

AVATION PLC

Company No. 5872328

(A Company Incorporated in England & Wales)

NOTICE OF 3rd ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN That the 3rd Annual General Meeting of shareholders of Avation PLC (the "Company") will be held at Georgian House, 63 Coleman Street, London EC2R 5BB on Friday, 5th December 2008 at 10.00 a.m. 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 2008.

(Resolution 1)

2. Re-election of Director retiring by rotation

To re-elect Mr. Andrew Charles Baudinette 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-election of Director retiring by rotation

To re-elect Mr. Bryant James McLarty who retires by rotation in accordance with Article No. 114 of the Company's Articles of Association and who, being eligible, offers himself for re-election.

(Resolution 3)

4. 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 4)

5. 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 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 2008, be approved and accordingly declared and that such dividend be paid on 5 January 2009 ("Payment Date") to the shareholders whose names appear in the Register of Members of the Company on 11 December 2008 ("Associated Record Date") with an Ex Dividend Date of 9 December 2008.

(Resolution 5)

6. 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.

<i>Warrant Holders (or such other person or entity as they may each direct)</i>	<i>No. of warrants to subscribe for shares</i>
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 the stock exchange, on the business day of the passing of this resolution by shareholders;
- b) 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 6)

As Special Business:

7. 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 market purchases (within the meaning of Section 163 (3) of the Companies Act 1985) of ordinary shares ("Shares") in the issued share capital of the Company not exceeding in aggregate 10% of the total number of Shares as at the date of the passing of this Resolution 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) 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 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 pursuant of any such contract.

(Resolution 7)

8. To consider and if thought fit, to pass the following resolutions as Special Resolutions, with or without modifications:

Amendment of Articles of Association

(a) New Definitions

That the Articles of Association be amended by inserting the following new definitions in Article 1:

"1985 Act"	the Companies Act 1985 to the extent in force from time to time;
"2006 Act"	the Companies Act 2006 to the extent in force from time to time;
"Relevant Situation"	has the meaning given in Article 134.1;

and deleting the existing definitions for "Act" and "Auditors" and replacing them with the following new definitions:

"Act"	the 1985 Act and the 2006 Act;
"Auditors"	the auditors of the Company for the time being;"

(Resolution 8(a))

(b) New Interpretation Rules

That the Articles of Association be amended by deleting Article 2.12(d), (e), (f) and (g) and inserting the following provisions:

- (d) references to a document being 'executed' include references to its being executed under hand or under seal or by any other method and, in the case of a communication in electronic form, are to its being authenticated as specified in the 2006 Act or in such manner as approved by the Directors;
- (e) the word 'including' shall be deemed to mean 'including (without limitation)' and any words following shall not be construed as an exhaustive list or so as to limit the generality of the wording preceding 'including';
- (f) any words or expressions defined in the Companies Acts in force at the date when these Articles or any part thereof are adopted shall bear the same meaning in these Articles or such part (as the case may be);
- (g) where for any purpose reference is made to an ordinary resolution of the Company, a special resolution shall also be effective; and
- (h) headings are inserted for convenience only and shall not affect the construction or interpretation of these Articles.

(Resolution 8(b))

(c) Change to Method of Varying Rights

That the Articles of Association be amended by replacing Article 9 in its entirety with the following provisions:

"Method of varying rights

9. Subject to the Companies Acts and the terms of their issue, all or any of the rights and restrictions for the time being attached to any class of shares for the time being issued may from time to time be varied, added to or abrogated by a special resolution passed at a separate meeting of the holders of the relevant class of shares in accordance with the Companies Acts."

Resolution 8(c)

(d) Updated References to Statutory Provisions and Title

That the Articles of Association be amended in that Articles 33 and 101.1 be amended by replacing the statutory provision reference contained therein to "section 793 of the 2006 Act" and that Article 105 be amended by replacing the statutory provision reference contained therein to "section 794 of the 2006 Act" and that Article 63 be amended by replacing the existing reference to "Act" therein to "Companies Act".

Resolution 8(d)

(e) Power to Reduce Capital in accordance with Legislation

That the Articles of Association be amended by replacing Article 55 in its entirety with the following provisions:

"Power to Reduce Capital

55. The Company may reduce its share capital in accordance with the Companies Acts."

Resolution 8(e)

(f) Changed reference to Extraordinary Resolutions

That the Articles of Association be amended by replacing the existing reference "extraordinary resolutions" to "special resolutions" within the text of Article 60.

