

AVATION PLC  
Company No. 5872328  
(A Company Incorporated in England & Wales)

NOTICE OF 4<sup>th</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN That the 4<sup>th</sup> Annual General Meeting of shareholders of Avation PLC (the "Company") will be held at 510 Thomson Road #12-04, SLF Building, Singapore 298135 on Tuesday 22<sup>nd</sup> day of December 2009 at 4.00 p.m. (Singapore Time) to transact the following business:

As Ordinary Business:

1. Audited Accounts and Reports

To receive, consider and adopt the Audited Accounts and the Reports of the Directors and the Auditors thereon, for the financial year ended 30 June 2009.  
(Resolution 1)

2. Re-election of Director retiring by rotation

To re-elect Mr. Jeff Chatfield who retires by rotation in accordance with Article 111 of the Company's Articles of Association and who, being eligible, offers himself for re-election.  
(Resolution 2)

3. Re-appointment of Auditors

To re-appoint Messrs Kingston Smith LLP as Auditors of the Company, to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are laid before the Company, at remuneration to be determined by the Directors.  
(Resolution 3)

4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modifications :

Final dividend

That the Directors' recommendation to declare a final dividend of 0.5 pence (GBP£0.005) per issued share in the capital of the Company, to be paid out of the profits of the Company for the financial year ended 30 June 2009, be approved and accordingly declared and that such dividend be paid on 25<sup>th</sup> January 2010 ("Payment Date") to the shareholders whose names appear in the Register of Members of the Company on 11<sup>th</sup> January 2010 ("Associated Record Date") with an Ex Dividend Date of 8<sup>th</sup> January 2010.

(Resolution 4)

5. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modifications:

Authority to grant warrants and allot shares pursuant to the exercise of warrants

That the Directors be generally and unconditionally authorized to grant warrants to the following persons to subscribe for such number of ordinary shares in the capital of the Company as set against their respective names, and to allot shares pursuant to the exercise of warrants:

Warrant Holders (or such other person as they may each direct)	No. of warrants to subscribe for shares
Jeff Chatfield	200,000
Ron Aitkenhead	100,000
Andrew Baudinette	75,000
Bryant McLarty	50,000

The terms of the warrants shall be as follows:

- a) the subscription price per share is the average of the closing mid-price, as announced by PLUS Markets Group plc, on the day this resolution is passed by shareholders;
- b) the warrants shall expire 24 months from the date of this resolution, subject to an extension by up to one month should the expiry date fall within a trading black-out period, after which time, all unexercised warrants shall lapse and be null and void; and
- c) the warrants shall be subject to such other terms and conditions as set out in the warrant deed to be approved by the Directors.

(Resolution 5)

As Special Business:

6. To consider and if thought fit, to pass the following resolution as a Special Resolution, with or without modifications:

Share Buy Back Mandate

That the Company be generally and unconditionally authorized to make market purchases (within the meaning of Section 163 (3) of the Companies Act 1985) of ordinary shares in the issued share capital of the Company ("Shares"), provided any purchase shall:

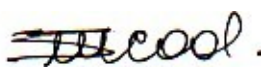
- a) not exceed an aggregate 10% of the total number of Shares as at the date of the passing of this Resolution;
- b) be at such price or prices as may be determined by the Directors from time to time (but not under £0.01 per Share and not exceeding £0.99 per share, excluding brokerage, commission, applicable goods and services tax, stamp duty and other related expenses);
- c) be transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose and otherwise in accordance with all other laws, regulations and rules of the relevant securities market as may for the time being be applicable

and further provided that the authority conferred by the passing of this resolution shall expire at the conclusion of the Company's next AGM but a contract of purchase may be made before the expiry which will or may be completed wholly or partly thereafter, and a purchase of Shares may be made in pursuance of any such contract.

(Resolution 6)

Dated this 25<sup>th</sup> day of November 2009

By Order of the Board



Siobhán Cool  
Company Secretary

**PROXY FORM FOR USE AT THE FOURTH ANNUAL GENERAL MEETING**  
**To be held on Tuesday 22<sup>nd</sup> December 2009 at 4.00 p.m. (Singapore Time)**

Attention: Michelle Davies  
 The Registrar,  
 Computershare Investor Services Plc  
 The Pavilions  
 Bridgwater Road,  
 Bristol BS13 8AE  
 United Kingdom

Fax +44 (0) 870 703 6116

**Before completing this form, please read the explanatory notes overleaf**

I/We \_\_\_\_\_  
 (*Block Letters*) being a member of AVATION PLC (incorporated in England & Wales) hereby appoint  
 \_\_\_\_\_ of \_\_\_\_\_  
 \_\_\_\_\_ or failing him/her, the Chairman of the Annual  
 General Meeting, to attend, speak and vote on my/our behalf at the 4<sup>th</sup> Annual General Meeting of the  
 Company to be held on Tuesday, 22<sup>nd</sup> day of December, 2009 at 510 Thomson Road #12-04, Singapore  
 298135 at 4.00 pm and at any adjournment(s) thereof.

