

AMEDEO AIR FOUR PLUS LIMITED

A Guernsey incorporated company. Registration No.59675

Registered Office and place of business:-
Ground Floor, Dorey Court, Admiral Park, St Peter Port, Guernsey GY1 2HT
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THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you are advised to consult your stockbroker, solicitor, accountant, or other professional adviser. If you have sold or otherwise transferred all your shares in Amedeo Air Four Plus Limited (the “Company”), please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer for transmission to the person who now holds shares in the Company.

24 October 2018

Dear Shareholder,

You will find set out on pages two to three of this document the notice convening the Company’s annual general meeting (the “**AGM**”) to be held at 10.00 a.m. on Wednesday, 12 December 2018 at Ground Floor, Dorey Court, Admiral Park, St Peter Port, Guernsey GY1 2HT.

An explanation of the resolutions for consideration at the AGM can be found on page four of this document.

Yours faithfully,

Robin Hallam
Chairman

NOTICE OF GENERAL MEETING

Notice is hereby given that the Company's annual general meeting (the "**AGM**") will be held at Ground Floor, Dorey Court, Admiral Park, St Peter Port, Guernsey GY1 2HT, Channel Islands on Wednesday, 12 December 2018 at 10.00 a.m. for the following purposes:

Ordinary Business: Ordinary Resolutions

1. To receive the annual financial report of the Company for the financial year ended 31 March 2018.
2. To re-appoint KMPG as auditor of the Company, to hold office from the conclusion of the meeting until the conclusion of the next annual general meeting to be held in 2019.
3. That the directors be authorised to agree the auditor's remuneration.
4. To re-elect as a director Mr Robin Hallam, who retires in accordance with the provisions of the Company's Articles of Incorporation and, being eligible, offers himself for re-election.

BY ORDER OF THE BOARD

JTC Fund Solutions (Guernsey) Limited
Secretary

24 October 2018

Notes:

- In accordance with the Company's Articles of Incorporation, the Chairman of the Board or, failing him, another director, will preside as chairman of the AGM.
- Ordinary Resolutions: To be passed, these resolutions require a simple majority of the votes cast by those members voting in person or by proxy or by corporate representative at the AGM to be cast in favour.
- A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote instead of him or her. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude members from attending and voting at the meeting, if they so wish.
- More than one proxy may be appointed provided each proxy is appointed to exercise the rights attached to different shares.
- To be valid the form of proxy, together with the original power of attorney or other authority, if any, under which it is executed (or a notarially certified copy of such power of authority) must be deposited with the Company's agent, for this purpose being Anson Registrars Limited, Anson House, Havilland Street, St Peter Port, Guernsey, GY1 2QE, not less than 48 hours before the time for holding the AGM or any adjourned AGM (excluding any part of a day that is not a business day in Guernsey). A form of proxy is enclosed with this notice.
- All persons recorded on the register of shareholders as holding shares in the Company as at 6.30 p.m. on Tuesday, 11 December 2018 or, if the AGM is adjourned, as at 6.30 p.m. on the business day before the day of any adjourned AGM, shall be entitled to attend and vote (in person, by proxy or by corporate representative) at the meeting and shall on a poll be entitled to one vote per share held.
- Where there are joint registered holders of any shares such persons shall not have the right of voting individually in respect of such shares but shall elect one of their number to represent them and to vote whether in person or by proxy in their name. In default of such election the person whose name stands first on the register of shareholders shall alone be entitled to vote.
- On a poll votes may be given either personally, by proxy or by corporate representative and a shareholder entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.
- Any corporation which is a shareholder may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the AGM. Any person so authorised shall be entitled to exercise on behalf of the corporation which he represents the same powers (other than to appoint a proxy) as that corporation could exercise if it were an individual shareholder.

EXPLANATORY NOTES TO THE NOTICE OF AGM

At the AGM there are four ordinary resolutions which shareholders will be asked to consider and, if thought fit, approve. An explanation of each of these resolutions is given below. All resolutions are proposed as ordinary resolutions. An ordinary resolution requires more than 50 per cent. of votes cast at the AGM on that resolution to be cast in favour of it for the resolution to be passed.

ORDINARY RESOLUTIONS

Resolution 1: Annual Report and Accounts

The Companies (Guernsey) Law, 2008 (the “**Companies Law**”) requires that the accounts and reports of a company are laid before a general meeting. For each financial year the directors are required to present the directors’ report, the audited accounts and the auditor’s reports to shareholders at a general meeting. Shareholders are asked to receive the annual financial report of the Company for the financial year ended 31 March 2018. The annual report can be downloaded from the Company’s website www.aa4plus.com.

Resolutions 2 and 3 (inclusive): Appointment of Auditor and remuneration

At the previous annual general meeting of the Company, shareholders resolved to re-appoint Deloitte LLP as auditor of the Company, to hold office until the conclusion of the next annual general meeting to be held in 2018. However, on 24 October 2018 Deloitte LLP tendered their resignation as auditor of the Company and to fill this vacancy the Board appointed KPMG as the Company’s auditor with effect from that same date. You are therefore asked to approve KPMG’s re-appointment, to hold office until the conclusion of the next annual general meeting to be held in 2019 under section 199 of the Companies Law, and to authorise the directors of the Company to determine its remuneration.

Resolution 4: Re-election of Robin Hallam

The Company’s Articles require that all directors who held office at the two preceding annual general meetings of the Company and did not retire from office at either of those meetings shall retire from office and shall be eligible for re-election at the same meeting. Provision B.7.1 of the UK Corporate Governance Code published in April 2016 provides that directors should retire and be subject to re-election at intervals of no more than three years. The Board has decided that the directors should retire and be re-elected by rotation, so Mr Hallam will at the AGM retire and, being eligible, offer himself for re-election.

Having considered the performance and contribution made by Mr Hallam, the Board believes that he continues to perform effectively and with commitment to his role and, as such, the Board recommends his re-election.

Biographical details of Mr Hallam can be found in the Company’s annual financial report on page 16.