INVITATION TO ATTEND THE ANNUAL GENERAL ASSEMBLY 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 13 March 2016 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 2015.
2) Review and approve the report of the auditor of the financial position of the Company for the financial year ended on 31 December 2015.
3) Discuss and approve the Company's balance sheet and its profit and loss accounts for the financial year ended on 31 December 2015.
4) Approve the recommendation of the Board of Directors of the Company to distribute 9 Fils per share as cash dividend for the financial year ended on 31 December 2015.
5) Determine the remuneration of the board of directors for the year ended on 31 December 2015.
6) Absolve the Board of Directors and the auditors of liability for their activities for the financial year ended on 31 December 2015.
7) Absolve the auditors of liability for their activities for the financial year ended on 31 December 2015.
8) Appoint the auditors for the financial year 2016 and determine their remuneration.
9) **Special Resolution:** Consider and approve amending the Company's articles of association in line with Federal Law No 2 of 2015 concerning the Commercial Companies after obtaining the regulatory approval.

Notes:

1- Each shareholder is entitled to attend the Company's Annual General Assembly Meeting and may authorize another person (other than a member of the Company's Board of Directors) to attend the above mentioned meeting on behalf of the shareholder pursuant to a proxy provided that the representative does not hold in such capacity more than 5% of the Company's share capital (persons of incomplete capacity or incapable shall be represented by their legal representatives and minors shall be represented by their parent or guardian). A corporate person may delegate a representative or those in charge of its management pursuant to a resolution of its board of directors or its equivalent to represent such corporate person in a general assembly. The delegated person shall have the powers as determined in the delegating resolution. The proxy form must be submitted and delivered to the Securities Services Department at National Bank of Abu Dhabi, P.O. Box 6865, Abu Dhabi not less than two days prior to the date of the meeting. Only original proxies will be accepted.
2- Legal person may authorize a representative or any of his management, pursuant to a proxy from his Board of Directors or in like, to represent him at the General Assembly of the Company, the authorized person shall have the authorities granted to him in the proxy.
3- Shareholders that are registered in the Company's share book on Thursday 10 March, 2016 are entitled to attend the meeting.
4- Shareholders that are registered in the Company's share book on Wednesday 23 March, 2016 shall be deemed to be entitled to receive the dividends.
5- Shareholders can review the Company's Financial Report for the year ended 31 December 2015 and Corporate Governance Report and the proposed amendments on the Company Article of Association , are available at the meeting venue upon registration on the day of meeting and on the Company's website http://www.airarabia.ae.
6- The General Assembly shall only be valid if attended by shareholders owns or represent by proxy not less than 50% of the Company's Capital. If this quorum is not achieved at the First Meeting, a Second Meeting will be held on Sunday 20/3/2016 at the same place and time. (The Second Meeting will be held after a period of not less than five (5) days and not more than (15) days from the date of the First Meeting and the deferred Meeting is considered valid irrespective of the number of attendees
7- Shareholders are required to update their contact details at the Dubai Financial Market to ensure that dividends are delivered properly. Dividends will be distributed through the Dubai Financial Market.
8- Special Resolution is a decision made by the majority of votes of shareholders who owns at least three-quarters of the shares represented at the Annual General Assembly Meeting of the company .

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 Assembly Meeting to be held on Sunday 13 March 2016 (and any adjourned meeting thereafter).

Date: Signature: