

Alliance Aviation Services Limited

ACN 153 361 525
ASX code AQZ

Notice of Annual General Meeting

Notice is hereby given that the 2017 Annual General Meeting (AGM) of Alliance Aviation Services Limited (the company) will be held:

Date: Thursday 2nd November 2017
Time: 10:00am (AEST)
Venue: PricewaterhouseCoopers
480 Queen Street
Brisbane, Queensland

An Explanatory Memorandum containing information in relation to each of the Resolutions to be put to the Meeting accompanies this Notice.

AGENDA

1. Consideration of Reports

To receive and consider the Financial Report for the year ended 30 June 2017 and the reports of the Directors and the independent Auditors as set out in the 2017 Annual Report.

2. Re-election of Director – Stephen John Padgett

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That Stephen Padgett, being a non-executive director of the company who retires by rotation under rule 8.1(f) of the company’s constitution, and being eligible, is re-elected as a Director of the company.”

3. Adoption of Remuneration Report

To receive and consider the Remuneration Report for the year ended 30 June 2017 and, if thought fit, to pass the following resolution as a non-binding resolution:

“That, pursuant to and in accordance with section 250R(2) of the Corporations Act, the Remuneration Report contained within the Directors’ Report for the financial year ended 30 June 2017 be adopted.”

Note: the vote on this resolution is advisory only and does not bind the Directors of the company.

4. Issue of Rights to Managing Director and Executive Director

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That for all purposes, including ASX Listing Rule 10.14, Shareholders approve and authorise the Directors to grant 139,302 performance rights in the company to the Managing Director, Scott McMillan and 101,792 performance rights in the company to the Executive

Director, Lee Schofield, and to allot and issue Shares on the vesting of these performance rights pursuant to the company's Long Term Incentive Plan as summarised in the Explanatory Memorandum accompanying this notice."

By Order of the Board

A handwritten signature in dark ink, appearing to read 'M. B.', with a stylized flourish extending from the end.

Marc Robert Devine
Company Secretary

29 September 2017

Notes

1. Explanatory Memorandum to Shareholders

Shareholders are referred to the Explanatory Memorandum to Shareholders accompanying and forming part of this Notice of Meeting.

2. Entitlement to Attend and Vote

The Company may specify a time, not more than 48 hours before the Meeting, at which a “snap-shot” of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Annual General Meeting.

Under regulation 7.11.37 of the *Corporations Regulations 2001* the Company's Directors have determined that all Shares of the Company that are quoted on ASX at 7:00pm (Australian Eastern Standard Time) on 31 October 2017 shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the Shares at that time.

3. Attending the Meeting

Shareholders are requested to bring their personalised Voting Form with them as it will help in registering attendance at the meeting.

If Shareholders are not able to present their Voting Forms prior to the meeting they will still be able to attend the meeting but will need to be able to verify their identity. Registration will commence from 9.00am (Australian Eastern Standard Time) on the day of the meeting.

4. Proxies

A Shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the shareholder. A proxy need not be a shareholder and can be either an individual or a body corporate. If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; and

- provides satisfactory evidence of the appointment of its corporate representative.

If such evidence is not received at least 48 hours before the meeting (10.00am (Australian Eastern Standard Time) 31 October 2017), then the body corporate (through its representative) will not be permitted to act as a proxy.

A shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes.

A Proxy Form accompanies this Notice and to be effective must be received at the company's corporate registry:

Alliance Aviation Services Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1253
Australia

Or by facsimile: 02 9287 0309

Or online via: www.linkmarketservices.com.au

Or by hand:

Link Market Services Limited
1A Homebush Bay Drive
RHODES NSW 2138.

by no later than 10.00am (Australian Eastern Standard Time) on 31 October 2017.

If a Shareholder appoints a proxy they may also still attend the meeting. The appointment of the proxy is not revoked by a Shareholder attending and taking part in the meeting, but if the Shareholder also votes on a resolution, the proxy is not entitled to vote on that same resolution.

The Chairman of the meeting intends to vote all available proxies in favour of all of the proposed resolutions.

5. Voting Exclusions

Resolution 3 - Remuneration Report

The *Corporations Act 2001* (**Corporations Act**) restricts members of the key management personnel (**KMP**) of the company and their closely related parties from voting in

relation to Resolution 3 in certain circumstances.