Resolution 8(f)

(g) Abolition of Extraordinary Nature of General Meetings

That the Articles of Association be amended by deleting the word "extraordinary" whenever it appears within the text of Articles 62, 63 and 68.

Resolution 8(g)

(h) Abolition of Notice for calling Meetings to pass Special Resolutions

That the Articles of Association be amended by replacing Article 65 in its entirety with the following provisions:

"Period of notice

65. An annual general meeting shall be called by not less than twenty-one clear days' notice in writing. A meeting other than an annual general meeting be called by not less than fourteen days' clear notice in writing."

Resolution 8(h)

(i) Change to Right to Vote

That the Articles of Association be amended by replacing Article 82 in its entirety with the following provisions:

“Right to vote

82. Save as otherwise provided in these Articles and subject to any special terms as to voting upon which any shares may be issued or may for the time being be held at a general meeting, on a show of hands every Member who is present in person or by proxy and is entitled to vote in his own right and the duly authorised representative of one or more corporations shall have one vote, and on a poll every Member who is present in person or by proxy shall have one vote for each share of which he is the holder.”

Resolution 8(i)

(j) No Casting Vote by Chairman at General Meetings

That the Articles of Association be amended by replacing Article 92 in its entirety with the following provisions:

“No casting vote of chairman

92. In the case of an equality of votes at a general meeting, whether on a show of hands or on a poll, the chairman of the meeting shall not be entitled to a second or casting vote.”

Resolution 8(j)

(k) Abolition of Members’ Written Resolution

That the Articles of Association be amended by deleting Article 94 in its entirety.

Resolution 8(k)

(l) Increased number of Corporate Representatives

That the Articles of Association be amended by replacing Article 100 in its entirety with the following provisions:

“CORPORATIONS ACTING BY REPRESENTATIVES

100. Any corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise such person or persons as it thinks fit to act as its representative at any meeting of the Company, or at any meeting of any class of members of the Company, and the person or persons so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company save that a Director, the Secretary or other person authorised for the purpose by the Secretary may require such person to produce a certified copy of the resolution of authorisation before permitting him to exercise his powers. The grantor shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present at it. Where more than one person is authorised to act as a representative by a corporation pursuant to this Article, they can all speak at the meeting and any one of them may exercise any powers which the shareholder appointing him would have if it were an individual shareholder. However, if they exercise any power in different ways the power shall be treated as if it had not been exercised.”

Resolution 8(l)

(m) Additional Age Limit for Directors

That the Articles of Association be amended by replacing Article 112.1 in its entirety with the following provisions:

"Subject to the provisions of the Companies Acts, a person shall not be appointed as a Director if, at the time when the appointment would take effect, he would have attained the age of 70 or be under the age of 16. A Director shall vacate his office at the conclusion of the annual general meeting of the Company which next follows his attaining the age of 70; but acts done by a person as Director are valid notwithstanding that it is afterwards discovered that, by reason of this Article, he should not have been appointed or his appointment had terminated."

Resolution 8(m)

(n) Management & Resolution of Directors' Conflict of Interest

That the Articles of Association be amended by replacing Articles 132.3 and 134 in their entirety with the following provisions:

"132.3....A Director of the Company may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested, and shall not be liable to account to the Company or the Members for any remuneration, profit or other benefit received by him as a director or officer of or from his interest in such other company. Where such interest constitutes a Relevant Situation, such Relevant Situation shall be deemed to have been authorised pursuant to section 175 of the 2006 Act. The Board may also cause the voting power conferred by the shares in any other company held or owned by the Company to be exercised in such manner in all respects as it thinks fit, including exercise in favour of any resolution appointing the Directors or any of them to be directors or officers of such other company, or voting or providing for the payment of remuneration to the directors or officers of such other company.

Directors interests etc

134.1 If a situation arises in which a Director has, or can have, an interest that conflicts, or possibly may conflict, with the interests of the Company (a "**Relevant Situation**") the Directors may, for the purposes of section 175 of the 2006 Act, resolve to authorise:

(a) if a Relevant Situation arises from the appointment or proposed appointment of a person as a Director of the Company, the appointment of the Director and the Relevant Situation, subject to any limits or conditions which the directors may determine; or

(b) if the Relevant Situation arises in circumstances other than as set out in Article 134.1(a), the Relevant Situation and the continuing performance by the Director of his duties, subject to any limits or conditions which the Directors may determine,

and any such authorisation will be subject only to any limits or conditions which the Directors expressly impose.

