INVITATION TO ATTEND THE ANNUAL GENERAL MEETING OF AIR ARABIA PJSC

Air Arabia PJSC (the Company) Board of Directors is pleased to invite the shareholders to attend the Annual General Assembly meeting to be held on Sunday 16 March 2014 at 4.00 pm at Sharjah Airport Authority / Department of Civil Aviation Main Building (located near Sharjah Airport) - Main Auditorium, to consider the following items:

1) Review and approve the report of the Board of Directors on the Company's activities and its financial position for the year ended on 31 December, 2013.
2) Review and approve the report of the auditor of the financial position of the Company for the financial year ended on 31 December 2013.
3) Discuss and approve the Company's balance sheet and its profit and loss accounts for the financial year ended on 31 December 2013.
4) Approve the recommendation of the Board of Directors of the Company to distribute 7.25 Fils per share as cash dividend for the financial year ended on 31 December 2013.
5) Absolve the Board of Directors and the auditors of liability for their activities for the financial year ended on 31 December 2013.
6) Determine the remuneration of the board of directors for the year ended on 31 December 2013.
7) Elect the Board of Directors for a period of three years.
8) Appoint the auditors for the financial year 2014 and determine their remuneration.

Notes:

1- Each shareholder, who is registered in the Company's share register on 13 March 2014, has the right to attend the Company’s General Assembly, may authorize a representative of his choice, other than the Board members, to attend the General Assembly by means of a written proxy (as per the attached format). The representative must not, in such capacity, hold more than 5% in shares in the Company's capital (persons of incomplete capacity or incapable shall be represented by their legal representatives and minors may be represented by their parent or guardian). A proxy must be submitted and delivered to the Securities and Funds Administration Department, National Bank of Abu Dhabi, Khalidiya branch building- 9th Floor. P.O. Box 6865 Abu Dhabi. Proxies must be received two days prior to the date set for the meeting in order to be documented in the relevant records. Only original proxies will be accepted.

2- Shareholders that are registered in the Company’s share book on the 10th day following the date of the meeting that approved the dividend (26 March, 2014), shall be deemed to be entitled to receive the dividends.

3- If a quorum for the meeting is not achieved, a second meeting will be held at the same venue and time on Sunday, 23 March 2014. Shareholders that are registered in the Company's share register on 20 March 2014 are entitled to attend the meeting.

4- In the event of failure to attain a quorum, the proxies issued to attend the first meeting shall be considered valid and effective for any following meetings, unless they are expressly cancelled by the concerned shareholder via a notice issued to the National Bank of Abu Dhabi, attention of the Securities and Funds Administration Department, at least two days prior to the date of the meeting.

5- Copies of the Company’s financial report and the Corporate Governance Report for the year ended 2013 can be obtained at the place of the meeting on the day of the meeting and will be made available at the Company's website..

Board of Directors

Proxy

To the Chairman of Air Arabia PJSC

Dear Sir,

I/We:

The shareholder (s) of Air Arabia herby appoint by virtue of this proxy

Mr./Mrs.:

To present me and vote on my behalf in the Annual General Meeting to be held on Sunday 16 March 2014 (and any adjourned meeting thereafter).

Date:

Signature: