

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant, or other independent financial adviser authorised under the Financial and Services Markets Act 2000.

If you have sold or otherwise transferred all of your ordinary shares, please immediately forward this document, together with the Notice of Annual General Meeting and Form of Proxy enclosed with this document, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of ordinary shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

Gama Aviation 

GAMA AVIATION PLC

(Incorporated and registered in England and Wales with registered number 07264678)

NOTICE OF ANNUAL GENERAL MEETING

Notice of an Annual General Meeting of Gama Aviation Plc (the "**Company**") to be held at 10.00 a.m. on Monday, 8 July 2024 is enclosed with this document.

A form of proxy for use at the Annual General Meeting is also enclosed with this document. Shareholders are strongly encouraged to vote by using the form of proxy. The form of proxy should be completed in accordance with the instructions printed thereon and to return it, using the reply-paid envelope provided, to the Company's registrar Equiniti Limited at Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA as soon as possible, but in any event so as to be received by no later than 10.00 a.m. on 4 July 2024.

This document, and the accompanying form of proxy, should be read in its entirety. Your attention is drawn to the letter from the Chairman of the Company which is set out in Part 1 of this document, and which recommends shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting.

A copy of this document is available at the Company's website at www.gamaaviation.com. Neither the content of the Company's website nor any website accessible by hyperlinks to the Company's website is incorporated in, or forms part of, this document.

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All references to time in this document are to London time.



(Incorporated and registered in England and Wales with registered number 07264678)

Directors:	Registered Office:
Marwan Khalek (Chief Executive Officer)	First Floor 25 Templer Avenue
Stephen Wright	Farnborough Hampshire GU14 6FE
Michael Williamson	

Dear Shareholder

NOTICE OF ANNUAL GENERAL MEETING

Important information on the format of the Annual General Meeting

The Board will be pleased to have an opportunity to welcome the shareholders in person to our 2024 Annual General Meeting at 10.00 am on Monday, 8 July 2024 at our registered office at First Floor, 25 Templer Avenue, Farnborough, Hampshire GU14 6FE.

Attendance at the Annual General Meeting

Due to security arrangements at the location of the Annual General Meeting, shareholders wishing to attend in person should register their intention in advance and as soon as practicable by emailing shareholder.info@gamaaviation.com quoting their Shareholder Reference Number.

Action to be taken

Shareholder participation is important to the Board and all shareholders are encouraged to vote ahead of the Annual General Meeting by appointing a proxy to vote on the resolutions set out in the notice of Annual General Meeting on page 6 of this document as soon as possible and in any event by 10.00 a.m. on 4 July 2024. Shareholders can vote ahead of the Annual General Meeting by completing and returning the form of proxy.

All resolutions for consideration at the Annual General Meeting will be voted on a poll and all valid proxy votes cast will count towards the poll votes. The results will be posted on the Company's website as soon as practicable after the Annual General Meeting.

Shareholder Engagement

As well as shareholder participation at the Annual General Meeting, engagement with our shareholders is important to the Company and your Board. Therefore, shareholders can participate in the Annual General Meeting by submitting questions in advance. Any specific questions on the business of the Annual General Meeting and on the resolutions can be submitted ahead of the Annual General Meeting by email to shareholder.info@gamaaviation.com or by writing to the company secretary Mine Taylor at Gama Aviation Plc, First Floor, 25 Templer Avenue, Farnborough, Hampshire GU14 6FE.

Explanatory Notes

Explanatory notes on the resolutions to be considered at the Annual General Meeting are set out on in Part 2 of this document.

Recommendation

The Directors consider that the resolutions to be proposed at the Annual General Meeting are in the best interests of the shareholders and the Company as a whole and unanimously recommend shareholders to vote in favour of such resolutions, as they intend to do in respect of their own shareholdings.

Yours faithfully

MARWAN KHALEK
Chief Executive Officer
Gama Aviation Plc



/PART 2/EXPLANATORY NOTES

Resolutions to be proposed at the Annual General Meeting are set out in the notice of Annual General Meeting in Part 3 of this document. For any of the ordinary resolutions (Resolutions 1 to 3) to be passed at the Annual General Meeting, more than half the votes cast must be in favour of the resolution.

Resolution 1 – Annual report and accounts

For each financial year the Directors are required to present the annual report and accounts of the Company to the shareholders.