134.2 The interested Director, and any other Director with a similar interest, cannot vote, or be counted in the quorum, on a resolution to authorise his interest under Article 134.1.

134.3 Any reference in Article 134.1 to a conflict of interest includes a conflict of interest and duty and a conflict of duties.

134.4 Any limits or conditions determined by the Directors under Article 134.1 may be imposed at the time of authorisation or may be imposed or varied subsequently and may include (without limitation):

- (a) whether the interested Director(s) may vote (or be counted in the quorum at a meeting) in relation to any resolution relating to the Relevant Situation;
- (b) the exclusion of the interested Director(s) from all information and discussion by the company of the Relevant Situation; and
- (c) the imposition of a specific duty of confidentiality for any confidential information of the company relating to the Relevant Situation.

134.5 An interested Director must act in accordance with any limits or obligations imposed by the Directors under Article 134.1.

134.6 Subject to Article 134.2, any authorisation under Article 134.1 shall be dealt with in the same way as any other matter that may be decided by the Directors under these Articles.

134.7 Any authorisation of a Relevant Situation given by the Directors under article 134.1 may provide that, where the interested Director obtains (other than through his position as a director of the Company) information that is confidential to a third party, he will not be obliged to disclose it to the Company or to use it in relation to the Company's affairs in circumstances where to do so would amount to a breach of that confidence.

134.8 Whilst there is a Relevant Situation, the general duties which the interested Director owes to the Company under sections 171 to 177 of the 2006 Act will not be infringed if he:

- (a) absents himself from meetings of the Directors or from the discussion of any matter at a meeting relating to the Relevant Situation; and/or
- (b) makes arrangements for papers to be received and read by a professional adviser on his behalf which may relate to the Relevant Situation; and/or
- (c) behaves in any other way authorised by any guidance which may be issued by the Directors from time to time.

134.9 Subject to the provisions of the Companies Acts and to Article 0, no Director or proposed or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or employment or as vendor, purchaser or in any other manner whatever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the Members for any remuneration, profit or other benefit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established or to vacate the office of Director.

134.10 A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature and extent of his interest at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, if he knows his interest then exists, or in any other case at the first meeting of the Board after he knows that he is or has become so interested. A declaration of interest may also be made in writing in accordance with the provisions of section 185 of the 2006 Act. For the purposes of this Article, a general notice to the Board by a Director to the effect that:-

(a) he is a member of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or firm, or

(b) he is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with a specified person who is connected with him within the meaning of the Act,

shall be deemed to be a sufficient declaration of interest under this Article in relation to any such contract or arrangement; provided that no such notice shall be effective unless either it is given at a meeting of the Board or otherwise in accordance with section 185 of the 2006 Act.

134.11 Subject to the provisions of the Companies Acts, and provided that he has disclosed to the Board the nature and extent of any material interest of his, a Director, notwithstanding his office:

(a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;

(b) may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and

(c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

134.12 Save as otherwise provided by the Articles, a Director shall not vote at a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within one or more of the following paragraphs:

(a) the giving to him of a guarantee, security, or indemnity in respect of money lent to or an obligation incurred by him for the benefit of the Company or any of its subsidiary undertakings;

(b) the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Company or any of its subsidiary undertakings for which the Director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;

(c) his interest arises by virtue of his subscribing or agreeing to subscribe for any shares, debentures or other securities of the Company or any of its subsidiary undertakings, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such shares, debentures, or other securities by the Company or any of its subsidiary undertakings for subscription, purchase or exchange;

(d) the resolution relates in any way to any proposal concerning a retirement, death or disability benefits scheme or a share option scheme, share incentive scheme or profit-sharing scheme which either relates to both employees and Directors and/or directors of any subsidiary undertaking and does not provide to any Director as such any privilege or advantage not accorded to the employees to whom such scheme or fund relates or has been approved by or is conditional on approval by the Inland Revenue for tax purposes;

(e) a contract, arrangement, transaction or proposal concerning any other body corporate in which he or any person connected with him is interested, directly or indirectly, and whether as an officer, shareholder, creditor or otherwise, if he and any persons connected with him do not to his knowledge hold an interest representing one per cent. or more of either any class of the equity share capital of such body corporate (or any other body corporate through which his interest is derived) or of the voting rights available to members of the relevant body corporate (any such interest being deemed for the purpose of this Article to be a material interest in all circumstances);

(f) any proposal concerning an insurance which the Company is empowered to purchase and/or maintain for the benefit of and against any liability incurred by any Directors or persons who include the Directors.

