ACN: 099 547 270
REGIONAL EXPRESS HOLDINGS LTD
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27 October 2023

NOTICE OF ANNUAL GENERAL MEETING

Dear Shareholder

Regional Express Holdings Limited (Company) would like to invite you to its 2023 Annual General Meeting to be held at 11:00am Sydney time on Wednesday 29 November 2023 ("Meeting").

The Meeting will be held at the Branksome Hotel & Residences, 60 Robey Street, Mascot, Sydney NSW 2020.

Notice of Meeting

The Notice of Meeting (NOM) and accompanying explanatory statement are being made available to shareholders electronically at the Company's ASX Market announcements page at www.asx.com.au under the Company's ASX code "REX".

Under the *Corporations Act 2001* (Section 110K 'Obligations to give notice of members' rights' (Meeting documents)), shareholders will need to opt in to receiving the AGM documents. If you have elected communication preference that excludes postal communication but wish to receive a hard copy NOM or Proxy Form this year, please contact the Company's share registry Automic Group (contact details provided below).

The Meeting will provide an update of the company's performance in the previous financial year and provide opportunity for questions to be asked of the Board or the Company's auditor. The NOM explains the items of business you will be asked to consider at the Meeting and include the Board's voting recommendation for each resolution.

Shareholders are encouraged to review Rex's 2023 Annual Report in advance of the Meeting. The annual report is available on Rex's website at:
https://rex.com.au/AboutRex/InvestorRelations/InvestorReports.aspx#iraar.

Proxy Lodgements

You may appoint a proxy to vote on your behalf. Shareholders who choose to lodge a proxy are required to submit your vote, either online, by post or in person to the Company's share registry by 11:00am (Sydney time) on 27 November 2023. You are encouraged to lodge a directed proxy in advance of the Meeting even if you plan to participate in the Meeting in person.

If you require assistance with your proxy lodgement, please contact the Company share registry, Automic Group, on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas), or by email: meetings@automicgroup.com.au.

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: • Login to the Automic website using the holding details as shown on the Proxy Form. • Click on 'View Meetings' – 'Vote'. • To use the online lodgement facility, Shareholders will need their holder

rex.com.au
+61 2 9023 3555
enquiry@rex.com.au
81-83 Baxter Road, Mascot, NSW 2020

	number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. • For further information on the online proxy lodgement process please see the *Online Proxy Lodgment Guide* at https://www.automicgroup.com.au/virtual-agms
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Switching to Electronic Communications

If you would like to switch to electronic communications, you can update your communications preferences by visiting https://investor.automic.com.au to register your portfolio, note your email address and receive future communications from the Company electronically. If you have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials and the personalised voting link.

The Rex Board looks forward to your attendance at the Meeting and thanks you for your continued support.

Yours sincerely,

Irwin Tan
Company Secretary
Regional Express Holdings Limited

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REGIONAL EXPRESS HOLDINGS LIMITED
ACN: 099 547 270

Notice of 2023 Annual General Meeting and Explanatory Statement
Wednesday 29 November 2023 at 11:00am (Sydney time)
The Branksome Hotel & Residences, 60 Robey Street, Mascot, NSW 2020

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Dear Shareholder

2023 ANNUAL GENERAL MEETING

On behalf of the Board, I am pleased to invite you to attend the 2023 Annual General Meeting (**Meeting**) of Regional Express Holdings Limited (**Company)**.

Please find enclosed information relating to the Company's Annual General Meeting to be held at 11:00am, Sydney time on 29 November 2023.

The Meeting will provide an overview of the Company's activities for the period ended 30 June 2023, 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 2023.

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

Shareholders will be asked to vote on the re-election of three 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.

You are encouraged to lodge a directed proxy even if you intend to attend the Meeting in person

I urge all Shareholders to read this booklet carefully before voting on the proposed resolutions.

I look forward to your attendance at the Meeting.

Yours sincerely

Lim Kim Hai

Executive Chairman

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MEETING AGENDA

10:30am		**Registration Opens**
11:00am		**Commencement of Meeting** • Chairman's Address • Business of the Meeting

SHAREHOLDER QUESTIONS

The Meeting will provide shareholders opportunity to ask questions of the Board or BDO (the Company's auditor).

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NOTICE OF 2023 ANNUAL GENERAL MEETING

Unless specified otherwise, capitalised terms in this Notice of Meeting have the same meaning as in the Explanatory Statement accompanying this Notice of Meeting.

General item - Annual Report

To receive and consider the financial report of the Company and its controlled entities for the financial year ended 30 June 2023, and the related Directors' Report, Directors' Declaration and Auditor's Report. There is no vote on this item.

Resolution 1 - Adoption of remuneration report

To consider, and if thought fit, pass the following Resolution 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 2023, be adopted*."

Please note that the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

A vote on this Resolution must not be cast (in any capacity) by or on behalf of the following persons:

(a) a member of Key Management Personnel, details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2023, or a Closely Related Party of such member (regardless of the capacity in which the vote is cast); or

(b) by a person appointed as a proxy, where that person is either a member of Key Management Personnel or a Closely Related Party.

However, a person described above may cast a vote on this Resolution if:

- the person does so as a proxy that specifies how the proxy is to vote on the Resolution; or
- the person is the Chairman and has been appointed as a proxy (expressly or by default) without being directed how to vote on the Resolution and expressly authorises the Chairman to exercise the proxy even though it is in connection with the remuneration of a member of Key Management Personnel; and
- in either case, the vote is not cast on behalf of a person described in paragraphs (a) or (b) above.

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

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

> "*That, Neville Howell who retires as an Executive Director in accordance with Listing Rule 14.4 and article 20.1 of the Constitution, and being eligible for re-election under article 20.8 of the Constitution, be re-elected as an Executive Director of the Company."*

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

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

> "*That, James Davis who retires as an Independent Director in accordance with Listing Rule 14.4 and article 20.1 of the Constitution, and being eligible for re-election under article 20.8 of the Constitution, be re-elected as an Independent Director of the Company."*

Resolution 4 – Re-election of Professor Ronald Bartsch AM as an Independent Director

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

> "*That, Professor Ronald Bartsch AM who retires as an Independent Director in accordance with Listing Rule 14.4 and article 20.1 of the Constitution, and being eligible for re-election under article 20.8 of the Constitution, be re-elected as an Independent Director of the Company."*

BY ORDER OF THE BOARD

Dated 27 October 2023

Irwin Tan
Company Secretary

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Voting Notes

These Voting Notes should be read together with and form part of the Notice of Meeting.

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1. Determination of entitlement to attend and vote

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the AGM will be the entitlement of that person set out in the register of shareholders as at 7.00pm (Sydney time) on Monday 27 November 2023. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to vote at the Meeting.

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2. Proxies

2.1 General information

If you are a Shareholder entitled to attend and vote at the Meeting, you are entitled to appoint one or two proxies. Where two proxies are appointed, you may specify the number or proportion of votes that each may exercise, failing which each may exercise half of the votes. If you want to appoint one proxy, submit a proxy vote either online via https://investor.automic.com.au/#/loginsah or by requesting a hard copy of the Proxy Form from Automic Group. If you want to appoint two proxies, please follow the instructions on the Proxy Form.

An instrument appointing a proxy must be signed by the Shareholder appointing the proxy or by the Shareholder's attorney duly authorised in writing or, if the Shareholder is a corporation, in accordance with the Corporations Act and the Shareholder's constitution. A proxy need not be a Shareholder and may be an individual or body corporate.

A proxy has the same rights as a Shareholder to speak at the Meeting, to vote (but only to the extent allowed by the appointment) and to join in a demand for a poll.

A Proxy Form which is signed under power of attorney or other authority must be accompanied by that power of attorney or authority or a copy of that power of attorney or authority certified as a true copy by statutory declaration, unless it has previously been provided to and been accepted by the share registry.

Where more than one joint Shareholder votes, the vote of the Shareholder whose name appears first in the register of Shareholders shall be accepted to the exclusion of the others.

The Company encourages all Shareholders who submit proxies to direct their proxy whether to vote for or against or to abstain from voting on each Resolution.

If you submit a proxy vote and do not nominate a person to act as your proxy, the Chairman will be appointed as your proxy by default.

2.2 Undirected proxies - Chairman's intention

The Chairman intends to vote any undirected proxy in favour of all Resolutions

If you wish, you can appoint the Chairman as your proxy and direct the Chairman to cast your votes contrary to the above stated voting intention or to abstain from voting on a Resolution. Simply mark your voting directions on the Proxy Form before you submit or return it.

2.3 Where to lodge a proxy

You are encouraged to lodge a proxy online by following the instructions set out under "Proxy Lodgements" in the Letter to shareholders. Alternatively you can follow the instructions set out in the form if you have requested for hard copy proxy form. To be effective, the proxy must be received by Automic Group in accordance with the

instructions on the Proxy Form at the website address, postal address or physical address below not later than 11:00am (Sydney time) on 27 November 2023.

- Online (preferred):

  Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Security holder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.

- For further information on the online proxy lodgment process please see the Online Proxy Lodgment Guide at https://www.automicgroup.com.au/virtual-agms/

- By mail:

  Automic, GPO Box 5193, Sydney NSW 2001

- By delivery in person:

  Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

2.4 Representatives

In the case of a Shareholder which is a body corporate, a representative may be appointed.

Any Shareholder being a body corporate may, by Resolution of its Directors, authorise any person to act as its representative at the Meeting. That representative is entitled to exercise the same powers as the body corporate appointing the representative could have exercised as a Shareholder, if it were a natural person.

The representative should send to Automic Group prior to the Meeting evidence of his or her appointment unless it has previously been provided to Automic Group. If such evidence is not received prior to the commencement of the Meeting, then the individual will not be permitted to act as the Shareholder's representative or representative of the Shareholder's proxy.

3. Meeting participation and voting

You are encouraged to lodge a directed proxy even if you intend to attend the Meeting in person.

Voting on Resolutions set out in this Notice of Meeting will be conducted by poll.

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EXPLANATORY STATEMENT TO THE NOTICE OF ANNUAL GENERAL MEETING

This document is an important document. If you are in any doubt as to how to act, you should consult your legal adviser as soon as possible.

Purpose of this Explanatory Statement

This Explanatory Statement explains the items of business to be considered at the Annual General Meeting and should be read in conjunction with the Notice of Meeting. This Explanatory Statement provides Shareholders with the necessary information to assist them in deciding how to vote on the items of business to be considered at the Annual General Meeting.

Disclaimer

No person is authorised to give any information or make any representation in connection with the items of business to be considered at the Annual General Meeting which is not contained in this Explanatory Statement.

Any information or representation not contained in this Explanatory Statement may not be relied on as having been authorised by the Company or the Directors in connection with the items of business to be considered at the Annual General Meeting.

Privacy

To assist the Company to conduct the Annual General Meeting, the Company may collect personal information including names, contact details and shareholding of Shareholders and the names of persons appointed by Shareholders to act as proxy at the Annual General Meeting. Personal information of this nature may be disclosed by the Company to its share registry and print and mail service providers. Shareholders have certain rights to access their personal information that has been collected and should contact the Company Secretary if they wish to access their personal information.

Responsibility for information

The information concerning the Company contained in this Explanatory Statement, including information as to the views and recommendations of the Directors, has been prepared by the Company and is the responsibility of the Company.

Glossary

Terms and abbreviations used in the Notice of Meeting and this Explanatory Statement have the same meaning and are defined in the Explanatory Statement's Glossary

Key Dates

Event	Date
Date of this Notice of Meeting and Explanatory Statement	Friday, 27 October 2023
Dispatch of Letter of Notice to Shareholders	Friday, 27 October 2023
Date for establishing voting entitlements	Monday, 27 November 2023
Latest time for receipt of Proxy Forms	11:00am (Sydney Time), Monday 27 November 2023
Annual General Meeting	11:00am (Sydney Time), ,Wednesday 29 November 2023

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ORDINARY BUSINESS

1. GENERAL ITEM – ANNUAL REPORT

1.1 Background

The Annual Report of the Company includes the Financial Statements and accompanying notes, Directors' Report and the Auditor's Report for the year ended 30 June 2023. Shareholders can access a copy of the Annual Report on the Company's website at: https://rex.com.au/AboutRex/InvestorRelations/InvestorReports.aspx#iraar.
As permitted by the Corporations Act, a printed copy of the Annual Report has been sent only to those Shareholders who have elected to receive a printed copy.

1.2 Questions and comments

Neither the Corporations Act nor the Constitution requires a vote of the Shareholders on the Financial Statements so there is no formal resolution. However, Shareholders will be given a reasonable opportunity to ask questions about, and make comments on, the Financial Statements and Annual Report. Similarly, you will have a reasonable opportunity at the Meeting to ask, BDO the Company's auditor for the year ended 30 June 2023, questions about the Auditor's Report.

2. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

2.1 Content of Remuneration Report

Directors of listed companies, such as the Company, are required to provide detailed disclosures of director and senior executive remuneration in their Directors' Reports. These disclosures are set out in the Remuneration Report (which forms part of the Directors' report) and were included in the Annual Report.

The Remuneration Report includes details of the remuneration provided to Key Management Personnel (including Non-Executive, Executive and Independent Directors) for the year ended 30 June 2023;

Under the Corporations Act, the Resolution of the Shareholders 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 Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies and practices.

There will be a reasonable opportunity for Shareholders to comment on, and ask questions about, the Remuneration Report at the Meeting.

Further, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a "board spill resolution" to determine whether another meeting should be held within 90 days at which all of the Directors must stand for re-election.

There are restrictions on who can vote in respect of the Resolution to approve the Remuneration Report. These are outlined in the Notice of Meeting above.

2.2 Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 1 to adopt the Remuneration Report.

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3. RESOLUTIONS 2 to 4 – RE-ELECTION OF DIRECTORS

3.1 Retirement by rotation

In accordance with ASX Listing Rule 14.4 and Article 20.1 of the Constitution, a Director must retire from office by no later than the third AGM following their appointment or election or 3 years, whichever is longer and may seek re-election under article 20.8 of the Constitution.

The following Directors, retire as required by Article 20.1 of the Constitution and ASX Listing Rule 14.4 and, being eligible, offer themselves for re-election as Director of the Company under article 20.8 of the Constitution:

3.2 RESOLUTION 2 – RE-ELECTION Of NEVILLE HOWELL AS AN EXECUTIVE DIRECTOR

Neville Howell
Chief Operating Officer and Executive Director

Appointed on 1 July 2014 and re-appointed on 26 November 2014, 21 November 2017 and 29 January 2021.

Mr Howell has over 42 years of aviation experience and has been with the company since its inception in August 2022.

He operated the Saab 340 as a First officer and captain for over 18 years for both Hazelton airlines and Rex, before becoming Manager Training & Checking and Deputy Chief Pilot, before being appointed General Manger Flight Operations (GMFO) and Chief Pilot. 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 Rex operations including flight operations, continuing airworthiness, maintenance control, airport operations and the human factors group.

Mr Howell is an extensively qualified and experienced simulator and aircraft instructor and was the Chief Flying Instructor and Chief Pilot for the first integrated pilot training academy in Australia and has proved cadet pilot training for both domestic and international carriers.
He is a qualified lecturer in several aviation subjects and has a Diploma of Aviation. He has held many Civil Aviation Safety Authority (CASA) delegations since 1984.

Mr Howell is the Accountable Manager for the Rex Air Operator's Certificate (AOC).

Neville Howell is an Executive Director and was last re-elected at the Company's 2020 Annual General Meeting and accordingly offers himself for re-election.

3.3 Recommendation

The Board believes that Mr Howell's extensive aviation and regulatory knowledge and experience complements the skills of the Board and the Board (other than) Neville Howell unanimously recommends that Shareholders vote in favour of Resolution 2.

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3.4 RESOLUTION 3 – RE-ELECTION Of JAMES DAVIS AS AN INDEPENDENT DIRECTOR

James Davis
Independent Director

Appointed on 26 August 2004 and re-appointed on 23 November 2011 and 26 November 2014, 21 November 2017 and 29 January 2021

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 License. He subsequently flew with airlines in Australia and overseas for 26 years, accumulating some 12,500 flying hours. Mr Davis joined Hazelton Airlines in 1999 as Flight Operations and Standards Manager and later became Chief Pilot. He has been with Rex since its inception 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 Rex Group company, the Australian Airline Pilot Academy Pty Ltd (AAPA), a former Director of Rex Group company Pel-Air Aviation Pty Ltd, and a former Chairman of the Regional Aviation Association of Australia (RAAA). He currently sits on the boards of Airports Coordination Australia (ACA) Pty Ltd and the Regional Aviation Association of Australia (RAAA)

James Davis is an Independent Director and was last re-elected at the Company's 2020 Annual General Meeting and accordingly offers himself for re-election.

3.5 Recommendation

The Board believes that Mr Davis's extensive regional aviation industry experience as Chair of the Regional Aviation Association of Australia as well as his engineering knowledge complements the skills of the Board and the Board (other than) James Davis unanimously recommends that Shareholders vote in favour of Resolution 3.

3.6 RESOLUTION 4 – RE-ELECTION Of PROFESSOR RONALD BARTSCH AM AS AN INDEPENDENT DIRECTOR

Professor Ronald Bartsch
Independent Director

Appointed on 23 November 2010 and re-appointed on 23 November 2011, 26 November 2014, 21 November 2017 and 29 January 2021

Professor Bartsch has over 40 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 AOC and manager of the Civil Aviation Safety Authority (CASA) Sydney Airline Transport Field Office.

Professor Bartsch is an experienced pilot and has extensive legal and regulatory experience. He has formal qualifications in law, education, philosophy and science, and is the author of the definitive legal publication on aviation law. Professor Bartsch is an international aviation safety consultant and visiting Professor of International Aviation Law at the University of the South Pacific and the College of Law at the Australian National University and a Senior Visiting Fellow with the School of Aviation at the University of New South Wales. He is a former aviation specialist and Presiding Member of the Administrative Appeals Tribunal and author of several publications including *Aviation Law in*

Australia, *International Aviation Law* and *Drones in Society* and contributing aviation author for *The Laws of Australia* and *Halsbury's Laws of Australia*. Professor Bartsch's latest publication, *The Corona Dilemma: 20-20 Thinking for the Next Normal*, was released in 2020.

