

**DP Aircraft I Limited**

**(Registered no. 56941)**

**Notice of Annual General Meeting**

Notice is hereby given that the annual general meeting of DP Aircraft 1 Limited (the **Company**) will be held at 1 Le Truchot, St Peter Port, Guernsey, GY1 1WD on 2 January 2015 at 10:00am (the **Annual General Meeting**) to consider the resolutions below which will be proposed as ordinary resolutions.

**Ordinary resolutions**

1. THAT Didier Ned Benaroya be and is hereby re-elected as a director of the Company.
2. THAT Jeremy Waud Thompson be and is hereby re-elected as a director of the Company.
3. THAT Jonathan Ronald Lucien Bridel be and is hereby re-elected as a director of the Company.
4. THAT the Company be and is hereby authorised, in accordance with section 315 of the Companies (Guernsey) Law 2008, as amended (**Companies Law**) to make one or more market acquisitions, as defined in section 316 of the Companies Law of ordinary preference shares of no par value in the capital of the Company (**Shares**), provided that:
  - (a) the maximum aggregate number of Shares authorised to be purchased is 16,938,700 Shares or, if less, the number representing an amount up to (but not including) 14.99 per cent. of the total number of issued Shares, excluding any Shares held by the Company in treasury, on the date that this resolution is passed;
  - (b) the minimum price (exclusive of expenses) which may be paid by the Company for each Share shall be US \$0.01;
  - (c) the maximum price (exclusive of expenses) which may be paid by the Company for a Share shall be not more than 5 per cent. above the average of the mid-market quotations of a Share as derived from the London Stock Exchange for the 5 business days immediately preceding the day on which that Share is acquired;
  - (d) such authority shall expire on the earlier of (i) the date which is 18 months from the date of the passing of this resolution and (ii) the conclusion of the next annual general meeting of the Company following the date of the passing of this resolution; and
  - (e) notwithstanding paragraph (d), the Company may make a contract to purchase Shares under this authority before the expiry of this authority which will or may be executed wholly or partly after the expiry of this authority and may make a purchase of Shares in pursuance of any such contract after such expiry.

By order of the board of directors of the Company

11 December 2014

*Registered Office:*

3<sup>rd</sup> Floor, 1 Le Truchot, St Peter Port, Guernsey, GY1 1WD

## Notes

1. Only those shareholders registered in the Company's register of members at 10am on 31 December 2014 shall be entitled to attend and vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
2. A member of the Company who is entitled to attend, speak and vote at the Annual General Meeting is entitled to appoint another person as his proxy to attend, speak and vote in his or her place. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chairman of the meeting or another person as your proxy using the Form of Proxy are set out in the notes to the Form of Proxy. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.
3. A member of the Company may appoint more than one proxy in relation to the Annual General Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him.
4. Shareholders will find enclosed a Form of Proxy for use in relation to the Annual General Meeting (and any adjournment). The Form of Proxy should be completed and signed in accordance with the instructions. To be valid, the Form of Proxy (together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such authority) must be deposited with Capita Asset Services, at PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 10am 30 December 2014 at which the person named in the instrument proposes to vote.
5. To change your proxy instructions simply submit a new Form of Proxy using the methods set out above and in the notes to the Form of Proxy. If you submit more than one valid Form of Proxy, the Form of Proxy received last before the latest time for the receipt of proxies will take precedence.
6. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Asset Services at PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4TU. In the case of a member who is an individual, the revocation notice must be under the hand of the appointer or of his attorney duly authorised in writing or, in the case of a member which is a company, the revocation notice must be executed under its common seal or under the hand of an officer of the company or an attorney duly authorised. Any power of attorney or any other authority under which the revocation notice is signed (or a notarially certified copy of such power or authority) must be included with the revocation notice.
7. The revocation notice must be received by the commencement of the Annual General Meeting or any adjournment of that meeting. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
8. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
9. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting (and any adjournment)

by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service providers who will be able to take the appropriate action on their behalf.

10. In order for a proxy appointment made by means of CREST 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 instructions, as described in the CREST Manual. The message must be transmitted so as to be received by Capita Asset Services (ID RA10) by the latest time for receipt of proxy appointments specified in this notice of meeting at note 4. 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 issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
11. 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 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 providers) 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 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 34 of the Uncertificated Securities (Guernsey) Regulations 2009.