'Closely related party' is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by a member of the KMP.

The company will disregard any votes cast (in any capacity) on the proposed resolution in Resolution 3 by or on behalf of:

- a member of the KMP (being the directors and the KMP as disclosed in the Remuneration Report which forms part of the company's annual report for the year ended 30 June 2017); and
- a closely related party of those persons (such as close family members and any companies the person controls).

However, the company need not disregard a vote if it is cast:

- as proxy for a person entitled to vote in accordance with a direction on the proxy form; or
- by the Chairman of the meeting as proxy pursuant to an express authorisation to exercise the proxy.

What this means for security holders:

KMP (such as one of the Directors) will not be able to vote a Shareholder proxy on Resolution 3, unless the Shareholder has directed them how to vote, or, in the case of the Chairman, unless the Shareholder expressly authorises him to do so.

If a Shareholder intends to appoint a member of the KMP (other than the Chairman) as their proxy, please ensure that the Shareholder directs them how to vote on Resolution 3 by following the instructions on the proxy form.

If a Shareholder intends to appoint the Chairman of the Meeting as their proxy they can direct him how to vote by marking the boxes for Resolution 3 (for example if the Shareholder wishes to vote against or abstain from voting). If there is no direction on how to vote, by submitting the proxy form, the Shareholder expressly authorises him to exercise the proxy in respect of Resolution 3 even though it is connected to the remuneration of members of KMP (in which case the Chairman of the Meeting will vote in favour of this item of business).

Resolution 4 - Issue of Rights to Managing Director and Executive Director

The Company will disregard any votes cast on this Resolution 4 by Mr McMillan and Mr Schofield and any of their associates.

However, the Company need not disregard a vote on this Resolution if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. Enclosures

Enclosed with this Notice of Meeting are:

1. Explanatory Memorandum to Shareholders; and
2. Shareholder Voting/ Proxy Form to be completed if the Shareholder is unable to attend the annual general meeting and would like to be represented by a proxy.

Alliance Aviation Services Limited
ACN 153 361 525
ASX code AQZ

2017 Annual General Meeting (AGM)

Explanatory Memorandum to Shareholders

This Explanatory Memorandum to Shareholders is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

The Directors of the Company recommend Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

The following information should be noted in respect of the various matters contained in the accompanying Notice.

Ordinary Business

1. Consideration of Reports

The *Corporations Act 2001* (Corporations Act) requires:

- the reports of the directors and auditors; and
- the annual financial report, including the financial statements of the company for the year ended 30 June 2017,

to be laid before the AGM. The Corporations Act does not require a vote of shareholders on the reports or statements.

Shareholders will be given a reasonable opportunity to raise questions or comments on the management of the company.

Shareholders will also be given a reasonable opportunity to ask the company's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

2. Re-election of Director – Stephen Padgett

The requirements for the rotation of Directors are prescribed by the ASX Listing Rules and the company's constitution.

Accordingly, Mr Stephen Padgett will retire and offer himself for re-election in accordance with those requirements.

Mr Padgett was a founding shareholder and inaugural chairman of the entities formed in 2002

which were the predecessors of the Alliance Aviation Services group.

Mr Padgett has extensive aviation experience having previously been the Managing Director and Principal of Aeromil Pacific Pty Ltd an aviation business formed in 1980 involved in aircraft sales, corporate charter, aircraft maintenance, pilot training and aviation consultancy.

Mr Padgett was actively involved in the Initial Public Offering (IPO) of Alliance Aviation Services Limited and has served as the inaugural Chairman since the IPO on 20 December 2011.

He is a Director and life member of the Regional Aviation Association of Australia, Chairman of the Australian Aviation Hall of Fame and a member of the National Council for the (RAAF) Air Force Cadets.

Mr Padgett is currently Chairman of the Board, a member of the Nomination and Remuneration Committee and a member of the Audit Committee.

The Board (with Stephen Padgett abstaining) unanimously recommends that shareholders vote in favour of the re-election of Mr Stephen Padgett.

The Chairman of the meeting intends to vote all available proxies in favour of this resolution.