Resolution 2 – Auditors

The Company's auditors must be appointed at the Annual General Meeting at which accounts are presented. The performance and effectiveness of the auditors, which included an assessment of the auditors' independence and objectivity has been evaluated by the Company's audit committee, which has recommended to the Board that Crowe LLP be appointed, and its remuneration be determined by the Company's audit committee.

Resolutions 3 –Re-appointment of Stephen Wright

Resolution 3 deals with the re-appointment of Stephen Wright, in accordance with the requirements of the Company's articles of association, who is retiring by rotation and is seeking re-appointment as a director. Stephen Wright's biographical details are as set in the Company's 2023 Annual Report and appear on the Company's website www.gamaaviation.com.



/PART 3 /NOTICE OF ANNUAL GENERAL MEETING

GAMA AVIATIONPLC

(Incorporated and registered in England and Wales with registered number 07264678)

NOTICE is hereby given that the Annual General Meeting of Gama Aviation Plc (the "**Company**") will be held at 10.00 a.m. on 8 July 2024 at First Floor, 25 Templer Avenue, Farnborough, Hampshire GU14 6FE for the purpose of considering and, if thought fit, passing resolutions 1 to 3 as ordinary resolutions.

Ordinary Resolutions

1. THAT the Company's annual report and accounts for the financial year ended 31 December 2023 be received and adopted.
2. THAT Crowe LLP be appointed as the auditors of the Company.
3. THAT Stephen Wright, who retires by rotation, be re-appointed as a Director of the Company.

Dated: 14 June 2024

By order of the Board,

Mine Taylor
Company Secretary

Registered office:

First Floor
25 Templer Avenue
Farnborough
Hampshire
GU14 6FE

Notes

1. Due to the security arrangements at the location of the Annual General Meeting, shareholders wishing to attend the meeting, should this be possible, are asked to register their attendance as soon as practicable by emailing shareholder.info@gamaaviation.com quoting their Shareholder Reference Number. Rules around capacity at the venue and changes in health and safety requirements may mean shareholders cannot ultimately attend the Annual General Meeting.
2. A member entitled to attend, speak and vote at the Annual General Meeting may appoint one or more proxies (who need not be members of the Company) to exercise these rights instead of him/her. A proxy form is enclosed with this document. A member may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares. To be effective, an instrument appointing a proxy must be returned so as to reach Equiniti Limited at Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA no later than 10.00 a.m. on 4 July 2024. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form. The return of a completed proxy form will not prevent a member attending the Annual General Meeting and voting in person if the member so wishes to do.
3. 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.
4. 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 voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting.
5. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), entitlement to attend and vote at the Annual General Meeting and the number of votes which may be cast there will be determined by reference to the register of members of the Company at 6.30 p.m. on the day which is two working days before the day of the meeting or adjourned meeting. Changes to entries on the register of members of the Company after that time shall be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.
6. As at 13 June 2024 (being the last business day prior to the publication of this document) the Company's issued share capital consists of 39,658,739 ordinary shares, carrying one vote each. No shares are held in treasury and, therefore, the total voting rights in the Company as at that date are 39,658,739.
7. 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 or any adjournment 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 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.
8. 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 instruction, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is 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, Equiniti Limited (ID is RA19), by 10.00 a.m. on 4 July 2024 or, in the case of an adjourned meeting, by no later than 48 hours (excluding any part of a day that is not a working day) prior to 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 Application 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.
9. 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 message. 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, 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 system 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 (as amended).

10. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar, Equiniti Limited. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10.00 a.m. on 4 July 2024 in order to be considered valid. Before you can appoint a proxy via this process you will need to have registered with Proxymity and agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.
11. Voting at the Annual General Meeting will be conducted by way of a poll rather than on a show of hands. A poll is more representative of shareholders' voting intentions because shareholders' votes are counted according to the number of shares held and all votes tendered are taken into account.
12. A copy of this notice of Annual General Meeting can be found on the Company's website at www.gamaaviation.com
13. Members who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):
- / by telephone to Equiniti: UK – +44 (0) 371 384 2030. If calling from outside the UK, please ensure that the country code is used. Lines are open 8.30 am to 5.30 pm Monday to Friday, excluding public holidays in England and Wales;
 - / by post to Equiniti, Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.
14. Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your Shareholder Reference Number (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's registrar) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise. A copy of the Company's privacy policy can be found online at: <https://www.gamaaviation.com/privacy-policy/>

Gama Aviation Plc

First Floor
25 Templer Avenue
Farnborough
Hampshire
GU14 6FE

www.gamaaviation.com