Alliance Aviation Services Limited
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2 September 2026

ASX Release

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO U.S. PERSONS

Alliance Aviation Services Limited
("Alliance" or "the Company") (ASX: AQZ)

Opening of the Retail Entitlement Offer

Alliance Aviation Services Limited ("**Alliance**") (ASX: **AQZ**) is pleased to announce the opening of the retail component of the Entitlement Offer (**Retail Entitlement Offer**) referred to in its ASX Announcement on 26 August 2026 in relation to its fully underwritten accelerated non-renounceable entitlement offer (**Entitlement Offer**).

The Retail Entitlement Offer opens today and will close at 5.00pm (Sydney time) on Friday, 11 September 2026. The Retail Entitlement Offer is anticipated to raise approximately A$7 million and is being conducted on the same price and ratio as the institutional component, which successfully closed on 27 August 2026, having raised approximately A$33 million.

The Retail Entitlement Offer provides Eligible Retail Shareholders[1] with the opportunity to participate in the Retail Entitlement Offer on a pro-rata basis of one new fully paid share at an Offer Price of A$0.70 (**Offer Price**) for every 5.6 Existing Shares held at the Record Date of Friday, 28 August 2026. The Offer Price is the same price at which New Shares are to be issued to Eligible Institutional Shareholders.

Eligible Retail Shareholders who take up their Entitlement in full may apply for additional New Shares under the Top Up Facility, at the Offer Price and up to a maximum of 100% of their entitlement. Where applications under the Top Up Facility exceed the number of additional New Shares available for allocation, the Company reserves the right to scale back applications for additional New Shares on a pro rata and equitable basis among Eligible Retail Shareholders.

Alliance confirms that it will complete despatch today of the Retail Offer Booklet and personalised Entitlement and Acceptance Forms (or instructions to access them online) to Eligible Retail Shareholders (by the shareholders preferred communication method).

Attached to this announcement is the letter to Eligible Retail Shareholders notifying them of the Retail Entitlement Offer, as well as a letter to Ineligible Retail Shareholders[2].

[1] As defined in the Retail Offer Booklet
[2] As defined in the Retail Offer Booklet.

If you have any questions in relation to the Retail Entitlement Offer, please contact the Alliance Aviation Services Information Line on 1300 420 709 (within Australia) or + 61 1300 420 709 (from outside Australia) between 8:30am to 5:30pm (Sydney, Australia time), Monday to Friday.

Capitalised terms used but not defined in this announcement have the meaning given to them in the Retail Offer Booklet.

END

This announcement was authorised for release to the ASX by the Company Secretary of Alliance Aviation Services Limited.

About Alliance

Alliance is Australasia's leading provider of ACMI, contract, and charter airline services currently employing more than 1,400 staff. The Company provides essential services to mining, energy, and government sectors as well as wet lease services for other airlines. Alliance holds IATA's IOSA certification, the only Australian contract and charter operator to do so and Flight Safety Foundation "BARS Gold" status, the first such carrier in Australia to achieve gold status.

For more information contact:

Nicola Clark
Company Secretary
Alliance Aviation Services Limited
+61 439 076 555

ALLIANCE AVIATION SERVICES LIMITED

ABN 96 153 361 525

Retail Entitlement Offer Booklet

1 for 5.60 pro rata accelerated non-renounceable entitlement offer of fully paid ordinary shares in Alliance Aviation Services Limited at an issue price of $0.70 per New Share

Retail Entitlement Offer closes at 5.00pm (Sydney, Australia time) on Friday, 11 September 2026 (unless extended). Valid Applications must be received before that time.

If you are an Eligible Retail Shareholder, this Retail Offer Booklet together with the personalised Entitlement and Acceptance Form which accompanies it are important documents that require your immediate attention. These documents should be read in their entirety. This Retail Offer Booklet is not a prospectus under the *Corporations Act 2001* (Cth) and has not been lodged with the Australian Securities and Investments Commission. You should consult your stockbroker, solicitor, accountant or other professional adviser if you have any questions. You can also contact the Alliance Aviation Offer Information Line on 1300 420 709 or + 61 1300 420 709 (within or outside Australia) between 8:30am to 5:30pm (Sydney, Australia time) on Monday to Friday if you have any questions.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

IMPORTANT NOTICES

This Retail Offer Booklet has been issued by Alliance Aviation Services Limited ABN 96 153 361 525 (**Alliance**).

This Retail Offer Booklet is dated Wednesday, 2 September 2026, and relates to the Retail Entitlement Offer, which is part of the Entitlement Offer by Alliance to raise approximately $20.1 million. Capitalised terms in this section have the meaning given to them in this Retail Offer Booklet.

The Retail Entitlement Offer is made pursuant to Section 708AA of the *Corporations Act 2001* (Cth) (**Corporations Act**) (as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2026/98 and ASIC Corporations (Disregarding Technical Relief) Instrument 2026/180). This Retail Offer Booklet is not a prospectus or a product disclosure statement under the Corporations Act and has not been lodged with ASIC. This Retail Offer Booklet does not contain all of the information which would be required to be disclosed in a prospectus or product disclosure statement. As a result, it is important for you to read and understand the publicly available information in relation to Alliance and the Retail Entitlement Offer (for example, the information available on Alliance's website at allianceairlines.com.au or on ASX's website at www.asx.com.au) prior to deciding whether to accept your Retail Entitlement and apply for New Shares. The information in this Retail Offer Booklet does not constitute financial product advice and does not take into account your investment objectives, financial situation or particular needs.

Please contact your professional adviser or the Alliance Offer Information Line on 1300 420 709 or +61 1300 420 709 (within and outside Australia) between 8:30am to 5:30pm (Sydney, Australia time) on Monday to Friday if you have any questions.

This Retail Offer Booklet should be read in its entirety (including the accompanying Entitlement and Acceptance Form) before you decide to participate in the Retail Entitlement Offer. In particular, the Investor Presentation issued by Alliance to the ASX on Wednesday, 26 August 2026 (**Investor Presentation**), and incorporated in Section 4 of this Retail Offer Booklet details important factors and risks that could affect the financial and operating performance of Alliance. Please refer to Appendix B: 'Key Risks' of the Investor Presentation for details. When making an investment decision in connection with the Retail Entitlement Offer, it is essential that you consider these risk factors carefully in light of your individual personal circumstances, including financial and taxation issues (some of which have been outlined in Section 6 of this Retail Offer Booklet).

In addition to reading this Retail Offer Booklet in conjunction with Alliance's other periodic and continuous disclosure announcements including the Investor Presentation and Alliance's announcements to the ASX and on its website, you should conduct your own independent review, investigations and analysis of Alliance and the New Shares and obtain any professional advice you require to evaluate the merits and risks of an investment in Alliance before making any investment decision.

By returning an Entitlement and Acceptance Form or otherwise paying for your New Shares through BPAY®[1] or EFT in accordance with the instructions on the Entitlement and Acceptance Form, you acknowledge that you have read this Retail Offer Booklet and you have acted in accordance with and agree to the terms of the Retail Entitlement Offer detailed in this Retail Offer Booklet.

No overseas offering

This Retail Offer Booklet and the accompanying Entitlement and Acceptance Form do not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. In particular, this Retail Offer Booklet does not constitute an offer to Ineligible Retail Shareholders.

This Retail Offer Booklet is not to be distributed in, and no offer of New Shares pursuant to the Retail Entitlement Offer is to be made, in countries other than Australia and New Zealand.

No action has been taken to register or qualify the Retail Entitlement Offer, the Retail Entitlements or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia and New Zealand.

The distribution of this Retail Offer Booklet (including an electronic copy) outside Australia and New Zealand, is restricted by law. If you come into possession of the information in this Retail Offer Booklet, you should observe such restrictions and should seek your own advice on such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

Foreign exchange control restrictions or restrictions on remitting funds from your country to Australia may apply. Your Application for New Shares is subject to all requisite authorities and clearances being obtained for Alliance to lawfully receive your Application Monies.

New Zealand

The New Shares are not being offered to the public within New Zealand other than to existing Shareholders of Alliance with registered addresses on the Alliance share register in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

United States disclaimer

None of the information in this Retail Offer Booklet (including the ASX Announcements, Investor Presentation and the accompanying Entitlement and Acceptance Form) constitutes an offer to sell, or the solicitation of an offer to buy, any securities in the United States. Neither this Retail Offer Booklet, the accompanying ASX Announcements and Investor Presentation nor the accompanying Entitlement and Acceptance Form may be released or distributed, directly or indirectly, in whole or in part, to persons in the United States.

The Entitlements to purchase the New Shares pursuant to the offer described in this Retail Offer Booklet nor the New Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (**U.S. Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Entitlements may not be taken up or exercised by, and the New Shares may not be offered or sold to, directly or indirectly, persons in the United States or persons that are acting for the account or benefit of persons in the United States (to the extent such persons are acting for the account or benefit of persons in the United States). The Entitlements and the New Shares to be offered and sold in the Retail Entitlement Offer will only be offered and sold in 'offshore transactions' (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act.

Definitions, time and currency

Defined terms used in this Retail Offer Booklet are contained in Section 7. All references to time are to Australian Eastern Standard Time (**Sydney, Australia time**), unless otherwise indicated.

All references to '$' are AUD unless otherwise noted.

Taxation

There will be tax implications associated with participating in the Retail Entitlement Offer and receiving New Shares. Sections 3.4 and 6 provide for a general guide to the Australian income tax, goods and services tax and stamp duty implications of the Retail Entitlement Offer for Eligible Retail Shareholders. The guide does not take account of the individual circumstances of particular Eligible Retail Shareholders and does not constitute tax advice. Alliance recommends that you consult your professional tax adviser in connection with the Retail Entitlement Offer.

Privacy

Alliance collects information about each Applicant for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's shareholding in Alliance.

By submitting an Entitlement and Acceptance Form, you will be providing personal information to Alliance (directly or through the Share Registry). Alliance collects, holds and will use that information to assess your Application. Alliance collects your personal information to process and administer your shareholding in Alliance and to provide related services to you. Alliance may disclose your personal information for purposes related to your shareholding in Alliance, including to the Share Registry, Alliance's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory bodies. You can obtain access to personal information that Alliance holds about you. To make a request for access to your personal information held by (or on behalf of) Alliance, please contact Alliance through the Share Registry.

Governing law

This Retail Offer Booklet, the Retail Entitlement Offer and the contracts formed on acceptance of the Applications are governed by the law of the State of Queensland, Australia. Each Applicant submits to the exclusive jurisdiction of the courts of Queensland, Australia.

No representations

No person is authorised to give any information or to make any representation in connection with the Retail Entitlement Offer which is not contained in this Retail Offer Booklet. Any information or representation in connection with the Retail Entitlement Offer not contained in the Retail Offer Booklet may not be relied upon as having been authorised by Alliance or any of its officers.

Past performance

Investors should note that Alliance's past performance, including past share price performance, cannot be relied upon as an indicator of (and provides no guarantee or guidance as to) Alliance's future performance, including Alliance's future financial position or share price performance.

Future performance

This Retail Offer Booklet contains certain "forward looking statements" with respect to the financial condition, results of operations, projects and business of Alliance and certain plans and objectives of the management of Alliance. Forward looking statements include those containing words such as: "anticipate", "believe", "expect", "estimate", "should", "will", "plan", "could",

[1] Registered to BPAY Pty Ltd ABN 69 079 137 518

"may", "intends", "guidance", "project", "forecast", "target", "likely" and other similar expressions, and include, but are not limited to, statements regarding the outcome and effects of the Retail Entitlement Offer. Any forward looking statements, opinions and estimates provided in this Retail Offer Booklet are based on assumptions and contingencies which are subject to change without notice and involve known and unknown risks and uncertainties and other factors which are beyond the control of Alliance and the Lead Manager Parties (defined below). This includes any statements about market and industry trends, which are based on interpretations of current market conditions. Forward looking statements may include projections, guidance on future revenues, earnings, dividends and estimates.

These forward looking statements contained in this Retail Offer Booklet involve known and unknown risks, uncertainties and other factors which are subject to change without notice, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct.

You are strongly cautioned not to place undue reliance on forward looking statements, particularly in light of the current economic climate and the significant ongoing volatility. Forward looking statements are provided as a general guide only and there can be no assurance that actual outcomes will not differ materially from these statements. Neither Alliance, nor any other person (including, for the avoidance of doubt, the Lead Manager Parties (defined below)), gives any representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward looking statement will actually occur. In particular, such forward looking statements are subject to significant uncertainties and contingencies, many of which are outside the control of Alliance. A number of important factors could cause actual results or performance to differ materially from the forward looking statements. Investors should consider the forward looking statements contained in this Retail Offer Booklet in light of those disclosures. To the maximum extent permitted by law, Alliance and the Lead Manager Parties (defined below) disclaim any responsibility for the accuracy or completeness of any forward looking statements.

The forward looking statements are based on information available to Alliance as at the date of this Retail Offer Booklet. Except as required by law or regulation (including the Listing Rules), neither Alliance, nor any other person (including, for the avoidance of doubt, the Lead Manager Parties (defined below)) is under any obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise.

The Lead Manager Parties have not authorised, approved or verified any forward looking statements.

Lead Manager

Barrenjoey Markets Pty Limited (ABN 66 636 976 059) (the **Lead Manager**) has acted as lead manager to, and underwriter of, the Entitlement Offer. Neither the Lead Manager nor its affiliates, related bodies corporate (as that term is defined in the Corporations Act), or shareholders or any of its respective directors, employees, officers, representatives, agents, affiliates, partners, consultants and advisers (together the **Lead Manager Parties**), nor the advisers to Alliance or any other person, has authorised, permitted or caused the issue or lodgement, submission, despatch or provision of this Retail Offer Booklet (or any other materials released by Alliance) and, none of them makes or purports to make any statement in this Retail Offer Booklet and there is no statement in this Retail Offer Booklet which is based on any statement by any of them.

