



Alliance Aviation Services Limited
A.C.N. 153 361 525

PO Box 1126
EAGLE FARM QLD 4009

Telephone
+61 7 3212 1212

Facsimile
+61 7 3212 1522

www.allianceairlines.com.au

Alliance Aviation Services Limited

ACN 153 361 525

ASX code AQZ

Notice of Annual General Meeting

Notice is hereby given that the 2016 Annual General Meeting (AGM) of Alliance Aviation Services Limited (the company) will be held:

Date: Thursday 27 October 2016

Time: 09:00am (AEST)

Venue: PricewaterhouseCoopers
Level 23
480 Queen 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 2016.

2. Re-election of Director- David Crombie

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

"That David Crombie, 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. Issue of Rights to Managing Director and CEO

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, the award of 108,972 rights in the company to the Managing Director, Scott McMillan and 79,628 rights in the company to the Executive Director, Lee Schofield, pursuant to the company's Long Term Incentive Plan and in the terms summarised in the Explanatory Memorandum to this Notice of Annual General Meeting, be approved."

4. 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 2016 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

A handwritten signature in black ink, appearing to read 'M Dyer', enclosed within a thin black rectangular border.

Matthew Dyer
Company Secretary
27 September 2016

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 25 October 2016. 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 8.30am (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 (9.00am (Australian Eastern Standard Time) 25 October 2016), 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 12.00am (Australian Eastern Standard Time) on 25 October 2016.

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 2016); 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
ASX code AQZ

2016 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 2016,

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) Thursday 20 October 2016. This is to allow time to collate questions and prepare answers.

2. Re-election of Director – David Crombie

The requirements for the rotation of directors are prescribed by the ASX Listing Rules and the company's constitution. David Crombie has offered to retire from the Board and offer himself for re-election. His re-election as Director is supported strongly by the Chairman and all other Directors of the Company.

Mr Crombie has extensive experience in the agricultural industry founding GRM International

a company managing development projects in Australia and overseas. He is currently a Director of Australian Agricultural Company Limited, Barrack Street Investments and the GRM Futures Group. Mr Crombie has been a Director of Alliance Aviation Services Limited since before its listing and has been a key part of the transition of the Alliance Group.

He has previously held the following positions:

- Meat and Livestock Australia - Chairman
- National Farmers Federation - President
- Australian Rugby Union - President
- Foodbank Queensland - Director
- Export Finance and Insurance Corporation - Director
- Rosewood Station Pty Ltd - Director

Mr Crombie is currently Chairman of the Remuneration Committee and a member of the Audit Committee of Alliance Aviation Services Limited.

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

3. Issue of Rights to Managing Director and CEO

Item 3 seeks shareholder approval for the grant of 108,972 rights to Mr Scott McMillan, Managing Director and 79,628 rights to Lee Schofield an Executive Director pursuant to the 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.

ASX Listing Rule 10.14 requires that shareholders approve the grant of new securities under an employee incentive schemes to a Director. Although the Company could purchase the shares on-market upon vesting, approval is also being sought to allow Alliance Aviation 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.

The granting of performance rights in accordance with the LTI plan is an important part of the Alliance Aviation executive remuneration policy, the details which have been outlined in the 2016 Remuneration Report. The LTI plan is intended to align the Company's remuneration structure with the long term sustainable shareholder returns.

The Directors of the Company have recently completed a review of the LTI Plan of Alliance Aviation Services Limited. This review is continuing and may result in further changes to the structure of the issue of future rights.

Over the past 18 months the Board and Management team have been working hard to restructure the Alliance business. The results of this, in the view of the Directors, will be realised in future shareholder value.

Consistent with the strategy to align the interests of the Management and shareholders alike, the Directors are proposing to issue rights to acquire shares in Alliance Aviation in the future.

The number of performance rights proposed to be granted is calculated as that number of shares in Alliance Aviation Services Limited which would be equivalent to the value of 10% of the total remuneration of the Director for the year ending 30 June 2017.

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 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.

The current LTI Plan rules provide discretion to the Company to make a decision upon vesting whether the shares will be acquired on-market or issued as new securities.

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 and no Performance Rights have been issued since.

No other Director of the Company (or their associates) has been issued with performance rights under the LTI Plan. There have been no

loans granted to Mr McMillan or Mr Schofield in relation to the acquisition of these performance rights.

Performance rights have no rights to dividends or other shareholder rights, including the right to participate in any new issue until such time as they vest and ordinary share are allotted.

Attachment A provides further details about the Performance Rights.

This issue of performance rights has been approved by the Directors subject to Shareholder approval.

For voting exclusions applicable to Item 3, please refer to page 4 of this Notice of Meeting.

4. Adoption of Remuneration Report

The remuneration report is set out on pages 12-18 of the company's annual report dated 30 June 2016. The Annual Report is available on the company's website www.allianceaviation.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.

Attachment A

In December 2011 the Company established the Alliance Aviation Services Limited Long Term Incentive Plan (LTI Plan) to assist with attracting, retaining and motivating employees. The LTI plan is a generic and contains customary and usual terms for dealing with the administration, variation, termination and suspension of the plan. Importantly it gives discretion to the Board to determine individual and relevant conditions for individual issuances.

Accordingly the Board has adopted the following LTI terms and metrics for the 2017 financial year offer:


Nature of Rights	Each Right represents a right to receive one (1) ordinary share in the capital of the Company, subject to the terms and conditions of the Rules.
Grant Fee	No fee is payable to be granted the Right.
Exercise Price	No exercise price is payable upon the exercise of the Right.
Vesting Conditions	<p>The Rights are subject to the vesting conditions.</p> <p>If the Vesting Conditions are satisfied and/or otherwise waived by the Board, a Vesting Notice will be sent to the participant by the Company informing the individual that the relevant Rights have vested. Unless and until the Vesting Notice is issued by the Company, the Rights will not be considered to have vested.</p> <p>The Rights granted will vest on 15 August 2017 upon the release of an unqualified FY17 set of financial statements and still being an employee to satisfaction of the below conditions:</p> <ul style="list-style-type: none"> • 20% of the Rights will vest on the later of 15th August 2017 and the volume weighted average market Share price being \$0.61 or greater for the 5 days immediately prior to 30 June 2017. • 20% of the Rights will vest on the later of 15th August 2017 and the volume weighted average market Share price being \$0.72 or greater for the 5 days immediately prior to 30 June 2017. • 20% of the Rights will vest on the later of 15th August 2017 and the volume weighted average market Share price being \$0.83 or greater for the 5 days immediately prior to 30 June 2017. • 20% of the Rights will vest on the later of 15th August 2017 and the volume weighted average market Share price being \$0.94 or greater for the 5 days immediately prior to 30 June 2017. • 20% of the Rights will vest on the later of 15th August 2017 and the volume weighted average market Share price being \$1.05 or greater for the 5 days immediately prior to 30 June 2017. <p>Any Rights which do not met the required Vesting conditions will automatically lapse.</p>
Exercise Conditions	The Rights will not be subject to any Exercise Conditions.
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.
Delivery of Resulting Shares	<p>The Rights will be equity settled only, and not cash settled. As soon as practicable after the valid 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>

Expiry Date	The 18 th month anniversary of the Grant Date of the Rights.
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> • 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 otherwise, where an event occurs as described in Clause 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	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>	<p>Any Shares acquired on exercise of the Rights will be restricted from disposal until the 12 month anniversary of the acquisition of the Shares. The disposal restriction will be enforced via the use of an ASX Holding Lock on the Participants Shares. Once the disposal restriction period ends the ASX Holding Lock will be removed, enabling the Participant to trade their Shares, subject to the Company's Securities Trading Policy and applicable laws.</p>
<p>Takeover, Scheme of Arrangement and Winding up</p>	<p>Rule 9 sets out 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 in the event if a Takeover all disposal restrictions in respect of Shares acquired on Vesting of the Rights will cease to have effect. 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>
<p>Adjustment of Rights</p>	<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.
<p>Employee Share Trust</p>	<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



X999999999999

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

STEP 1

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 **9:00am on Thursday, 27 October 2016 at PricewaterhouseCoopers - Level 23, 400 Queen Street, Brisbane, QLD 4000** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 3: 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 Resolution 3, even though the Resolution is 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*
1 Re-election of Director – David Crombie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Issue of Rights to Managing Director and CEO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 2



* 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).

STEP 3



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 Resolution is 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 **9:00am on Tuesday, 25 October 2016**, 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.**