

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE UNSURE ABOUT THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT A PROFESSIONAL FINANCIAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000.

IF YOU HAVE SOLD OR OTHERWISE TRANSFERRED ALL OF YOUR SHARES IN AIR PARTNER PLC, PLEASE SEND THIS CIRCULAR AND ACCOMPANYING DOCUMENTS TO THE PURCHASER OR TRANSFEREE, OR TO THE PERSON WHO ARRANGED THE SALE OR TRANSFER, SO THAT THEY CAN GIVE THEM TO THE PURCHASER OR TRANSFEREE.



AIR PARTNER

November 2011

Dear Shareholder

Air Partner plc Annual General Meeting, 9 December 2011

This document sets out the arrangements for the Annual General Meeting (“AGM”) of Air Partner plc (“the Company”).

The AGM will be held at our new headquarters offices, near Gatwick Airport, at 9.30am on Friday 9 December 2011. The formal Notice appears in full on the next page of this Circular, followed by relevant notes and explanations.

In addition to the usual ordinary and special business of the AGM, the Notice contains a resolution concerning a proposed change of auditor. Resolution 11 proposes the appointment of Deloitte LLP, (“Deloitte”) in place of Mazars LLP (“Mazars”) who have served as the statutory auditor since 2007. Special notice of this resolution has been received, as required under section 515 of the Companies Act 2006.

The change is fully supported by both the Audit Committee and the Board and is recommended to shareholders on the basis of Deloitte’s performance in a competitive tender process, which involved a number of leading international accounting practices.

The term of office of Mazars will end at the close of the AGM. Mazars have provided a written statement, confirming that there are no circumstances relating to the change in auditor which need to be brought to the attention of shareholders. As required, this statement is hereby circulated to all shareholders and is reproduced exactly, as follows:

“In accordance with section 519 of the Companies Act 2006, we confirm that there are no circumstances connected with our ceasing to hold office that we consider should be brought to the attention of the Company’s members or creditors.”

On behalf of shareholders, the Board wishes to thank Mazars and looks forward to working with Deloitte in the future.

We understand that many shareholders will be unable to attend the AGM in person. Shareholders may ensure that their views are counted by appointing a proxy, either by submitting a hard copy Proxy Form or by lodging proxy votes electronically through CREST or at www.capitashareportal.com.

The directors of the Company consider that all the resolutions set out in the Notice are in the best interests of the Company and its members as a whole and unanimously recommend that shareholders should vote in favour of all the proposed resolutions.



Aubrey Adams
Chairman

Air Partner plc
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Gatwick
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www.airpartner.com

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (“AGM”) of Air Partner plc (the “Company”) will be held at 2 City Place, Beehive Ring Road, Gatwick, West Sussex RH6 0PA on Friday 9 December 2011 at 9.30 am.

You will be asked to consider and, if thought fit, to pass resolutions 1 to 12 below, which will be proposed as ordinary resolutions and resolutions 13 to 15, which will be proposed as special resolutions:

Ordinary business

- 1 To receive the audited accounts of the Company, the Directors’ Reports and the Auditor’s Report for the year ended 31 July 2011.
- 2 To approve payment of a final dividend for the year to 31 July 2011 of 11 pence per share.
- 3 To approve the Directors’ Remuneration Report for the year ended 31 July 2011.
- 4 To elect Andrew Wood as a director of the Company.
- 5 To re-elect Aubrey Adams as a director of the Company.
- 6 To re-elect Mark Briffa as a director of the Company.
- 7 To re-elect Gavin Charles as a director of the Company.
- 8 To re-elect Richard Everitt as a director of the Company.
- 9 To re-elect Anthony Mack as a director of the Company.
- 10 To re-elect Charles Pollard as a director of the Company.
- 11 To appoint Deloitte LLP as auditor to the Company, in place of Mazars LLP, to hold office until the conclusion of the next AGM and to authorise the directors to set the auditor’s remuneration (*special notice of the resolution having been duly received*).
- 12 THAT, in substitution for all previous authorities, the directors be generally and unconditionally authorised, pursuant to Section 551 of the Companies Act 2006 (the “Act”), to exercise all powers of the Company to allot shares and to grant rights to subscribe for shares and convert securities into shares up to a maximum nominal amount of £171,023; such authority to expire at the conclusion of the next AGM, save that the Company may before such expiry make an offer or agreement which would or might require the allotment of shares or grant of rights to be made after such expiry and the directors may allot shares or grant rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Special resolutions

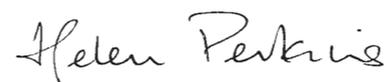
- 13 THAT the directors be generally empowered under Sections 570 and 573 of the Act to make allotments of equity securities (within the meaning of Section 560 of the Act) for cash, either pursuant to the authority given in resolution 12 above or by way of the sale of treasury shares, as if Section 561 of the Act did not apply, provided that the power conferred by this resolution shall be limited to:
 - (i) the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them; subject only to such exclusions or other arrangements as the directors may consider necessary to deal with fractional entitlements or legal or practical problems; and
 - (ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal value of £25,653

and this power, unless renewed, shall expire at the end of the next AGM, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

Special business

- 14 THAT the Company be generally and unconditionally authorised for the purposes of Section 701 of the Act to make market purchases (as defined in Section 693 (4) of the Act) of ordinary shares of 5 pence each in the capital of the Company (“ordinary shares”) provided that:
 - (i) the maximum number of ordinary shares hereby authorised to be purchased is 1,026,139;
 - (ii) the minimum price (exclusive of expenses) which may be paid for such ordinary shares is 5 pence per share, being the nominal amount thereof;
 - (iii) the maximum price (exclusive of expenses) which may be paid for such ordinary shares shall be an amount equal to the higher of:
 - (i) 5% above the average of the middle market quotations for such shares taken from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made; and
 - (ii) the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System (SETS);
 - (iv) the authority hereby conferred shall (unless previously renewed or revoked) expire at the end of the next AGM, save that the Company may before such expiry make a contract or agreement to make a market purchase of its own ordinary shares which will or may be executed wholly or partly after the expiry of such authority and the directors may purchase such shares as if the authority conferred hereby had not expired.
- 15 THAT a general meeting of the Company other than an AGM may be called on not less than 14 clear days’ notice.

By order of the Board



Helen Perkins
Company Secretary
Air Partner plc
26 October 2011

Registered office: 2 City Place, Beehive Ring Road, Gatwick, West Sussex, RH6 0PA.
Registered in England and Wales, no. 980675

Please read the following notes and the explanation of the resolutions before deciding how to vote.

Notes

- 1 Only shareholders on the Company's register of members at 6.00pm on 7 December 2011 shall be entitled to attend, speak and vote at the AGM in respect of the number of shares registered in their name at such time. If the meeting is adjourned, the time by which a person must be entered on the register of members in order to have the right to attend and vote at the adjourned meeting is 6.00pm on the date two working days before the date fixed for the adjourned meeting.
- 2 A shareholder entitled to attend, speak and vote at the AGM may appoint one or more proxies to exercise those rights on his/her behalf, provided that each proxy is appointed to exercise the voting rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. A proxy need not be a member of the Company. A proxy can only be appointed using the procedures set out in these notes and the notes to the Proxy Form. No other means of appointment will be accepted. Appointment of a proxy does not preclude you from attending and voting at the meeting in person. However, if you do so, the proxy previously appointed will not be able also to attend, speak or vote on your behalf.
- 3 Voting on all resolutions will be conducted by way of a poll rather than on a show of hands. Although all shareholders are encouraged to come to the AGM and engage with the Company, we understand that many cannot do so. Calling a poll on each resolution allows all proxy votes cast to be counted and reported.
- 4 To appoint a proxy please use the Proxy Form provided with each copy of the Annual Report sent out by post or download a Proxy Form from our website www.airpartner.com/investors/AGM. Alternatively, you may appoint your proxy electronically at www.capitashareportal.com. You will need your investor code or IVC number. This is printed on dividend stationery and share certificates or can be obtained by contacting Capita Registrars. Full details of the procedure are given on the Registrars' website.
- 5 To be valid, the Proxy Form, together with the power of attorney or other authority under which it is signed (if any) or a duly certified copy of the authority, or validated electronic proxy voting instructions, must be received at the offices of the Company's Registrars by 9.30am on 7 December 2011. Proxy Forms should be returned in the envelope provided or posted to: Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.
- 6 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST Sponsored Members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

To be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via <https://www.euroclear.com/site/public/EUI>).

