



24 October 2022

NOTICE OF ANNUAL GENERAL MEETING

Dear Shareholder

Regional Express Holdings Limited (Company) would like to invite you to its 2022 Annual General Meeting to be held at 3.00 pm Sydney time on Friday 25 November 2022 (“Meeting”).

The Meeting will be held at the Branksome Hotel & Residences, 60 Robey Street, 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 (Section 110K ‘Obligations to give notice of members rights’ (Meeting documents)), shareholders will need to opt into receiving the AGM documents. Should you wish to receive a hard copy of the NOM or Proxy Form this year, please contact the Company’s share registry Link Market Services on 1300 554 474 (within Australia) or on +61 1300 554 474 (outside Australia) between 8.30am and 5.30pm (Sydney time) Monday to Friday.

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 2022 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 or by post, to the Company’s share registry by 3.00 p.m. (Sydney time) on 23 November 2022. 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 REX’s unit registry, Link Market Services Limited, on +61 1800 990 363 or email registrars@linkmarketservices.com.au.

Submitting Your Proxy Vote Online:

Step 1: Go to <https://investorcentre.linkgroup.com/> and enter ‘REX’ as the issuer.

Step 2: Enter your Securityholder Reference Number (SRN) or Holder Identification Number and post code (Australian address) or country code (overseas address) relevant to each security holding.

Step 3: Complete the security verification.

Step 4: Read and accept the terms and conditions and click “Login”.

Step 5: Select “Voting” to lodge your vote.

[Switching To Electronic Communications](#)

If you would like to switch to electronic communications, you can update your communications preferences by following Steps 1 to 4 of the instructions above and then select “Communications” to register 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

Members of the Rex Group





REGIONAL EXPRESS HOLDINGS LIMITED

ACN: 099 547 270

Notice of 2022 Annual General Meeting and Explanatory Statement

Friday 25 November 2022 at 3.00pm (Sydney time)

The Branksome Hotel & Residences, 60 Robey Street, Mascot NSW 2020



Dear Shareholder

2022 ANNUAL GENERAL MEETING

On behalf of the Board, I am pleased to invite you to attend the 2022 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 3.00pm, Sydney time on 25 November 2022.

The Meeting will provide an overview of the Company's activities for the period ended 30 June 2022, 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 2022.

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 a Director 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

MEETING AGENDA

2.30pm	Registration Opens
3.00pm	Commencement of Meeting <ul style="list-style-type: none">• 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).

NOTICE OF 2022 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 2022, 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 2022, 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 2021, 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 the Hon. John Sharp AM as an Independent Director

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

"That, John Sharp 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 24 October 2022



Irwin Tan
Company Secretary

Voting Notes

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

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 Wednesday 23 November 2022. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to vote at the Meeting.

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 www.linkmarketservices.com.au or by requesting a hard copy of the Proxy Form from Link Market Services. 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 Link Market Service Limited in accordance with the instructions on the Proxy Form at the website address, postal address or fax number below not later than 3.00 pm (Sydney time) on 23 November 2022.

- Online (preferred):
www.linkmarketservices.com.au
- By mail:
Regional Express Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia
- By fax:
02 9287 0309 (from within Australia)
+61 2 9287 0309 (from outside Australia)
- By delivery in person:
Link Market Services Limited
Level 12 680 George Street Sydney NSW 2000
Australia

3. 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 Link Market Service Limited prior to the Meeting evidence of his or her appointment unless it has previously been provided to Link Market Service Limited. 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.

4. 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.

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	Monday, 24 October 2022
Dispatch of Letter of Notice to Shareholders	Monday, 17 October 2022
Date for establishing voting entitlements	Wednesday, 23 November 2022

Latest time for receipt of Proxy Forms

3.00pm (Sydney Time),
Wednesday 23 November 2022

Annual General Meeting

3.00pm (Sydney Time), Friday 25
November 2022

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 2022. 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 2022, 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 2022;

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.

3. RESOLUTION 2 – 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 Director, retire as required by Article 20.1 of the Constitution and ASX Listing Rule 14.4 and, being eligible, offer himself for re-election as Director of the Company under article 20.8 of the Constitution:

3.2 RESOLUTION 2 – RE-ELECTION OF THE HON. JOHN SHARP AM AS AN INDEPENDENT DIRECTOR

The Hon. John Sharp AM Deputy Chairman and Independent Director

Appointed 14 April 2005 and re-appointed 19 November 2008, 23 November 2011, 27 November 2013, 29 November 2016 and 21 November 2019 .