The Lead Manager Parties may, from time to time, hold interests in the securities of, or earn brokerage, fees or other benefits from dealings in Alliance shares. Refer to Appendix D of the Investor Presentation for a summary of the Underwriting Agreement.

Disclaimer

Determination of eligibility of investors for the purposes of the institutional or retail components of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Alliance and the Lead Manager. To the maximum extent permitted by law, each of Alliance, its affiliates and the Lead Manager Parties disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion. To the maximum extent permitted by law, the Lead Manager Parties disclaim all liability for any expenses, losses, damages or costs incurred by you as a result of your participation in the Retail Entitlement Offer and the information in this Retail Offer Booklet being inaccurate or due to information being omitted from this Retail Offer Booklet, whether by way of negligence or otherwise, and make no representation or warranty, express or implied, as to the currency, accuracy, reliability or completeness of the information in this Retail Offer Booklet.

The Lead Manager Parties take no responsibility for any part of this Retail Offer Booklet or liability (including, without limitation, any liability arising from fault or negligence on the part of any person) for any loss or damage whatsoever arising from the use of any part of this Retail Offer Booklet or otherwise arising in connection with it.

The Lead Manager Parties make no recommendation as to whether you or your related parties should participate in the Retail Entitlement Offer nor do they make any representations or warranties, express or implied, to you concerning the Entitlement Offer or any such information, and by returning an Entitlement and Acceptance Form or otherwise paying for your New Shares through BPAY or EFT in accordance with the instructions on the Entitlement and Acceptance Form, you represent, warrant and agree that you have not relied on any statements made by the Lead Manager Parties in relation to the New Shares or the Entitlement Offer generally.

Risks

Refer to Appendix B: 'Key Risks' of the Investor Presentation included in Section 4 of this Retail Offer Booklet for a summary of general and specific risk factors that may affect Alliance. You should consider these risks carefully in light of your personal circumstances, including financial and taxation issues, before making an investment decision in connection with the Retail Entitlement Offer.

No cooling off

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw an Application once it has been accepted.

Trading New Shares

Alliance and the Lead Manager Parties will have no responsibility and disclaim all liability (to the maximum extent permitted by law) to persons who trade New Shares they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the allocation provided by Alliance or the Share Registry or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

No Entitlements trading

Entitlements are non-renounceable and cannot be traded on the ASX or any other exchange, nor can they be privately transferred.

Disclaimer of representations

No person is authorised to give any information, or to make any representation, in connection with the Retail Entitlement Offer that is not contained in this Retail Offer Booklet. Any information or representation that is not in this Retail Offer Booklet may not be relied on as having been authorised by Alliance, its officers or its related bodies corporate in connection with the Retail Entitlement Offer. If you are in any doubt as to these matters, you should first consult with your stockbroker, solicitor, accountant or other professional adviser.

Letter from the Chair

Wednesday 2 September 2026

Dear Alliance Shareholder,

Over the past ten months, Alliance Aviation Services Limited ("**Alliance**" or the "**Company**") has undertaken a significant strategic reset to position the Company for long-term sustainable growth. During this period, the Board and management have undertaken a number of decisive actions to strengthen the business, including securing a more sustainable wet lease agreement with Qantas, and commencing a broad performance improvement program focused on operational efficiency, cost reduction, fleet optimisation and balance sheet improvement. The Company has also identified a range of asset sales and other initiatives designed to improve cash generation and reduce leverage.

While the Company delivered underlying profit before tax of $38.2 million for FY26 within its revised guidance range, statutory results reflected significant non-cash impairment and asset write-downs associated with the Fokker fleet as the Board took steps to reposition the business for the future (see Appendix A for the Investor Presentation as announced to ASX on 26 August 2026 for more details).

While significant progress has been made, the Board believes it is appropriate to further strengthen Alliance's balance sheet and financial flexibility to support the execution of these initiatives. Accordingly, Alliance is undertaking a fully underwritten $40 million equity raising (the "**Offer**" or the "**Equity Raising**"), comprising an institutional placement ("**Placement**") and 1 for 5.6 pro-rata accelerated non-renounceable entitlement offer ("**Entitlement Offer**").

On behalf of the Board of Alliance, I am pleased to invite all Eligible Retail Shareholders to participate in the Retail Entitlement Offer ("**Retail Entitlement Offer**") of new fully paid shares in Alliance at the Offer Price of $0.70 per New Share. The Offer provides Eligible Retail Shareholders with the opportunity to acquire new shares in Alliance at the same price as institutional investors and participate in the next phase of the Company's transformation.

The net proceeds from the Equity Raising will be used for working capital to improve balance sheet flexibility and support Alliance's broader deleveraging program. Together with the asset sale program and ongoing operational improvements, the Company is targeting a reduction in net debt to EBITDA from 2.7x in FY26 to approximately 2.1x by 30 June 2027[2].

The Board remains confident in Alliance's long-term outlook. With the major strategic foundations now in place and the appointment of Mr Steven Greenway as the new Chief Executive Officer from October 2026 leading the next phase of the Company's development, we believe Alliance is well positioned to deliver improved returns for shareholders over the medium term.

Details of the Retail Entitlement Offer

Under the Retail Entitlement Offer if you are an Eligible Retail Shareholder you have the opportunity to subscribe for 1 New Share at an Offer Price of $0.70 for every 5.6 Existing Shares you hold at 5.00pm (AEST) on Friday, 28 August 2026 ("**Record Date**").

The Offer Price $0.70 per New Share ("Offer Price"), represents a:

- 17.4% discount to the theoretical ex rights price (TERP)[3] of $0.85 per share;
- 22.2% discount to the last close price of $0.90 per share as at Friday 21 August 2026.

[2] Calculated as pre-AASB 16 Net Debt / EBITDA.

[3] The Theoretical Ex-Rights Price ("TERP") is the theoretical price at which Alliance shares should trade after the ex-date for the Equity Raising. TERP is calculated by reference to Alliances closing share price of $0.90 per share on Friday 21 August 2026, being the last trading day prior to the announcement of the Equity Raising, and includes the New Shares issued under both the Entitlement Offer and the Placement. TERP is a theoretical calculation only and the actual price at which Alliance shares trade immediately after the ex-date of the Equity Raising will depend on many factors and may not be equal to TERP.

The Offer Price is the same price at which New Shares are to be issued to Eligible Institutional Shareholders and new investors under the Institutional Entitlement Offer and the Placement. The number of New Shares for which you are entitled to subscribe under the Retail Entitlement Offer is set out in your personalised Entitlement and Acceptance Form that accompanies this Retail Offer Booklet or is otherwise available online via https://events.miraqle.com/AQZ-Offer.

You can choose to take up your Entitlement in full, in part or not at all. Eligible Retail Shareholders who take up their full Entitlement may also apply for additional New Shares at the Offer Price for up to 100% of their existing entitlement ("**Top Up Facility**"). Additional New Shares will only be available where there is a shortfall between valid Applications received from Eligible Retail Shareholders in respect of their Entitlement and the number of New Shares proposed to be issued under the Retail Entitlement Offer. As such, there is no guarantee that you will receive additional Shares under the Top Up Facility. See Section 2.8 for details.

Your Entitlement cannot be traded or sold on the ASX, nor can they be traded privately. You will receive no value for any Entitlement that you have not taken up and your percentage holding in Alliance will be diluted. Shareholders are encouraged to consider the Retail Entitlement Offer carefully.

The Retail Entitlement Offer closes at 5.00pm (AEST) on Friday, 11 September 2026 (unless extended).

The Equity Raising is fully underwritten by Barrenjoey Markets Pty Limited. Morgans Financial Limited and Ord Minnett Limited are acting as Co-Managers to the Equity Raising.

How to Apply

To participate in the Retail Entitlement Offer, you must apply and pay for your New Shares before 5.00pm AEST on Friday 11 September 2026. You can apply and pay via the Offer website at https://events.miraqle.com/AQZ-Offer. Further information about how to apply for new Shares in the Retail Entitlement Offer is set out in Section 2 of this Retail Offer Booklet.

Purpose of this Retail Offer Booklet

This Retail Offer Booklet contains important information about the Retail Entitlement Offer. We encourage you to read it carefully and in full, and to discuss the Retail Entitlement Offer with your broker or your financial, investment or other professional adviser before deciding whether or not to participate in the Retail Entitlement Offer. This Retail Offer Booklet must be read in conjunction with all of Alliance's recent announcements, particularly the Investor Presentation and other materials released on Wednesday, 26 August 2026 at www.asx.com.au under the ticker code "AQZ". In particular, you should read and consider Appendix B of the Investor Presentation ("Key Risks") for a non-exhaustive summary of certain key risks associated with Alliance and the Offer and consult your solicitor, accountant, or other professional adviser before making an investment decision. You can also access information, including the Investor Presentation and announcements regarding the Retail Entitlement Offer on https://events.miraqle.com/AQZ-Offer.

If you have any questions about the Retail Entitlement Offer, please email capital.markets.au@cm.mpms.mufg.com or call the Alliance Offer Information Line on 1300 420 709 (toll free within Australia) or + 61 1300 420 709 from 8:30am to 5.30pm Monday to Friday (AEST time) (excluding public holidays), or contact your broker or your financial, investment or other professional adviser.

On behalf of the Alliance Board, thank you for your continued support, and we welcome your consideration of, and participation in, the Entitlement Offer.

Yours sincerely,

James Jackson
Chairman

Summary of the Entitlement Offer

Entitlement Offer	
Ratio	1 New Share for every 5.60 Existing Shares
Offer Price	$0.70 per New Share
Size	Approximately 16.5 million[4] New Shares under the Institutional Entitlement Offer and approximately 12.2 million New Shares under the Retail Entitlement Offer
Gross proceeds	Approximately $20.1 million, comprising approximately $11.6 million under the Institutional Entitlement Offer and approximately $8.6 million under the Retail Entitlement Offer

Key dates

Activity	Date
Trading halt and announcement of the Entitlement Offer	Wednesday, 26 August 2026
Institutional Entitlement Offer closes	Wednesday, 26 August 2026
Announce results of Institutional Entitlement Offer	Thursday, 27 August 2026
Trading halt lifted – shares recommence trading on ASX on an "ex-entitlement" basis	Friday, 28 August 2026
Record Date for the Entitlement Offer (7.00pm Sydney, Australia time)	Friday, 28 August 2026
Despatch of Retail Offer Booklet and Entitlement and Acceptance Forms	Wednesday, 2 September 2026
Retail Entitlement Offer opens	**Wednesday, 2 September 2026**
Settlement of New Shares issued under the Institutional Entitlement Offer	Friday, 4 September 2026
Allotment and trading on ASX of New Shares issued under the Institutional Entitlement Offer	Monday, 7 September 2026
Retail Entitlement Offer closes (5.00pm Sydney, Australia time)	**Friday, 11 September 2026**
Announce results of Retail Entitlement Offer	Wednesday, 16 September 2026
Settlement of New Shares issued under the Retail Entitlement Offer	Thursday, 17 September 2026
Allotment of New Shares issued under the Retail Entitlement Offer	Friday, 18 September 2026
Trading on ASX of New Shares issued under the Retail Entitlement Offer	Monday, 21 September 2026
Despatch of holding statements for New Shares to retail holders	Monday, 21 September 2026

This Timetable above is indicative only and may change. All dates and times are Sydney, Australia time. Alliance reserves the right to amend any or all of these dates and times subject to the Corporations Act, the Listing Rules and other applicable laws. In particular, Alliance reserves the right to extend the Closing Date for the Retail Entitlement Offer, to accept late Applications under the Retail Entitlement Offer (either generally or in particular cases) and to withdraw the Retail Entitlement Offer without prior notice. Any extension of the Closing Date will have a consequential effect on the allotment date of New Shares. Alliance also reserves the right not to proceed with the Entitlement Offer in whole or in part at any time prior to allotment and issue of the New Shares. In that event, the relevant Application Monies (without interest) will be returned in full to Applicants.

[4] Excludes approximately 2.3m New Shares subscribed for by AQZ's major shareholder in the Institutional Entitlement Offer that will settle on the Retail Entitlement Offer settlement date.

Enquiries

If you have any doubt about whether you should participate in the Retail Entitlement Offer, you should seek professional financial advice from your stockbroker, solicitor, accountant or other professional adviser before making any investment decision.

If you have questions on how to complete the Entitlement and Acceptance Form or how to take up your Entitlement or have lost your Entitlement and Acceptance Form and would like a replacement form, please contact the Alliance Offer Information Line on **1300 420 709** or **+ 61 1300 420 709** (inside and outside Australia) between **8:30am to 5:30pm** (Sydney, Australia time) Monday to Friday during the Retail Entitlement Offer Period.

Table of contents

1 Summary of options available to you

If you are an Eligible Retail Shareholder (as defined in Section 5.1) you may take any one of the following actions:

1. take up all of your Retail Entitlements (and, if you take up all of your Retail Entitlements, apply for additional New Shares under the Top Up Facility for up to 100% of your Retail Entitlement) (see Section 2.8of this Retail Offer Booklet);
2. take up part of your Retail Entitlements, in which case the balance of the Entitlements will lapse (see Section 2.9); or
3. do nothing, in which case your Retail Entitlements will lapse and you will receive no value for your lapsed Retail Entitlements (see Section 2.10 of this Retail Offer Booklet).

If you are a retail Shareholder that is not an Eligible Retail Shareholder, you are an **Ineligible Retail Shareholder** (as defined in Section 7 (Definitions) of this Retail Offer Booklet. Ineligible Retail Shareholders will not be able to participate in the Retail Entitlement Offer.