3. Adoption of Remuneration Report

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. However, such a

resolution is advisory only and does not bind the Directors or the Company.

The remuneration report is set out on pages 13 - 21 of the company's annual report dated 30 June 2017. The Annual Report is available on the company's website www.allianceairlines.com.au.

The purpose of this report is to:

- describe the relationship between the company's remuneration policy and the company's performance; and
- detail the remuneration arrangements for each director of the company and other key management personnel.

The vote on the Remuneration Report is 'advisory' only and will not bind the company or the directors, as stipulated within the Corporations Act. However, the company takes the views of the shareholders on this point seriously, particularly when developing future remuneration policies.

Executive remuneration policy and framework

In determining executive remuneration, the board aims to ensure that remuneration practices are:

- competitive and equitable;
- aligned with the long-term interests of the group;
- incentives are challenging and linked to the creation of sustainable shareholder returns, and;
- termination benefits are justified and appropriate.

For voting exclusions applicable to this resolution please refer to Note 5 of the Notice of Meeting.

The Board unanimously recommends that the shareholders vote in favour of Resolution 3.

The Chairman of the meeting intends to vote all available proxies in favour of adopting the Remuneration Report.

4. Approval of issue of Performance Rights to Mr Scott McMillan and Mr Lee Schofield

Resolution 4 seeks Shareholder approval for the grant of up to 139,302 Performance Rights to the Managing Director Mr Scott McMillan and the granting of up to 101,792 Performance Rights to Executive Director Mr Lee Schofield pursuant to Alliance Aviation Services Limited Long Term Incentive Plan (LTI Plan) and otherwise on the terms and conditions set out below and included as Attachment A which forms part of the Notice of Meeting.

New Performance Incentive Plan

The Company has continued to review its long-term performance plan to make sure that it reflects a balance between the views of the investment community and aligning Management incentives and financial reward with broader shareholder value.

Adjustments have been made to the remuneration framework to ensure that the Directors and Key Management are focused on sustaining the shareholder value that has been created and growing Shareholder value in future periods.

The Board's guiding principles of the ongoing review are that the Company's remuneration scheme should:

- ensure that executive remuneration is fair, market-based, and sufficient to attract and retain a strong leadership team; and
- be weighted more towards an equity based incentive which better supports the business strategy, and the shareholding is required to be held for a period to ensure alignment with long-term performance and Shareholders' interests.

The outcome of this review means that the previous executive remuneration structure has been simplified by combining the features of the existing Short Term Incentive (STI) and Long Term Incentive (LTI).

The new plan has resulted in a blended incentive framework which consists of two key elements:

- fixed annual remuneration
- performance incentive remuneration.

Performance Incentive Plan

The Performance Incentive Plan provides the Managing Director and Executive Director a target incentive component of 30% of their fixed annual remuneration (FAR) (50% for stretch targets). The incentive components will be assessed against a scorecard of key business performance indicators.

60% of the Performance Incentive will be delivered via a grant of Performance Rights and

40% by way of a cash bonus.

(Previously this was allotted as a 33% equity and 67% cash incentive).

The number of performance rights proposed to be granted is calculated as follows:

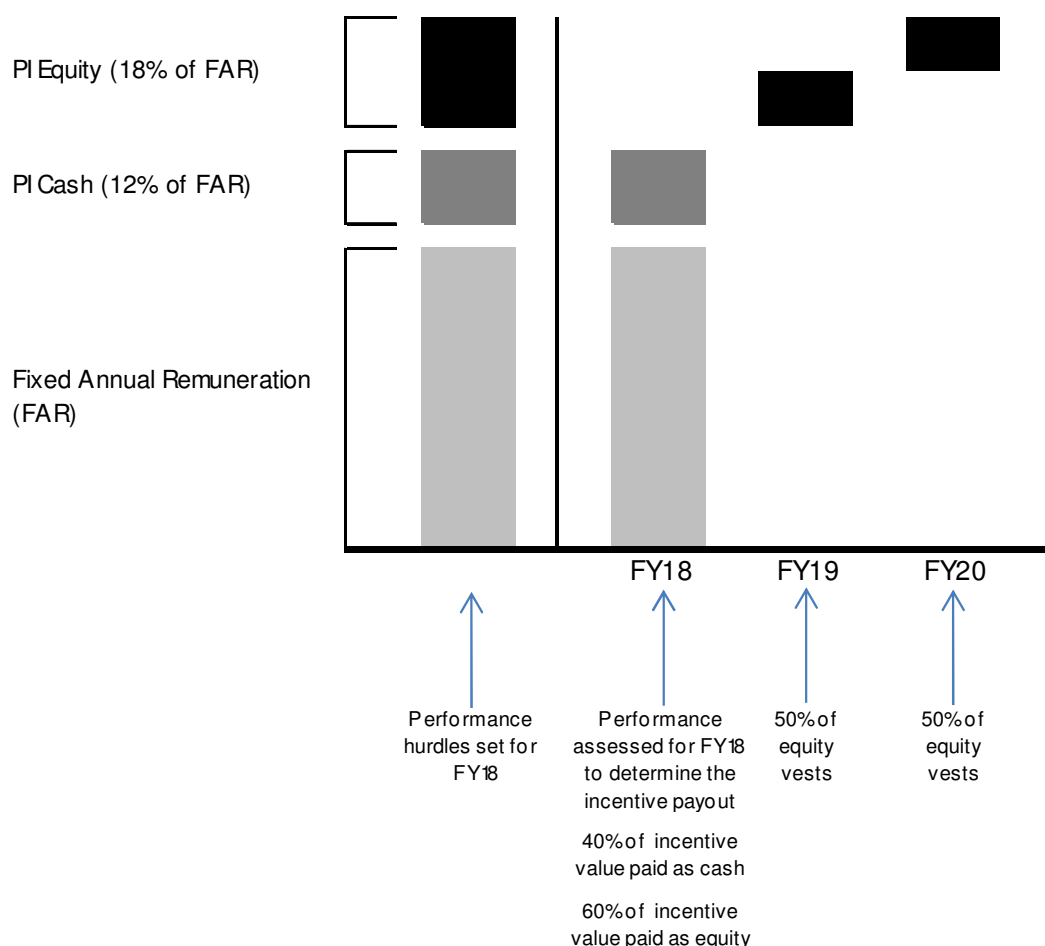
- Total potential incentive remuneration (including Stretch) – 50% of FAR
- Equity portion of incentive – 60%

Therefore total potential equity incentive is 30% of total FAR.

The calculated value from above is then divided by the VWAP for the 5 business days from 1 September 2017 to give the total potential performance rights.

Summary of the Performance Incentive Structure

The diagram below illustrates the operation of the Performance Incentive structure for the Managing Director and Executive Director:
(based on no stretch target being achieved)



Listing rule requirements

Listing Rule 10.14 provides that a company must not permit a director to acquire securities under an employee incentive scheme (such as the Executive LTI Plan) without the prior approval of holders of ordinary securities.

Although the Company could purchase the shares on-market upon vesting, approval is being sought to allow the Company the flexibility to either issue new shares or to purchase on-market for allocation to Mr Scott McMillan and Mr Lee Schofield upon vesting of the rights and on the assumptions that all conditions have been met.

Accordingly, under Resolution 4, approval is sought for the issue of the Performance Rights and Shares upon the vesting of the Performance Rights to Mr Scott McMillan and Mr Lee Schofield.

Listing Rule 10.15 requires the following information to be included in this Notice:

- a) The Performance Rights will be granted to the Managing Director, Mr Scott McMillan and Executive Director, Mr Lee Schofield.
- b) Subject to receipt of shareholder approval, the Board intends to grant the performance rights shortly after the Meeting and in any event, no performance rights will be issued under this approval later than 12 months after the date of the Meeting. The rights will be granted using the allocation methodology as outlined above and in Attachment A.
- c) The rights will be granted at no cost to Mr McMillan or Mr Schofield. Subject to the vesting conditions over the vesting period, as outlined in Attachment A, upon vesting each right will entitle Mr McMillan and Mr Schofield to one ordinary share in Alliance Aviation Services Limited.
- d) Alliance previously issued performance rights to Mr McMillan which were approved at the General Meeting of shareholders on 18 October 2012. None of these performance rights vested.
- e) At the Annual General Meeting held on 27 October 2016, Shareholder approval was given for the granting of performance rights to Mr McMillan (108,972) and Mr Schofield (79,628) with no consideration payable. No other Director of the Company (or their associates) has been issued with performance rights under the LTI Plan.

