

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 company's shareholders to attend the Annual General Assembly meeting to be held on Sunday 5 March 2017 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 2016.
- 2) Review and approve the report of the auditor of the financial position of the Company for the financial year ended on 31 December 2016.
- 3) Discuss and approve the Company's balance sheet and its profit and loss accounts for the financial year ended on 31 December 2016.
- 4) Approve the recommendation of the Board of Directors of the Company to distribute 7 Fils per share as cash dividend for the financial year ended on 31 December 2016.
- 5) Approve the remuneration of the board of directors for the year ended on 31 December 2016.
- 6) Absolve the Board of Directors and the auditors of liability for their activities for the financial year ended on 31 December 2016.
- 7) Absolve the auditors of liability for their activities for the financial year ended on 31 December 2016.
- 8) Appoint the auditors for the financial year 2017 and determine their remuneration.
- 9) Elect the Board of Directors for a term of three years.

Notes:

- 1- Each shareholder registered in the company sharebook on 2 March 2017 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 at the Meeting. 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. 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 2 March, 2017 are entitled to attend the meeting.
- 4- Shareholders that are registered in the Company's share book on Wednesday 15 March, 2017 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 2016 and Corporate Governance Report are available at the meeting venue upon registration on the day of meeting and on the Company's website <http://www.airarabia.com>.
- 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 12/3/2017 at the same place and time.
- 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.

Board of Directors

Proxy

To the Chairman of Air Arabia PJSC

Dear Sir,

I/We:

The shareholder (s) of Air Arabia hereby 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 5 March 2017 (and any adjourned meeting thereafter).

Date:

Signature: