

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt as to the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, from another appropriately authorised independent professional adviser.**

If you have sold or otherwise transferred all of your shares in BBA Group plc (“BBA” or the “Company”), please forward this document and the accompanying form of proxy (the “Form of Proxy”), as soon as possible, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold part only of your holding of shares in BBA, please consult the bank, stockbroker or other agent through whom the sale or transfer was effected as to the action you should take.

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## **BBA Group plc**

(incorporated in England and Wales under the Companies Acts 1862 to 1893 with registered number 53688)

### **Proposed change of name to BBA Aviation plc**

#### **Notice of Extraordinary General Meeting**

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Your attention is drawn to the letter from the Chairman of BBA which is set out below. The letter contains the recommendation that you vote in favour of the special resolution to be proposed at the Extraordinary General Meeting referred to below.

**Notice of the Extraordinary General Meeting of BBA (the “Name Change EGM”) to be held at the New Connaught Rooms, 61-65 Great Queen Street, London WC2B 5DA at 2 p.m. on 16 November 2006, is set out at the end of this document. BBA shareholders will find enclosed a form of proxy for use in connection with the resolution to be proposed at the Name Change EGM. Whether or not you intend to attend the Name Change EGM, you are requested to complete the Form of Proxy. To be valid, the Form of Proxy must be completed and signed in accordance with the instructions thereon and returned by post or (during normal business hours only) by hand so as to be received by BBA’s registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, no later than 2 p.m. on 14 November 2006, being 48 hours before the time appointed for the holding of the Name Change EGM. The completion and return of the Form of Proxy will not affect your right to attend and vote in person at the Name Change EGM if you wish to do so (and are so entitled).**

If you would like to submit your proxy vote electronically, you can do so by visiting BBA’s registrars’ website, [www.capitaregistrars.com](http://www.capitaregistrars.com), and selecting “E-Communications (Shareholders)”. You will require your unique investor code which is shown on the Form of Proxy. The deadline for the receipt of electronic proxies is 2 p.m. on 14 November 2006 (48 hours before the Name Change EGM). Do not disclose your investor code to anyone else, unless you wish them to give instructions on your behalf. Any electronic communications found to contain a virus will not be accepted.

If you hold ordinary shares in CREST, you may appoint a proxy by completing and transmitting a CREST proxy instruction to BBA’s registrars, Capita Registrars (CREST participant ID RA10), so that it is received no later than 2 p.m. on 14 November 2006. The return of the completed CREST proxy instruction will not prevent you from attending the Name Change EGM and voting in person if you wish to do so (and are so entitled).



## LETTER FROM THE CHAIRMAN OF BBA GROUP PLC

(incorporated in England and Wales under the Companies Acts 1862 to 1893  
with registered number 53688)

### *Directors*

Roberto Quarta	Non-Executive Director, Chairman
Michael Harper	Group Chief Executive
Andrew Wood	Group Finance Director
Bruce Van Allen	President and CEO, BBA Aviation Services
Nick Land	Non-Executive Director
Bob Phillips	Non-Executive Director
John Roques	Non-Executive Director
David Rough	Non-Executive Director
Richard Stillwell	Non-Executive Director

### *Registered Office*

7<sup>th</sup> Floor  
20 Balderton Street  
London  
W1K 6TL

*To holders of ordinary shares*

24 October 2006

Dear Shareholder

### **Proposed change of name to BBA Aviation plc**

#### **1. Introduction**

On 28 April 2006, the BBA Board announced that it was progressing plans to demerge BBA's Fiberweb nonwovens business and seek a separate listing for it (the "**Demerger**"). Today a further announcement published further details of the Demerger.

The Demerger is subject to the satisfaction of a number of conditions, including the approval of BBA shareholders. Further details are set out in today's announcement. It is expected that the circular (the "**Circular**") setting out details of the Demerger and the prospectus concerning Fiberweb plc will be posted to BBA shareholders on or about 31 October 2006.

The Circular will include a notice convening a separate extraordinary general meeting (the "**Demerger EGM**") which will seek BBA shareholders' approval of the Demerger and certain associated matters. It is anticipated that the Demerger EGM will be held at the same venue as (and shortly after the conclusion of) the extraordinary general meeting convened by the attached notice (the "**Name Change EGM**"). Completion of the Demerger is expected on or about 17 November 2006.

Your Board proposes that on, and subject to, completion of the Demerger, the Company is renamed BBA Aviation plc. The Board believes that the name BBA Aviation plc will better reflect the operations of the Company after the Demerger.