For the purposes of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this Article becomes binding on the Company), connected with a Director shall be treated as an interest of the Director and, in relation to an alternate Director, an interest of his appointor shall be treated as an interest of the alternate Director without prejudice to any interest which the alternate Director has otherwise.

134.13 If any question arises at any meeting of the Board as to the entitlement of any Director (other than the chairman) to vote or be counted in the quorum and the question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, it shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned (as known to such Director) has not been fairly disclosed to the chairman of the meeting. If any question as aforesaid shall arise in respect of the chairman of the meeting the question shall be decided by a resolution of the Board (for which purpose such chairman shall be counted in the quorum but shall not vote on the issue). Such resolution shall be final and conclusive

except in the case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed to the Board.

134.14 The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Director from voting at a meeting of Directors or of a committee of Directors.

Resolution 8(n)

(o) Change to Statutory References in relation to Powers to Borrow

That the Articles of Association be amended by replacing Article 44 in its entirety with the following provisions:

“Power to borrow

144. Subject as provided in Article 145 and subject to the Companies Acts, the Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and assets (present or future) and uncalled capital or any part thereof and (subject to section 80 of the 1985 Act, to the extent that it is in force from time to time, and section 551 of the 2006 Act from the time that it comes into force) to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.”

Resolution 8(o)

(p) Deemed Agreement to Access Notices on Website

That the Articles of Association be amended by replacing Article 189.2(a) in its entirety with the following provisions:

- (a) the Company and the Member have agreed to the Member having access to the notice or document on a website (instead of it being sent to him) or such agreement has been deemed to have been given by the Member pursuant to Schedule 5 of the 2006 Act;”

Resolution 8(p)

(q) Company Rules for Service to be Subordinate to Legislation

That the Articles of Association be amended by inserting the words “Subject to the Companies Act,” at the commencement of Article 195.

Resolution 8(q)

(r) Abolition of Liquidator’s Powers to Distribute in specie

That the Articles of Association be amended by deleting Article 205 in its entirety.

Resolution 8(r)

(s) Extension of Indemnity

That the Articles of Association be amended by replacing Article 207 in its entirety with the following provisions:

“Indemnity

207. Subject to the provisions of and so far as may be consistent with the Companies Acts, to the extent that proceeds of any insurance policy against any such liability as is referred to in Article 206 are insufficient to meet such liability in full, every Director, Executive Director, manager, officer and Auditor of the Company shall be entitled to be indemnified out of the funds of the

Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, whether civil or criminal, or any investigations or actions of a regulatory authority as referred to in section 206 of the 2006 Act which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company in which judgment is given in his favour or he is acquitted."

Resolution 8(s)

(t) Additional Statutory Support for Employee Benefits

That the Articles of Association be amended by replacing Article 209 in its entirety with the following provisions:

"Section 719 of the 1985 Act and section 247 of the 2006 Act

209. Pursuant to section 719 of the 1985 Act, to the extent that it is in force from time to time, and section 247 of the 2006 Act from the time that it comes into force, the Board is hereby authorised to make such provision as may seem appropriate for the benefit of any person employed or formerly employed by the Company or any of its subsidiary undertakings in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or any subsidiary undertaking. Any provision shall be made by a resolution of the Board in accordance with the Companies Acts."

