

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own independent financial advice from a stockbroker, bank manager, solicitor, accountant or other financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your Shares in easyJet plc, please send this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

This document should be read as a whole. Your attention is drawn to the letter from your Board which is set out on pages 3 to 5 of this document and which recommends you vote against the resolution to be proposed at the General Meeting referred to below.

easyJet plc

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 3959649)

Notice of General Meeting

requisitioned by easyGroup Holdings Limited

in accordance with section 303 of the Companies Act 2006

and

Unanimous recommendation of your Board to vote AGAINST the proposed resolution to remove the Chairman from office

Notice of a General Meeting to be held at 3.00 pm on 13 August 2012 at Hangar 89, London Luton Airport, Luton, Bedfordshire, LU2 9PF is set out at the end of this document. A Form of Proxy for use at this General Meeting is enclosed. To be valid, the Form of Proxy should be completed, signed and returned in accordance with the instructions printed thereon to the Company's registrar, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA so as to arrive not later than 3.00 pm on 9 August 2012. Completion and return of the Form of Proxy will not prevent you from attending and voting at the General Meeting should you so wish. **Whether or not you intend to be present at the General Meeting, please complete, sign and return the enclosed Form of Proxy as soon as possible and in any event so as to arrive by not later than 3.00 pm on 9 August 2012.**

**TO SUPPORT YOUR BOARD, PLEASE VOTE AGAINST
THE RESOLUTION LIKE THIS**

	For	Against	Vote Withheld
1. To remove Sir Michael Rake from office as director and Chairman of the Company	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

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EXPECTED TIMETABLE OF EVENTS

Latest time and date for receipt of Forms of Proxy from Shareholders	3.00 pm on 9 August 2012
General Meeting	3.00 pm on 13 August 2012

Notes:

- (1) References to times in this document are to London time unless otherwise stated.

PART I
LETTER FROM THE BOARD



(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 3959649)

Directors

Sir Michael Rake (Chairman)
Charles Gurassa
Carolyn McCall OBE
Christopher Kennedy
Adèle Anderson
David Bennett
John Browett
Professor Rigas Doganis
Keith Hamill OBE
Andy Martin

Registered office

Hangar 89
London Luton Airport
Luton
Bedfordshire
LU2 9PF

18 July 2012

Dear Shareholder

**Proposed resolution to remove the Chairman of easyJet plc from office at a general meeting
requisitioned by easyGroup Holdings Limited and Sir Stelios Haji-Ioannou**

Introduction

On 3 July 2012, your Board announced it had received a request under the Companies Act 2006 from easyGroup Holdings Limited (“EHL”), a holding vehicle for Sir Stelios Haji-Ioannou, asking it to convene a general meeting to consider a resolution to remove Sir Michael Rake as a director and Chairman of the Company. The text of that request is set out in section 1 of Part II on page 6 of this document.

In accordance with the Company’s legal obligations under the Companies Act 2006, you will find on page 9 of this document a notice of general meeting to be held at 3.00 pm on 13 August 2012 at Hangar 89, London Luton Airport, Luton, Bedfordshire, LU2 9PF, which sets out the Resolution to be considered at the General Meeting.

Your Board unanimously recommends Shareholders vote AGAINST the Resolution as it does not believe the Resolution is in the best interests of the Company’s Shareholders as a whole. The Board unanimously supports Sir Michael Rake and his significant contribution to the governance and strategy of the Company.

The Board has received written statements from 7 institutional Shareholders, together holding approximately 26.5% of the Company’s issued ordinary share capital and approximately 42.2% of the Company’s issued ordinary share capital that is not controlled by a member of the Haji-Ioannou family, indicating that they support the Board’s recommendation and intend to vote AGAINST the Resolution.

As at 16 July 2012, so far as the Company is aware, EHL controls approximately 26.1% of the Company’s issued ordinary share capital. As well as being a holding vehicle for Sir Stelios Haji-Ioannou, EHL is currently a holding vehicle for his sister, Clelia Haji-Ioannou, and is also the owner of easyGroup IP Licensing Limited, the licensor of the easyJet brand to the Group.

