



## Notes relating to the proxy form

1. Shareholders who are unable to attend the meeting may appoint one or more proxies by completing and returning the proxy above to: registrar services GmbH, PO Box 60630 Frankfurt am Main, Germany.

**IMPORTANT: Your proxy form must be received by the Company's registrars no later than 6.00 p.m. on 14 May 2007.**

2. A proxy need not be a Shareholder of the Company but must attend the meeting in person to represent you.
3. The chairman of the meeting is willing to be your proxy. If you wish to appoint the chairman, you need not change this part of the proxy form. If you are a Shareholder and wish to appoint someone else to be your proxy, you should delete the words "the chairman of the meeting or" and write the name and address of the person you wish to be your proxy in the space provided.
4. You may instruct your proxy how to vote by marking the appropriate box next to each resolution. Details of the resolutions are contained in the notice of meeting and the explanatory notes. If in respect of any resolution you have not given specific instructions on how your proxy should vote, your proxy will have discretion to vote on that resolution, in respect of your total holding, as they see fit. Your proxy will also have discretion to vote as they see fit on any other business which may properly come before the meeting, including amendments to resolutions, and at any adjournment of the meeting.
5. If in respect of any resolution you withhold your vote, please note that a "vote withheld" is not legally considered a vote and will not be counted in the calculation of the proportion of the votes for and against the resolution.
6. The form must be signed.  
In the case of joint Shareholders (i) only one need sign, and (ii) the vote of the senior Shareholder who tenders a vote, whether in person or by proxy or (in the case of a corporation) by authorised representative, will alone be counted. For this purpose seniority will be determined by the order in which the names appear in the relevant Register of Members in respect of the joint holding.  
If necessary, someone else may sign the form on your behalf. In that case, the authority (or a notarially certified copy of such authority) under which the proxy form is signed must be sent with the form.
7. In the case of a corporation, the proxy form should be executed under its common seal and/or the hand of a duly authorised officer or person.
8. Return of this form will not prevent a Shareholder from attending the meeting and voting in person.

# 3

## Proxy for use at the 2007 annual general meeting

If you cannot attend the meeting you may use this form to appoint a proxy to vote on your behalf. Your proxy form must be received by the Company's registrars at: registrar services GmbH, PO Box 60630 Frankfurt am Main, Germany by no later than 6.00 p.m. on 14 May 2007.

I/We being (a) holder(s) of ordinary shares in Air Berlin PLC ("the Company") hereby appoint the chairman of the meeting or

\_\_\_\_\_ (See notes 2 and 3)

to act as my/our proxy at the annual general meeting of the Company to be held at 11.00 a.m. on 16 May 2007 and at any adjournment thereof. Please indicate with an 'X' in the boxes below how you wish your vote to be cast in respect of the resolutions as follows (See note 4):

	FOR	AGAINST	VOTE WITHHELD
1. To receive the directors' report and accounts for the year ended 31 December 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the directors' remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-appoint KPMG Audit Plc as the Company's auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To authorise the directors to agree the auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To give the Company limited authority: Political Parties, Elections and Referendums Act 2000	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorise the use of the Company's website for sending documents and information to Shareholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place, Date

Signed (See notes 5 and 6)