Professor Bartsch was appointed a Member of the Order of Australia at the Australia Day Honours in 2021 for his significant service to aviation law, and to safety and compliance.

Professor Ronald Bartsch is an Independent Director and was last re-elected at the Company's 2020 Annual General Meeting and accordingly offers himself for re-election.

3.7 Recommendation

The Board believes that Professor Bartsch's involvement as Chair of the safety and risk management committee and his extensive legal, regulatory and corporate governance knowledge complements the skills of the Board and the Board (other than) Ronald Bartsch unanimously recommends that Shareholders vote in favour of Resolution 4.

Schedule 1: Glossary

The following terms and abbreviations used in this Explanatory Statement (including the Notice of Meeting) have the meanings given to them below, unless the context otherwise requires:

Annual General Meeting or **Meeting**	means the annual general meeting convened by the Notice of Meeting.
Annual Report	means the annual report of the Company for the year ended 30 June 2023.
ASX	means ASX Limited or the securities market which it operates, as the case may be.
Auditor	means the Company's auditor from time to time (being aBDO AUDIT PTY LTDs at the date of this Notice)
Auditor's Report	means the Auditor's report on the Financial Report.
Automic Group	means Automic Group being the Company's share registry
BDO	means BDO Audit Pty Ltd, being the Company's auditor for the financial year ending 30 June 2023
Board	means the board of Directors of the Company.
Closely Related Party	means, as defined in the Corporations Act, a closely related party of a member of the Key Management Personnel being: (a) a spouse or child of the member; (b) a child of the member's spouse; (c) a dependant of the member or of the member's spouse;

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(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;

(e) a company the member controls; or

a person prescribed by the Corporations Regulations.

Company or **Rex**	means Regional Express Holdings Limited.
Company Secretary	means the company secretary of the Company.
Constitution	means the constitution of the Company.
Corporations Act	means the *Corporations Act 2001* (Cth).
Director	means a director of the Company.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Executive Director	means an executive director of the Company.
Financial Report	means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Financial Statements	means the financial statements of the Company for the year ended 30 June 2023.
FY	means a financial year.
Group or Rex Group	means the Company and each of its subsidiaries and **Group Company or Rex Group Company** means any one of them.
Independent Director	means an independent director of the Company.
Immediate Family Members	has the meaning given to that term as set out in section 9 of the Corporations Act.
Key Management Personnel	means those people described as Key Management Personnel in the Company's Remuneration Report and includes all directors.
Listing Rule	means a listing rule of the ASX.
Non Executive Director	means a non executive director of the Company.
Notice of Meeting or Notice	means the notice of meeting for the Annual General Meeting which accompanies this Explanatory Statement.
Proxy Form	means the Proxy Form attached to the Notice.
Remuneration Report	means the remuneration report of the Company for the year ended 30 June 2023.

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Resolutions	mean each of the resolutions to be voted on at the Meeting.
Shareholder	means a holder of Shares.

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
The Hon. John Sharp AM
Chris Hine
Professor Ron Bartsch AM
Lincoln Lin Feng Pan
Siddharth Dilip Khotkar

Secretaries of the Company
Irwin Tan
Richard Kwan
Benjamin Ng

Registrar
Automic Group

Tel: +61 2 9698 5414
Website: https://www.automicgroup.com.au/

Regional Express Holdings Limited | ABN 18 099 547 270

Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **11.00am (AEDT) on Monday, 27 November 2023,** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automic.com.au.

Lodging your Proxy Voting Form:

Online:
Use your computer or smartphone to appoint a proxy at https://investor.automic.com.au/#/loginsah
or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE: https://automicgroup.com.au/

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

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STEP 1 - How to vote

APPOINT A PROXY:
I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Regional Express Holdings Limited, to be held at **11.00am (AEDT) on Wednesday, 29 November 2023 at The Branksome Hotel & Residences, 60 Robey Street, Mascot, NSW 2020** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 – Your voting direction

Resolutions	For	Against	Abstain
1. Adoption of Remuneration Report			
2. Re-election of Neville Howell as an Executive Director			
3. Re-election of James Davis as an Independent Director			
4. Re-election of Professor Ronald Bartsch AM as an Independent Director			

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) / /

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

AUTOMIC

REX

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