The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given for a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Capita Registrars ID (RA10) by 9.30am on 7 December 2011 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which Capita Registrars are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 7 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member or Sponsored Member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 8 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.
- 9 Shareholders may use the Proxy Form or electronic proxy voting arrangements to vote in one of three ways: "for", "against" or "vote withheld". Please note that a "vote withheld" has no legal effect and will count neither for nor against a resolution when proxy votes are counted on each resolution.
- 10 If no voting indication is given, the proxy will vote or abstain from voting at his or her discretion. The proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.
- 11 You can change your proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time has passed will be disregarded. If you submit more than one valid proxy appointment, the latest valid appointment received before the cut-off time for the receipt of proxies will take precedence.

- 12 An electronic proxy appointment may be revoked completely by sending an authenticated CREST message or by accessing your account at www.capitashareportal.com and instructing the removal of your proxy vote. In the case of written proxy instructions submitted on a Proxy Form, you will need to inform the Company by sending a signed written statement, clearly stating your intention to revoke your proxy appointment, to Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. Any revocation notice must be received by Capita Registrars no later than 9.30am on 7 December 2011.
- 13 The right to appoint a proxy does not extend to a "Nominated Person", that is, someone to whom this notice is sent because they have been nominated to enjoy information rights, under section 146 of the Act. A Nominated Person may have a right to be appointed (or to have someone else appointed) as a proxy entitled to attend, speak and vote at the AGM, under an agreement between him/her and the member who nominated him/her.

If a Nominated Person does not have a right to be appointed, or to have someone else appointed, as a proxy, or does not wish to exercise such a right, he or she may still have the right, under an agreement between him/her and the member who nominated him/her, to give instructions to the member as to the exercise of voting rights. Nominated Persons should contact the member who nominated them for further information on these matters.
- 14 All members and all proxies attending the meeting have the right to ask questions relating to the business of the meeting and to have those questions answered unless:
 - (i) answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; or
 - (ii) the answer has already been given on a website in the form of an answer to a question; or
 - (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

- 15 As at 25 October 2011 (being the last business day before signature of this Notice) the Company's issued share capital was 10,261,393 ordinary shares of 5 pence each, each carrying one vote. The total number of voting rights in the Company as at 25 October 2011 is therefore 10,261,393.
- 16 In the case of a joint shareholding, the vote of the first named holder shown on the register of members, whether tendered in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- 17 Copies of directors' service contracts and non-executive directors' letters of appointment will be available for inspection at the Company's registered office during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice until the conclusion of the AGM and will also be available for inspection for at least 15 minutes prior to and during the meeting itself.
- 18 Copies of this Notice, the annual accounts and all information required by section 311A of the Companies Act 2006, together with details of any members' statements, members' resolutions and members' items of business received after the date of this notice and required to be published on a website by section 527 of the Act, will be published on our website: www.airpartner.com/investors/AGM.
- 19 Members representing 5% or more of the total voting rights of all the members or at least 100 persons (being either members who have a right to vote at the AGM and hold shares on which there has been paid up an average sum, per member, of £100 or persons satisfying the requirements set out in section 153(2) of the Act) may:
 - (a) require the Company, under Section 338 of the Act, to give notice of a resolution which may properly be moved at the meeting;
 - (b) require the Company, under Section 338A of the Act, to include a matter (other than a proposed resolution) in the business to be dealt with at the meeting;
 - (c) require the Company, under Section 527 of the Act, to publish on a website a statement setting out any matter relating to:
 - (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or
 - (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Act.

The business which may be dealt with at the AGM includes any statement that the Company has been required to publish on a website under Section 527 of the Act.

- 20 Where a shareholder or shareholders wish to request the Company to:
 - circulate a resolution to be proposed at the Meeting;
 - include a matter of business to be dealt with at the Meeting; or
 - publish audit concerns

such request must be made by means of a hard copy request signed by the shareholder or shareholders and stating the full name(s) and address(es) of the shareholder(s). The request must be sent to the Company Secretary, Air Partner plc, 2 City Place, Beehive Ring Road, Gatwick, West Sussex RH6 0PA so as to be received no later than 6 weeks before the date fixed for the meeting.

- 21 You may not use any electronic address provided either in the Notice or in any related documents (including the Chairman's Letter and Proxy Form) to communicate with the Company for any purposes other than those expressly stated.

