

Regional Express Holdings Limited

Annual General Meeting

2017

Date of meeting	21 November 2017
Time of meeting	11 am, Sydney time
Place of meeting	Level 3 Board Room 81 – 83 Baxter Road Mascot NSW 2020

Regional Express Holdings Limited
(ABN 18 099 547 270)

Notice of Annual General Meeting and Explanatory Notes

This page has been intentionally left blank.

Contents of this booklet

Section	Page
Chairman's letter	5
Notice of Annual General Meeting for Regional Express Holdings Limited	6
Explanatory notes to the Notice of Meeting	8
Proxies	12
Glossary	14
Corporate directory	16

Documents accompanying this booklet

1. Proxy Form for the Meeting
2. Reply paid envelope

Important dates

Deadline for return of Proxy Forms: 11 am, Sydney time on 19 November 2017

Voting entitlement date: 7 pm, Sydney time on 19 November 2017

Date and time of Meeting: 11 am, Sydney time on 21 November 2017

Meeting procedure

The Meeting will be conducted by the Chairperson, subject to the discretion of the Chairperson to adjourn or reconvene the meeting. Each resolution will be voted on separately.

Other parts of the notice of meeting

The Chairman's letter and the Explanatory Notes form part of the Notice of Meeting.

How to vote**Eligibility to vote**

For the purposes of the Meeting, a Member will be entitled to vote at the Meeting if they are recorded on the Company's register of members at 7.00 pm, Sydney time on 19 November 2017 (the *Voting Entitlement Date*).

Voting in person

If you are proposing to attend the Meeting and vote, there is no need for you to take any further action at this time.

Voting by corporate representative

Body corporate Members should complete a "Corporate Letter of Representation" to enable a person to attend the Meeting on their behalf. A form of this certificate may be obtained from the Registrar by calling 1300 735 980 (within Australia) or +61 2 8280 7136 (outside Australia).

Voting by proxy

If you are not attending the Meeting and you wish to vote you must complete and lodge the enclosed Proxy Form.

A reply paid envelope is enclosed for the Proxy Form. Proxies may also be submitted by fax.

More information about how to vote and lodge proxies is contained in the Explanatory Notes and the Proxy Form.

Defined terms

A number of defined terms are used in this Notice of Meeting. These terms are explained in the Glossary.

Further assistance

General queries about the Meeting and voting arrangements should be directed to:

Irwin Tan, Benjamin Ng or Richard Kwan
Company Secretaries
CompanySecretary@rex.com.au
Tel: +61 2 9023 3555

13 October 2017

Dear Member

Annual General Meeting 2017

Please find enclosed information relating to the Regional Express Holdings Limited Annual General Meeting to be held at 11 am, Sydney time on 21 November 2017.

The AGM will provide an overview of the Company's activities for the period ended 30 June 2017, as well as an update on recent developments. In addition, Members will be given the opportunity to consider and vote on a number of matters, as follows:

Consideration of financial statements

The Company will be reporting to you on its financial performance for the financial year ended 30 June 2017.

Remuneration report

Members will be asked to vote on the remuneration report section of the Directors' Report in the Annual Report.

Consistent with the *Corporations Act 2001* (Cth), Members should note that the vote is not binding.

Re-election of Directors

Members will be asked to vote on the re-election of four Directors to the Company's board of Directors.

The proposed resolutions are set out in full in the enclosed Notice of Meeting and an explanation of each resolution is set out in the enclosed Explanatory Notes.

If you are unable to attend the Meeting, the Directors encourage you to cast your vote by completing, signing and returning the enclosed Proxy Form.

I urge all Members to read this booklet carefully before voting on the proposed resolutions. If you are undecided what to do, you should consult your accountant, stockbroker or other professional adviser.

I look forward to seeing you at the Meeting.



Lim Kim Hai
Executive Chairman

Notice of Annual General Meeting for Regional Express Holdings (ABN 18 099 547 270)

Regional Express Holdings Limited (*Company*) gives notice that the Annual General Meeting of the Company will be held at Level 3 Board Room, 81 – 83 Baxter Road, Mascot, NSW 2020 on 21 November 2017 at 11 am.

The Explanatory Notes accompanying and forming part of this Notice of Meeting describe in more detail the matters to be considered.

The following will be transacted at the meeting.

Ordinary business

Item 1 - Annual Report

To receive and consider the financial report of the Company and its controlled entities for the financial year ended 30 June 2017, and the related Directors' Report, Directors' Declaration and Auditor's Report.

Resolution 1 - Adoption of remuneration report

To consider, and if thought fit, pass the following as a non-binding ordinary resolution:

"That the remuneration report, as set out in the Directors' Report for the Company and its controlled entities for the financial year ended 30 June 2017, be adopted."

A voting restriction applies to Resolution 1 – see the Explanatory Notes to the Notice of Meeting for details.

Resolution 2 – Re-election of Neville Howell as an Executive Director

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

"That Neville Howell, being an Executive Director of the Company, who retires in accordance with ASX Listing Rule 14.4 and article 20.1 of the Company's constitution, and being eligible, offers himself for re-election, is re-elected as a Director of the Company."

Resolution 3 – Re-election of James Davis as an Independent Director

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

"That James Davis, being an Independent Director of the Company, who retires in accordance with ASX Listing Rule 14.4 and article 20.1 of the Company's constitution, and being eligible, offers himself for re-election, is re-elected as a Director of the Company."

Resolution 4 – Re-election of Chris Hine as an Executive Director

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

"That Chris Hine, being an Executive Director of the Company, who retires in accordance with ASX Listing Rule 14.4 and article 20.1 of the Company's constitution, and being eligible, offers himself for re-election, is re-elected as a Director of the Company."

Resolution 5 – Re-election of Ronald Bartsch as an Independent Director

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

"That Ronald Bartsch, being an Independent Director of the Company, who retires in accordance with ASX Listing Rule 14.4 and article 20.1 of the Company's constitution, and being eligible, offers himself for re-election, is re-elected as a Director of the Company."

BY ORDER OF THE BOARD

Dated: 13 October 2017

A handwritten signature in black ink, appearing to be 'Irwin Tan', with a long horizontal flourish extending to the right.

Irwin Tan
Company Secretary

Explanatory Notes to the Notice of Meeting

Annual Report

The Annual Report for consideration at the Company Meeting will consist of the financial statements of the Company for the financial year ending on 30 June 2017, the notes to those financial statements, the Directors' declaration about the statements and notes, the Directors' report and the auditor's report.

Neither the *Corporations Act 2001* (Cth) nor the Company's constitution requires a vote of the Members on the statements or the reports. However, Members will be given the opportunity to raise questions or comments on the statements and reports at the Company Meeting. In addition, a reasonable opportunity will be given to Members as a whole at the Company Meeting to ask the Company's auditor questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

Adoption of the remuneration report

The *Corporations Act 2001* (Cth) requires that a resolution must be put to Members that the remuneration report of the Company be adopted. The remuneration report of the Company, which forms part of the Directors' report, is set out on pages 21 to 24 of the Annual Report. The remuneration report sets out the Company's remuneration policy and reports the remuneration arrangements in place for executive Directors and non-executive Directors.

Under the *Corporations Act 2001* (Cth), the resolution of the Members that the remuneration report of the Company be adopted, or any failure to pass that resolution, is advisory only and does not bind the Company or its Directors.

However the Board will consider the outcome of the vote and comments made by Members on the remuneration report at the meeting when reviewing the Company's remuneration policies and practices.

Further, if 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, Members will be required to vote at the second of those AGMs on a "board spill resolution" to determine whether that another meeting should be held within 90 days at which all of the Company's Directors (other than the Chief Executive Officer) must stand for re-election.

There are also restrictions on who can vote in respect of any resolution to approve the remuneration report, so that a vote on Resolution 1 must not be cast, and the Company will disregard any votes cast, (in any capacity) by or on behalf of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the remuneration report; or
- (b) a Closely Related Party of such a member.

However, a person described above may cast a vote on Resolution 1 and the Company need not disregard the vote, if:

- the person does so as proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- the vote is not cast on behalf of a person described in (a) or (b) above.

For the purposes of such voting exclusions under the Corporations Act, Key Management Personnel and Closely Related Parties are defined in the Glossary and essentially:

- Key Management Personnel means the Directors and any other person specified as Key Management Personnel in the Company's remuneration report; and
- their Closely Related Parties include certain family members, dependents and companies they control.

If you choose to appoint a proxy, you are encouraged to direct your proxy on how to vote on Resolution 1 (remuneration report) by marking either "For", "Against" or "Abstain" on the proxy form for that item of business. Further, if you appoint the Chairman as your proxy and your proxy does not specify whether to vote "For", "Against" or "Abstain", then your undirected proxy on Resolution 1 (remuneration report) held by the Chairman will be taken as a direction to the Chairman to vote in accordance with his stated voting intention which is to vote in favour of this Resolution 1.

The Company encourages all Members to cast their votes on Resolution 1 (remuneration report).

The Board of Directors recommends that Members vote in favour of the adoption of the remuneration report.

Re-election of Directors

Retirement by rotation

In accordance with ASX Listing Rule 14.4 and Article 20.1 of the Company's constitution, a Director must retire from office and may seek re-election by no later than the third AGM following their appointment or election or 3 years, whichever is longer.

The following Directors, retire as required by Article 20.1 of the Company's constitution and ASX Listing Rule 14.4 and, being eligible, offer themselves for re-election as Directors of the Company:

Neville Howell

Mr. Howell has over 36 years of aviation experience and has been with the Company since its inception in August 2002. He has operated the Saab 340 as a First Officer and Captain for over 18 years for both Hazelton Airlines and Regional Express. Prior to his role as GM Flight Operations (GMFO) and Chief Pilot, Mr. Howell was Manager Training & Checking and Deputy Chief Pilot. He is an extensively qualified and experienced simulator and aircraft instructor and has held positions as both Training and Check Captain. Mr. Howell was the Chief Flying Instructor and Chief Pilot for the first integrated pilot training academy in Australia and has provided cadet pilot training for both domestic and international carriers. He is a qualified lecturer in a number of aviation subjects and has a Diploma of Aviation. He holds a number of Civil Aviation Safety Authority (CASA) delegations and has done since 1984. As GMFO Mr. Howell was responsible for all facets of the Company's flight operations and all operational matters affecting the safety of flight operations. Mr. Howell became Chief Operating Officer in July 2014. As Chief Operating Officer he is responsible for Regional Express operations including flight operations, continuing airworthiness, maintenance control, airport operations and the human factors group. Mr. Howell is the Accountable Manager for the Regional Express Air Operator Certificate (AOC).

Mr. Howell was appointed to the board of the Company on 1 July 2014 and he was re-elected as Director at the Company's AGM on 26 November 2014.

The Board of Directors recommends that Members vote in favour of the re-election of Neville Howell as Director.

James Davis

Mr. Davis has a degree in Aeronautical Engineering and commenced his aviation career with the Civil Aviation Safety Authority (CASA) before obtaining his Air Transport Pilot Licence. He subsequently flew with airlines in Australia and overseas for 26 years, accumulating some 12,500 flying hours. He joined Hazelton Airlines in 1999 as Flight Operations and Standards Manager and later became Chief Pilot. He has been with Rex since its beginning in 2002, occupying the positions of Executive General Manager Operations, Managing Director Operations, Chief of Staff of the Chairman's Office and Managing Director. Mr. Davis is a former Chairman of the Australian Airline Pilot Academy Pty Ltd (AAPA) and a former Director of Rex Group companies Pel-Air Aviation Pty Ltd and Air Link Pty Ltd. He is currently Chairman of the Regional Aviation Association of Australia (RAAA).

