

# Proxy Form

**For use by shareholders of Air Partner plc for the Annual General Meeting to be held at 2 City Place, Beehive Ring Road, Gatwick, West Sussex RH6 0PA at 11.00am on Thursday 4 June 2015.**

**Before completing this form, please read the Notice of AGM and the explanatory notes below.**

I/We.....(name in block capitals), of

.....(address)

being a shareholder of Air Partner plc, hereby appoint

\*The Chairman of the Meeting or ..... as my/our proxy to vote and act for me/us and on my/our behalf at the Annual General Meeting to be held at 11.00am on Thursday 4 June 2015 and at any adjournment thereof.

*\*To nominate someone other than the Chairman of the Meeting as your proxy, please delete "The Chairman of the Meeting or" and write the name of your proxy in the space provided. If you are appointing more than one proxy, please follow the instructions in note 7 below and tick this box:*

*Please mark an "X" in one box for each resolution or, if you do not wish to vote your whole shareholding, insert the number of shares, to show how you wish your votes to be cast. If you do not give any specific instructions, the proxy will have discretion about whether, and how, to cast your vote in respect of these resolutions and on any other business which properly comes before the meeting.*

*A vote withheld allows you to abstain but will not be counted when calculating the number of votes cast for and against each resolution.*

Ordinary resolutions:	For	Against	Withheld
1 To receive the Annual report and accounts	<input type="text"/>	<input type="text"/>	<input type="text"/>
2 To approve the directors' remuneration report	<input type="text"/>	<input type="text"/>	<input type="text"/>
3 To approve the directors' remuneration policy	<input type="text"/>	<input type="text"/>	<input type="text"/>
4 To approve the final dividend	<input type="text"/>	<input type="text"/>	<input type="text"/>
5 To elect Peter Saunders as a director of the Company	<input type="text"/>	<input type="text"/>	<input type="text"/>
6 To re-elect Richard Everitt as a director of the Company	<input type="text"/>	<input type="text"/>	<input type="text"/>
7 To re-elect Mark Briffa as a director of the Company	<input type="text"/>	<input type="text"/>	<input type="text"/>
8 To re-elect Andrew Wood as a director of the Company	<input type="text"/>	<input type="text"/>	<input type="text"/>
9 To re-elect Neil Morris as a director of the Company	<input type="text"/>	<input type="text"/>	<input type="text"/>
10 To re-appoint Deloitte LLP as auditor	<input type="text"/>	<input type="text"/>	<input type="text"/>
11 To authorise the directors to set the auditor's remuneration	<input type="text"/>	<input type="text"/>	<input type="text"/>
12 To authorise the directors to allot shares	<input type="text"/>	<input type="text"/>	<input type="text"/>
Special resolutions:			
13 To authorise the disapplication of pre-emption rights	<input type="text"/>	<input type="text"/>	<input type="text"/>
14 To authorise the directors to make market purchases of shares	<input type="text"/>	<input type="text"/>	<input type="text"/>
15 To allow certain general meetings to be called on 14 days' notice	<input type="text"/>	<input type="text"/>	<input type="text"/>

(please sign here).....(date).....

- Notes:**
- You can appoint a proxy using this form or electronically at [www.capitashareportal.com](http://www.capitashareportal.com) or via the CREST system. Further details are given in the Notice of Annual General Meeting. A proxy need not be a member of the Company but must attend the meeting to represent you.
  - Appointment of a proxy does not preclude you from attending the meeting and voting in person. However, if you do so, any proxy previously appointed will not be able also to attend, speak and vote on your behalf.
  - To instruct your proxy how to vote on each resolution, mark the appropriate box with an "X". To abstain from voting on a resolution, select the "Withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no instructions are given, your proxy will vote or abstain from voting at his or her discretion as he or she thinks fit in relation to any other matter which is put before the meeting.
  - To be valid, this Proxy Form and any power of attorney or authority under which it is signed (or a duly certified copy of such power or authority) must be returned and received by **Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 11.00am on 2 June 2015.**
  - In the case of a corporate shareholder, the Proxy Form and any subsequent formal revocation of a proxy appointment should be signed by a director or duly authorised officer or attorney.
  - In the case of joint holders, the vote of the first named in the register will be accepted to the exclusion of the votes of the other joint holders.
  - To appoint more than one proxy, please photocopy this form and indicate on each form how many shares may be voted by the named proxy. Multiple proxy forms must be signed individually and should be returned together, in a single envelope, to Capita Asset Services, The Registry, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU. The total number of shares to be voted by the proxies must not exceed the total registered in your name.
  - If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
  - Details of how to change your proxy instructions or revoke your proxy appointment are set out in the notes to the Notice of Annual General Meeting.
  - You may not use any electronic address provided in this Proxy Form to communicate with the Company for any purposes other than those expressly stated.