Explanation of the resolutions to be proposed at the AGM

Resolution 1 is a standard resolution. Company law requires that the statutory accounts each year are laid before the Company in general meeting. The accounts are accompanied by the Directors’ Report, the Directors’ Remuneration Report on and the report of the independent auditor.

Resolution 2 will, if passed, confirm approval for the payment of a final dividend. The directors have proposed a final dividend of 11 pence per share, to be paid on 16 December 2011 to shareholders on the register on 18 November 2011.

Resolution 3 requests approval of the Directors’ Remuneration Report which is included within the Annual Report. The report is also available online. This is an advisory vote and votes cast against approval of the Directors’ Remuneration Report will not invalidate the annual report and accounts as a whole.

Resolutions 4–10 seek approval for the reappointment of directors. Andrew Wood was appointed as a non-executive director on 7 June 2011 and therefore stands for election as required by Article 95 of the Company’s Articles of Association. In accordance with best practice in corporate governance, all the remaining directors are standing for re-election. The biographies of the directors, which appear in the Annual Report and their membership of the Audit, Remuneration and/or Nominations Committee(s), are repeated here for easy reference.

Aubrey Adams Independent Non-Executive Chairman AC RC NC

Aubrey became Chairman in April 2008, having previously served as CEO of Savills plc. His financial background, a track record in building growth and management skills, honed through leadership of a high quality, sales-focused organisation dealing with both commercial and private clients, are directly relevant to Air Partner’s premium aircraft charter business.

He is Chairman of Max Property Group plc and Unitech Corporate Parks plc, a non-executive director of The British Land Company plc and Pinnacle Regeneration Group plc and is Chairman of the Board of Trustees of The Wigmore Hall Trust. Aubrey has been appointed as Head of Property within the Royal Bank of Scotland’s Global Restructuring Group with effect from 1 November 2011.

Mark Briffa CEO NC

Mark started his career with Air Partner as a Commercial Jets broker in 1996 and joined the Board in 2006 as Chief Operating Officer, becoming CEO in April 2010. He has direct experience of air charter broking and wide knowledge of the private aviation sector worldwide, built up over more than 20 years in the industry.

Gavin Charles CFO

Gavin qualified as a chartered accountant with Ernst & Young and has more than 20 years’ experience, having served as Finance Director in a number of UK and international companies. He was UK Finance Director of Miele Company Ltd before joining Air Partner as CFO in June 2010.

Richard Everitt Senior Independent Non-Executive Director AC RC NC

Richard qualified as a solicitor, rising to the position of Director of BAA plc with responsibility for strategy and regulatory matters following its privatisation. He subsequently became Chief Executive of National Air Traffic Services in 2001 and, since December 2004, has been Chief Executive of the Port of London Authority. Richard chairs the Remuneration Committee and, having served on the Board since January 2005, is nominated as the Senior Independent Director.

Anthony Mack Non-Executive Director AC RC

Tony is the son of Air Partner’s founder and first joined the family business in 1970, becoming Managing Director in 1979. He was appointed as Executive Chairman in 1985 and led the initial flotation of Air Partner shares on the London Stock Exchange, before stepping back into a non-executive role in 2008. His knowledge and experience of private aviation are unequalled within Air Partner and he personifies the link between the Group’s modern international presence and its founding principles of value and service.

Charles (Chuck) Pollard Independent Non-Executive Director AC RC

Chuck brings to Air Partner his experience of the international non-scheduled airline industry as the former CEO of OmniAir International and World Airways. He is a director of Allegiant Travel Company, a US low cost air carrier, AirCastle Limited, an aircraft leasing and finance company listed on the New York Stock Exchange and Aero Mechanical Services Ltd, a Canadian company developing advanced aircraft communications systems. He has served as a non-executive director since July 2009.

Andrew Wood Independent Non-Executive Director AC RC

Andrew joined the Board in June 2011 and has taken over from Richard Everitt as Chairman of the Audit Committee. He was formerly group finance director of BBA Aviation plc from 2001 to 2010 and of Racal Electronics Group from 1995 to 2000. A chartered management accountant, Andrew also serves as a non-executive director and Chairman of the Audit Committee of both Berendsen plc and Lavendon Group plc.