Resolution 8(t)

Dated this 14th day of November 2008

By Order of the Board



Siobhan Cool
Company Secretary

Explanatory Notes to Notice for 3rd Annual General Meeting of Avation plc

On the proposed changes to amend the Articles of Association (Resolution 8):

In recent years, the English corporations' law has been reviewed and revised, with parts of the new *Companies Act 2006* coming into force on a staggered timetable. The Company is desirous of including the revised law in its corporate rules.

a) New Definitions

b) New Interpretation Rules

In accordance with legislative amendments.

c) Change to Method of Varying Rights

d) Updated References to Statutory Provisions and Title

e) Power to reduce Capital in accordance with Legislation

In accordance with legislative amendments.

f) Changed Reference to Extraordinary Resolutions

g) Abolition of Extraordinary Nature of General Meetings

h) Abolition of Notice for Calling Meetings to Pass Special Resolutions

i) Change to Right to Vote

j) No Casting Vote by Chairman at General Meetings

In accordance with legislative amendments.

k) Abolition of Members' Written Resolutions

l) Increased Number of Corporate Representatives

m) Additional Age Limit for Directors

In accordance with legislative amendments.

n) Management and Resolution of Directors' Conflict of Interest

The proposed amendments to the Company's Articles of Association ("**New Articles**") reflect recent changes in the law following parts of the new *Companies Act 2006* coming into force. The changes are set out in the Notice however shareholders may view the proposed amendments in the context of the full and current Articles of Association posted to the Company's website.

The *Companies Act 2006* sets out director's general duties, which largely codify the existing law but with some changes. By virtue of the *Companies Act 2006*, from 1 October 2008 a director must avoid a situation where he has, or can have, a direct or

indirect interest that conflicts, or possibly may conflict with the Company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The Companies Act 2006 allows Directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the articles of association contain a provision to this effect. The Companies Act 2006 also allows the articles of association to contain other provisions for dealing with Directors' conflicts of interest to avoid a breach of duty. The New Articles give the Directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

Safeguards will apply when Directors decide whether to authorise a conflict or potential conflict. First, only Directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision the Directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The Directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

It is also proposed that the New Articles should contain provisions relating to confidential information, attendance at board meetings and availability of board papers to protect a director being in breach of duty if a conflict or potential conflict of interest arises. These provisions will only apply where the position giving rise to

- o) Change to Statutory References in relation to Powers to Borrow
- p) Deemed Agreement to Access Notices on Website
- q) Company Rules for Service to be Subordinate to Legislation
- r) Abolition of Liquidator's Powers to Distribute in Specie
- s) Extension of Indemnity
- t) Additional Statutory Support for Employees' Benefits

PROXY FORM FOR USE AT THE THIRD ANNUAL GENERAL MEETING
To be held on Friday 5th December 2008 at 10.00 a.m.

Attention: Michelle Davies
 The Registrar,
 Computershare Investor Services Plc
 The Pavilions
 Bridgewater Road, Bristol
 ENGLAND BS99 7NH

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 the U.K.) 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 Annual General Meeting of the Company to be held on Friday, the 5th day of December, 2008 at Georgian House, 63 Coleman Street, London EC2R 5BB at 10.00 am 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
	ORDINARY BUSINESS:			
1.	Adoption of Reports and Audited Accounts			
2.	Re-election of Mr Andrew Baudinette as a Director			
3.	Re-election of Mr Bryant McLarty as a Director			
4.	Re-appointment of Auditors			
5.	Authority to declare final dividend			
6.	Authority to grant warrants and issue shares			
	SPECIAL BUSINESS :			
7.	Authority for Share Buy back			
	<i>Authority to amend the Articles of Association</i>			
8(a).	New Definitions			
(b)	New Interpretation Rules			
(c)	Change to Method of Varying Rights			
(d)	Updated References to Statutory Provisions & Title			
(e)	Power to reduce Capital in accordance with Legislation			
(f)	Changed Reference to Extraordinary Resolutions			
(g)	Abolition of Extraordinary Nature of General Meetings			
(h)	Abolition of Notice for Calling Meetings to Pass Special Resolutions			
(i)	Change to Right to Vote			

(j)	No Casting Vote by Chairman at General Meetings			
(k)	Abolition of Members' Written Resolutions			
(l)	Increased Number of Corporate Representatives			
(m)	Additional Age Limit for Directors			
(n)	Management and Resolution of Directors' Conflict of Interest			
(o)	Change to Statutory References in relation to Powers to Borrow			
(p)	Deemed Agreement to Access Notices on Website			
(q)	Company Rules for Service to be Subordinate to Legislation			
(r)	Abolition of Liquidator's Powers to Distribute in Specie			
(s)	Extension of Indemnity			
(t)	Additional Statutory Support for Employee Benefits			

Signed this _____ day of _____ 2008

Name of Shareholder

Total number of Ordinary Share 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 on 3rd December 2008 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.