

# 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.**

28 November 2022

Dear Shareholder,

You will find set out on pages three to four of this document the notice convening the Company's annual general meeting (the “**AGM**”) to be held at 10.00 a.m. on Tuesday, 13 December 2022 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 five of this document.

Yours faithfully,

Robin Hallam  
Chairman

Contact details

Chairman	Robin Hallam	<a href="mailto:Robin.Hallam@aa4plus.com">Robin.Hallam@aa4plus.com</a>
Senior Independent Director	David Gelber	<a href="mailto:David.Gelber@aa4plus.com">David.Gelber@aa4plus.com</a>
Director	Laurence Barron	<a href="mailto:Laurence.Barron@aa4plus.com">Laurence.Barron@aa4plus.com</a>
Director	Mary Gavigan	<a href="mailto:Mary.Gavigan@aa4plus.com">Mary.Gavigan@aa4plus.com</a>
Director	Steve Le Page	<a href="mailto:Steve.Lepage@aa4plus.com">Steve.Lepage@aa4plus.com</a>
Secretary	JTC Fund Solutions (Guernsey) Limited	<a href="mailto:gycosec.listed@jtcgroup.com">gycosec.listed@jtcgroup.com</a>

## **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 Tuesday, 13 December 2022 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 2022.
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 2023.
3. To authorise the directors to determine the auditor's remuneration.
4. To re-elect David Gelber as a director of the Company.

### **BY ORDER OF THE BOARD**

JTC Fund Solutions (Guernsey) Limited  
Secretary

28 November 2022

**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 Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL, 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 GG00BMZQ5R81, as at close of business on Thursday, 8 December 2022 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 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, 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 2022. The annual financial report can be downloaded from the Company's website at [www.aa4plus.com](http://www.aa4plus.com).

#### **Resolutions 2 and 3 (inclusive): Re-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 2023 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: Re-election of Director**

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 forthcoming annual general meeting David Gelber will retire and, being eligible, offer himself for re-election. The remaining members of the Board wish to emphasise the considerable contribution made to the Company's operation by Mr Gelber and believe that it would currently be detrimental to the Company for the Board to lose the benefit of his good counsel and corporate knowledge.

The Board are strongly of the view that it is essential to reappoint such a valuable and experienced director and the remaining members of the Board strongly recommend to shareholders that they vote in favour of the re-election of Mr Gelber.

#### **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 PLC, an inter-dealer broker, as COO and oversaw two mergers and a number of acquisitions. Since retiring from ICAP he has held several non-executive directors of both public and private companies. He is currently a non-executive director of Walker Crips PLC, a stock broker and wealth manager; and DDCAP Ltd, the leading arranger of Sharia Compliant financial transactions. He is a founding partner of Castellain Capital LLP, a successful fund management firm. David holds a BSc in Statistics and Law from the University of Jerusalem and an MSc in Computer Science from the University of London.