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If you have sold or otherwise transferred all of your ordinary shares in Strat Aero plc (“Strat” or the “Company”), please forward this document and the accompanying form of proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of ordinary shares, you should retain the documents and consult the stockbroker, bank manager or other agent through whom the sale or transfer was effected.

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*(Incorporated in England and Wales as a public limited company under number 9109008)*

## **NOTICE OF 2015 ANNUAL GENERAL MEETING**

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Notice of the Annual General Meeting of the Company to be held at Kerman & Co., 200 Strand, London WC2R 1DJ on 30 June 2015 at 3:00 p.m. (the “AGM”) is set out on pages 5 to 7 of this document. A form of proxy is also attached at the end of this document for use in connection with the AGM. Forms of proxy should be completed and returned to the Company’s Registrars, Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey, GU9 7LL as soon as possible and in any event so as to be received by 3:00 p.m. on 26 June 2015.

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## LETTER FROM THE CHAIRMAN OF STRAT AERO PLC

8 June 2015

### To Shareholders and, for information only, to Option Holders

#### Notice of Annual General Meeting

Dear Shareholder,

I am writing to give you details of the resolutions to be proposed at the Company's maiden Annual General Meeting which is to be held at 3:00 p.m. on Tuesday, 30 June 2015 at Kerman & Co, 200 Strand, London WC2R 1DJ (the "AGM"). The resolutions are set out in the Notice of Annual General Meeting on pages 5 to 7 of this document.

#### **Ordinary business at the AGM**

##### **Resolution 1: Re-appointment of Director**

The Board recommends the re-election of **Graham Peck**. As this is the first annual general meeting of the Company following the appointment of Graham as a director of the Company he stands for re-election in accordance with article 79 of the Articles of Association of the Company ("Articles") and, being eligible, offers himself for re-election as an executive director.

Graham began his flying career in 1963 as a pilot in the UK Royal Navy flying fleet air defence fighters from both aircraft carriers and shore bases. During this time he qualified as a military qualified flying instructor teaching fast jet students at the Royal Naval Advanced Flying Training School and started on a training career that spanned over 50 years.

On leaving the military in 1972 he joined Dan Air, a UK charter airline and soon extended his training qualifications when he became a Line Training Captain on BAC 1-11 aircraft. This led to his qualification as a UK CAA Authorised Examiner and subsequently the position of Fleet Chief Training Captain on the B737 Fleet. The airline was absorbed into British Airways (BA") in 1993 and Graham took the post of B737 Flight Manager in the new BA Euro Gatwick division.

In 1998 he was seconded to GB Airways, a BA subsidiary airline as Chief Pilot and shortly after became the Director of Operations and a full board member. On reaching the BA compulsory retirement age he went freelance and in 2000 joined FlightSafety Boeing Training International (later known as Alteon), Boeing's training division, as the Head of Training for Europe, Middle East and Africa. He was responsible for the initial structuring of the training department and obtained the necessary regulatory approvals leading to the full type rating training organisation status for six training centres covering the UK, Europe, North Africa and Singapore. Since 2010, Graham has run his own aviation consultancy business and worked in the development and delivery of innovative training and educational solutions to the aviation industry. Graham is a Fellow of the Royal Aeronautical Society.

##### **Resolution 2: Re-appointment of Director**

The Board recommends the re-election of **Russell Peck**. As this is the first annual general meeting of the Company following the appointment of Russell as a director of the Company he stands for re-election in accordance with article 79 of the Articles and, being eligible, offers himself for re-election as an executive director.

Russell began his aviation career training foreign pilots for international airlines in Asia. He entered the corporate business jet industry early in his career flying the Lear Jet to both domestic and international destinations. He joined Continental Airlines ("Continental") in 1978 and became a Boeing 727 Flight Instructor, a Check Pilot and

an FAA designated examiner. Russell also managed the DC9 and MD80 Fleet while acting as the Fleet Check Airman. He then became the Manager of Training Programs for Continental and served as the Continental representative for the Air Transportation Association training committee in Washington D.C. Russell was appointed Director of Human Factors and Corporate Training for Continental and additionally managed the Advanced Qualification Programme for the airline.

He retired from Continental as a Boeing 757/767 Flight Instructor and Check Airman in 2006. During his time with Continental, in 1995 Russell joined CPaT Inc., a private computer based training company providing computer based training to airlines and type rating training organisation worldwide. As President and Head of Marketing, he led the company to more than double its revenue and expand its international presence.

