulations allow companies to retain any of their own shares which they have purchased as treasury stock with a view to possible re-issue at a future date, rather than cancelling them as had previously been required. If the Company were to purchase any of its own shares pursuant to resolution 13, it would consider holding them as treasury stock, pursuant to the authorisations conferred by this resolution. This would give the Company the ability to re-issue treasury shares quickly and cost-effectively, and would provide the Company with additional flexibility in the management of its capital base.

The total number of options to subscribe for ordinary shares outstanding at 11 March 2010 (being the latest practicable date prior to the publication of this document) was 12,480,759. This represents 2.95% of the issued ordinary share capital at that date. If the Company was to buy back the maximum number of ordinary shares permitted pursuant to the passing of this resolution, then the total number of options to subscribe for shares outstanding at 11 March 2010 would represent 3.47% of the reduced issued ordinary share capital.

4. Resolution 14 - Approval of Directors' Remuneration Report

Shareholders will have the opportunity to cast an advisory vote on the Directors' Remuneration Report as set out on pages 52 to 59 of the Annual Report 2009.

5. Resolution 15 - Notice of General Meetings

The Shareholder Rights Directive was implemented in the UK in August last year. One of the requirements of the Directive is that all general meetings must be held on 21 days' notice unless the shareholders agree to a shorter notice period. We are currently able to call general meetings (other than annual general meetings) on 14 days' notice and would like to renew the current authority, which will expire at the conclusion of this year's AGM unless renewed. Resolution 15 seeks such approval. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed. The Company needs to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 days' notice and the Company intends only to call general meetings on 14 days' notice in circumstances where the flexibility of a 14 day notice period is merited by the business of the meeting and is thought to be to the advantage of shareholders.

6. Resolution 16 - Adoption of new Articles of Association

We are asking shareholders to approve a number of amendments to our articles of association primarily to reflect the implementation of the Shareholder Rights Directive in the UK in August 2009 and the remaining provisions of the Companies Act 2006. An explanation of the main changes between the proposed and the existing articles of association is set out in the Appendix.

Other changes, which are of a minor, technical or clarifying nature and also some minor changes which merely reflect changes made by the Companies Act 2006 or the Companies (Shareholders' Rights) Regulations 2009 or conform the language of the proposed new articles of association with that used in the model articles for public companies produced by the Department for Business, Innovation and Skills, have not been noted in the Appendix. A copy of the proposed new articles of association showing all the changes to the existing articles of association are available for inspection, as noted below.

7. Action to be taken

Shareholders will find enclosed with this letter a form of proxy for use in relation to the AGM. Forms of proxy should be completed and returned in accordance with the instructions printed on the forms so that they arrive at the Company's registrars, Capita Registrars, as soon as possible and in any event not later than 48 hours before the meeting. Completion and return of a form of proxy will not prevent shareholders from attending and voting at the AGM. Alternatively, you may appoint a proxy or proxies and record your vote electronically either by utilising the web-based voting facility or the CREST electronic appointment service; full details of how to do so are set out in the notes to the notice of meeting at the end of this document.

8. Recommendation

Your directors believe that the proposed resolutions in the notice of meeting are in the best interests of the Company and its shareholders and recommend that you vote in favour of each of them, as the directors intend to do in respect of their own beneficial holdings.

Yours sincerely,



Michael Harper
Chairman

Inspection of documents

The following documents will be available for inspection at BBA Aviation plc's registered office at 20 Balderton Street, London W1K 6TL from 18 March 2010 until the time of the AGM and at the Royal Aeronautical Society, No. 4 Hamilton Place, London W1J 7BQ from 15 minutes before the AGM until it ends:

- Copies of the executive directors' service contracts
- Copies of letters of appointment of the non-executive directors
- A copy of the proposed new articles of association of the Company and a copy of the existing memorandum and articles of association marked to show the changes being proposed in resolution 16.