Options available to you	Key considerations
1. Take up all or part of your Retail Entitlements (and, if you take up all of your Retail Entitlements, apply for additional New Shares under the Top Up Facility) (refer to Section 2.8)	• You may elect to purchase New Shares at the Offer Price (see Section 2.7 for instructions on how to take up your Retail Entitlements). • The New Shares will be fully paid and rank equally in all respects with Existing Shares. • The Retail Entitlement Offer closes at 5.00pm (Sydney, Australia time) on Friday, 11 September 2026. • If you take up all of your Retail Entitlement, you may also apply for additional New Shares under the Top Up Facility up to 100% of your existing Entitlement. There is no guarantee that you will be allocated any additional New Shares under the Top Up Facility. •
2. Take up part of your Entitlement and allow the balance to lapse (refer to Section 2.9)	• If you only take up part of your Retail Entitlements, those Retail Entitlements not taken up will lapse and you will not receive any payment or value for them. You will not be entitled to apply for additional New Shares under the Top Up Facility. • If you do not take up your Entitlement in full you will not receive any payment or value for those Entitlements not taken up. • Your Entitlement to participate in the Retail Entitlement Offer is non-renounceable, which means it is non-transferable and cannot be sold, traded on ASX or any other exchange, nor can they be privately transferred. • If you do not take up your Retail Entitlements in full, your shareholding in Alliance will be diluted as a result of the Entitlement Offer.
3. Do nothing and allow your Retail Entitlements to lapse (refer to Section 2.10)	• If you do not wish to participate, you do not need to do anything in response to this Retail Offer Booklet, personalised Entitlement and Acceptance Form or the communications received in relation to the Entitlement Offer. • If you do not take up your Retail Entitlements, you will not be allocated New Shares and your Retail Entitlements will lapse. • Your entitlement to participate in the Retail Entitlement Offer is non-renounceable, which means it is non-

Options available to you	Key considerations
	transferrable and cannot be sold, traded on ASX or any other exchange, nor can it be privately transferred. • If you do not take up your Retail Entitlements, you will not receive any payment or value for your Retail Entitlements and your percentage shareholding in Alliance will also be diluted as a result of the Entitlement Offer.

Please carefully read this Retail Offer Booklet in its entirety and consult your stockbroker, solicitor, accountant or other professional adviser before making your investment decision. In particular, you should read and consider Appendix B: 'Key Risks' of the Investor Presentation (enclosed in Section 4), which contains a summary of some of the key risks associated with an investment in Alliance.

2 How to apply

2.1 Overview

Alliance intends to raise approximately $20.1 million under the Entitlement Offer.

Alliance intends to use the net proceeds from the Entitlement Offer to reduce indebtedness and fund working capital.

Alliance is offering eligible Shareholders the opportunity to subscribe for 1 New Share for every 5.60 Existing Shares held on the Record Date. The Offer Price per New Share is $0.70.

The Entitlement Offer comprises two components:

- **Institutional Entitlement Offer** – under which Eligible Institutional Shareholders were invited to take up all or part of their Entitlement, and a process to sell New Shares in respect of Entitlements not taken up by Eligible Institutional Shareholders as well as New Shares in respect of Entitlements of Ineligible Institutional Shareholders at the Offer Price to Eligible Institutional Shareholders who applied for New Shares in excess of their Entitlement, as well as certain other institutional investors, was carried out. The Institutional Entitlement Offer raised approximately $11.6[5] million; and

- **Retail Entitlement Offer** – under which Eligible Retail Shareholders have access to this Retail Offer Booklet, together with a personalised Entitlement and Acceptance Form (also available online via https://events.miraqle.com/AQZ-Offer), and are being invited to take up all or part of their Retail Entitlements. The Retail Entitlement Offer is expected to raise approximately $8.6 million.

Both the Institutional Entitlement Offer and the Retail Entitlement Offer are non-renounceable. New Shares issued under the Retail Entitlement Offer are to be issued at the same price as New Shares issued under the Institutional Entitlement Offer.

The Entitlement Offer is fully underwritten by the Lead Manager. Further details on the Entitlement Offer are set out below.

Refer to the ASX Announcement and the Investor Presentation set out in Section 4 for information on the purpose of the Entitlement Offer, the application of the proceeds of the Entitlement Offer and for information on Alliance's business, performance and strategy. You should also consider other publicly available information about Alliance, including information available at www.asx.com.au and allianceairlines.com.au.

2.2 Institutional Entitlement Offer

On Wednesday, 26 August 2026, Alliance successfully conducted the Institutional Entitlement Offer at the Offer Price of $0.70 per New Share, raising approximately $11.6 million. Please refer to Alliance's ASX announcement dated Thursday, 27 August 2026, for further information about the outcome of the Institutional Entitlement Offer.

New Shares to be issued under the Institutional Entitlement Offer (including those issued in connection with the Institutional Shortfall Bookbuild) are expected to be issued and commence trading on the ASX on Monday, 7 September 2026.

2.3 Retail Entitlement Offer

Under the Retail Entitlement Offer, Eligible Retail Shareholders are invited to apply for 1 New Share for every 5.60 Existing Shares held as at the Record Date at the Offer Price of $0.70 per New Share. The Retail Entitlement Offer constitutes an offer to Eligible Retail Shareholders, who are invited to apply for 1 New Share for every 5.60 Existing Shares held on the Record Date. The

[5] Excludes approximately 2.3m New Shares subscribed for by AQZ's major shareholder in the Institutional Entitlement Offer that will settle on the Retail Entitlement Offer settlement date.

Offer Price of A$0.70 per New Share is the same price offered to Eligible Institutional Shareholders under the Institutional Entitlement Offer and represents a discount of:

- 17.4% to the TERP of A$0.85; and
- 22.2% to the last closing price of A$0.90 per share as at Friday, 21 August 2026.

The offer ratio and Offer Price under the Retail Entitlement Offer are the same as that applied to the Institutional Entitlement Offer.

The Retail Entitlement Offer opens on Wednesday, 2 September 2026, and will close at 5.00pm (Sydney, Australia time) on Friday, 11 September 2026.

2.4 Shortfall under the Retail Entitlement Offer

If any Eligible Retail Shareholders do not take up their full Entitlement under the Retail Entitlement Offer, the New Shares that are not taken up by them will form part of the Shortfall.

Shortfall Shares will be allocated to institutional investors and other institutional shareholders who have entered into sub-underwriting arrangements with the Lead Manager at the discretion of the Lead Manager, on terms not less than the price and terms offered to Eligible Retail Shareholders under the Entitlement Offer.

Pursuant to the Underwriting Agreement, the Lead Manager may at any time appoint a sub-underwriter or sub-underwriters to sub-underwrite the Entitlement Offer and to subscribe, bid, apply for, or nominate places of, any of the Shortfall.

Please refer to Section 5.8 for further details of potential impact on control of Alliance.

2.5 Your Retail Entitlements

Your Retail Entitlement is set out on the personalised Entitlement and Acceptance Form and has been calculated as 1 New Share for every 5.60 Existing Shares you held as at the Record Date (with fractional entitlements rounded up, if necessary, to the nearest whole number of New Shares).

If you have more than one registered holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have a separate Retail Entitlement for each separate holding.

You can also view details of your Retail Entitlements online at https://events.miraqle.com/AQZ-Offer.

New Shares issued under the Retail Entitlement Offer will be fully paid and rank equally in all respects with Existing Shares.

Eligible Retail Shareholders should be aware that an investment in Alliance involves risks. The key risks identified by Alliance are set out in Appendix B of the Investor Presentation (enclosed in Section 4).

2.6 Consider the Retail Entitlement Offer carefully in light of your particular investment objectives and circumstances

The Retail Entitlement Offer is being made pursuant to provisions of the Corporations Act which allow entitlement offers to be made without a prospectus, provided certain conditions are satisfied.

This Retail Offer Booklet does not contain all of the information which may be required in order to make an informed decision regarding an Application for New Shares offered under the Retail Entitlement Offer. As a result, it is important for you to read carefully and understand the information on Alliance and the Retail Entitlement Offer made publicly available, prior to deciding whether to take up all or part of your Retail Entitlements, or do nothing in respect of your Retail

Entitlements. In particular, please refer to this Retail Offer Booklet and other announcements by Alliance made available at www.asx.com.au (including announcements which may be made by Alliance after publication of this Retail Offer Booklet).

Please consult with your stockbroker, solicitor, accountant or other professional adviser if you have any queries or are uncertain about any aspect of the Retail Entitlement Offer. You should also refer to Appendix B: 'Key Risks' of the Investor Presentation included in Section 4 of this Retail Offer Booklet.

2.7 Options available to you

If you are an Eligible Retail Shareholder, you may take any of the following actions. Each of these options may have a materially different outcome on any value you receive in respect of your Retail Entitlements:

1. Take up all of your Retail Entitlements and in doing so, you may apply for additional New Shares under the Top Up Facility for up to 100% of your existing Entitlement (see Section 2.8);

2. Take up part of the Entitlement, in which case the balance of the Entitlement would lapse (refer to Section 2.9); or

3. Do nothing and let your Retail Entitlements lapse (see Section 2.10).

Ineligible Retail Shareholders may not participate in the Retail Entitlement Offer. Alliance reserves the right to reject any Application that is received after the Closing Date.

The Closing Date for acceptance of the Retail Entitlement Offer is **5.00pm (Sydney, Australia time) on Friday, 11 September 2026** (however, that date may be varied by Alliance in accordance with the Listing Rules and the Underwriting Agreement).

2.8 Option 1: If you wish to take up all of your Retail Entitlements (and participate in the Top Up Facility for up to 100% of your Entitlement)

If you wish to take up all of your Retail Entitlements, please pay your Application Monies via BPAY by following the instructions set out on your personalised Entitlement and Acceptance Form. Payment is due by no later than 5.00pm (Sydney, Australia time) on Friday, 11 September 2026. If you are unable to pay by BPAY, please refer to Section 3.2 below.

If you take up all of your Retail Entitlements, you may also apply for additional New Shares at the Offer Price for up to 100% of your Retail Entitlement under the Top Up Facility. Any amounts received by Alliance in excess of the Offer Price multiplied by your full Retail Entitlement may be treated as an application to apply for as many additional New Shares under the Top Up Facility as your Application Monies will pay for in full (up to 100% of your Retail Entitlement).

If you apply for additional New Shares under the Top Up Facility and your application is successful (in whole or in part), your additional New Shares will be issued at the same time as other New Shares are issued under the Retail Entitlement Offer.

If you apply for additional New Shares, there is no guarantee that you will be allocated any additional New Shares under the Top Up Facility. Additional New Shares will only be available where there is a shortfall between applications received from Eligible Retail Shareholders in respect of their Retail Entitlements and the number of New Shares proposed to be issued under the Retail Entitlement Offer. Alliance and the Lead Manager reserve the right to scale back applications for additional New Shares on a pro rata and equitable basis among Eligible Retail Shareholders.

2.9 Option 2: If you wish to take up part of your Retail Entitlements and allow the balance to lapse

If you wish to take up part of your Entitlement, payment must be made via BPAY (or for Eligible Retail Shareholders in New Zealand, by EFT) by following the instructions set out on your personalised Entitlement and Acceptance Form. You can also access details of your Entitlement and how to participate at https://events.miraqle.com/AQZ-Offer. If Alliance receives an amount that is less than the Offer Price multiplied by your Entitlement, your payment may be treated as an Application for as many New Shares as your Application Monies will pay for in full.

If you take up part of your Retail Entitlements, those Retail Entitlements not taken up will lapse and you will not receive any payment or value for them.

If you do not take up your Retail Entitlements in full, your shareholding in Alliance will be diluted as a result of the Entitlement Offer.

Alliance reserves the right (in its absolute discretion) to reduce the number of New Shares issued to Eligible Retail Shareholders, or persons claiming to be Eligible Retail Shareholders, if Alliance believes their claims to be overstated or if they or their nominees fail to provide information to substantiate their claims to Alliance's satisfaction (refer to Section 5.4).

2.10 Option 3: Do nothing and let your Retail Entitlements lapse

If you do nothing, you will not be allocated New Shares and your Retail Entitlements will lapse. Your entitlement to participate in the Retail Entitlement Offer is non-renounceable, which means your Retail Entitlements are non-transferable and cannot be sold or traded on ASX or any other exchange, nor can they be privately transferred.

By allowing your Retail Entitlement to lapse, you will forgo any exposure to increases or decreases in the value of the New Shares had you taken up your Retail Entitlement and you will not receive any value for your Retail Entitlement. Your interest in Alliance will also be diluted to the extent of New Shares issued under the Entitlement Offer.

2.11 Ineligible Retail Shareholders

Ineligible Retail Shareholders are retail Shareholders as at the Record Date who are not Eligible Retail Shareholders.

2.12 Retail Offer Booklet availability

Eligible Retail Shareholders in Australia and New Zealand can obtain a copy of this Retail Offer Booklet during the period of the Retail Entitlement Offer by accessing the Offer Website at https://events.miraqle.com/AQZ-Offer or by calling the Alliance Offer Information Line on **1300 420 709** or **+61 1300 420 709** (within and outside Australia) between **8:30am to 5:30pm** (Sydney, Australia time) Monday to Friday during the Retail Entitlement Offer Period.

A replacement personalised Entitlement and Acceptance Form can be requested by accessing the Offer Website at https://events.miraqle.com/AQZ-Offer or by calling the Alliance Offer Information Line on **1300 420 709** or **+61 1300 420 709** (within and outside Australia) between **8:30am to 5:30pm** (Sydney, Australia time) Monday to Friday, during the Retail Entitlement Offer Period.

If you access the electronic version of this Retail Offer Booklet, you should ensure that you download and read the entire Retail Offer Booklet. The electronic version of this Retail Offer Booklet on the ASX website and the Offer Website will not include an Entitlement and Acceptance Form. You can download a personalised Entitlement and Acceptance Form from the Offer Website by using your Security Reference Number (**SRN**) or Holder Identification Number (**HIN**) as shown on your Issuer Sponsored/CHESS statements.

This Retail Offer Booklet (including the accompanying personalised Entitlement and Acceptance Form) may not be distributed or released to, in whole or in part, or relied upon by, persons in the United States.

3 Payment

Payment should be made using BPAY if possible. New Zealand Shareholders who do not have an Australian bank account and other Eligible Retail Shareholders who are unable to pay by BPAY, please refer to Section 3.2 below to pay by Electronic Funds Transfer (**EFT**).

