

**THIS NOTICE CONTAINS IMPORTANT INFORMATION THAT IS OF INTEREST TO THE BENEFICIAL OWNERS OF THE SUBJECT SECURITIES. THE INFORMATION CONTAINED HEREIN MAY NOT BE PUBLICLY AVAILABLE AND MAY BE MATERIAL, PRICE SENSITIVE INFORMATION. IF BENEFICIAL OWNERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD SEEK THEIR OWN FINANCIAL AND LEGAL ADVICE, INCLUDING AS TO ANY TAX CONSEQUENCES, IMMEDIATELY FROM THEIR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL OR LEGAL ADVISER.**

**IF APPLICABLE, ALL DEPOSITORIES, CUSTODIANS AND OTHER INTERMEDIARIES RECEIVING THIS NOTICE ARE REQUESTED TO EXPEDITE THE RE-TRANSMITTAL TO BENEFICIAL OWNERS OF THE SECURITIES IN A TIMELY MANNER.**

**IF YOU HAVE RECENTLY SOLD OR OTHERWISE TRANSFERRED YOUR ENTIRE HOLDING(S) OF NOTES, YOU SHOULD IMMEDIATELY FORWARD THIS DOCUMENT TO THE PURCHASER OR TRANSFEREE OR THE STOCKBROKER, BANK OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR TRANSMISSION TO THE PURCHASER OR TRANSFEREE.**

23 January 2018

**AIR BERLIN PLC**  
(the "Issuer")

**€170,000,000 6.75 per cent. Fixed Rate Notes due 2019**

**(ISIN XS1051719786)**

(the "Euro Notes")

**CHF100,000,000 5.625 per cent. Fixed Rate Notes due 2019**

**(ISIN XS1051723895)**

(the "CHF Notes" and, together with the Euro Notes, the "Notes")

#### **FURTHER NOTICE TO NOTEHOLDERS**

This notice is being issued by BNP Paribas Trust Corporation UK Limited as Trustee (the "**Trustee**") for the holders of the Notes which are constituted by a Trust Deed dated 9 May 2014 (the "**Trust Deed**") between the Issuer and the Trustee. This notice is issued further to the Notice of Event of Default issued by the Trustee on 10 November 2017, the Notice of Opening of Insolvency Proceedings issued by the Trustee on 17 November 2017 and the Further Notice to Noteholders issued by the Trustee on 17 January 2018.

Noteholders' attention is drawn to the creditors' meeting to be held on **Thursday, 25 January 2018 at 10:00 a.m.** at Convention Hall II, Sonnenallee 225, 12057 Berlin, Estrel Congress Center, Germany (the "**Creditors' Meeting**"). Please refer to the decision by the District Court of Charlottenburg dated 1 November 2017 for a detailed agenda of the Creditors' Meeting. This can be viewed at <https://beta.companieshouse.gov.uk/company/05643814/filing-history>.

Capitalised terms used in this notice and not defined in this notice shall have the meanings as set out in the Trust Deed.

#### ***No Further action by Trustee:***

Having requested Noteholders holding the requisite proportion of Notes to contact the Trustee by no later than 12 January 2018 to provide indemnification and/or security and/or prefunding to the Trustee's satisfaction and their instructions as to what actions (if any) such Noteholders require the Trustee to take in relation to the Events of Default and/or insolvency proceedings, the Trustee hereby informs Noteholders that no such indemnity

and/or security and/or prefunding or instructions from holders of the requisite proportion of Notes have been received.

As previously indicated, the Trustee does not presently intend to attend the Creditors' Meeting in the absence of the requisite request from Noteholders in accordance with the Conditions and the Trust Deed and indemnification and/or security and/or prefunding to its satisfaction.

**Noteholder queries:** Any Noteholder with queries in relation to this notice is invited to verify its holding to the Trustee and contact the Trustee, in each case as set out below. Noteholders wishing to contact other Noteholders to seek further information or discuss giving directions to the Trustee should also contact the Trustee using the contact details below.

Noteholders at a European depository should contact their custodian and direct it to have Euroclear/Clearstream send a SWIFT to BNP Paribas Securities Services, Luxembourg Branch (PARBLULL) as Principal Paying Agent (attention: LUX OST DOMICILIEES) disclosing:

1. ISIN
2. Account no.
3. Participant name
4. Nominal amount; and
5. Beneficial holder details (including email address)

Beneficial holders may also direct the Trustee but they must first direct their custodian to arrange for Euroclear or Clearstream, Luxembourg to send a Disclosure SWIFT to the Principal Paying Agent and for the Notes held by the custodian for the beneficial holder to be blocked in the clearing systems if the Disclosure SWIFT does not do so. The Trustee will also require proof of the beneficial ownership of the Notes before taking any action based on any such direction from the Beneficial Holders.

**It is imperative that Noteholders follow the above procedures when identifying themselves to the Trustee and in the event they wish to provide the Trustee with instructions. Any Noteholder who is unsure how to verify and/or block their holding of Notes is urged to contact their custodian.**

**Contacts:** Noteholders who have any queries regarding this notice or who wish to disclose their holding and/or provide instructions and indemnification/prefunding and/or security may contact the Trustee at:

Address: BNP Paribas Trust Corporation UK Limited  
10 Harewood Avenue  
London  
NW1 6AA

Attention: The Directors  
Fax: + 44 20 7595 5078  
e-mail: trustee.london@bnpparibas.com

**The Trustee provides the information above for the information of Noteholders, but makes no representation as to the accuracy or completeness thereof and cannot accept any liability for any loss caused by any inaccuracy therein. The Trustee makes no recommendations and gives no legal or investment advice herein or as to the Notes generally. Noteholders should take and rely on their own independent legal and financial advice, and may not rely on advice or information provided to the Trustee, statements as to the legal position included in notices issued by the Trustee relating to the Notes or otherwise or the views of the Trustee expressed herein or otherwise.**

This notice is given by

**BNP Paribas Trust Corporation UK Limited**  
in its capacity as Trustee