APPENDIX
EXPLANATORY NOTES OF PROPOSED PRINCIPAL CHANGES TO THE
COMPANY'S ARTICLES OF ASSOCIATION

1. The Company's objects

The provisions regulating the operations of the Company are currently set out in the Company's memorandum and articles of association. The Company's memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Company is proposing to remove its objects clause together with all other provisions of its memorandum which, by virtue of the Companies Act 2006, are treated as forming part of the Company's articles of association as of 1 October 2009. Resolution 16(A) confirms the removal of these provisions for the Company. As the effect of this resolution will be to remove the statement currently in the Company's memorandum of association regarding limited liability, the proposed new articles of association (the 'New Articles') also contain an express statement regarding the limited liability of shareholders.

The reason for this change is that the Companies Act 2006 significantly reduces the constitutional significance of a company's memorandum. The Companies Act 2006 provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the Companies Act 2006 the objects clause and all other provisions which are contained in a company's memorandum, for existing companies at 1 October 2009, are deemed to be contained in the company's articles of association but the company can remove these provisions by special resolution.

2. Articles which duplicate statutory provisions

Provisions in the Company's existing articles of association (the 'Current Articles') which replicate provisions contained in the Companies Act 2006 are in the main to be removed in the New Articles. This is in line with the approach advocated by the Government that statutory provisions should not be duplicated in a company's constitution.

3. Change of name

Under the Companies Act 1985, a company could only change its name by special resolution. Under the Companies Act 2006 a company will be able to change its name by other means provided for by its articles. To take advantage of this provision, the New Articles enable the directors to pass a resolution to change the Company's name.

4. Authorised share capital and unissued shares

The Companies Act 2006 abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Companies Act 2006, save in respect of employee share schemes.

5. Redeemable shares

Under the Companies Act 1985, if a company wished to issue redeemable shares, it had to include in its articles the terms and manner of redemption. The Companies Act 2006 enables directors to determine such matters instead provided they are so authorised by the articles. The New Articles contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the directors would need shareholders' authority to issue new shares in the usual way.

6. Authority to purchase own shares, consolidate and sub-divide shares, and reduce share capital

Under the Companies Act 1985, a company required specific enabling provisions in its articles to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The Current Articles include these enabling provisions. Under the Companies Act 2006 a company will only require shareholder authority to do any of these things and it will no longer be necessary for articles to contain enabling provisions. Accordingly the relevant enabling provisions have been removed in the New Articles.

7. Use of seals

Under the Companies Act 1985, a company required authority in its articles to have an official seal for use abroad. Under the Companies Act 2006, such authority will no longer be required. Accordingly, the relevant authorisation has been removed in the New Articles.

The New Articles provide an alternative option for execution of documents (other than share certificates). Under the New Articles, when the seal is affixed to a document it may be signed by one director in the presence of a witness, whereas previously the requirement was for signature by either a director and the secretary or two directors or such other person or persons as the directors may approve.

8. Vacation of office by directors

The Current Articles specify the circumstances in which a director must vacate office. The New Articles update these provisions to treat physical illness in the same manner as mental illness.

9. Voting by proxies on a show of hands

The Companies (Shareholders' Rights) Regulations 2009 have amended the Companies Act 2006 so that it now provides

that each proxy appointed by a member has one vote on a show of hands unless the proxy is appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution. The New Articles remove provisions in the Current Articles dealing with proxy voting on the basis that these are dealt with in the Companies Act 2006 and contain a provision clarifying how the provision of the Companies Act 2006 giving a proxy a second vote on a show of hands should apply to discretionary authorities.

10. Voting by corporate representatives

The Companies (Shareholders' Rights) Regulations 2009 have amended the Companies Act 2006 in order to enable multiple representatives appointed by the same corporate member to vote in different ways on a show of hands and a poll. The New Articles remove provisions in the Current Articles dealing with voting by corporate representatives on the basis that these are dealt with in the Companies Act 2006.