Cash payments will not be accepted. Receipts for payment will not be issued.

Alliance will treat you as applying for as many New Shares as your payment will pay for in full up to your Retail Entitlement. If you pay an amount that exceeds the Offer Price multiplied by your full Retail Entitlement, you are deemed to have applied for as many additional New Shares under the Top Up Facility as your Application Monies will pay for in full (up to 100% of your Retail Entitlement).

Any Application Monies received for more than your final allocation of New Shares (including any scale-back in respect of New Shares applied for under the Top Up Facility) will be refunded as soon as practicable after the close of the Retail Entitlement Offer. No interest will be paid to Applicants on any Application Monies received or refunded. Refund amounts, if any, will be paid in Australian dollars. You will be paid either by direct credit to the nominated bank account as noted on the Alliance share register as at the Closing Date or by cheque sent by ordinary post to your address as recorded on the Alliance share register (the registered address of the first-named in the case of joint holders). If you wish to advise or change your banking instructions with the Share Registry you may do so by going to https://au.investorcentre.mpms.mufg.com/Login/ and updating your banking instructions by 5.00pm (Sydney, Australia time) on Friday, 11 September 2026.

3.1 Payment by BPAY®

For payment by BPAY, please follow the instructions on the personalised Entitlement and Acceptance Form or on the Offer Website (https://events.miraqle.com/AQZ-Offer). You can only make payment via BPAY if you are the holder of an account with an Australian financial institution that supports BPAY transactions.

If you are paying by BPAY, please make sure you use the specific Biller Code and your unique Customer Reference Number (**CRN**) on your personalised Entitlement and Acceptance Form accessible on the Offer Website. If you have multiple holdings and consequently receive more than one personalised Entitlement and Acceptance Form, when taking up your Retail Entitlements in respect of one of those holdings only use the CRN specific to that holding. If you do not use the correct CRN specific to that holding your Application will not be recognised as valid.

Please note that by paying by BPAY:

(a) you do not need to submit your personalised Entitlement and Acceptance Form but are taken to make the declarations, representations and warranties on that Entitlement and Acceptance Form and in Section 3.3; and

(b) if you do not pay for your full Retail Entitlement, you are deemed to have taken up your Retail Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies; and

(c) if you pay an amount that is above your full Retail Entitlement, you are deemed to have applied for as many additional New Shares under the Top Up Facility as your Application Monies will pay for in full (up to 100% of your Retail Entitlement).

It is your responsibility to ensure that your BPAY payment is received by the Share Registry by no later than 5.00pm (Sydney, Australia time) on Friday, 11 September 2026. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration in the timing of when you make payment.

Neither Alliance nor the Share Registry accepts any responsibility for losses incurred through incorrectly completed BPAY payments.

3.2 If you are unable to pay by BPAY®

If you are unable to pay by BPAY, you can make payment by International Electronic Funds Transfer (EFT). Please see below for more information. Alliance encourages payments by BPAY if possible.

Payment by EFT

If you are a Shareholder who does not have an Australian bank account, and cannot make the payment through BPAY, please contact the Alliance Offer Information Line on **1300 420 709** or **+61 1300 420 709** (within or outside Australia) between **8:30am to 5:30pm** (Sydney, Australia time) on Monday to Friday or email capital.markets.au@cm.mpms.mufg.com for details on how to make the payment through EFT. Please include your SRN/HIN as reference for the payment.

Please note that by paying by EFT:

(a) you are required to email your completed personalised Entitlement and Acceptance Form to capital.markets.au@cm.mpms.mufg.com. In doing so, you are taken to make the declarations, representations and warranties on that Entitlement and Acceptance Form and in Section 3.3; and

(b) if you do not pay for your full Retail Entitlement, you are deemed to have taken up your Retail Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies.

It is your responsibility to ensure that your EFT payment is received by the Share Registry by no later than 5.00pm (Sydney, Australia time) on Friday, 11 September 2026. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration in the timing of when you make payment.

You will also need to ensure that you are aware of any transfer fees with your financial institution as Alliance and the Share Registry are only able to process the Australian dollar funds received.

Neither Alliance nor the Share Registry accepts any responsibility for losses incurred through incorrectly completed EFT payments. Payment will not be accepted by cheque or money order.

3.3 Entitlement and Acceptance Form is binding

A payment made through BPAY, EFT or a completed and lodged Entitlement and Acceptance Form together with the payment of requisite Application Monies constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Retail Offer Booklet and, once lodged or paid, cannot be withdrawn. If the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid Application for New Shares. Alliance's decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

By making a payment by BPAY or EFT or by completing and returning your personalised Entitlement and Acceptance Form with the requisite Application Monies, you will also be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that:

(a) you have received and read, and understand this Retail Offer Booklet and your personalised Entitlement and Acceptance Form in their entirety;

(b) you agree to be bound by the terms of the Retail Entitlement Offer, the provisions of this Retail Offer Booklet, and Alliance's constitution;

(c) you authorise Alliance to register you as the holder(s) of New Shares allotted to you under the Retail Entitlement Offer;

(d) all details and statements in the personalised Entitlement and Acceptance Form are complete, accurate and up to date;

(e) you represent and warrant that you are in compliance with any restriction that applies to shareholdings in Alliance (including restrictions arising under legislation, the requirements of a regulatory authority or under Alliance's constitution) (**Ownership Restrictions**) and you will not cease to be in compliance with the Ownership Restrictions (or any other applicable law or regulation) if you acquire New Shares allotted to you under the Retail Entitlement Offer;

(f) if you are a natural person, you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the personalised Entitlement and Acceptance Form;

(g) you accept that there is no cooling off period under the Retail Entitlement Offer and that once Alliance receives your personalised Entitlement and Acceptance Form or any payment of Application Monies via BPAY or EFT, you may not withdraw your Application or funds provided except as allowed by law;

(h) you agree to apply for and be issued up to the number of New Shares specified in the personalised Entitlement and Acceptance Form, or for which you have submitted payment of any Application Monies via BPAY or EFT, at the Offer Price per New Share;

(i) you authorise Alliance, the Lead Manager, the Share Registry and their respective officers, employees or agents to do anything on your behalf necessary for New Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in your personalised Entitlement and Acceptance Form;

(j) you acknowledge and agree that:

    (i) a determination of the eligibility of investors for the purposes of the Institutional Entitlement Offer or Retail Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Alliance and/or the Lead Manager;

    (ii) Alliance, its affiliates, and each of the Lead Manager Parties disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law;

(k) you represent and warrant (for the benefit of Alliance, its related bodies corporate and affiliates and the Lead Manager Parties) that you did not receive an invitation to participate in the Institutional Entitlement Offer either directly or through a nominee, are not an Ineligible Institutional Shareholder under the Institutional Entitlement Offer and are otherwise eligible to participate in the Retail Entitlement Offer;

(l) you declare that you were the registered holder(s) at the Record Date of the Shares indicated on the personalised Entitlement and Acceptance Form as being held by you on the Record Date;

(m) the information contained in this Retail Offer Booklet and your personalised Entitlement and Acceptance Form is not investment advice or financial product advice nor a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs;

(n) this Retail Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in Alliance and is given in the context of Alliance's past and ongoing continuous disclosure announcements to ASX;

(o) you acknowledge the statement of risks in Appendix B: ‘Key Risks’ of the Investor Presentation (included in Section 4 of this Retail Offer Booklet), and that an investment in Alliance is subject to risks;

(p) none of Alliance, its related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, nor any of the Lead Manager Parties, guarantees the performance of the New Shares or the performance of Alliance, nor do they guarantee the repayment of capital from Alliance;

(q) you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Retail Entitlement Offer and of your holding of Shares on the Record Date;

(r) you authorise Alliance to correct any errors in your personalised Entitlement and Acceptance Form or other form provided by you;

(s) the law of any place does not prohibit you from being given this Retail Offer Booklet and the personalised Entitlement and Acceptance Form, nor does it prohibit you from making an Application for New Shares and that you are otherwise eligible to participate in the Retail Entitlement Offer;

(t) you are an Eligible Retail Shareholder;

(u) you acknowledge that the Retail Entitlements and the New Shares have not been, and will not be, registered under the U.S. Securities Act or under the laws of any state or other jurisdiction of the United States and that, accordingly the Retail Entitlements may not be taken up or exercised by a person in the United States or by persons who are acting for the account or benefit of a person in the United States, and the New Shares in the Retail Entitlement Offer may not be offered or sold, directly or indirectly, in the United States or to persons acting for the account or benefit of a person in the United States (to the extent such persons are acting for the account or benefit of a person in the United States);

(v) you are not in the United States and you are not acting for, subscribing or procuring New Shares for the account or benefit of any persons in the United States and are not otherwise a person to whom it would be illegal to make an offer or issue New Shares under the Retail Entitlement Offer;

(w) you acknowledge that you are purchasing the New Shares in an “offshore transaction” (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act;

(x) you have not and will not send this Retail Offer Booklet and/or any materials relating to the Retail Entitlement Offer to any person in the United States or to any person (including nominees or custodians) acting for the account or benefit of a person in the United States, or to any country outside Australia and New Zealand;

(y) if in the future you decide to sell or otherwise transfer the New Shares, you will only do so in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, including in regular way transactions on the ASX where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States;

(z) if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting an Application is resident in Australia or New Zealand and is not in the United States and is not acting for the account or benefit of a person in the United States, and you have not sent this Retail Offer Booklet, the Entitlement and Acceptance Form or any information or materials relating to the Retail Offer Booklet to any such person; and

(aa) you make all other representations and warranties set out in this Retail Offer Booklet.

3.4 Brokerage and stamp duty

No brokerage fee is payable by Eligible Retail Shareholders who accept their Retail Entitlements. No stamp duty is payable by Eligible Retail Shareholders for the grant of the Retail Entitlements, or for exercising the Retail Entitlements in order to subscribe for New Shares under the Retail Entitlement Offer or for additional New Shares under the Top Up Facility (refer to Section 6.8 for further details).

3.5 Notice to nominees and custodians

The Retail Entitlement Offer is being made to all Eligible Retail Shareholders. Nominees with registered addresses in the eligible jurisdictions, irrespective of whether they participate under the Institutional Entitlement Offer, may also be able to participate in the Retail Entitlement Offer in respect of some or all of the beneficiaries on whose behalf they hold Existing Shares, provided that the applicable beneficiary would satisfy the criteria for an Eligible Retail Shareholder.

Nominees and custodians who hold Shares as nominees or custodians will have received, or will shortly receive, a letter from Alliance. Nominees and custodians should carefully consider the contents of that letter and note in particular that the Retail Entitlement Offer is not available to:

(a) beneficiaries on whose behalf they hold Existing Shares who would not satisfy the criteria for an Eligible Retail Shareholder;

(b) Eligible Institutional Shareholders who received an offer to participate in the Institutional Entitlement Offer (whether they accepted their Institutional Entitlement or not);

(c) Ineligible Institutional Shareholders who were ineligible to participate in the Institutional Entitlement Offer; or

(d) Shareholders who are not eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

Nominees and custodians may not distribute this Retail Offer Booklet, and may not permit any beneficial shareholder to participate in the Retail Entitlement Offer, in any country outside Australia and New Zealand except, with the consent of Alliance, to beneficial shareholders resident in certain other countries where Alliance may determine it is lawful and practical to make the Retail Entitlement Offer.

Alliance is not required to determine whether or not any registered holder is acting as a nominee, trustee or custodian or the identity or residence of any beneficial owners of Shares. Where any holder is acting as a nominee, trustee or custodian for a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Retail Entitlement Offer is compatible with applicable foreign laws. It is the responsibility of nominees, trustees or custodians to clearly identify the residency of beneficiaries on whose behalf they hold shares in Alliance when applying for New Shares on their behalf. Alliance is not able to advise on foreign laws.

3.6 Withdrawal of the Entitlement Offer

Subject to applicable law, Alliance reserves the right to withdraw the Entitlement Offer at any time before the issue of New Shares, in which case Alliance will refund any Application Monies already received in accordance with the Corporations Act and will do so without interest being payable to Applicants.

To the fullest extent permitted by law, you agree that any Application Monies paid by you to Alliance will not entitle you to receive any interest, and that any interest earned in respect of Application Monies will belong to Alliance.

3.7 Enquiries

If you have not received or you have lost your personalised Entitlement and Acceptance Form, or have any questions regarding the Entitlement Offer, please contact the Alliance Offer Information

Line on **1300 420 709** or **+61 1300 420 709** (within and outside of Australia) at any time from **8:30am to 5:30pm** (Sydney, Australia time) on Monday to Friday, before the Retail Entitlement Offer closes at 5.00pm (Sydney, Australia time) on Friday, 11 September 2026. If you have any further questions, you should contact your stockbroker, solicitor, accountant or other professional adviser. You can also find details about the Entitlement Offer on the Offer Website https://events.miraqle.com/AQZ-Offer.

Eligible Retail Shareholders should be aware that an investment in Alliance involves risks. The key risks identified by Alliance are set out in Appendix B of the Investor Presentation (in Section 4).

4 ASX Announcement and Investor Presentation

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26 August 2026

ASX Release

Alliance Aviation Services Limited
(“Alliance” or “the Company”) (ASX: AQZ)

FY26 Results

Turnaround underway as Alliance resets business for sustainable returns and announces new balance sheet initiatives

Alliance Aviation (“Alliance” or the “Company”), a leading provider of contract and charter services to blue-chip companies, today announces its financial results for the full year ended 30 June 2026 (“FY26”) and a $40m fully underwritten Equity Raising.