Russell has been a Member of the Association for Unmanned Vehicle Systems International in the United States since November 2013, as well as a Fellow of the Royal Aeronautical Society in the United Kingdom since December 2013.

### **Resolution 3: Re-appointment of Director**

The Board recommends the re-election of **Robert Salluzzo**. As this is the first annual general meeting of the Company following the appointment of Bob as a director of the Company he stands for re-election in accordance with article 79 of the Articles and, being eligible, offers himself for re-election as an executive director.

Bob has been providing finance, accounting, management and business development services to public and private corporations and other organisations for over forty years. He is a Certified Public Accountant who began his career with PriceWaterhouseCoopers in Rochester, New York and then established his own practice in which he was a partner which was later merged into Marvin & Co. a major regional accounting firm in Albany, New York.

Bob has provided management support to growth companies and organisations entering a turnaround or restructuring phase including strategic fundraisings. Bob has advised on the structuring and securing of multi-million dollar debt and equity raises. He has operated in many business sectors and has a specialty in aviation consulting where he has advised airport owners and sponsors in entrepreneurial methods to mitigate costs on airports. He was the lead consultant in the construction of a general aviation airport in Canandaigua, New York. Bob has spoken before the New York State Airport Managers Association on the topics of business development and financing alternatives for airports and businesses on airports. He also was an integral participant in the launch and certification of a part 121 regional air carrier.

Bob is a commercial pilot type rated in the Citation 500/550 series and has flown as a member of a Fortune 500 flight department. He is an Honourably Discharged army officer.

### **Resolution 4: Re-appointment of Director**

The Board recommends the re-election of Gregory (known as “Greg”) Kuenzel As this is the first annual general meeting of the Company following the appointment of Greg as a director of the Company he stands for re-election in accordance with article 79 of the Articles and, being eligible, offers himself for re-election as a non-executive director.

Greg holds a Bachelor of Business Degree and is an associate of the Institute of Chartered Accountants in England and Wales. Greg has many years of experience in providing accounting and corporate advice in a diverse range of industry sectors including mining & resource development, property and venture capital in the UK, USA and Australia. For the past nine years he has worked with several, mostly AIM listed, companies providing corporate and financial consulting services. Greg is currently Chief Executive Officer of AIM quoted Noricum Gold Limited and Non-executive Director of FinnAust Mining plc. Greg is based in the United Kingdom.

### **Resolution 5: Auditors’ reappointment and remuneration**

This resolution relating to the auditors’ re-appointment and remuneration constitutes usual business for the AGM.

## **Special business at the AGM**

### **Resolution 6: Section 551 authority**

This is an ordinary resolution authorising the Directors to allot relevant securities up to an aggregate nominal amount of £300,000. Such authority, unless previously revoked or varied by the Company in a General Meeting, will expire at the commencement of the Company's next Annual General Meeting following this meeting or 30 June 2016, whichever is the earlier.

### **Resolution 7: Section 570 authority and dis-application of Section 561(1)**

This is a special resolution authorising the Directors to issue equity securities wholly for cash on a non-preemptive basis pursuant to the authority conferred by resolution number 6 above. This will allow the Board to allot shares without recourse to the Company's shareholders so that it can move quickly from time to time as it deems appropriate. Such authority, unless previously revoked or varied by the Company in a General Meeting, will expire at the commencement of the next Annual General Meeting following this meeting or 30 June 2016, whichever is the earlier.

### **Form of Proxy**

A Form of Proxy for use at the AGM is enclosed. Please complete and sign the Form of Proxy and return it to the Company's Registrars at the address set out on page 1 above, so as to arrive no later than 48 hours excluding non-business days before the time fixed for the AGM (being by 3:00p.m. on 26 June 2015). The return of the Form of Proxy will not, however, prevent you from attending the AGM and voting in person should you wish to do so.

### **Board Recommendation**

The Board considers that each of the Resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and it unanimously recommends that shareholders vote in favour of each of them as the Board intend to do so in respect of the Ordinary Shares held by them.