Mr. Davis was appointed to the board of the Company on 26 August 2004 and he was re-elected as Director at the Company's AGM on 23 November 2011 and 26 November 2014.

The Board of Directors recommends that Members vote in favour of the re-election of James Davis as Director.

Chris Hine

Mr. Hine has over 25 years of aviation experience including 15 years as a First Officer and Captain of Metroliner and Saab 340 aircraft and is a well-accomplished and knowledgeable instructor. He has been with the Company since its inception in August 2002 and is the Group Flight Operations Advisor, Chairman's Office and Chairman of the Australian Airline Pilot Academy. Prior to his current role he was the Chief Operating Officer and General Manager Flight Operations and Chief Pilot. Prior to Rex he worked for Kendell Airlines from 1995, during which time he held various Check and Training Captain positions. As Chief Operating Officer he was responsible for the Company's operations including flight operations, maintenance control, airport operations and the human factors group. Mr. Hine has also had experience as a lecturer in Cockpit Systems Management for the Bachelor of Applied Science (Civil Aviation) degree at the University of South Australia.

Mr. Hine was appointed to the board of the Company on 1 March 2011 and he was re-elected as Director at the Company's AGM on 23 November 2011 and 26 November 2014.

The Board of Directors recommends that Members vote in favour of the re-election of Chris Hine as Director.

Ronald Bartsch

Professor Bartsch has over 35 years' experience in the aviation industry in a variety of senior operational, safety and regulatory roles. He was head of safety and regulatory compliance for Qantas Airways Limited's AOC and manager of the CASA Sydney Airline Transport Field Office.

In addition, Professor Bartsch is an experienced pilot and has extensive legal and regulatory experience. Professor Bartsch has formal qualifications in law, education, philosophy and science, and is the author of the definitive legal textbook on aviation law. Professor Bartsch is an international aviation safety consultant and senior visiting fellow with the School of Aviation at the University of New South Wales and the College of Law at the Australian National University. He is a former aviation specialist member of the Administrative Appeals Tribunal and author of several publications including *Aviation Law in Australia*, *International Aviation Law* and *Drones in Society*.

Mr. Bartsch was appointed to the board of the Company on 23 November 2010 and he was re-elected as Director at the Company's AGM on 23 November 2011 and 26 November 2014.

The Board of Directors recommends that Members vote in favour of the re-election of Ronald Bartsch as Director.

Proxies

Proxy votes

If you do not plan to attend the Meeting in person, you are encouraged to complete and return the Proxy Form which accompanies the Notice of Meeting.

Any Member entitled to attend and vote at the Meeting is entitled to appoint one or two proxies to vote on their behalf in respect of each share they hold in the Company. If two proxies are appointed, the Member may specify the proportion or number of votes each proxy is appointed to exercise. If two proxies are appointed and no proportion or number is specified, each proxy may exercise half of the votes. A proxy need not be a Member.

The Proxy Form contains voting instructions and other important information which you should read carefully.

To be effective, Proxy Forms (duly completed and with any necessary documentation) must be received by 11 am, Sydney time on 19 November 2017.

Proxy Forms may be returned by any of the following means:

By mailing it to:

Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000 or Locked Bag A14, Sydney South, NSW 1235 Australia using the reply paid envelope enclosed with this booklet.

By faxing it to:

(02) 9287 0309 (within Australia)

+61 2 9287 0309 (outside Australia)

By hand delivering it to:

Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000 or 1A Homebush Bay Drive, Rhodes NSW 2138

By lodging it online at:

<http://www.linkmarketservices.com.au>

Proxy Forms must be signed by a Member or the Member's attorney or, if the Member is a body corporate, by two directors or by a director and secretary, or if it is a proprietary company that has a sole director who is also the sole secretary (or has no secretary), by that director, or under hand of its attorney or duly authorised officer.