In addition, so far as the Company is aware, another member of the Haji-Ioannou family, Polys Haji-Ioannou, controls approximately 11.1% of the Company’s issued ordinary share capital through a holding vehicle that was not a party to the request for the General Meeting.

See section 3 of Part II of this document on page 6 for more information on the Haji-Ioannou family's interests in easyJet Shares.

Why you should vote against the Resolution

Your Board believes that Shareholders should vote against the Resolution proposed by EHL for the following reasons:

- Sir Michael Rake has made, and continues to make, a very significant contribution to the governance of the Company since his appointment as Chairman on 1 January 2010.
- The Board is committed to good corporate governance and continues to take full account of the skills and other commitments of all its members. The Board and Senior Independent Director keep these under review. In accordance with current best practice, the entire board offers itself for re-election annually at the Company's AGM. The last AGM was on 23 February 2012.
- EHL's actions are part of a continuing campaign to undermine the good governance of your Company and to override normal corporate governance protocols. The Board notes that this is the third time that EHL has issued a statutory request for a general meeting to remove a director of the Company in a period of 11 months. EHL also openly solicited votes against, and voted itself against, the re-election of four Directors at the Annual General Meeting in February 2012, and abstained on the re-election of four other directors, all of whom were re-elected with the support of more than 99% of the votes cast other than those of EHL and other Haji-Ioannou family members. EHL's attempts follow a threat made in public, on 13 July 2011, to remove a "randomly selected" non-executive director.
- Your Company continues to perform well in a very difficult economic environment, as evidenced by the Company's performance in the year ended 30 September 2011. EHL's actions are a significant distraction to management and put the Company's stability and corporate governance at risk.

For these reasons, the Board unanimously supports Sir Michael Rake and his significant contribution to the governance and strategy of the Company and so believes that you should vote against the Resolution proposed by EHL.

Furthermore, contrary to the assertion in EHL's requisition notice, the Board is not aware of any reason, legal or otherwise, why any Shareholder should not vote on the resolution to be put at the meeting.

Action to be taken

If you are a Shareholder, you will find enclosed with this document a Form of Proxy for use at the General Meeting. **Whether you intend to be present at the General Meeting or not, you are asked to complete the Form of Proxy in accordance with the instructions printed thereon and to return it to the Company's registrar, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, as soon as possible and, in any event, so as to arrive not later than 3.00 pm on 9 August 2012.** The procedure for appointing a proxy electronically or through CREST is set out on page 10 (notes 8 and 9). The completion and return of the Form of Proxy will not preclude you from attending the General Meeting and voting in person if you wish to do so. **It is critical that all Shareholders vote and demonstrate their support for the Board.**

Further Information

Your attention is drawn to the additional information set out in Part II of this document. It sets out EHL's letter of 3 July 2012, provides biographical details for Sir Michael Rake and provides more background on the Haji-Ioannou family holdings in the Company. You are advised to read the whole document and not merely rely on the key or summarised information in this letter.

Recommendation

Your Board unanimously recommends that you vote AGAINST the Resolution to be proposed at the General Meeting as it is not, in the Board's opinion, in the best interests of the Company's Shareholders as a whole. Your directors intend to vote AGAINST the Resolution in respect of their own beneficial holdings which amount in aggregate to 149,183 Shares, representing approximately 0.038% of the existing issued ordinary share capital of the Company (excluding Treasury Shares) as at 16 July 2012, being the latest practicable date prior to the publication of this document.

The Board has received written statements from 7 institutional Shareholders, together holding approximately 26.5% of the Company's issued ordinary share capital and approximately 42.2% of the Company's issued ordinary share capital that is not controlled by a member of the Haji-Ioannou family, that they intend to vote AGAINST the Resolution.

Vote now

The Resolution to be proposed at the General Meeting requires a simple majority of votes cast to be in favour for it to be passed. As at 16 July 2012, entities associated with Sir Stelios Haji-Ioannou and his siblings are, so far as the Company is aware, interested in approximately 37.2% of the Company's existing issued ordinary share capital (excluding Treasury Shares). In order to defeat the Resolution, more than 50% of the votes need to be cast against the Resolution. Every single one of your votes counts. The Board urges you to make your opinion heard – **vote AGAINST the Resolution to ensure that it is defeated.**

Yours faithfully

on behalf of the Board

Charles Gurassa

Deputy Chairman and Senior Independent Director

PART II

ADDITIONAL INFORMATION

1. EHL'S LETTER OF 3 JULY 2012 CALLING FOR A SHAREHOLDER VOTE ON THE REMOVAL OF SIR MICHAEL RAKE FROM OFFICE AS DIRECTOR AND CHAIRMAN OF THE COMPANY

3 July, 2012

The Directors
easyJet Plc
London Luton Airport
LU2 9PF

Dear Sirs

Under Section 303 of the Companies Act, easyGroup Holdings Ltd, being a holder of more than 10% of the share capital in easyJet PLC, wishes to call for a Shareholder's Meeting to vote on the removal of Sir Michael Rake ("Rake") as director and Chairman of easyJet PLC for the following reasons:

- 1) We question his ability to hold down his four major public company jobs (BT, Barclays, easyJet and Mc-Graw Hill) following the resignation of the Chairman and CEO of Barclays in the last 24 hours.
- 2) As chairman of the Barclays audit committee, Rake failed to stop or disclose a major scandal at one of Britain's high street banks that has affected the interest payments of millions of ordinary consumers via the manipulation of LIBOR.
- 3) As Barclays deputy chairman, he will be tied up with the inquiries into one of the largest corporate scandals in British history over the next few months. Our company will soon need to take a number of important decisions with regard to executive bonuses, capital expenditure with Airbus and total shareholder returns (such as share buy backs), all of which will not receive adequate attention from Rake.
- 4) I am concerned these issues will generate bad publicity which will affect the easyJet brand which is of great concern to easyGroup as brand licensors.
- 5) Shareholders such as Standard Life which are close to Airbus should not vote on the above resolution.

Yours faithfully

Sir Stelios Haji-Ioannou
For and on behalf of
easyGroup Holdings Limited

2. SIR MICHAEL RAKE'S BUSINESS ROLES

Sir Michael Rake was appointed to the Board of easyJet as Deputy Chairman on 1 June 2009 and became Chairman on 1 January 2010. He is Chairman of BT Group plc, Deputy Chairman and Senior Independent Director of Barclays PLC and a Non-Executive Director of McGraw Hill Inc.

From May 2002 to September 2007, Sir Michael Rake was Chairman of KPMG International. Prior to his appointment as Chairman of KPMG International he was Chairman of KPMG in Europe and Senior Partner of KPMG in the UK.

He stood down as a member of the Financial Reporting Council on 31 December 2011.

3. HAJI-IOANNOU SHAREHOLDINGS IN THE COMPANY

As at 16 July 2012, so far as the Company is aware, EHL and Sir Stelios Haji-Ioannou are interested in 103,153,440 Shares, representing approximately 26.1% of the Company's existing issued ordinary share capital (excluding Treasury Shares).

Neither EHL nor Sir Stelios Haji-Ioannou has any interest in any easyJet Shares pursuant to any share options. The Shares in which Sir Stelios Haji-Ioannou is interested are, so far as the Company is aware, not held directly by Sir Stelios Haji-Ioannou but are held by EHL.

Legal title in 47,954,575 ordinary shares of 25 pence each was transferred to EHL pursuant to a stock transfer dated 13 November 2008. The Company has been advised by Sir Stelios Haji-Ioannou that the transfer took place pursuant to a trust arrangement whereby Clelia Holdings Limited (a holding vehicle for Clelia Haji-Ioannou) retains an economic interest in such shares. As registered holder of the Shares formerly owned by Clelia Holdings Limited, EHL is entitled to exercise the voting rights attached to them.

As at 16 July 2012, so far as the Company is aware, Polys Holdings Limited (a holding vehicle for Polys Haji-Ioannou) holds 43,958,360 Shares, representing approximately 11.1% of the Company's existing issued ordinary share capital (excluding Treasury Shares).