11. Chairman's casting vote

The New Articles remove the provision giving the chairman a casting vote in the event of an equality of votes as this is no longer permitted under the Companies Act 2006.

12. Adjournments for lack of quorum

Under the Companies Act 2006 as amended by the Companies (Shareholders' Rights) Regulations 2009, general meetings adjourned for lack of quorum must be held at least 10 clear days after the original meeting. The Current Articles have been changed to reflect this requirement.

13. Amendments to resolutions

The Current Articles do not specify how the Company should deal with proposed amendments to resolutions. The provisions in the New Articles dealing with amendments to resolutions are intended to deal with the situation when amendments are being proposed at the last minute. The New Articles clarify that once special resolutions are proposed no amendments (except to correct patent errors) may be proposed and in the case of ordinary resolutions, any proposed amendments (other than to correct patent errors) must be submitted at least two working days prior to the meeting at which that resolution is to be proposed.

14. Separate general meetings

The New Articles include a provision to allow separate class meetings to be convened otherwise than for the purposes of varying class rights. Such a provision would enable the Company to hold separate general meetings, for example, to comply with future statutory or UKLA requirements.

15. Payment procedures for dividends

The Current Articles only deal with payment of dividends by post. The New Articles contain a more modern provision and make clear the other payment procedures permitted to be used by the Company including via electronic media and payment of dividends through CREST. No change is proposed to the way the Company currently pays dividends.

16. Service of notices

In line with market practice, the New Articles include a provision to permit the Company to stop sending notices and other documents to members if on three consecutive occasions notices have been returned undelivered. The Company will resume sending notices if the member provides a new address. To cater for any potential securities law issues with sending documents electronically to overseas shareholders in certain circumstances, the New Articles also enable the Company to determine to send hard copies only to some or all members.

The New Articles also includes a provision to deal with the time it takes to process changes to the register in the normal way and makes clear that notices may be sent to members based on the register 15 days before the date the notice is given.

17. Suspended or Curtailed Postal Services

The provisions relating to suspended or curtailed postal services have been amended in the New Articles to reflect that the Companies Act 2006 does not permit notices to be treated as given in hard copy by the publication in a newspaper. The New Articles now provide that if there is a postal strike, the Company must advertise the notice in a newspaper and on its website but need only give notice to members for whom it has an e-mail address and with whom it can communicate by electronic means. This allows the Company to hold a meeting during a postal strike.

18. General

Generally the opportunity has been taken to bring clearer language into the New Articles and in some areas to conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Innovation and Skills.

Notice of Meeting

Notice is hereby given that the Annual General Meeting of the Company will be held at 10am on Thursday 29 April 2010 at No. 4 Hamilton Place, London W1J 7BQ for the purpose of considering and, if thought fit, passing the following resolutions, as ordinary resolutions in respect of resolutions 1 to 11 and 14, and as special resolutions in respect of resolutions 12, 13, 15 and 16:

1. To receive and adopt the audited financial statements of the Company for the year ended 31 December 2009 together with the reports of the directors and auditors thereon.
2. To re-elect Mark Harper as a director.
3. To re-elect Michael Harper as a director.
4. To re-elect Nick Land as a director.
5. To re-elect Simon Pryce as a director.
6. To re-elect Peter Ratcliffe as a director.
7. To re-elect Hansel Tookes as a director.
8. To re-appoint Deloitte LLP as auditors.
9. To authorise the directors to fix the auditors' remuneration.
10. To declare a dividend of 5.3p per share on the ordinary shares of the Company.
11. The directors be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:
 - (A) up to a nominal amount of £41,991,296 (such amount to be reduced by the nominal amount allotted or granted under paragraph (B) in excess of such sum); and
 - (B) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a nominal amount of £83,982,592 (including within such limit any relevant securities allotted under paragraph (A) above) in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authorities to apply until the end of next year's annual general meeting (or, if earlier, until the close of business on 30 June 2011) but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require relevant securities to be allotted after the authority ends and the directors may allot relevant securities under any such offer or agreement as if the authority had not ended.
12. That if resolution 11 is passed, the directors be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:
 - (A) to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph (B) of resolution 11, by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities or, as the directors otherwise consider necessary,and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
 - (B) in the case of the authority granted under paragraph (A) of resolution 11 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (A) above) of equity securities or sale of treasury shares up to a nominal amount of £6,298,694, such power to apply until the end of next year's annual general meeting (or, if earlier, until the close of business on 30 June 2011) but during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the power ends and the directors may allot equity securities under any such offer or agreement as if the power had not ended.
13. That the Company is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of such Act) on the London Stock Exchange of ordinary shares of 29¹⁶/₂₁p each in the capital of the Company ("ordinary shares") provided that:
 - (A) the maximum aggregate number of ordinary shares authorised to be purchased is 63,448,512 (representing approximately 14.99 per cent of the present issued ordinary share capital of the Company);
 - (B) the minimum price (excluding stamp duty and expenses) which may be paid for an ordinary share so purchased is 29¹⁶/₂₁p;

- (C) the maximum price (excluding stamp duty and expenses) which may be paid for an ordinary share so purchased is the highest of (i) an amount equal to 5 per cent above the average of the middle market quotations shown for an ordinary share in the London Stock Exchange Daily Official List on the five business days immediately preceding the day on which that ordinary share is contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out;
 - (D) the authority hereby conferred shall expire at the conclusion of the annual general meeting to be held in 2011, unless such authority is renewed, varied or revoked prior to such time;
 - (E) the Company may prior to the expiry of such authority make a contract to purchase ordinary shares under the authority hereby conferred which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of ordinary shares in pursuance of any such contract; and
 - (F) all ordinary shares purchased pursuant to the said authority shall either:
 - (i) be cancelled immediately upon completion of the purchase; or
 - (ii) be held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Companies Act 2006.
14. That the Directors' Remuneration Report as set out on pages 52 to 59 of the Annual Report 2009 be approved.
15. That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.
16. That:
- (A) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and
 - (B) the Articles of Association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

By order of the Board
Zillah Stone
Group Secretary
18 March 2010

Registered Office: 20 Balderton Street, London W1K 6TL
Registered in England Company number: 53688

Notes

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the annual general meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a member of the Company. Forms of proxy, if used, must be lodged at Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 10am on 27 April 2010. Alternatively, you may record your proxy vote electronically either by utilising the web-based voting facility or the CREST electronic appointment service. The return of a completed proxy form or any CREST Proxy Instruction (as described in paragraph 3 below) will not prevent a shareholder attending the annual general meeting and voting in person if he/she wishes to do so.
2. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the Register of Members of the Company at 6pm on 27 April 2010 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
3. If you would like to submit your form of proxy using the web-based voting facility go to www.capitaregistrars.com and choose the shareholders page. You will be asked to enter your unique investor code from the proxy card sent to you before you can lodge your vote. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the annual general meeting and any adjournment(s) thereof by using the procedures described in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA 10) by the latest time(s) for receipt of proxy appointments specified in the Notice of Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

4. Only ordinary shareholders are entitled to attend and vote at the annual general meeting.
5. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
6. Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
7. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
8. A copy of this notice, and other information required by s311A of the Companies Act 2006, can be found at www.bbaaviation.com.
9. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the annual general meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. Nominated Persons should contact the shareholder by whom they were nominated if they have any questions in respect of these arrangements.
10. The statement of the rights of ordinary shareholders in relation to the appointment of proxies in paragraph 1 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by ordinary shareholders of the Company.
11. As at 11 March 2010 (being the latest practicable date prior to the publication of this document) the Company's issued share capital consists of 423,272,262 ordinary shares with one vote each and 199,332 5% Cumulative Preference Shares, with no right to vote at the above meeting. No shares are held by the Company in treasury. The total number of voting rights in the Company is 423,272,262.