- f) Full details of Mr McMillan's and Mr Schofield's Shares and Rights are set out in the Company's 2017 Annual Report.
- g) There have been no loans granted to Mr McMillan or Mr Schofield in relation to the acquisition of these performance rights.
- h) For voting exclusions applicable to item 4, please refer to page 3 of this Notice of Meeting.

Attachment A provides further details about the Performance Rights.

Recommendation

The Board (excluding Mr McMillan and Mr Schofield) recommends that Shareholders vote in favour of this Resolution 4 to approve the issue of up to 139,302 Performance Rights to Mr McMillan and 101,792 Performance Rights to Mr Schofield.

Attachment A

The following table outlines the key terms of the Performance Incentive plan as agreed by the Board of Directors and effective from 1 July 2017. The rules referred to in the table are extracts from the Alliance Aviation Services Limited Long Term Incentive Plan as disclosed to the ASX in December 2011.

Performance Incentive Structure	Incentive split between cash (40%) and performance rights (60%) (being a right to receive one ordinary share).
Performance Incentive Quantum	Managing Director – Mr Scott McMillan – 30% of total Fixed Annual Remuneration (FAR) Executive Director – Mr Lee Schofield – 30% of total Fixed Annual Remuneration (FAR) There is an opportunity for an increase of 20% if stretch targets (exceptional performance) are achieved.
Grant date and allocation methodology	Performance Incentive plan allocated on an annual basis. Performance rights will be granted at the start of each 12 month performance period (i.e. financial year) (subject to Shareholder approval) The allocation methodology is as follows: <ol style="list-style-type: none"> 1. The value of the equity portion of the performance incentive is calculated. 2. The number of Performance Rights to be granted is calculated by dividing the maximum possible equity incentive award dollar value (i.e. include stretch targets) by a 5 day average VWAP from around the time of the grant date; and 3. The total number of Performance Rights are granted post shareholder approval and will vest subject to achievement of the required Key Performance Indicators (KPI).
Performance Period	Performance is assessed over the financial year – for this incentive plan allocation the financial year ends 30 June 2018.
Performance Criteria	Performance will be assessed over a 12-month period against a scorecard of KPI's determined by the Board. These KPI's will include a majority of financial metrics (50% or more together with a small number of operational metrics).
Performance Rights Vesting Conditions	Once Performance Rights become performance qualified, on assessment against the KPI targets, there are no further performance based vesting conditions. Any Performance Rights which do not vest due to the holder not meeting the KPI targets will lapse. For performance qualified Performance Rights, vesting is based purely on service i.e. for Performance Rights to vest the participant must remain continuously employed by the Company at each vesting date. The vesting schedule is as follows: <ul style="list-style-type: none"> • 50% of the Rights will vest on the later of 15th August 2019 or the date on which the Company's unqualified FY19 Financial Statements are released to the ASX. • 50% of the Rights will vest on the later of 15th August 2020 or the date on which the Company's unqualified FY20 Financial Statements are released to the ASX. Should the Financial Statements be released on a "qualified" basis the rights will not vest.
Exercise of Rights	The Rights will be deemed exercised on the date of provision of the Vesting and Confirmation Notice or, if the individual is not permitted to trade securities under the Company's Securities Trading Policy on such date, the first subsequent day that the individual is permitted to trade such securities.
Exercise Price	Nil.
Delivery of Resulting	The Rights will be equity settled only, and not cash settled. As soon as practicable after the valid