Key Highlights

- **FY26 Underlying[1] profit before tax** of $38.2 million, within guidance range of $35 million to $40 million.
- **FY26 Statutory Net profit/(loss)** after tax of ($90.9 million) reflects non-cash impairment and asset write-downs primarily associated with the Fokker fleet.
- **The Strategic Reset and Performance Improvement Program** delivered meaningful cost reductions in 2H26 exceeding the reduction in block hours, demonstrating improved cost discipline across the business.
- **Revised Qantas agreement** strengthens the economic sustainability of Alliance’s largest wet lease arrangement, with higher pricing, improved contractual protections and improved margin and cash generation.
- **Fleet optionality to be progressively realised**, with twelve Embraer E190 aircraft becoming available through a combination of reduced Qantas fleet requirements and aircraft returning on expiry of dry lease contracts, providing fleet renewal optionality and balance sheet flexibility.
- **Net tangible assets** at 30 June 2026 of $2.32 per share following impairment review.
- **Annualised cost reductions** of approximately $38 million from FY28, with $27 million expected to be realised in FY27, reflecting the benefits of the Strategic Reset and Performance Improvement Program and workforce and operating model changes implemented in response to the revised Qantas arrangement.
- **FY27 earnings guidance of underlying EBITDA within the range of $175 million to $190** million and underlying profit before tax of between $55 million and $60 million
- No final dividend declared as the Board prioritises cash generation, balance sheet strength and funding flexibility.

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[1] Underlying results are non-AASB financial measured which are used by Alliance’s board and management to assess the performance of the business and have been derived from Alliance’s financial statements. Refer to Appendix A of Alliance’s FY26 Results and Equity Raising Presentation for a description and reconciliation to Statutory results.

Managing Director and Chief Executive Officer Commentary

Alliance Managing Director, Stewart Tully, said:

"FY26 was a defining year for Alliance with the Board and management taking decisive action to reset the business and position it for stronger and more sustainable returns. Following a comprehensive review of our operations, fleet strategy, capital allocation priorities and key customer contracts, we have taken significant steps to address the factors that weighed on our financial performance, including right-sizing our cost base.

"Our agreement with Qantas to revise the terms of our wet lease contract is expected to deliver a material improvement in Alliance's profitability and represents an important step forward in Alliance's valued partnership with Qantas. It underpins the sustainable long-term performance of our business and unlocks a number of strategic options to strengthen the company's financial position.

Our ongoing work to strengthen the balance sheet will be further reinforced by a fully underwritten $40 million equity raise.

"As Australia's leading FIFO aviation operator, Alliance's core FIFO operations continue to perform well. Moving forward, FIFO will be our core growth platform, underpinned by our long-term customer relationships and strong demand from the Australian resources sector.

"The strategic decisions we have made, position Alliance to continue to provide industry-leading safety performance and service to our customers and deliver sustainable long-term returns to shareholders."

FY26 Financial Performance

Statutory Results:

$ million	FY26	FY25	Variance
Revenue and Income	$712.0	$769.7m	(7.5%)
EBITDA	$9.4	$207.3m	(95.5%)
Profit Before Tax	($129.9)	$82.1m	(258.2%)
Basic EPS (cents)	(56.43)	35.64	(258.3%)

Underlying Results[2]

$ million	FY26	FY25	Variance
Revenue and Income	$712.6	$769.7m	(7.4%)
EBITDA	$177.5	$207.3m	(14.4%)
Profit Before Tax	$38.2	$82.1	(53.5%)
Basic EPS (cents)	16.65	35.64	(53.3%)

[2] Underlying results are non-AASB financial measured which are used by Alliance's board and management to assess the performance of the business and have been derived from Alliance's financial statements. Refer to Appendix A of Alliance's FY26 Results and Equity Raising Presentation for a description and reconciliation to Statutory results.

Group profitability was impacted by lower wet lease utilisation, commercial performance issues within key wet lease arrangements, elevated maintenance expenditure, compliance costs, AVIAN implementation costs and increased depreciation and finance charges associated with prior fleet investments. Cost performance improved in the second half, with labour costs declining by 15.4% and repairs and maintenance cost reducing by 14.6%, exceeding the 14% reduction in overall block hours half on half, demonstrating improved cost discipline.

Subsequent to year end, as announced on 5 August 2026, revised contract terms on the Qantas agreement have strengthened the economic sustainability of Alliances largest wet-lease agreement from 1 July 2026.

Operating Results

Flight Hours	FY26	FY25	Variance
Wet lease	79,560	83,212	(4.4%)
Contract (FIFO)	27,328	27,376	(0.2%)
Charter	1,362	1,214	12.2%
RPT	853	856	(0.4%)
Ferry/Maintenance	854	963	(11.3%)
TOTAL	**109,957**	**113,621**	(3.2%)

Fleet[3]	FY26	FY25
Fokker 100/ Fokker 70	35	36
Embraer 190	45	43
Total	80	79

Alliance safely delivered almost 110,000 flight hours in FY26 across Australia and the Asia Pacific, serving customers in the resources, aviation and government sectors while maintaining our long-standing commitment to safety and achieving a 95% on-time performance rate. Across our operations, our people continued to demonstrate professionalism, resilience and commitment in a period of significant change.

Cash Flow

Operating cash flow before aircraft purchases for inventory and AerCap payments was $17.7 million. compared with $105.6 million in FY25. Cash flow reflected lower profitability, elevated maintenance expenditure, increased interest costs and ongoing fleet investment activity.

Net cash outflow for the year was ($67.3 million), with cash and cash equivalents of $29.2 million at 30 June 2026.

Net Debt and funding commitments

Net debt increased to $459.8 million at 30 June 2026 from $378.0 million at 30 June 2025.

Alliance remains compliant with all banking covenants and is focused on improving free cash flow and reducing leverage through asset sales, its strategic reset initiatives and the Equity Raising announced today.

[3] Total fleet number is inclusive of aircraft in storage.

Impairment and Fleet Strategy Review

As previously announced, during FY26 Alliance completed a comprehensive review of the carrying value of the Fokker fleet, associated engines and inventory.

This review resulted in non-cash impairment and inventory write-downs totalling approximately $164.8 million and reflects revised assumptions regarding future fleet utilisation and the timing of fleet renewal. The impairment does not impact the Company's ongoing operations or cash position.

The review, together with the revised wet lease arrangement has established a clearer and more disciplined fleet strategy aligned to Alliance's FIFO-focused operating model. Importantly, the release of aircraft under the revised wet lease arrangements enables fleet optionality.

The revised fleet strategy is focused on:

- Progressive retirement of older Fokker 100 aircraft.
- Retention of Fokker 70 aircraft where operationally appropriate.
- Increased utilisation of Embraer E190 aircraft across the operating fleet.
- Improved fleet efficiency, reliability and customer experience.
- Fleet operationality supported by twelve Embraer E190 aircraft becoming available through a combination of reduced Qantas fleet requirements and aircraft returning on expiry of dry lease contracts.
- Stronger long-term fleet economics.

Strategic Reset and Performance Improvement Program

In November 2025, Alliance commenced an organisation-wide strategic reset and performance improvement program designed to strengthen profitability, improve cash generation and position the business for more sustainable long-term returns. During FY26, the Company made meaningful progress against its key priorities, with actions already contributing to improved operating and cash flow performance in the second half.

1. **Improve Capital Allocation**

Alliance completed a review of fleet deployment and future investment requirements, resulting in a revised fleet strategy and lower expected capital intensity. The revised wet lease arrangements and release of aircraft have reduced the number of replacement aircraft required to support the fleet transition and lower future capital requirements.

2. **Improve Free Cash Flow**

Alliance implemented a planned engine procurement strategy, reduced maintenance expenditure, commenced an organisation-wide staffing review and identified surplus and non-core assets for divestment. These initiatives contributed to improved second half cash flow performance and remain a focus as the Company strengthens liquidity and reduces leverage.

3. Improve Commercial Discipline

Alliance reviewed major customer contracts against required return thresholds and took action to address arrangements that did not meet its profitability and return objectives. This process contributed to the successful renegotiation of Alliance's largest wet lease contract, restoring economic sustainability through improved pricing, stronger contractual protections and enhanced margin and cash generation.

FY27 Outlook and Strategy

Alliance enters FY27 with a clearer strategic focus, improved commercial arrangements, fleet optionality and a comprehensive strategic improvement program in progress.

Alliance expect FY27 underlying EBITDA to be within a range of $175 million to $190 million and underlying profit before tax of $55 million to $60 million, with an expected EBITDA margin between 27 and 29 percent.

This guidance reflects:

- Progressive realisation of improved economics from the revised wet lease agreement and the further optionality from returning aircraft;
- Benefits from the Strategic Reset and Performance Improvement Program, including commercial discipline, cost reduction and cash generation initiatives;
- Continued investment in fleet and operational capability, including the final AerCap contract payments of $33 million brought forward from FY28;
- Planned asset sales of between $60 to $75 million, subject to timing and execution risk;
- A material reduction in future interest expenses;
- Equity Raising announced today with proceeds of approximately $40 million.

Alliance expects underlying free cash flow[4] of $10 million to $20 million in FY27 and a meaningful reduction in leverage as the benefits of operational and capital structure initiatives are realised. This supports a target of 2.1x net debt[5] / Underlying EBITDA by 30 June 2027.

This FY27 outlook remains subject to a range of assumptions and risks, including operational performance, aircraft utilisation, customer demand, fuel costs, labour availability and broader economic conditions. The occurrence of any one or more of the risks factors set out in Appendix B of the FY26 Results and Capital Raising Presentation may impact Alliance's ability to achieve the FY27 guidance.

Alliance remains confident that the actions taken during FY26 and the equity raise announced today have established a stronger foundation for the business. The Company enters FY27 focused on disciplined execution of its turnaround program, seamless leadership transition, operational efficiency, fleet optimisation and strengthening shareholder returns while continuing to deliver safe and reliable aviation services for customers.

[4] Underlying free cash flow is calculated as Underlying EBITDA less change in working capital, interest and sustaining capex. Sustaining capex excludes $33 million AerCap payment in 1HFY27.

[5] Calculated as pre-AASB16 Net Debt / EBITDA

Balance Sheet Initiatives

Alliance today announces a $40 million fully underwritten equity raising ("Equity Raising") to enhance liquidity and balance sheet flexibility.

Alliance is also targeting a number of asset sales, expected to release $60 to $75 million over FY27, with aircraft and non-core assets identified for proposed divestment including surplus aircraft, hangars, engine cores and parts inventory.

The Equity Raising reduces FY26 net debt / Underlying EBITDA from 2.7x to 2.5x and Alliance is targeting 2.1x on the same metric by 30 June 2027[6].

No dividends are expected to be paid during FY27, with Alliance targeting the resumption of dividend payments once free cash flow improves.

"Our announcement today, to raise $40 million equity, provides Alliance with a stronger capital foundation as we progress our strategic turnaround program. It enhances liquidity, improves balance sheet flexibility and ensures the Company is well positioned to realise the benefits of the strategic initiatives underway. My fellow eligible directors and I intend to participate in the Retail Entitlement Offer, reflecting our confidence in the Company's strategy, new chief executive officer and future prospects," Alliance Chairman, James Jackson said.

Equity Raising

Alliance today announces a $40 million fully underwritten equity raising (the "**Offer**" or the "**Equity Raising**") comprising:

- A institutional placement ("Placement") of new fully paid ordinary shares ("New Shares") to raise approximately $20 million; and a
- A 1 for 5.6 pro-rata accelerated non-renounceable entitlement offer ("Entitlement Offer") of New Shares to raise approximately $20 million.

The Equity Raising will be conducted at an offer price of $0.70 per New Share ("Offer Price"), representing a:

- 17.4% discount to the theoretical ex rights price (TERP)[7] of $0.85 per share;
- 22.2% discount to the last close price of $0.90 per share as at Friday 21 August 2026.

Approximately 57.2 million New Shares are to be issued under the Offer, representing approximately 35.5% of the existing shares on issue.

New Shares issued under the Offer will rank equally with existing fully paid AQZ ordinary shares from their time of issue.

The Equity Raising is fully underwritten by Barrenjoey Markets Pty Limited. Morgans Financial Limited and Ord Minnett Limited are acting as Co-Managers to the Equity Raising.

Alliance's major shareholder (19.7%) has committed to subscribe for New Shares equating to their pro-rata across the Equity Raising.

[6] Calculated as pre-AASB 16 Net Debt / EBITDA

[7] The Theoretical Ex-Rights Price ("TERP") is the theoretical price at which Alliance shares should trade after the ex-date for the Equity Raising. TERP is calculated by reference to Alliances closing share price of $0.90 per share on Friday 21 August 2026, being the last trading day prior to the announcement of the Equity Raising, and includes the New Shares issued under both the Entitlement Offer and the Placement. TERP is a theoretical calculation only and the actual price at which Alliance shares trade immediately after the ex-date of the Equity Raising will depend on many factors and may not be equal to TERP.

Viburnum Funds Pty Ltd ("Viburnum") (Alliance's second largest institutional shareholder), has committed to subscribe for New Shares equating to their pro-rata across the Equity Raising[8].

The Directors intend to participate in the Entitlement Offer for some or all of their entitlement in respect of the Shares they hold.

Institutional Entitlement Offer

Eligible institutional shareholders will be invited to participate in the institutional component of the Entitlement Offer ("Institutional Entitlement Offer") which is being conducted today, Wednesday, 26 August 2026. Eligible institutional shareholders may elect to take up all, part or none of their entitlement.

Entitlements that eligible institutional investors do not take up under the Institutional Entitlement Offer, and entitlements that represent the entitlements of ineligible shareholders, will be offered to existing and new institutional shareholders concurrently with the Institutional Entitlement Offer.

Per the indicative Entitlement Offer timetable, the New Shares subscribed for under the Placement and Institutional Entitlement Offer are expected to settle on Friday, 4 September 2026 with allotment and normal trading expected to commence on ASX on Monday, 7 September 2026.

The record date for the Entitlement Offer is Friday, 28 August 2026.