If a proxy is signed by a Member's attorney, the power of attorney must have been previously noted by the Registrar or a certified copy thereof must also be received by 11 am, Sydney time on 19 November 2017.

Appointment of the Chairman or other Key Management Personnel as your proxy

Due to the voting exclusions and requirements referred to in the Explanatory Notes, if you intend to appoint the Chairman or any other member of Key Management Personnel or their Closely Related Parties as your proxy, you are encouraged to direct your proxy on how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the proxy form for the relevant item of business.

The Chairman's stated voting intention would be to vote any undirected proxies in favour of all proposed Resolutions.

Further you should note that:

- if you execute a proxy form and do not nominate a person to act as your proxy, the Chairman will be appointed as your proxy by default;
- if you appoint the Chairman as your proxy or the Chairman is appointed as your proxy by default, and the proxy form does not specify whether to vote "For", "Against" or "Abstain", your undirected proxies held by the Chairman will be taken as a direction to the Chairman to vote in accordance with his stated voting intention, which is to vote in favour of all Resolutions (including Resolution 1 (remuneration report));
- you will be taken to authorize the Chairman to exercise the proxy even if the relevant Resolution is connected directly or indirectly with the remuneration of the Key Management Personnel or the Chairman has an interest in the outcome of the relevant Resolution.

Members always have the ability to appoint the Chairman as their proxy to cast the votes contrary to the Chairman's stated voting intention or to abstain from voting on Resolution 1.

If you appoint someone other than the Chairman as your proxy who is another member of Key Management Personnel or their Closely Related Parties and do not direct them how to vote on Resolution 1, then your proxy will not be voted on that Resolution.

Glossary

AGM	Annual General Meeting
Annual Report	In the case of the Company, the financial statements of the Company for the financial year ended 30 June 2017, the notes to those financial statements, the Directors' declaration about the statements and notes, the Directors' report and the auditor's report
ASX	ASX Limited (ACN 008 624 691)
Booklet	This booklet, comprising the Chairman's letter, the Notice of Meeting, the Explanatory Notes and accompanying documents
Closely Related Party	means, as defined in the <i>Corporations Act 2001</i> (Cth), a closely related party of a member of the Key Management Personnel for an entity: a) a spouse or child of the member; or b) a child of the member's spouse; or c) a dependant of the member or of the member's spouse; or d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or e) a company the member controls; or f) a person prescribed by the Corporations Regulations 2001 (Cth).
Company	Regional Express Holdings Limited (ABN 18 099 547 270)
Directors	The directors of the Company from time to time and "Director" means any one of them
Explanatory Notes	Explanatory Notes to the Notice of Meeting
Key Management Personnel	has the same meaning given in the accounting standards and, in broad terms, includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly). For the purposes of this AGM, Key Management Personnel are those people described as Key Management Personnel in the Company's Annual Report.
Meeting	The AGM of the Company to be held at Level 3 Board Room, 81 – 83 Baxter Road, Mascot, NSW 2020 at 11 am Sydney time on 21 November 2017.
Notice of Meeting	The notice of the Meeting (together with the Chairman's letter and Explanatory Notes) enclosed in this Booklet

Registrar	Link Market Services Limited (ACN 083 214 537)
Member	A person who is entered in the Company's members' register from time to time as the holder of shares in the capital of the Company
Voting Entitlement Date	7.00 pm Sydney time on 19 November 2017, being the time and date for determining the eligibility of Members to vote at the Meeting

Corporate directory

Regional Express Holdings Limited 81 – 83 Baxter Road, Mascot, NSW 2020

Tel: +61 2 9023 3555

Website: <http://www.rex.com.au>

Directors of the Company

Lim Kim Hai
Lee Thian Soo
Neville Howell
James Davis
John Sharp
Chris Hine
Ronald Bartsch

Secretaries of the Company

Irwin Tan
Benjamin Ng
Richard Kwan

Registrar

Link Market Services Limited

Tel: +61 1300 735 980

Website: <http://www.linkmarketservices.com.au>