

AVATION PLC

(A company incorporated in England & Wales)
(Company Registration No. 5872328)

NOTICE OF FIFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifth Annual General Meeting of Shareholders of Avation PLC (the "Company") will be held at 510 Thomson Road #12-04, SLF Building, Singapore 298135 on Thursday, 2nd day of December 2010 at 5.00 p.m. (Singapore Time) to transact the following business:-

AGENDA

AS ORDINARY BUSINESS

To consider and, if thought fit, to transact the following business and pass the following Ordinary Resolutions with or without modifications:

Resolution 1 - Audited Financial Report For the Year Ended 30 June 2010

To receive and adopt the audited financial report of the Company for the financial year ended 30 June 2010, together with the reports of the Directors and the auditors thereon.

Resolution 2 - Re-Election of Mr Andrew Charles Baudinette as a Director

"That Mr Andrew Charles Baudinette who retires in accordance with Article 114 of the Company's Articles of Association and being eligible, offers himself for re-election, be re-elected as a director."

Resolution 3 – Declaration of Final Dividend

"That the Directors' recommendation to declare a final dividend of 0.6 pence (GBP£0.006) 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 2010, be approved and accordingly declared and that such dividend be paid on 17th December 2010 ("Payment Date") to the shareholders whose names appear in the Register of Members of the Company on 10th December 2010 ("Associated Record Date") with an Ex Dividend Date on 8th December 2010."

Resolution 4 - Re-Appointment of Auditor

"That Messrs Kingston Smith LLP be re-appointed as auditors of the Company until the conclusion of the Company's next Annual General Meeting and the Directors be authorised to determine their remuneration."

Resolution 5 - Authority to Grant Warrants and Allot Shares Pursuant to the Exercise of Warrants

"That the Directors of the Company be and are 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 as they may each direct)</i> | <i>Warrants to subscribe for shares</i> |
|--|--|
| <i>Robert Jeffries Chatfield</i> | <i>200,000</i> |
| <i>Ron Lewis Aitkenhead</i> | <i>100,000</i> |
| <i>Andrew Charles Baudinette</i> | <i>75,000</i> |
| <i>Bryant James McLarty</i> | <i>50,000</i> |

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 London Stock Exchange 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."*

AS SPECIAL BUSINESS

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

Resolution 6 – Authority to Allot Shares Under Section 551 of the Companies Act 2006

"That the Directors of the Company be and are generally and unconditionally authorized pursuant to Section 551 of the Companies Act 2006, to exercise all powers of the Company to allot shares, grant rights to subscribe for or to convert any securities into shares in the Company, up to an a maximum number of 9,510,740 shares having an aggregate nominal value of £95,107.40 (being approximately one third of the Company's issued share capital¹) to such persons and at such times and on such terms as the Directors think proper, provided that this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, unless and to the extent that such authority is renewed or extended prior to or at such meeting, save that the Company may, before the expiry of such period, make any offer or agreement which would or might require shares to be allotted after expiry of such period and the Directors may allot shares in pursuance to such offer or agreement as if the authority conferred hereby had not expired."

Resolution 7 - Share Buy Back Mandate

"That the Directors of the Company be and are generally and unconditionally authorized to make market purchases (within the meaning of Section 701 of the Companies Act 2006) 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 Shares¹ 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."

Any Other Business

To transact any other business that may be properly conducted at the Annual General Meeting.

Dated this 3rd day of November 2010

BY ORDER OF THE BOARD



Siobhán Cool
Company Secretary

¹ As at the date of this Notice, there are currently 28,532,220 ordinary shares in issue.

**PROXY FORM FOR USE AT THE 5TH ANNUAL GENERAL MEETING
OF AVATION PLC
TO BE HELD ON 2ND DECEMBER 2010 AT 5.00PM (Singapore Time)**

Attention: Michelle Davies
The Registrar
Computershare Investor Services PLC
The Pavilions, Bridgwater Road
BRISTOL BS99 6ZY
United Kingdom
Fax: +44 (0) 870 7036116

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 Fifth Annual General Meeting of the Company to be held on Thursday, the 2nd day of December 2010 at 510 Thomson Road #12-04 SLF Building, Singapore 298135 at 5.00pm (Singapore Time) 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. | Resolutions | For | Against | Abstain |
|---------------------------|--|-----|---------|---------|
| ORDINARY BUSINESS: | | | | |
| 1. | <i>Audited Financial Report For the Year Ended 30 June 2010.</i> | | | |
| 2. | <i>Re-Election of Mr Andrew Charles Baudinette as a Director.</i> | | | |
| 3. | <i>Declaration of a final dividend of 0.6 pence (GBP£0.006) 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 2010.</i> | | | |
| 4. | <i>Re-Appointment of Messrs Kingston Smith LLP as Auditors of the Company.</i> | | | |
| 5. | <i>Authority to Grant Warrants and Allot Shares Pursuant to the Exercise of Warrants</i> | | | |
| SPECIAL BUSINESS: | | | | |
| 6. | <i>Authority to Allot Shares Under Section 551 of the Companies Act 2006</i> | | | |
| 7. | <i>Share Buy Back Mandate</i> | | | |
| 8. | ANY OTHER BUSINESS. | | | |

Signed this _____ day of _____ 2010.

Name of Shareholder
Total Number of Ordinary Shares Held: _____
Designation No. (if applicable): _____

NOTES TO THE FORM OF INSTRUCTIONS:

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 office of the Company's Registrar at The Pavilions Bridgwater Road, BRISTOL BS99 6ZY, United Kingdom, 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 30 November 2010 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.