If two proxies are being appointed, the proportion of the member's voting rights which this proxy is appointed  
 to represent is set out below.

**Instructions on voting:**

If you wish to direct your proxy how to vote in respect to the proposed resolutions, please indicate the manner  
 in which your proxy is to vote by ticking the appropriate column below, otherwise your proxy may vote as  
 he/she thinks fit.

No.	Special Resolution	For	Against	Abstain
	<b>ORDINARY BUSINESS:</b>			
1.	Adoption of Reports and Audited Accounts			
2.	Re-election of Mr. Jeff Chatfield as a Director			
3.	Re-appointment of Auditors			
4.	Authority to declare final dividend			
5.	Authority to grant warrants and issue shares			
	<b>SPECIAL BUSINESS :</b>			
6.	Authority for Share Buy back			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2009

\_\_\_\_\_  
 Name of Shareholder

Total number of Ordinary Shares held: \_\_\_\_\_

## NOTES TO THE PROXY FORM:

1. A member who is entitled to attend and vote at the meeting may appoint one or more proxies to exercise all or any of his rights to attend, speak and vote on his behalf at the meeting. A proxy need not be a member of the Company. A member 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 that member.

2. To be valid, a form of proxy for use at the meeting, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited in hard copy form by post or courier or by hand at the Company's registrars, Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS13 8AE, at least 48 hours before the time for holding the meeting.

3. Completion and return of a form of proxy will not preclude a shareholder from attending and voting at the meeting in person if he subsequently decides to do so.

4. The following principles shall apply in relation to the appointment of multiple proxies:

(a) the Company will give effect to the intentions of members and include votes wherever and to the fullest extent possible;

(b) where a proxy does not state the number of shares to which it applies (a "blank proxy") then, subject to the following principles where more than one proxy is appointed, that proxy is deemed to have been appointed in relation to the total number of shares registered in the name of the appointing member (the "member's entire holding"). In the event of a conflict between a blank proxy and a proxy which does state the number of shares to which it applies (a "specific proxy"), the specific proxy shall be counted first, regardless of the time it was sent or received (on the basis that as far as possible, the conflicting forms of proxy should be judged to be in respect of different shares) and remaining shares will be apportioned to the blank proxy (pro rata if there is more than one);

(c) where there is more than one proxy appointed and the total number of shares in respect of which proxies are appointed is no greater than the member's entire holding, it is assumed that proxies are appointed in relation to different shares, rather than that conflicting appointments have been made in relation to the same shares. That is, there is only assumed to be a conflict where the aggregate number of shares, in respect of which proxies have been appointed, exceeds the member's entire holding;

(d) when considering conflicting proxies, later proxies will prevail over earlier proxies, and which proxy is later will be determined on the basis of which proxy is last sent (or, if the Company is unable to determine which is last sent, last received). Proxies in the same envelope will be treated as sent and received at the same time, to minimise the number of conflicting proxies;

(e) if conflicting proxies are sent or received at the same time in respect of (or deemed to be in respect of) an entire holding, none of them shall be treated as valid;

(f) where the aggregate number of shares in respect of which proxies are appointed exceeds a member's entire holding and it is not possible to determine the order in which they were sent or received (or they were all sent or received at the same time), the number of votes attributed to each proxy will be reduced pro rata;

(g) where the application of paragraph (f) above gives rise to fractions of shares, such fractions will be rounded down;

(h) if a member appoints a proxy or proxies and then decides to attend the meeting in person and vote, on a poll, using his poll card, then the vote in person will override the proxy vote(s). If the vote in person is in respect of the member's entire holding then all proxy votes will be disregarded. If, however, the member votes at the meeting in respect of less than the member's entire holding, then if the member indicates on his polling card that all proxies are to be disregarded, that shall be the case; but if the member does not specifically revoke proxies, then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the member's entire holding; and

(i) in relation to paragraph (h) above, in the event that a member does not specifically revoke proxies, it will not be possible for the Company to determine the intentions of the member in this regard. However, in light of the aim to include votes wherever and to the fullest extent possible, it will be assumed that earlier proxies should continue to apply to the fullest extent possible.

5. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the Company's register of members not later than 10:00 am (GMT) on 18<sup>th</sup> December 2009 or, if the meeting is adjourned, shareholders entered on the Company's register of members not later than 48 hours before the time fixed for the adjourned meeting shall be entitled to attend and vote at the meeting.