PART III
DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise:

“Board” or “Directors”	the directors of the Company
“Chairman”	the chairman of the Board
“Company” or “easyJet”	easyJet plc
“easyJet Group” or “Group”	the Company and its subsidiary undertakings
“easyJet Shares” or “Shares”	ordinary shares of 27 2/7 pence each in the capital of the Company
“EHL”	easyGroup Holdings Limited, a holding vehicle for Sir Stelios Haji-Ioannou and a company incorporated under the laws of Jersey with registered number 73113 and now registered by way of continuation in the Cayman Islands with effect from 10 September 2008 at Caledonian Trust Company, Caledonian House, #69 Dr Roy’s Drive GT, PO Box 1043, Grand Cayman KY1-1102, Cayman Islands and whose administrative office is at 8&9 Le Ruscino, 14 Quai Antoine 1er, Monaco MC 98000
“Form of Proxy”	the form of proxy accompanying this document for use by Shareholders in connection with the General Meeting
“General Meeting”	the General Meeting to be held at 3.00 pm on 13 August 2012, or any adjournment thereof
“Resolution”	the ordinary resolution to remove Sir Michael Rake from office as director and Chairman of the Company
“Shareholder”	a holder of one or more easyJet Shares; and “Shareholders” shall be construed accordingly
“Treasury Shares”	shares which meet the conditions set out in paragraphs (a) and (b) of subsection 724(5) of the Companies Act 2006

PART IV
easyJet plc

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 3959649)

(the “Company”)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be held at 3.00 pm on 13 August 2012 at Hangar 89, London Luton Airport, Luton, Bedfordshire, LU2 9PF to consider and, if thought fit, pass the following resolution, which will be proposed as an ordinary resolution:

ORDINARY RESOLUTION

1. THAT Sir Michael Rake be and is hereby removed from office as director and Chairman of the Company.

BY ORDER OF THE BOARD
Giles Pemberton
Company Secretary
18 July 2012

Registered Office:
Hangar 89
London Luton Airport
Luton
Bedfordshire LU2 9PF

NOTES

1. To be entitled to attend and vote, whether in person or by proxy, at the General Meeting, Shareholders must be registered in the register of members of the Company at 6.00 p.m. on 9 August 2012 (or, if the meeting is adjourned, at 6.00 p.m. on the date that is two days prior to the adjourned meeting). Changes to entries on the register after this time shall be disregarded in determining the rights of persons to attend or vote (and the number of votes they may cast) at the meeting or adjourned meeting.
2. A Shareholder entitled to attend and vote at the General Meeting may appoint one or more persons (who need not be Shareholders) as his proxy or proxies to exercise all or any of his rights to attend, speak and vote at the General Meeting. A Shareholder can appoint more than one proxy in relation to the General Meeting, provided that each proxy is appointed to exercise the rights attaching to a different share or shares held by him. Completion and submission of an instrument appointing a proxy will not preclude a member from attending and voting in person at the General Meeting.
3. A proxy need not be a member of the Company but must attend the General Meeting in person to represent you. Your proxy could be the Chairman, another director of the Company or another person who has agreed to attend to represent you. Your proxy must vote as you instruct and must attend the General Meeting for your vote to be counted. Details of how to appoint the Chairman or another person as your proxy using the Form of Proxy are set out on the Form of Proxy and in its notes. Appointing a proxy does not preclude you from attending the General Meeting and voting in person on any matters in respect of which the proxy or proxies is or are appointed but in the event that and to the extent that you personally vote your shares, your proxy shall not be entitled to vote and any vote cast by your proxy in such circumstance shall be ignored.
4. A Form of Proxy, which may be used to make this appointment of proxy and give proxy instructions, accompanies this notice. To be valid, the Form of Proxy for use at the General Meeting (i) shall be in writing made under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, under its common seal or under the hand of some officer or attorney or other person duly authorised in that behalf (and the signature on the appointment of proxy need not be witnessed) and (ii) must be received, together with the power of attorney or other authority (if any) under which it is authenticated, or a certified copy of such authority or in some other way approved by the Board, by the Company’s registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, not less than 48 hours before the time appointed for holding the General Meeting, being not later than 3.00 pm on 9 August 2012. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact Equiniti Limited direct on 0871 384 2577. Calls to this number are charged at 8 pence per minute from a BT landline. Other telephone provider costs may vary. The Equiniti overseas helpline number is +44 (0)121 415 7047. Lines are open from 8.30am to 5.30pm Monday to Friday. As an alternative to completing a hard copy Form of Proxy, proxies may be appointed electronically or through CREST in accordance with notes 8 and 9 below.

