

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
TEL: 01481 702400 FAX: 01481 702407 E-mail: jtc@jtcgroup.com

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.

17 November 2020

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 11.00 a.m. on Monday, 7 December 2020 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 pages five and six of this document.

Procedure at the AGM – COVID-19

The Board has considered the potential impact of the COVID-19 pandemic (the “**Pandemic**”) on the arrangements for the AGM and the ability of any non-Islander to attend. In response to the Pandemic the States of Guernsey has currently decreed that anyone arriving into Guernsey from anywhere in the world, including from the United Kingdom, will be required to self-isolate for up to 14 days upon their arrival before being able to attend any meeting; and failure to comply with this self-isolation requirement is a criminal offence.

The Company is required by The Companies (Guernsey) Law, 2008, as amended, to hold an AGM in each calendar year. Given these unprecedented circumstances, the Company has decided that at its AGM this year it will conduct only the minimum statutory requirements to comply with applicable law and regulation to enable the Company to function effectively. Thus, there will be no opportunity at the AGM for shareholders to interact with the directors. Voting by proxy will ensure that your votes are registered.

However, the Board considers it important to interact with shareholders and is organising another webinar where all shareholders will have an opportunity to meet with the Board members and listen to Amedeo’s latest views on the global aviation market and their hopes for the future. In the interim any shareholder may contact the Chairman or any of the other directors by email and the directors’ contact details are given further below.

Yours faithfully,

Robin Hallam
Chairman

Contact details

Chairman	Robin Hallam	Robin.Hallam@aa4plus.com
Senior Independent Director	David Gelber	David.Gelber@aa4plus.com
Director	John Le Prevost	John.LePrevost@aa4plus.com
Director	Laurence Barron	Laurence.Barron@aa4plus.com
Secretary	JTC Fund Solutions (Guernsey) Limited	gsycosec.listed@jtcgroup.com

NOTICE OF GENERAL MEETING

Notice is hereby given that Amedeo Air Four Plus Limited's (the "**Company**") annual general meeting (the "**AGM**") will be held at Ground Floor, Dorey Court, Admiral Park, St Peter Port, Guernsey GY1 2HT, Channel Islands on Monday, 7 December 2020 at 11.00 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 2020.
2. To re-appoint KPMG, Dublin as auditor of the Company, to hold office until the conclusion of the next annual general meeting to be held in 2021.
3. To authorise the directors to determine the auditor's remuneration.
4. To re-elect Mr David Gelber as a director of the Company.
5. To re-elect Mr John Le Prevost as a director of the Company.

BY ORDER OF THE BOARD

JTC Fund Solutions (Guernsey) Limited
Secretary

17 November 2020

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 valid votes cast 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.
- Each member may appoint more than one proxy to represent them 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 JTC Registrars Limited, PO Box 156, Ground Floor, Dorey Court, Admiral Park, St Peter Port, Guernsey GY1 4EU, 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, under the ISIN GG00BKY41C61, as at close of business on Friday, 4 December 2020 or, if the AGM is adjourned, as at close of business 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 five 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, to be passed, requires a simple majority of the valid votes cast to be cast in favour.

ORDINARY RESOLUTIONS

Resolution 1: Annual Report and Accounts

Shareholders are asked to receive the directors' report, the audited accounts and the auditor's report to shareholders, all as contained within the annual financial report of the Company for the financial year ended 31 March 2020. The annual financial report can be downloaded from the Company's website at www.aa4plus.com.

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

KPMG Dublin has indicated that they are willing to continue to be the auditor of the Company for next year. You are asked to approve their re-appointment to hold office until the conclusion of the next annual general meeting to be held in 2021 as required under section 199 of the Companies Law, and to authorise the directors of the Company to determine the auditor's remuneration.

Resolution 4 and 5: Re-election of Directors

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.

Accordingly, at the AGM Mr David Gelber and Mr John Le Prevost will each retire and, being eligible, each offer themselves for re-election. The remaining members of the Board, Messrs Hallam and Barron, wish to emphasise the considerable contribution made to the Company's operation by these two members and believe, for the Board to lose the benefit of their respective good counsel and corporate knowledge, would currently be detrimental to the Company.

The Board are strongly of the view that, at such a critical juncture in the Company's activities, it is essential to reappoint such valuable and experienced directors and Messrs Hallam and Barron strongly recommend to shareholders that they vote in favour of the re-election of Messrs Gelber and Le Prevost.

EXPLANATORY NOTES TO THE NOTICE OF AGM (CONTINUED)

David Gelber

David Gelber began his career with Citibank in London in 1974. Over the course of the next twenty years he held a variety of trading roles in foreign exchange, fixed income and derivatives at Citibank, Chemical Bank and HSBC where he was Chief Operating Officer of HSBC Global Markets. In 1994 he joined ICAP, an inter-dealer broker, as COO and oversaw two mergers and a number of acquisitions. He is currently the non-executive Chairman of Walker Crips PLC, a stock broker and wealth manager; and a non-executive director of IPGL, a holding company with investments in numerous companies on several of which he serves as a director (DDCAP an arranger of Sharia Compliant transactions, Tellimer Ltd an online research platform for frontier markets, Veridium ID a biometric identification provider, Opportunity Network a B2B CEO platform and Singapore Life Ltd, a newly formed digital insurance company) David holds a BSc in Statistics and Law from the University of Jerusalem and an MSc in Computer Science from the University of London.

John Le Prevost

John Le Prevost has spent over forty years working in offshore fund, trust and investment businesses during which time he has been a managing director of subsidiaries in Guernsey for County NatWest Investment Management, The Royal Bank of Canada and for Republic National Bank of New York and then CEO of Anson Group Limited from 1998 until he retired in 2019. He has during his career read for a law degree and an MBA and is a Full Member of the Society of Trust and Estate Practitioners. During his time with Anson Group he oversaw the establishment of many aviation related investment vehicles and has an excellent working knowledge of shareholder expectation and Board good governance. He is a trustee of the Guernsey Sailing Trust and is resident in Guernsey.