Retail Entitlement Offer

Eligible retail shareholders in Australia and New Zealand will be invited to participate in the Entitlement Offer for retail shareholders ("Retail Entitlement Offer") at the same offer price and offer ratio as the Institutional Entitlement Offer and subject to the terms and conditions set out in the retail offer booklet (Retail Offer Booklet). The Retail Entitlement Offer will open on Wednesday, 2 September 2026 and close on Friday, 11 September 2026. The Retail Offer Booklet and accompanying personalised Entitlement and Acceptance form are expected to be made available on Wednesday, 2 September 2026.

Investor Briefing

Alliance will host a briefing session today for investors and analysts at 11:00am AEST today. Please attend the meeting by following this link:

Webcast Registration:

https://webcast.openbriefing.com/aqz-fyr-2026/

Teleconference Registration:

https://registrations.events/direct/MCM21058VIP56g5csPfavBBuo

[8] Refer to issue of "New Shares to Viburnum" below including as to why ASX Listing Rule 10.11.3 does not apply to Viburnum's participation in the Placement.

Further information

Further details of the Equity Raising are set out in the Investor Presentation also lodged on the ASX today. The Investor Presentation contains important information including key risks and foreign selling restrictions with respect to the Equity Raising. Nothing contained in this announcement constitutes investment, legal, tax or other advice. Investors should seek appropriate professional advice before making any investment decision.

Equity Raising Timetable

Event	Date
Trading halt	Monday, 24 August 2026
Announcement of Institutional Placement and Entitlement Offer	Wednesday, 26 August 2026
Institutional Placement and Institutional Entitlement Offer opens	Wednesday, 26 August 2026
Institutional Placement and Institutional Entitlement Offer closes	Wednesday, 26 August 2026
Announcement of results of Placement and Institutional Entitlement Offer Trading halt lifted, existing shares re-commence trading	Friday, 28 August 2026
Record Date for the Entitlement Offer	Friday, 28 August 2026
Retail Entitlement Offer Opens, despatch of Retail Offer Booklet	Wednesday, 2 September 2026
Settlement under Institutional Placement and Institutional Entitlement Offer	Friday, 4 September 2026
Quotation of New Shares issued under the Institutional Placement and Institutional Entitlement Offer and commencement of trading	Monday, 7 September 2026
Retail Entitlement Offer Closes	Friday, 11 September 2026
Announcement of results of Retail Entitlement Offer	Wednesday, 16 September 2026
Settlement of the Retail Entitlement Offer	Thursday, 17 September 2026

Allotment and issue of New Shares under Retail Entitlement Offer	Friday, 18 September 2026
New Shares under Retail Entitlement Offer commence trading on ASX	Monday, 21 September 2026
Holding statements sent for New Shares issued under the Retail Entitlement Offer	Monday, 21 September 2026

Issue of New Shares to Viburnum

Mr Jason Korman ("Mr Korman") a non-executive director of AQZ, is also a senior partner and employee of Viburnum. Viburnum currently holds a 10.26% shareholding in AQZ.

Viburnum has entered into a pre-commitment letter with AQZ under which Viburnum irrevocably agrees and commits to subscribe for New Shares to the value of:

- Approximately $2.1 million under the Institutional Entitlement Offer, reflecting its pro-rata allocation; and
- Approximately $2.0 million under the Placement,

at the Offer Price of A$0.70 per New Share.

The terms of, and the Offer Price under, the Institutional Entitlement Offer and the Placement were determined by the Board, following market soundings and advice from the Lead Manager. Such terms and Offer Price were determined by the Board without any influence from Viburnum and on an arms-length basis from Viburnum. The terms, and the Offer Price, are the terms and price which apply to all applicants under the Institutional Entitlement Offer and the Placement. The Institutional Entitlement Offer is being made to all eligible existing institutional shareholders on the basis that no participating institutional shareholder is able participate on more favourable terms than any other.

AQZ is of the view that ASX Listing Rule 10.11.3 does not apply to the participation by Viburnum in the Placement.

Listing Rule 10.11.3 states that an issue of shares, by a listed entity, to a shareholder holding more than 10% of the ordinary shares in that entity and which has nominated a director to its board pursuant to a relevant agreement which gives that shareholder a right or expectation to do so, requires shareholder approval by ordinary resolution.

Mr Korman's appointment followed a letter from Viburnum to AQZ requesting that Mr Korman be appointed a director to represent AQZ shareholders on the Board. Following receipt of that letter, AQZ undertook a comprehensive review of Mr Korman and his credentials, met with Mr Korman, consulted with other major shareholders and determined that Mr Korman's qualifications, experience and skills were relevant to AQZ, having regard to the Board's existing composition and the needs of AQZ.

AQZ confirms that there is not, and has never been, any relevant agreement between AQZ and Viburnum under which Viburnum has a right or expectation to nominate a director to the AQZ Board, whether for the purposes of ASX Listing Rule 10.11.3 or otherwise.

-END-

Alliance is Australasia's leading provider of ACMI, contract, and charter airline services currently employing more than 1,400 staff. The Company provides essential services to mining, energy, and government sectors as well as wet lease services for other airlines. Alliance holds IATA's IOSA certification, the only Australian contract and charter operator to do so and Flight Safety Foundation "BARS Gold" status, the first such carrier in Australia to achieve gold status.

This announcement was authorised for release to the ASX by the Board of Directors of Alliance Aviation Services Limited.

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FY26 Results and Capital Raising Presentation

26 August 2026

Disclaimer

The information contained in this presentation (**Presentation**) has been prepared by Alliance Aviation Services Limited (ACN 153 361 525) (**Alliance** or the **Company**) and is dated 26 August 2026. Pursuant to ASX Listing Rule 15.5, Alliance confirms that this Presentation has been authorised for release to ASX by the board of directors of Alliance (**Board**).

This Presentation has been prepared in relation to Alliance's FY26 financial results and:

- Alliance's fully underwritten accelerated non-renounceable entitlement Offer of new fully paid ordinary shares (**New Shares**) to be made to eligible institutional shareholders of Alliance (**Institutional Entitlement Offer**) and eligible retail shareholders of Alliance (**Retail Entitlement Offer**) under section 708AA of the Corporations Act as modified by ASIC Corporations (Disregarding Technical Relief) Instrument 2016/180 and ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/98 (together, the **Entitlement Offer**); and

- a placement of New Shares to new and existing institutional investors under section 708A of the Corporations Act (**Placement** and together with the Entitlement Offer, the **Offer**).

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An investment in Alliance shares is subject to known and unknown risks, some of which are beyond the control of Alliance and its directors. Alliance does not guarantee any particular rate of return or the performance of Alliance, nor does it guarantee any particular tax treatment. You should have regard to the risk factors outlined in Appendix B of this Presentation when making any investment decision. Cooling off rights do not apply to the acquisition of New Shares.

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Certain figures, amounts, percentages, estimates, calculations of value and fractions provided in this Presentation are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this Presentation.

Disclaimer

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This Presentation contains certain "forward-looking statements". The words "expect", "anticipate", "estimate", "intend", "believe", "guidance", "should", "could", "may", "will", "predict", "target", "plan" and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Forward-looking statements, opinions and estimates provided in this Presentation are based on assumptions and contingencies that are subject to change without notice and involve known and unknown risks and uncertainties and other factors that are beyond the control of Alliance, its directors and management. This includes statements about market and industry trends, which are based on interpretations of current market conditions.

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Disclaimer
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Barrenjoey Markets Pty Limited (ABN 66 636 976 059) ("Lead Manager") is acting as the lead manager and underwriter to the Placement. A summary of the key terms of the underwriting agreement between Alliance and the Lead Manager is provided in Appendix D. None of the Lead Manager, nor any of its related bodies corporate, shareholders or affiliates, or their respective officers, directors, employees, affiliates, agents or advisers (together, with the Lead Manager each a "Limited Party") have authorised, permitted or caused the issue, lodgement, submission, dispatch or provision of this Presentation and the Limited Parties do not make or purport to make any statement in this Presentation, and there is no statement in this Presentation that is based on any statement by a Limited Party. No Limited Party makes any recommendation as to whether any potential investor should participate in the Offer, and no Limited Party makes any representation, assurance or guarantee in connection with the repayment of capital or any particular rate of income or capital return on an investment in Alliance (including an investment in New Shares). To the maximum extent permitted by law, by accessing this Presentation, recipients of it undertake that they will not seek to bring any claim against any Limited Party, or otherwise hold any Limited Party liable in any respect, in connection with this Presentation or the Offer.

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You acknowledge and agree that determination of eligibility of investors for the purposes of the Offer is determined by reference to a number of matters, including legal requirements and the discretion of Alliance and the Lead Manager and each of Alliance and the Lead Manager disclaim any duty or liability (including for negligence) in respect of the exercise or otherwise of that discretion, to the maximum extent permitted by law. The Lead Manager may rely on information provided by or on behalf of institutional investors in connection with managing and conducting the Offer without having independently verified that information, and the Lead Manager does not assume responsibility for the accuracy or completeness of that information.

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You further acknowledge and agree that allocations in the Placement are at the sole discretion of the Lead Manager and/or Alliance. The Lead Manager and Alliance disclaim any duty or liability (including for negligence) in respect of the exercise or otherwise of that discretion, to the maximum extent permitted by law.

Furthermore, the Lead Manager and Alliance reserve the right to change the timetable in their absolute discretion (subject to law) including by closing any aspect of the Offer early or extending any aspect of the Offer (generally or for particular investor(s)), without recourse to them or notice to you.

Time
All references to time in this Presentation are to Australian Eastern Standard Time, unless otherwise indicated.

Effect of rounding
A number of figures, amounts, percentages, estimates, calculations of value and fractions in this Presentation are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this Presentation.

Agenda

Executive Summary

James Jackson, Chairman

FY26 Overview

- Delivered $38.2m underlying profit before tax, within guidance range of $35-40m.
- Strategic reset and performance improvement program commenced in 2H26 with next phase of business right-sizing initiatives underway in 1H27 to better align the workforce and operating model with future operational requirements, supporting efficiency and returns.
- Core FIFO operations remain resilient, supported by strong safety and operational performance and a positive long-term outlook for Australia's resources sector.
- Net tangible assets (NTA) of $2.32 per share as of 30 June 2026.
- During the year the wet lease has been revised with Qantas, consequently considerable work has been undertaken to update the operating and business model based on the outcome of the negotiations.

Financial Overview

FY26 results reflect the impact of operational challenges and portfolio reset actions, with recovery initiatives underway

Built on safety
Led with purpose

Underlying Revenue[1,2]	**Underlying EBITDA**	**Underlying H2 EBITDA**	**Underlying Profit before tax**
$712.6m	$177.5m	$90.1m	$38.2m
FY25: $769.7m STATUTORY FY26: $712.0m	FY25: $207.3m STATUTORY FY26: $9.4m	FY26 H1: $87.4m	FY25: $82.1m STATUTORY FY26: ($129.9m)
Net debt *(at 30 June 2026)*	**Operating cash flow[3]**	**Flight hours**	**Fleet[4]**
$459.8m	$17.7m	109,957	80
FY25: $378.0m	FY25: $105.6m	FY25: 113,621	35 Fokker | 45 Embraer

1) Adjustments in underlying results detailed in Appendix A. 2) FY26 revenue includes $21.6m of aviation services revenue, compared to $110m in FY25. 3) Operating cash flow before aircraft purchases and AerCap payments. 4) Total aircraft number is inclusive of 5 Fokker aircraft placed in storage in FY26; operational aircraft in fleet was 75 for the year

Strengthened Alliance Aviation

Operational and capital structure initiatives aimed at improving performance and strengthening balance sheet to drive shareholder returns

Operational initiatives

- **Qantas contract negotiation:** revised wet lease terms with contract rate uprate, improved commercial terms and fleet size reduction
- **Cost-out program:** aligned to reduced flying hours, supported by procurement savings, reduced engineering spend and maintenance efficiencies
- **Fleet optionality:** twelve E190 aircraft become progressively available as Qantas fleet reduced by seven and five aircraft are returned on expiry of a dry lease contract
- **Refreshed management team:** Appointment of Steven Greenway as CEO to drive business turnaround

Balance sheet initiatives

- **Equity raising:** $40m fully underwritten equity raising
- **Extension of debt facilities:** amended terms agreed with ANZ, including deferral of scheduled amortisation and extension of facility maturity to Sep-27
- **Asset sales:** targeting $60-75m of proceeds from asset sales in FY27 from the sale of surplus E190 and Fokker aircraft, Brisbane hangars and surplus engine cores
- **Fleet:** Progressive availability of twelve E190 aircraft provides flexibility to either deploy or monetize these aircraft through part-out [1] and other options

1) Part out refers to planned disassembly of retired or surplus aircraft for the purpose of selling its usable parts.

Alliance Today[1]

Australia's leading provider of contract and charter services to blue-chip companies

- Long-term, recurring contracted revenues with blue chip customer base
- Strong asset backing, with 100% owned fleet
- Trusted service provider, with market leading on-time performance
- Supportive industry backdrop underpinned by structural supply constraints
- Revised contract with key wet lease customer to maximise ongoing returns

Aircraft[2]	Flight hours in FY26	On-time performance
80	~110k	95%
Major FIFO contracts	**Contracted Revenue**	**NTA per share**
25	91%	$2.32

1) Reflecting FY26 operational and financial performance or as at 30 June 2026
2) Total aircraft number is inclusive of 5 Fokker aircraft placed in storage in FY26; operational aircraft in fleet was 75 for the year.

FY27 Outlook

Management expects improved earnings, cash generation and balance sheet strength in FY27

Balance Sheet Outlook

- Net Debt 30 June 2026: $460 million
- Equity Raise net proceeds: $37.8 million
- FY27 underlying free cash flow[2] expected to be $10 million to $20 million
  - Full run-rate benefit from cost-out program to be accrued in FY28F
- AerCap contract finalisation payments of $33 million brings forward major component of capex from FY28F
- FY27 planned asset sales: $60 million to $75 million
- Targeting approximately 2.1x Net Debt/EBITDA by 30-Jun-27[1]
  - Expected to result in material reduction in interest expense going forward

FY27 Guidance

- Underlying EBITDA between $175 million to $190 million.
- Underlying EBITDA margin 27-29%
- Underlying profit before tax between $55 million to $60 million.