#### **2. Extraordinary General Meeting**

A notice convening the Name Change EGM to be held at the New Connaught Rooms, 61-65 Great Queen Street, London WC2B 5DA at 2 p.m. on 16 November 2006, at which a special resolution to change the name of the Company to BBA Aviation plc on, and subject to, completion of the Demerger will be proposed, is set out at the end of this document. To approve the change of name, not less than 75 per cent. of those voting (whether in person or by proxy) must vote in favour of the resolution.

#### **3. Action to be taken**

The Form of Proxy for use by BBA shareholders in connection with the Name Change EGM accompanies this letter. Whether or not you intend to attend in person, you are requested to complete the Form of Proxy in accordance with the instructions printed on it and return it as soon as possible by post or (during normal business hours only) by hand, but in any event so as to be received by BBA's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, no later than 2 p.m. on 14 November 2006 (48 hours before the meeting).

Unless the Form of Proxy is received by the date and time specified above, it will be invalid. The completion and return of the Form of Proxy will not prevent you from attending and voting in person at the Name Change EGM if you wish to do so (and are so entitled).

If you would like to submit your proxy vote electronically you can do so by visiting BBA's registrars' website, [www.capitaregistrars.com](http://www.capitaregistrars.com), and selecting "E-Communications (Shareholders)". You will require your unique investor code which is shown on the Form of Proxy. The deadline for the receipt of electronic proxies is 2 p.m. on 14 November 2006 (48 hours before the Name Change EGM). Do not disclose your investor code to anyone else, unless you wish them to give instructions on your behalf. Any electronic communications found to contain a virus will not be accepted.

If you hold BBA ordinary shares in CREST, you may appoint a proxy by completing and transmitting a CREST proxy instruction to BBA's registrars, Capita Registrars (CREST participant ID RA10), so that it is received no later than 2 p.m. on 14 November 2006.

#### **4. Recommendation**

The Directors consider the change of name to be in the best interests of BBA and BBA shareholders as a whole. Accordingly, the Directors unanimously recommend you to vote in favour of the special resolution set out in the notice convening the Name Change EGM as the Directors intend to do in respect of their own beneficial shareholdings, amounting in aggregate to 203,999 BBA ordinary shares, which represent approximately 0.042% of the issued ordinary share capital of BBA as at 20 October 2006, the latest practicable date before posting of this document.

Yours faithfully



Roberto Quarta  
**Non-executive Chairman**

## BBA GROUP PLC

### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of BBA Group plc (the “**Company**”) will be held at the New Connaught Rooms, 61-65 Great Queen Street, London WC2B 5DA on 16 November 2006 at 2 p.m. for the purposes of considering and, if thought fit, passing the following resolution as a special resolution:

#### Special Resolution

**THAT**, conditional upon completion of the demerger of the Company’s Fiberweb nonwovens business (which will take place upon the ordinary shares in Fiberweb plc being admitted to the Official List of the United Kingdom Listing Authority and to trading on the London Stock Exchange plc’s market for listed securities), the name of the Company be changed to BBA Aviation plc.

Dated: 24 October 2006

#### By order of the Board

Sarah Shaw  
Company Secretary

Registered office:

7th Floor  
20 Balderton Street  
London  
W1K 6TL

Registered in England and Wales, registered number 53688.

Notes:

1. A member of the Company entitled to attend and vote at the meeting may appoint a proxy or proxies to attend and, on a poll, vote instead of him and a form is enclosed for the use of members unable to attend the meeting. Members who have lodged Forms of Proxy are not thereby prevented from attending the meeting and voting in person if they so wish. A proxy need not be a member of the Company.
2. To be effective, the Form of Proxy (together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority) must be lodged at the offices of Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not later than 48 hours before the time appointed for the holding of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used.
3. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members entered on the Register at 6.00 p.m. (London time) on the day two days before the meeting or, in the event that this meeting is adjourned, in the register of members as at 6.00 p.m. on the day two days before the date of the meeting or any adjourned meeting shall be entitled to attend and vote at the relevant meeting in respect of the number of ordinary shares registered in their names at any time. Changes to the entries on the register of members after this time, or in the event that this meeting is adjourned, in the register of members after 6.00 p.m. on the day two days before the date of the adjourned meeting shall be disregarded in determining the rights of any person to attend or vote at the meeting or any adjourned meeting.
4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored 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 by means of CREST to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with CRESTCo’s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company’s agent, Capita Registrars (CREST participant ID RA10) not later than 48 hours before the time appointed for the 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 Company’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that CRESTCo does not make available special procedures in CREST for 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 provider(s) 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.