Shares	<p>exercise of the Right the Company will arrange for the participant to receive the requisite number of Resulting Shares.</p> <p>The Company may fulfil a validly exercised Right by:</p> <ul style="list-style-type: none"> - issuing Shares to the individual; - purchasing the Shares 'on-market' for the purposes of the Corporations Act and Listing Rule 10 (whether such Shares are then transferred or held within an Employee Share Trust for the individual); or <p>a combination of the two above methods.</p>
Lapse of Rights	<p>Rule 2.4 of the Rules sets out when the Rights may lapse. A Right will lapse upon the earliest to occur of:</p> <ul style="list-style-type: none"> a) the Right lapsing in accordance with a provision of rule 5, 6, 8 or 9 (refer below); and b) failure to meet a Vesting Condition or any other condition applicable to the Right within the prescribed period. <p>A summary of when the individual may be required to forfeit their Rights is set out below.</p> <ul style="list-style-type: none"> • Rule 5 – Prohibited dealings: Where, in the opinion of the Board, a Participant deals with an LTI Security in contravention of rule 5(a), the Right will lapse; • Rule 6 – Preventing inappropriate benefits: Where, in the opinion of the Board, a Participant has: <ul style="list-style-type: none"> a) acted fraudulently or dishonestly; or b) done an act which has brought the Company into disrepute; or c) is in breach of his/her obligations to the Group; or d) is convicted of an offence in connection with the affairs of the Group; or e) has a judgment entered against him or her in any civil proceedings in respect of the contravention by the Participant of his or her duties at law, in equity or under statute. <p>The Board may determine that any;</p> <ul style="list-style-type: none"> a) unvested Rights held by the Participant; and/or b) Shares allocated upon Vesting of Rights; <p>Will lapse or be deemed to be forfeited (as the case may be).</p> <ul style="list-style-type: none"> • Rule 8 – Cessation of employment: Unless the Board determines otherwise, where a Participant ceases to be an employee of the Group all of a Participant's unvested Rights will lapse subject to the Rules. <p>The Board in its discretion may determine within 4 months of a Participant ceasing employment that some or all of a Participant's Rights, as applicable:</p> <ol style="list-style-type: none"> 1. Lapse; 2. Vest; 3. Are only exercisable for a prescribed period and will otherwise lapse; and/or 4. Are no longer subject to some of the restrictions (including any Vesting Condition) that previously applied, as a result of the Participant ceasing employment. <p>Rule 9 – Takeover, Scheme of Arrangement and Winding-Up: Unless the Board determines</p>

	<p>otherwise, where an event occurs as described in rule 9, the Board may in its absolute discretion determine that all or a specified number or proportion of a Participant's unvested Rights Vest, having regard to all relevant circumstances (including the extent to which any applicable Vesting Conditions have been met).</p>
Disposal restrictions - Rights	<p>The Rights may not be disposed of unless the Board in its absolute discretion so approves the disposal or the relevant disposal is effected by force of law on death or legal incapacity to the Participant's personal representative.</p>
Disposal restrictions - Shares	<p>The Participants are able to trade their Shares once issued by the company to the participant, subject to the Company's Securities Trading Policy and applicable laws.</p>
Takeover, Scheme of Arrangement and Winding up	<p>Rule 9 sets out how the Rights will be dealt with in the event of a Takeover, Scheme of Arrangement or Wind Up. Under Rule 9 the Board has the discretion to determine the manner in which unvested Rights will be treated, which may include determining that all or a specified portion of the unvested Rights will vest.</p> <p>Under Rule 9.3 if an Acquiring Company obtains control of the Company, the Company, the Acquiring Company and the participant may agree that upon Vesting of the Rights that the Participant will be provided with shares of the Acquiring Company or its parent in lieu of Shares, on substantially the same terms and subject to substantially the same conditions as the Shares.</p>
Adjustment of Rights	<p>Rule 10 of the Rules sets out how the Rights will be adjusted upon:</p> <ul style="list-style-type: none"> • a reconstruction of the issued capital in the Company (including any subdivision, consolidation, reduction or cancellation of such issued capital); • a bonus issue of Shares; and • a rights issue.
Employee Share Trust	<p>Any Shares issued or allocated to the participant on Vesting of the Rights may be held via an Employee Share Trust.</p>

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Alliance Aviation Services Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Alliance Aviation Services Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY



the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEST) on Thursday, 2 November 2017 at PricewaterhouseCoopers – Level 23, 480 Queen Street, Brisbane, QLD 4000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 3 and 4: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 3 and 4, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

For Against Abstain*

2 Re-election of Director –
Stephen John Padgett

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Adoption of Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Issue of Rights to Managing Director
and Executive Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEST) on Tuesday, 31 October 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Alliance Aviation Services Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**