

Alliance Aviation Services Limited

ACN 153 361 525

ASX code AQZ

Notice of Annual General Meeting

Notice is hereby given that the 2014 Annual General Meeting (AGM) of Alliance Aviation Services Limited (the company) will be held:

Date: Tuesday 14 October 2014

Time: 11:30am (AEST)

Venue: PricewaterhouseCoopers
Level 15, Riverside Centre
123 Eagle Street
Brisbane, Queensland

ITEMS OF BUSINESS

1. Consideration of Reports

To receive and consider the financial report, directors' report and the independent auditors' report for the company for the year ended 30 June 2014.

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

"That the remuneration report for the year ended 30 June 2014 be adopted."

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

By Order of the Board



Matthew Dyer
Company Secretary
15 September 2014

Notes

1. Explanatory Memorandum

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

2. Entitlement to Vote

It has been determined that under regulation 7.11.37 of the *Corporations Regulations 2001*, for the purposes of the annual general meeting, shares will be taken to be held by the persons who are the registered holders at 7:00pm (Australian Eastern Daylight Savings Time) on 10 October 2014. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

3. Attending the Meeting

Please bring your personalised Voting Form with you as it will help you to register your attendance at the meeting.

If you do not bring your Voting Form with you, you will still be able to attend the meeting but you will need to be able to verify your identity. You will be able to register from 11.00am (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 (11.30am (Australian Eastern Standard Time) 12 October 2014), 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 11.30am (Australian Eastern Standard Time) on 12 October 2014.

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2014 Annual General Meeting (AGM)

Explanatory Memorandum to Shareholders

This Explanatory Memorandum has been prepared to help shareholders understand the business to be put to shareholders at the AGM.

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 2014,

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.

If you wish to put questions to the Chairman or the auditor you are encouraged to use the attached AGM Question Form which should be returned to Link Market Services as set out on the form by 5.00pm (Australian Eastern Standard Time) Wednesday 8 October 2014. This is to allow time to collate questions and prepare answers.

2. Re-election of Director – Stephen John Padgett

The requirements for the rotation of directors are prescribed by the ASX Listing Rules and the company's constitution. The directors have agreed that 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 being 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.

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 Stephen Padgett.

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

3. Adoption of Remuneration Report

The remuneration report is set out on pages 13-20 of the company's annual report dated 30 June 2014. 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.

If you appoint a proxy, you may still attend the meeting. The appointment of the proxy is not revoked by you attending and taking part in the meeting, but if you vote on a resolution, the proxy is not entitled to vote as your proxy on that resolution.

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

5. Voting Exclusion

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 2014); 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 your proxy on Resolution 3, unless you direct them how to vote, or, in the case of the Chairman, unless you expressly authorise him to do so.

If you intend to appoint a member of the KMP (other than the Chairman) as your proxy, please ensure that you direct them how to vote on Resolution 3 by following the instructions on the proxy form.

If you intend to appoint the Chairman of the Meeting as your proxy, you can direct him how to vote by marking the boxes for Resolution 3 (for example if you wish to vote against or abstain from voting). If you do not direct him how to vote, by submitting the proxy form, you expressly authorise 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).

6. Enclosures

Enclosed with this Notice of Meeting are:

1. Explanatory Memorandum to Shareholders;
2. Shareholder Voting/ Proxy Form to be completed if you are unable to attend the annual general meeting and would like to be represented a proxy; and
3. AGM Question Form to be completed if you would like a specific question to be addressed by the Chairman or Auditor.



Alliance Aviation Services Limited

ACN 153 361 525

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: 02 9287 0309



All enquiries to: Telephone: 1300 554 474

PROXY FORM

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

STEP 1

APPOINT A PROXY

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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 (excluding the registered shareholder) you are appointing as your proxy.

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 vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the Annual General Meeting of the Company to be held at 11:30am on Tuesday, 14 October 2014 at PricewaterhouseCoopers, Level 15, Riverside Centre, 123 Eagle Street, Brisbane, Queensland 4000 (the Meeting) and at any postponement or adjournment of the Meeting.

I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

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 ☒

STEP 2

VOTING DIRECTIONS

Resolution 2

Re-election of Director - Stephen John Padgett

For Against Abstain*

☐☐☐

Resolution 3

Adoption of Remuneration Report

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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.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

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).

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HOW TO COMPLETE THIS 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 a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the Meeting.

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 11:30am on Sunday, 12 October 2014, 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:

02 9287 0309



by hand:

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

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.



Alliance Aviation Services Limited

ACN 153 361 525

LODGE YOUR QUESTIONS



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: 02 9287 0309



All enquiries to: Telephone: 1300 554 474

Please use this form to submit any questions about Alliance Aviation Services Limited ("the Company") that you would like us to respond to at the Company's 2014 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registrar, Link Market Services Limited, by **Wednesday, 8 October 2014**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

Question(s)

My question relates to *(please mark the most appropriate box)*

- | | | |
|-----------------------------------------------------------|------------------------------------------------------------|---------------------------------------------|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> A resolution being put to the AGM | <input type="checkbox"/> General suggestion |
| <input type="checkbox"/> Remuneration Report | <input type="checkbox"/> Sustainability/Environment | <input type="checkbox"/> Other |
| <input type="checkbox"/> My question is for the auditor | <input type="checkbox"/> Future direction | |

- | | | |
|-----------------------------------------------------------|------------------------------------------------------------|---------------------------------------------|
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