Yours faithfully

**Graham Peck**  
**Chairman**

## **STRAT AERO PLC**

*Incorporated in England and Wales as a public limited company under number 9109008*

### **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the members of Strat Aero plc (“**the Company**”) will be held at 3:00 p.m. on Tuesday, 30 June 2015 at Kerman & Co, 200 Strand, London WC2R 1DJ (the “AGM”) for the following purposes:

#### **Ordinary Business**

To consider and, if thought fit, to pass the following resolutions which shall be proposed as ordinary resolutions:

1. To re-elect Graham Peck, as a Director of the Company, who retires by rotation in accordance with Article 79 of the Articles of Association and, being eligible, offers himself for re-election;
2. To re-elect Russell Peck, as a Director of the Company, who retires by rotation in accordance with Article 79 of the Articles of Association and, being eligible, offers himself for re-election;
3. To re-elect Robert Salluzzo, as a Director of the Company, who retires by rotation in accordance with Article 79 of the Articles of Association and, being eligible, offers himself for re-election
4. To re-elect Gregory Kuenzel, as a Director of the Company, who retires by rotation in accordance with Article 79 of the Articles of Association and, being eligible, offers himself for re-election; and
5. To re-appoint PKF Littlejohn LLP as auditors of the Company, to hold office until the commencement of the Company’s next Annual General Meeting and to authorise the Directors to determine their remuneration.

#### **Special Business**

To consider and, if thought fit, to pass the following resolutions, of which resolution 6 will be proposed as an Ordinary Resolution and resolution 7 will be proposed as a Special Resolution:

6. THAT, the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the “**Act**”) to exercise all the powers of the Company to allot equity securities (as defined in Section 560 of the Act) up to an aggregate nominal amount of £300,000 to such persons and at such times and conditions as the Directors think proper, provided that such authority, unless previously revoked or varied by the Company in a General Meeting, shall expire at the commencement of the Annual General Meeting next held after the passing of this resolution or 30 June 2016 (whichever is the earlier to occur) save that the Company may pursuant to the authority make an offer or agreement or other arrangement before the expiry of the authority which would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of such an offer or agreement or other arrangement as if the power conferred hereby had not expired. This authority is in substitution for all previous authorities conferred upon the Directors pursuant to Section 551 of the Act, but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities.
7. THAT (subject to and conditional upon the passing of Resolution 6 above), the Directors be and are hereby empowered pursuant to Section 570 of the Act to allot equity securities (within the meaning of Section 560 of the Act) wholly for cash pursuant to the general authority conferred by Resolution 6 as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to allotments of equity securities:

- (i) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory; and
- (ii) otherwise than pursuant to sub-paragraph (i) above, up to an aggregate nominal amount of £300,000;

and such power, unless previously revoked or varied by the Company at a General Meeting, shall expire at the commencement of the Annual General Meeting next held after the passing of this resolution or 30 June 2016 (whichever is the earlier to occur) but so that the Company may before such expiry make an offer or agreement or other arrangement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry, and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement or other arrangement as if the power conferred by this resolution had not expired. The power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the Directors pursuant to Section 570 of the Act.

## **BY ORDER OF THE BOARD**

**Heytesbury Corporate LLP**  
*Company Secretary*

8 June 2015

Registered Office:     The Beehive  
                              City Place  
                              West Sussex  
                              RH6 0PA

### **NOTES:**

1. A member entitled to attend, speak and vote at the AGM is entitled to appoint a proxy to attend, speak and vote on his/her behalf. A proxy need not be a member of the Company but must attend the AGM to represent you.
2. Forms of proxy, together with any power of attorney or other authority under which it is executed or a notarially certified copy thereof, must be completed and, to be valid, must reach the Company's Registrars at Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL not less than 48 hours not including non-business days before the time appointed for the holding of the meeting.
3. If the appointer is a corporation, the form of proxy must be under its common seal or under the hand of an officer or attorney duly authorised.
4. The appointment of a proxy does not preclude a member from attending and voting at the meeting.
5. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote of the other registered holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
6. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (SI 2001/3755) Reg. 41(1) and (2) and paragraph 18 (c) The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, only those shareholders on the Register of Members at 3.00pm p.m. on 26 June 2015 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. If the meeting is adjourned by more than 48 hours, then to be so entitled, a shareholder must be entered on the Company's Register of Members at the time which is 48 hours excluding non business days before the time appointed for holding the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.

7. To appoint more than one proxy, you may photocopy the form of proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which in aggregate shall not exceed the number of shares held by you). Please also indicate if the proxy is part of a multiple set of instructions being given. All forms must be signed and should be returned together in the same envelope. A failure to specify the number of shares each proxy appointment relates to, or specifying a number in excess of those held by you, may result in the appointment being invalid. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company's registrar.
8. As at the close of business on 5 June 2015, the Company's issued share capital comprised 84,301,771 ordinary shares of 1p each. Each ordinary share carries the right to one vote at a general meeting of the Company, and therefore the total number of voting rights in the Company as at the time and date given above is 84,301,771.