5. A copy of this notice has been sent for information only to persons who have been nominated by a member of the Company to enjoy information rights under section 146 of the Companies Act 2006 (a “**Nominated Person**”). The rights to appoint a proxy cannot be exercised by a Nominated Person; they can only be exercised by the member. However, a Nominated Person may have a right under an agreement between him and the member by whom he was nominated to be appointed as a proxy for the General Meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.
6. If you are a Nominated Person, you have been nominated to receive general shareholder communications directly from the Company but it is important to remember that your main contact in terms of your investment remains as it was (so the registered member of the Company, or perhaps custodian or broker, who administers the investment on your behalf). Therefore, any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to it in error. The only exception to this is where the Company, in exercising one of its powers under the Companies Act 2006, writes to you directly for a response.
7. To change your proxy instructions you may return a new Form of Proxy using the methods set out above. Please contact the Company’s registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA if you require another Form of Proxy. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two (or more) valid but differing appointments of proxy are received in respect of the same share(s) for use at the same meeting and in respect of the same matter, the one which is last validly received (regardless of its date or of the date of its execution or submission) shall be treated as replacing and revoking the other or others as regards the relevant share(s). If the Company is unable to determine which appointment was last validly received, none of them shall be treated as valid in respect of the relevant share(s).
8. Shareholders who prefer to register the appointment of their proxy electronically via the internet can do so through Equiniti’s website at www.sharevote.co.uk where full instructions on the procedure are given. The Voting ID, Task ID and Shareholder Reference Number printed on the Form of Proxy will be required in order to use this electronic proxy appointment system. Alternatively, Shareholders who have already registered with Equiniti’s online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk and then clicking on the link to vote under their easyJet plc holding details. The on-screen instructions give details on how to complete the appointment process. A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received after 3.00 pm on 9 August 2012.
9. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the General Meeting to be held on 13 August 2012 and any adjournments thereof by utilising the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting 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.
10. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear UK & Ireland (EUI)’s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer’s agent (ID RA19) by 3.00 pm on 9 August 2012 (the latest time for receipt of proxy appointments specified in this notice of general meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer’s agent is 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.
11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. 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(s), 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

12. 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.
13. Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that Shareholders subject all messages to virus checking procedures prior to use. Please note that any electronic communication received by the Company that is found to contain any virus will not be accepted.
14. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the General Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.
15. The Company must cause to be answered at the General Meeting any question relating to the business being dealt with at the General Meeting which is put by a member of the Company attending the General Meeting, except (i) if to do so would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information, (ii) if the answer has already been given on a website in the form of an answer to a question, or (iii) if it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered.
16. Voting on the Resolution will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as Shareholder votes are to be counted according to the number of shares held. As soon as practicable following the General Meeting, the results of the voting at the General Meeting and the numbers of proxy votes cast for and against and the number of votes actively withheld in respect of the Resolution will be announced via a Regulatory Information Service and also placed on the Company's website: www.easyJet.com.
17. As at 16 July 2012 (being the latest practicable date prior to the publication of this document), the Company's issued share capital consists of 395,499,395 ordinary shares, carrying one vote each. No shares are held in treasury.
18. The following information is, or will be, available on the Company's website (www.easyJet.com): (i) the contents of this notice of general meeting; (ii) the total numbers of (a) shares in the Company, and (b) shares of each class, in respect of which members of the Company are entitled to exercise voting rights at the General Meeting; (iii) the totals of the voting rights that members of the Company are entitled to exercise at the General Meeting in respect of the shares of each class; and (iv) any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice.
19. You may not use any electronic address provided in this notice of general meeting to communicate with the Company for any purposes other than those expressly stated.