The Honourable John Sharp AM is an aviator, having been a licenced pilot of both fixed-wing and rotary-wing aircraft. Mr Sharp was a member of the House of Representatives of the Commonwealth Parliament for 14 years (1984 – 1998). He retired from the House of Representatives in 1998 and established his own high-level aviation and transport consulting company. He was Honorary Federal Treasurer of the National Party of Australia from 1999 to 2017.

Mr Sharp is Chairman of Pel-Air Aviation Pty Ltd and serves as a director on the boards of Power and Data Corporation Pty Limited; Luerssen Australia; Australian

Maritime Shipbuilding Export Group; the Tudor House Foundation, and the Foundation for Rural and Regional Renewal, as well as a Trustee and Board Member of John McKeown House. He is also a director of the Bundanon Trust.

Mr Sharp is a former Chairman of the Aviation Safety Foundation of Australia, Winifred West Schools Foundation, and the Parsons Brinkerhoff Advisory Board, an engineering and design company operating throughout Australia and the region. He has previously served as a director of Airbus Group, Australia Pacific and has been a member of the University of Wollongong Vice Chancellor's Advisory Board. He has been a director of the French- Australian Chamber of Commerce and Industry, and Co- Chair of the Cancer Council of NSW Southern Highlands Branch. He recently retired as a member of the Climate Change Authority which he served on for six years.

Mr Sharp was also previously appointed a director of the Flight Safety Foundation following his receipt of the Foundation's Presidential Citation for Aviation Safety, the first Australian to receive this award.

He is involved in a number of voluntary and community organisations and named a Member of the Order of Australia for significant service to the people and Parliament of Australia, to the aviation industry, and the community.

Mr Sharp's extensive experience in aviation, regional air services and as the former Federal Minister for Transport and Regional Development in the Federal Government, adds significantly to the expertise and standing of the Board.

John sharp is an Independent Director and was last re-elected at the Company's 2019 Annual General Meeting and accordingly offers himself for re-election.

3.3 Recommendation

The Board believes that Mr Sharp's extensive aviation, business/entrepreneurial and political experience and corporate governance knowledge complements the skills of the Board and the Board (other than) John Sharp unanimously recommends that Shareholders vote in favour of Resolution 2.

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 2022.
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 BDO AUDIT PTY LTDs at the date of this Notice)
Auditor's Report	means the Auditor's report on the Financial Report.
BDO	means BDO Audit Pty Ltd, being the Company's auditor for the financial year ending 30 June 2022
Board	means the board of Directors of the Company.
Closely Related Party	<p>means, as defined in the Corporations Act, a closely related party of a member of the Key Management Personnel being:</p> <ul style="list-style-type: none">(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;(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 <p>a person prescribed by the Corporations Regulations.</p>

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 <i>Corporations Act 2001</i> (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 2022.
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.
Link Market Service Limited	means Link Market Services Limited, being the Company's share registry.
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 2022.
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
Benjamin Ng
Richard Kwan

Registrar

Link Market Services Limited
Tel: +61 1300 735 980
Website: <http://www.linkmarketservices.com.au>



REGIONAL EXPRESS HOLDINGS LIMITED

ABN 18 099 547 270

LODGE YOUR VOTE

ONLINE
<https://investorcentre.linkgroup.com>

BY MAIL
Regional Express Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
02 9287 0309

BY HAND
Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone: +61 1300 735 980



X999999999999

PROXY FORM

I/We being a member(s) of Regional Express Holdings Limited and entitled to participate in 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 **3:00pm (Sydney time) on Friday, 25 November 2022 at Branksome Hotel & Residences, 60 Robey Street, Sydney NSW 2020 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 1: 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 1, 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 .

STEP 2

Resolutions

	For	Against	Abstain*
1 Adoption of Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of the Hon. John Sharp AM as an Independent Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

i * 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)
<input type="text"/>	<input type="text"/>	<input type="text"/>
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

REX PRX2201C



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 participate in 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:

- 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
- 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 participate in the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must 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 <https://investorcentre.linkgroup.com>.

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 **3:00pm (Sydney time) on Wednesday, 23 November 2022**, 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

<https://investorcentre.linkgroup.com>

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).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Regional Express Holdings 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*
Level 12
680 George Street
Sydney NSW 2000

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

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