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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 2016 ANNUAL GENERAL MEETING

Notice of the Annual General Meeting of the Company to be held at Kerman & Co., 200 Strand, London WC2R 1DJ on 30 June 2016 at 10:00 a.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 10:00 a.m. on 28 June 2016.

LETTER FROM THE CHAIRMAN OF STRAT AERO PLC

3 June 2016

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 Annual General Meeting which is to be held at 10:00 a.m. on Thursday, 30 June 2016 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** who retires by rotation in accordance with Article 83 of the Company's Articles of Association ("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 Flight Safety 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 **Iain McLure**. As this is the first annual general meeting of the Company following the appointment of Iain 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.

Mr McLure is an operational specialist with a strong track record. He has over 20 years' hands-on experience of international, multi-discipline management. Between 1995 and 2013, he was CEO of Spring Global Mail, which was originally established in 2000 as a joint venture between TNT, Royal Mail and Singapore Post but is now a wholly owned subsidiary of TNT. Spring Global Mail specialises in cross-border international mail, parcel and return services for businesses including the Royal Mail with a particular focus on e-commerce, direct marketing

and reverse logistics business, handling major blue chip multi-national clients like Vodafone and Office Depot. Prior to Spring Global, Iain was Commercial Director at Royal Mail International.

Resolution 3: Re-appointment of Director

The Board recommends the re-election of **Paul Ryan**. As this is the first annual general meeting of the Company following the appointment of Paul 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.

Mr Ryan has over 20 years' experience at board level in the telecoms and ICT sectors. From 2002 to 2013, he held a variety of board positions with leading mobile operator Vodafone and its operating subsidiaries, including Head of Strategy, Regulatory and Political Affairs in Brussels and Director of Strategy and External Affairs for Vodafone Ireland and Vodafone Ghana. Prior to this, he worked as a management consultant in the European telecoms sector, served as a strategic adviser at Ofcom, the UK's communications industry regulator, and was a solicitor at leading international City law firm Ashurst. Mr Ryan is Managing Director Europe and Africa for CMAS Holdings LLC, an innovative cellular messaging alert company, where his responsibilities include high value infrastructure sales to the public sector. He acts as an adviser, primarily on strategy and public policy, to a range of clients including FTSE100 and Fortune 500 companies largely in the ICT space. Mr Ryan is a qualified solicitor in the UK and graduated from Trinity College, Dublin, Ireland.

Resolution 4: Re-appointment of Director

The Board recommends the re-election of **Gerard Dempsey**. As this is the first annual general meeting of the Company following the appointment of Gerard 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.

Mr Dempsey is a results driven and commercially focused Finance Director who has held some key roles in both multi-national corporations and start-up environments. Most recently he was Vice President Logistics Services and Finance Director of Sandvik Mining & Construction Ireland Ltd, a global engineering firm. Prior to this he was Chief Financial Officer of Airvod, a media technology start up targeting the aviation sector. Notable other roles Mr Dempsey has held include Finance Director at Microsoft Ireland, Head of Finance at Guinness, Head of Corporate Treasury and Structured Financing at Diageo, and Senior Corporate Treasurer at Pfizer. He also worked in investment banking and risk management at Schroders Australia.

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 £2,500,000. 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 2017, 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 pre-emptive 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 2017, 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 10:00 a.m. on 28 June 2016). 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 10:00 a.m. on Thursday, 30 June 2016 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 83 of the Articles of Association and, being eligible, offers himself for re-election;
2. To re-elect Iain McLure, 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 Paul Ryan, 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 Gerard Dempsey, 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 £2,500,000 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 2017 (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 £2,500,000;

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 2017 (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

3 June 2016

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 10.00am on 28 June 2016 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 2 June 2016, the Company's issued share capital comprised 224,616,758 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 224,616,758.