This guidance reflects:

- Improved economics from revised wet lease arrangements.
- Benefits from strategic turnaround and cost reduction initiatives.
- Continued investment in fleet and operational capability, but with materially lower growth capital requirements from H2.
- Further optionality from returning aircraft.
- Timing and execution risk associated with surplus asset sales.

Operational and capital structure initiatives announced to the market support a deleveraging profile targeting approximately 2.1x by 30-Jun-27[1]

This FY27 guidance remains subject to a range of assumptions and risks, including operational performance, aircraft utilisation, customer demand, fuel costs, labour availability and broader economic conditions. The occurrence of any one or more of the risks factors set out in Appendix B may impact Alliance's ability to achieve the FY27 guidance.

1) Calculated as pre-AASB 16 Net Debt / EBITDA; 2) Underlying free cash flow is calculated as Underlying EBITDA less change in working capital, interest and existing capex. Sustaining capex excludes $33 million AerCap payment in 1HFY27

FY26 Financial Performance

Simon Vertullo, Interim Chief Financial Officer

Underlying Income statement[1]

Full Year FY26

- Underlying revenue declined 7.4% to $712.6m, primarily reflecting the planned cessation of Aviation Trading and lower wet lease activity.
- Underlying EBITDA decreased 14.4% to $177.5m due to lower Aviation Trading earnings and elevated maintenance activity during the year, principally from AVIAN.
- FIFO contract revenue growth partially offset the decline in wet lease revenue.
- Higher depreciation and finance costs reflected ongoing fleet investment.

H2 Recovery

- H2 performance provides evidence that the operational reset is gaining traction ahead of the planned fleet transition.
- Underlying earnings performance improved materially in H2 compared with H1:
  - Contract revenue increased by $3.9m (net of fuel).
  - Repairs and maintenance costs reduced by $4.9m.
  - Corporate overhead expenditure remained stable.
- Underlying PBT increased 62% from $14.6m in H1 to $23.6m in H2.
- Operating margins were maintained despite lower wet lease flying and increased lending costs through cost management and restructuring initiatives.

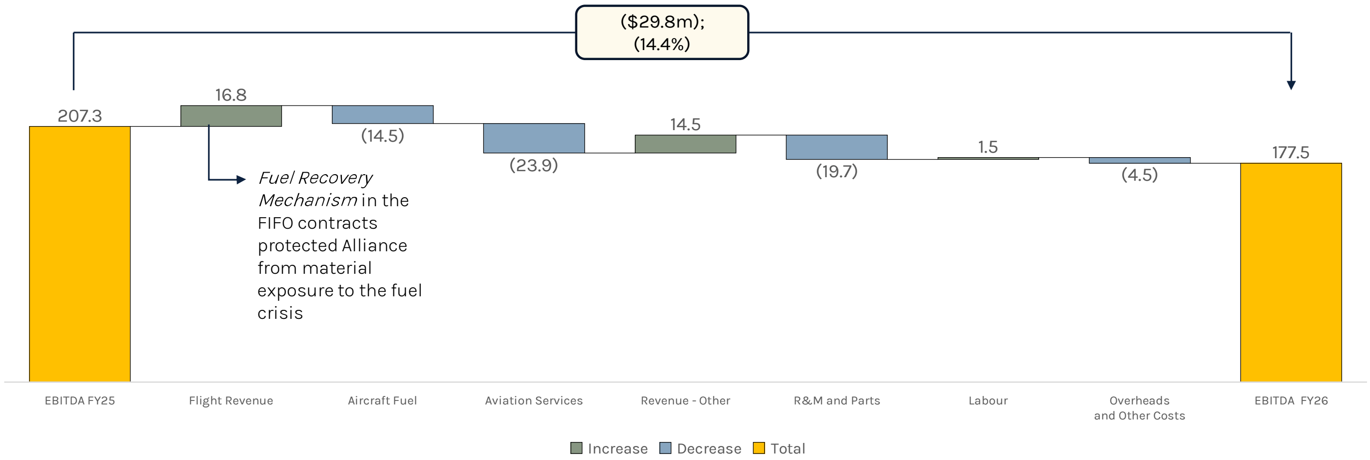
$ million	30 June 2026 Actual	30 June 2025 Actual	PCP change
Revenue			
Contract Revenue	319.2	298.3	7.0%
Charter Revenue	20.3	17.3	17.0%
Wet Lease Revenue	313.1	318.8	(1.8%)
RPT Revenue	11.1	12.5	(10.8%)
Aviation Services Revenue	21.6	110.0	(80.4%)
Other Revenue	8.3	3.9	111.8%
Other Income	18.9	8.8	114.8%
Total Revenue	**712.6**	**769.7**	**(7.4%)**
Operating Expenses	(535.1)	(562.3)	(4.8%)
EBITDA	**177.5**	**207.3**	**(14.4%)**
Depreciation & Amortisation	(102.0)	(92.0)	10.8%
EBIT	**75.5**	**115.3**	**(34.5%)**
Finance Costs	(37.3)	(33.2)	12.3%
PBT	**38.2**	**82.1**	**(53.5%)**
Income Tax Expense	(11.4)	(24.8)	(53.9%)
NPAT	**26.8**	**57.3**	**(53.2%)**
Basic EPS (cents)	**16.65**	**35.64**	**(53.3%)**

1) Adjustments in underlying results detailed in Appendix A.

Underlying EBITDA Bridge

FY26 Underlying EBITDA was impacted by planned lower Aviation Services earnings and higher maintenance costs, partially offset by FIFO contract revenue growth

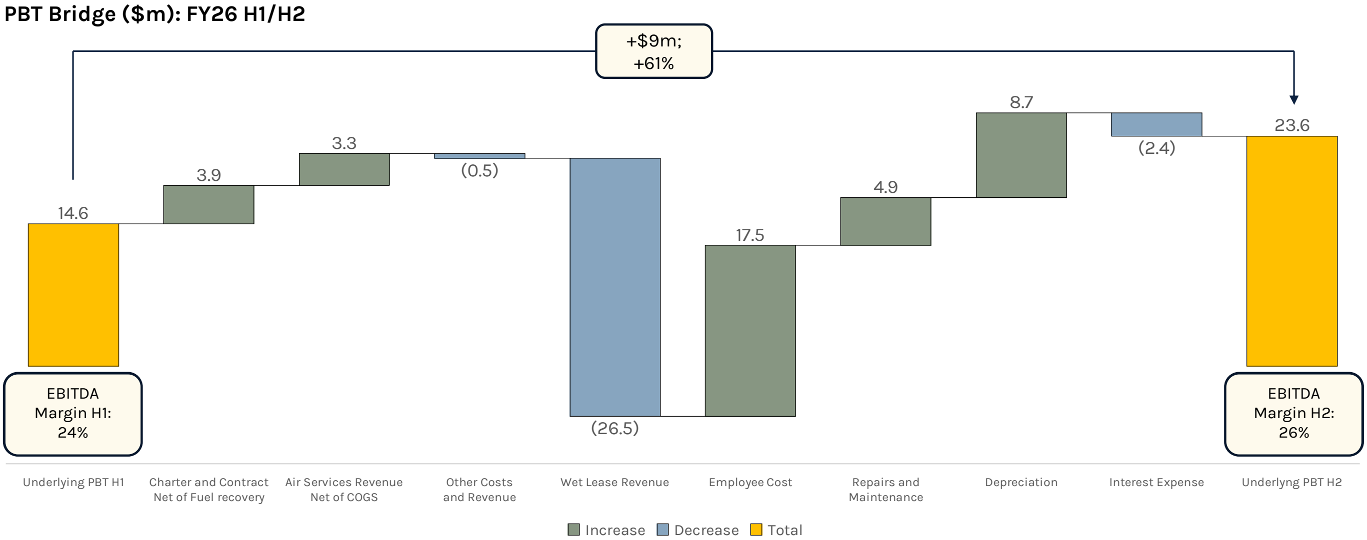
FY26 Underlying EBITDA to FY25 Underlying EBITDA ($m)



Underlying PBT increased 61% in H2

Underlying Profit before tax (PBT) increased by $9.0m to $23.6m in H2, supported by higher contract revenue, lower repairs and maintenance expenditure and reduced employee costs, partially offset by lower wet lease revenue

PBT Bridge ($m): FY26 H1/H2



Statement of financial position

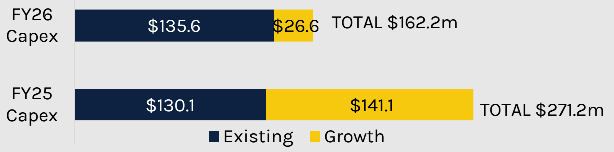
- Total assets decreased 8% to $1.10bn, primarily reflecting the Fokker fleet impairment and write-down of related inventory and assets.
- Assets held for sale of $47.1m, relates to identified surplus and non-core aircraft assets as part of the fleet replacement and strategic turnaround program.
- Receivables increase relates to PPE deposits which for working capital purposes was offset by a similar timing related increase in trade payables.
- Inventory increased to $123.9m, reflecting aircraft and engine inventory additions and higher replacement and repair costs during the period
- Net debt increased to $459.8m, from lower cash generation and ongoing fleet investment activity. Alliance remains compliant with all banking covenants.
- Net assets decreased 20% to $373.1m, principally due to the impairment recognised during FY26.
- Net tangible assets (NTA) was $2.32 per share.

$ million	30 June 2026 Actual	30 June 2025 Actual	PCP change
Cash	29.2	96.5	
Receivables	106.4	85.7	
Inventory	123.9	86.5	
Assets Classified as Held for Sale	47.1	-	
Total Current Assets	**306.6**	**268.7**	14%
PP&E and Intangibles	785.6	902.0	
Right of Use Assets	12.1	34.4	
Total Non-Current Assets	**797.8**	**936.4**	(15%)
Total Assets	**1,104.4**	**1,205.1**	(8%)
Trade & Other Payables	101.9	83.3	
Borrowings	8.6	11.5	
Current Tax Liabilities	-	-	
Lease Liabilities	3.4	4.5	
Provisions / Other	25.3	25.5	
Liabilities Associated with Assets Held for Sale	16.5	-	
Total Current Liabilities	**155.7**	**124.9**	**25%**
Borrowings	480.4	463.1	
Provisions / Other	5.7	3.8	
Deferred Tax Liability	71.4	110.4	
Lease Liabilities	18.1	34.4	
Total Non-Current Liabilities	**575.6**	**611.7**	**(6%)**
Total Liabilities	**731.3**	**736.6**	**(1%)**
Net Assets	**373.1**	**468.5**	**(20%)**

Capital expenditure

- Capex reduced materially from FY25 as fleet expansion moderated, but Alliance continued to invest in fleet renewal and maintenance capability.
- Total capital expenditure decreased 40% to $162.2m, reflecting lower growth capex compared with FY25.
- Existing fleet maintenance expenditure similar to FY25 at $135.6m, with ongoing price pressure on base maintenance and labour. Alliance implementing and exploring a range of initiatives to reduce its recurring level of maintenance expenditure.
- Growth capex of $26.6m included the addition of two AerCap E190 aircraft and associated entry-into-service costs.
- The Rolls-Royce Engine Care Program expired in December 2024, resulting in increased maintenance expenditure incurred directly by Alliance.
- Growth capex winds down in FY27 with completion of the AerCap deferred consideration of $33m in H1.

Capex classification

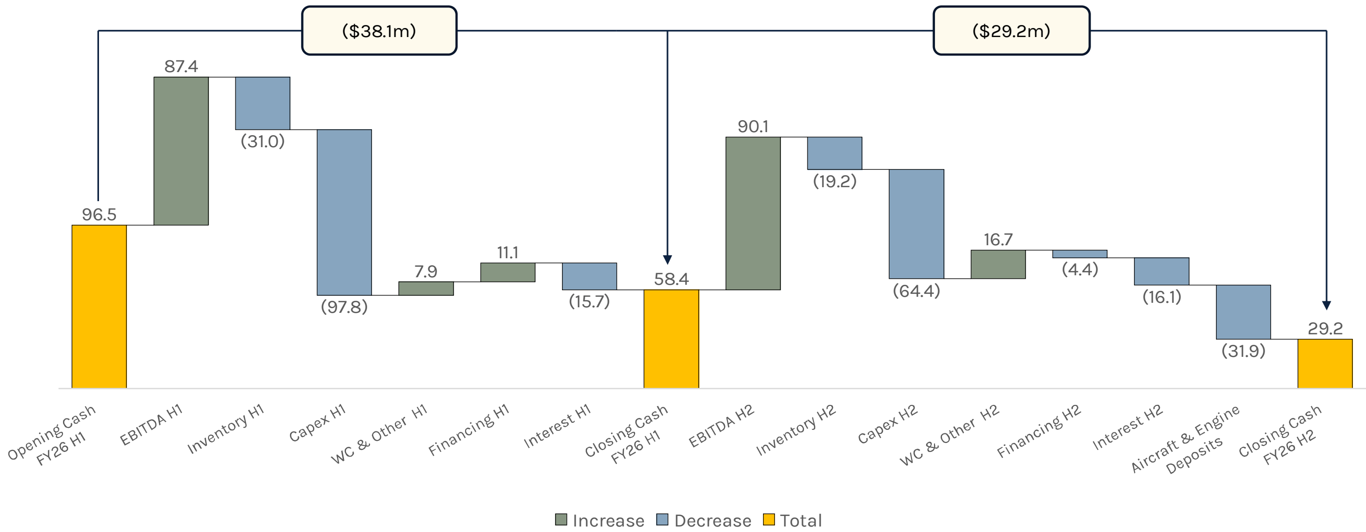


$ million	30 June 2026 Actual	30 June 2025 Actual
Existing fleet maintenance		
Cash outflows		
Base maintenance providers	56.3	41.0
Engines and related costs	-	8.5
Other miscellaneous	0.9	2.5
Operating costs capitalised	16.2	4.4
Total cash outflows	**73.4**	**56.3**
Non-cash		
Parts from Inventory used in base maintenance	62.2	73.8
Total existing fleet maintenance	**135.6**	**130.1**
Growth capital expenditure		
Cash outflows		
Costs associated with addition of E190 aircraft	21.5	115.0
Brisbane hangar purchase and sale	-	20.1
Other miscellaneous	0.7	2.1
Operating costs capitalised	4.4	3.7
Total cash outflows	**26.6**	**140.9**
Non-cash		
Parts from inventory used in base maintenance	0.0	0.2
Total growth capital expenditure	**26.6**	**141.1**
Total capital expenditure	**162.2**	**271.2**