The Board believes that the continued presence of long serving members of the Board, including Richard Everitt and Tony Mack, has provided an important sense of stability and continuity through this, the Company’s 50th year of operations. All directors remain independent in thought and judgement and the Board has no hesitation in recommending the re-election of all directors by shareholders.

Resolution 11 seeks shareholder approval for the appointment of Deloitte LLP as auditor to the Company. As set out in the Chairman’s Letter, a competitive audit tender process has been undertaken. The result is a recommendation that Deloitte LLP should be appointed as auditor to the Company in place of Mazars LLP, with effect from the end of their term of office at the conclusion of this year’s AGM. Special notice is required to be given of any proposal to appoint an auditor other than the retiring auditor. Special notice of the resolution was duly received by the Board on 24 October 2011.

Resolution 12 is proposed as an ordinary resolution and replaces a similar resolution passed at last year’s AGM. It asks for authority to be given to the directors to allot shares, or grant rights to subscribe for, or convert securities into shares, up to a maximum nominal amount of £171,023. This equates to 3,420,464 ordinary shares, or approximately one third of the ordinary share capital currently in issue, and is in line with institutional shareholder recommendations. The directors have no present intention of exercising this authority but wish to retain the flexibility provided by this resolution. The authority, if granted, would expire at the end of the next AGM.

Resolution 13 will be proposed as a special resolution, requiring a majority of 75% of those voting to be in favour. If the directors wish to allot equity securities for cash (which, within the meaning of Section 560 of the Act, also includes selling treasury shares) they are required to offer those equity securities first to current shareholders in proportion to their existing holdings. This resolution requests authority for disapplication of pre-emption rights in connection with a rights issue or offering in favour of ordinary shareholders and, outside those circumstances, up to a nominal value of £25,653. This amount is within the limits advised by institutional investors, being just less than 5% of the Company’s issued share capital as at 25 October 2011, the last business day before signature of the Notice.

The authority, if granted, would supersede a similar resolution passed last year and would expire at the end of the AGM in 2012.

The Board does not intend to issue new shares equivalent to more than 7.5% of the issued share capital of the Company in any rolling three-year period. As at 25 October 2011, the Company held no shares in treasury.

Resolution 14 will also be proposed as a special resolution and seeks authority for the Company to make market purchases of its own ordinary shares up to a limit of approximately 10% of the issued ordinary share capital as at 25 October 2011, being 1,026,139 ordinary shares. The authority requested would replace a similar authority granted last year and would expire at the end of the AGM in 2012.

The resolution sets the minimum and maximum amounts which may be paid for such shares. This authority would only be exercised if the directors considered that there was likely to be a beneficial impact on earnings per share and that it would be in the best interests of the Company as a whole. Shares purchased would either be held as treasury shares or would be cancelled. It is the Company’s current intention to satisfy the requirements of its share schemes either by acquiring shares in the market or, subject to institutional guidelines, by issuing new shares or using shares held in treasury.

No shares were repurchased and cancelled during the period 1 August 2010 to 25 October 2011. Options to subscribe for 797,315 ordinary shares were outstanding under the Company’s share schemes as at 25 October 2011, representing 7.77% of the issued ordinary share capital at that date. If Resolution 14 were passed and the directors exercised their power in full to make market purchases, the percentage of issued share capital reserved for the exercise of outstanding options could increase to 8.63%.

Resolution 15 is an annual permission request for general meetings, other than the AGM, to be called on 14 clear days’ notice. There is no current intention to hold such a meeting but the directors wish to retain the ability to call a meeting on shorter notice if the circumstances should require it. The Companies (Shareholders’ Rights) Regulations 2009 specify that approval must be sought from shareholders by special resolution at an annual or subsequent general meeting and the Company would need to make a means of electronic voting available to all shareholders for any general meeting called on less than 21 clear days’ notice. If passed, the resolution would remain valid until next year’s AGM.

The Company intends to call a poll on all resolutions. This means that the votes of all shareholders, including the majority of our shareholders who cannot attend the meeting but who submit a Proxy Form, can be counted. The results of the voting will be announced, as soon as practicable after the AGM, via the London Stock Exchange and the Company’s website. Please complete and return your Proxy Form as soon as possible. Further information is also provided on the Proxy Form itself.

The directors consider the proposed resolutions to be in the best interests of the Company and shareholders as a whole and unanimously recommend that shareholders should vote in favour of all the resolutions.

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