

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

17 March 2011

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 Wednesday 4 May 2011 at the Royal Aeronautical Society, No. 4 Hamilton Place, London W1J 7BQ. The notice of meeting is set out on pages 4, 5 and 6 of this document. The ordinary business of the meeting includes the consideration and approval of the Annual Report 2010, the declaration of a dividend and the re-appointment of the auditors and approval of their fees. Mark Hoad will stand for election by shareholders for the first time following his appointment as a director on 29 April 2010. In accordance with the Company's Articles of Association, all directors are subject to re-election at least every three years; however, in line with the practice adopted in 2010, all continuing directors of the Company, Mark Harper, Nick Land, Simon Pryce, Peter Ratcliffe, Hansel Tookes and myself will retire and stand for re-election at the 2011 AGM. Directors' biographical details are set out on page 9 of the Annual Report 2010.

I would also like to explain a number of special matters to be dealt with at this year's AGM.

1. Resolution 12 - Authority to allot shares

Under section 551 of the Companies Act 2006, the directors of the Company may only allot shares or grant rights to subscribe for or convert any securities into shares if authorised to do so. The Company's Articles of Association give a general authority to the directors 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 £47,186,254 (representing 158,545,815 ordinary shares of 29½p each). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 10 March 2011, the latest practicable date prior to publication of this Notice.

In line with guidance issued 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 £94,372,509 (representing 317,091,629 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 10 March 2011, 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 2012 and the conclusion of the AGM of the Company held in 2012.

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. 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 2012 AGM. The Company's existing authorities, which will expire at the conclusion of this year's AGM, were used to satisfy awards under the Company's share schemes and in connection with the Company's Scrip Dividend Scheme and non pre-emptive placing announced on 2 March 2011.

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

2. Resolution 13 - Disapplication of pre-emption rights

Under section 561 of the Companies Act 2006, if the directors wish to allot shares for cash (other than in connection with an employees' share scheme) they must in the first instance offer them to existing shareholders in proportion to their holdings (a pre-emptive offer). There may be occasions when the directors will need the flexibility to finance business opportunities by the issue of ordinary shares without a pre-emptive offer to existing shareholders. Resolution 13 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 £7,077,938 (representing 23,781,872 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 10 March 2011, 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 2012 and the conclusion of the AGM of the Company held in 2012.

3. Resolution 14 - Authority to purchase own shares

Resolution 14 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 14 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 14, 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 10 March 2011 (being the latest practicable date prior to the publication of this document) was 10,476,047. This represents 2.20% 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 10 March 2011 would represent 2.59% of the reduced issued ordinary share capital.

4. Resolution 15 - 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 75 to 83 of the Annual Report 2010.

5. Resolution 16 - Notice of General Meetings

One of the requirements of the Shareholder Rights 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 16 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. 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.

7. 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 17 March 2011 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

Notice of Meeting

Notice is hereby given that the Annual General Meeting of the Company will be held at 10am on Wednesday 4 May 2011 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 12 and 15, and as special resolutions in respect of resolutions 13, 14 and 16:

1. To receive and adopt the audited financial statements of the Company for the year ended 31 December 2010 together with the reports of the directors and auditors thereon.
2. To elect Mark Hoad as a director.
3. To re-elect Mark Harper as a director.
4. To re-elect Michael Harper as a director.
5. To re-elect Nick Land as a director.
6. To re-elect Simon Pryce as a director.
7. To re-elect Peter Ratcliffe as a director.
8. To re-elect Hansel Tookes as a director.
9. To re-appoint Deloitte LLP as auditors.
10. To authorise the directors to fix the auditors' remuneration.
11. To declare a dividend of 5.7p per share on the ordinary shares of the Company.
12. 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 £47,186,254 (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 £94,372,509 (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 2012) 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.
13. That if resolution 12 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 12, 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 12 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 £7,077,938, 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 2012) 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.

14. 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 71,298,053 (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 2012, 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.
15. That the Directors' Remuneration Report as set out on pages 75 to 83 of the Annual Report 2010 be approved.
16. That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the Board

Zillah Stone

Group Secretary

17 March 2011

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 28 April 2011. 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 28 April 2011 (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 10 March 2011 (being the latest practicable date prior to the publication of this document) the Company's issued share capital consists of 475,637,444 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 475,637,444.