Cash management improved in H2

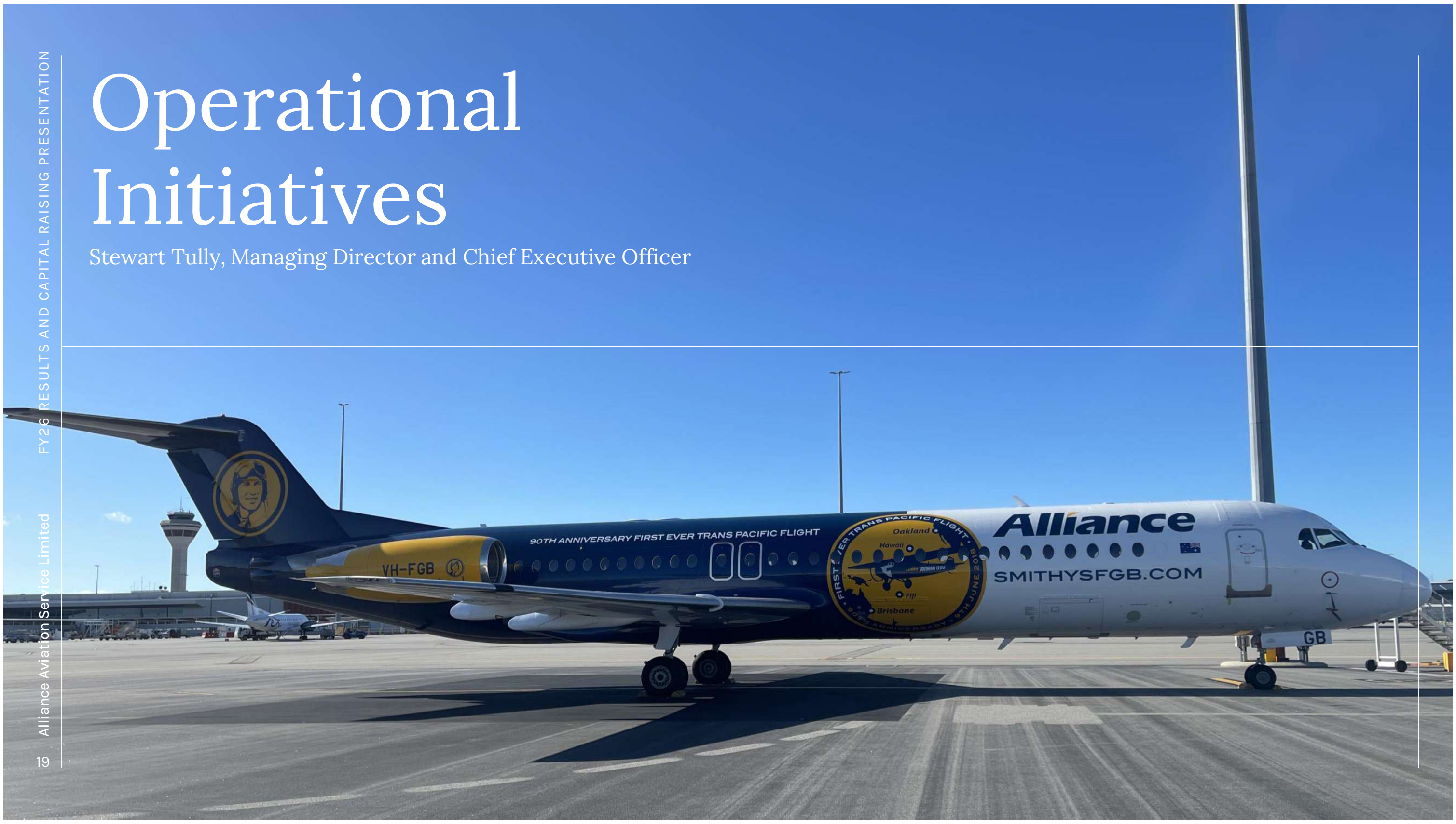
FY26 cash flow reflects elevated fleet investment, with cash performance strengthening in H2 through lower capex and working capital requirements.

FY26 Cashflow Bridge ($m)



Operational Initiatives

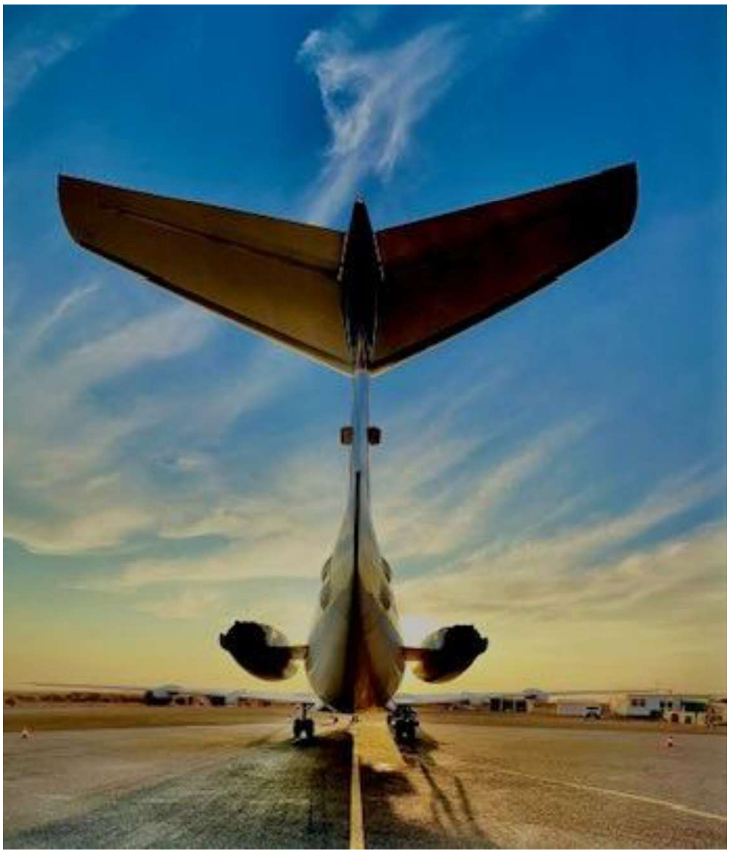
Stewart Tully, Managing Director and Chief Executive Officer



Wet lease update

Qantas agreement reset positions Alliance to improve returns

- Revised contract terms strengthen the economic sustainability of Alliance's largest wet-lease arrangement
- Key improvements include:
  - A meaningful increase in pricing commencing from 1 July 2026;
  - A revised annual price escalation mechanism to better reflect future cost increases;
  - A staged reduction from 30 to 23 aircraft over the course of FY27 reflects a planned reduction in flying hours which will also see improved minimum fleet utilisation
- Reduced fleet commitments and lower capital intensity provides flexibility to optimise aircraft deployment and capital allocation.
- Alliance is aligning its workforce and operating model with future flying requirements to improve efficiency and resilience.
- Together, these actions represent an important step in strengthening long-term profitability, cash flow and shareholder returns with the benefits progressively realised across FY27 and the full year benefits realised from FY28.



Meaningful progress on strategic turnaround

Progress against half-year priorities provides a stronger platform for profitability, cash generation and disciplined growth

	Improve capital allocation	Improve free cash flow	Improve sales & customer management
Objectives	**Optimise fleet, improve utilisation and divest non-core or underperforming assets**	**Implement disciplined maintenance capital expenditure, cost control, staffing alignment and financial accountability**	**Improve contract quality and revenue discipline**
Priorities	Revised fleet plan (Ongoing) Aircraft and non-core asset sales identified and listed via agents (Ongoing) • Surplus aircraft • Hangars • Engine cores • Surplus parts inventory	Established planned engine procurement strategy with focus on cost efficiency (Ongoing) Reviewed and continued reduction in maintenance expenditure (Ongoing) Commenced organisation-wide staffing review (Ongoing) Commenced review and implementation of controls for reducing operating costs (Ongoing)	Reviewing customer contracts to identify arrangements that do not meet required return thresholds (Ongoing) Address under-performing wet-lease activity (Delivered) Pursue targeted growth opportunities (Ongoing)

Status
Delivered
Ongoing

Cost Optimisation Program

Actions already delivered meaningful cost reductions, with further margin benefits expected

- 2H26 saw improved cost discipline across the organisation with labour costs declining 15.3%, versus a 14% reduction in overall block hours half on half.
- Repair and maintenance costs decreased by 14.6% in H2, demonstrating early progress in aligning the cost base with lower flying activity.
- Parts procurement, rotables and heavy maintenance programs have all introduced tender and contract arrangement achieving material cost reductions.
- Overhead growth has ceased with cost out program underway.
- The revised Qantas arrangement necessitates further workforce and operating model adjustments to better align resources with future flying requirements reflecting the staged reduction in committed aircraft over the course of FY27.
- In aggregate, these benefits are expected to result in annualised cost reduction of $38m from FY28, with $27m captured in FY27 supporting the long-term sustainability and profitability of the business.

Balance Sheet Initiatives

Simon Vertullo, Interim Chief Financial Officer

Equity Raising Summary[1]

Offer size and structure	• AQZ is undertaking a fully underwritten $40 million equity raising ("Equity Raising") of new ordinary shares ("New Shares") via a: – 1 for 5.6 pro rata accelerated non-renounceable entitlement offer ("Entitlement Offer") to raise approximately $20 million; and – Institutional Placement ("Placement") to raise approximately $20 million • The Entitlement Offer consists of an offer to eligible institutional shareholders ("Institutional Entitlement Offer") and an offer to eligible retail shareholders ("Retail Entitlement Offer") • Approximately 57.2 million New Shares to be issued under the Equity Raising, representing approximately 35.5% of existing shares on issue
Use of proceeds	• Proceeds from the Equity Raising will be used to enhance liquidity and balance sheet flexibility
Offer price	• The Equity Raising will be conducted at $0.70 per New Share ("Offer Price"), representing a: – 17.4% discount to TERP[2] of $0.85 per share – 22.2% discount to last close of $0.90 per share as at Friday 21 August 2026
Institutional Entitlement Offer and Placement	• Institutional Entitlement Offer and Placement to be conducted by way of a bookbuild process that will open and close on Wednesday 26 August 2026
Retail Entitlement Offer	• The Retail Entitlement Offer will open on Wednesday 2 September and close on Friday 11 September 2026 • Eligible retail shareholders who elect to take up all of their entitlement may also apply for additional New Shares in the Retail Entitlement Offer at the Offer Price, up to a maximum of 100% of their entitlement
Ranking	• All New Shares issued under the Equity Raising will rank equally with existing AQZ shares on issue
Major shareholder participation	• AQZ's major shareholder (19.7%) has committed to subscribe for New Shares equating to their pro-rata entitlement across the Equity Raising (~$8.1 million) • Viburnum (Alliance's second largest institutional shareholder), has committed to subscribe for New Shares equating to their pro-rata entitlement across the Equity Raising ($4.1 million)[3] • The Directors intend to participate in the Entitlement Offer for some or all of their entitlement in respect of the Shares they hold
Underwriting	• The Equity Raising is fully underwritten by Barrenjoey Markets Pty Limited • Morgans Financial Limited and Ord Minnett Limited are acting as Co-Managers to the Equity Raising • A summary of the terms of the underwriting arrangements is included in Appendix D

1) Any investment in AQZ is subject to the risks in Appendix B
2) The Theoretical Ex-Rights Price ("TERP") is the theoretical price at which Alliance shares should trade after the ex-date for the Equity Raising. TERP is calculated by reference to Alliance's closing share price of $0.90 per share on Friday 21 August 2026, being the last trading day prior to the announcement of the Equity Raising, and includes the New Shares to be issued under both the Entitlement Offer and the Placement. TERP is a theoretical calculation only and the actual price at which Alliance shares trade immediately after the ex-date of the Equity Raising will depend on many factors and may not be equal to TERP.
3) See "Issue of New Shares to Viburnum" in the AQZ announcement to ASX dated 26 August 2026 and titled "FY26 Results – Turnaround underway as Alliance resets business for sustainable returns and announces new balance sheet initiatives"

Sources and Uses

Operational and capital structure initiatives already announced to the market support a deleveraging profile targeting approximately 2.1x by Jun-27[1]

Equity raising sources and uses of funds ($m)
Proceeds from the Equity Raising will be used to reduce indebtedness and fund working capital

Sources of funds (pro forma as at 30 June 2026)	$m
Placement	19.9
Entitlement offer	20.1
Total sources of funds	**40.1**

Uses of funds (pro forma as at 30 June 2026)	$m
Enhance liquidity and balance sheet flexibility	37.9
Fund transaction costs	2.2
Total uses of funds	**40.1**

1) Calculated as pre-AASB 16 Net Debt / EBITDA

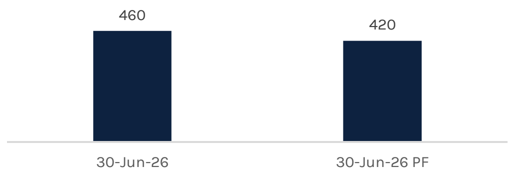
Pro Forma Balance Sheet

The Equity Raising reduces pro forma Jun-26 Net debt / EBITDA to 2.5x, targeting approximately 2.1x by Jun-27

Pro Forma Balance Sheet ($m)

$ million	30 June 2026 Reported	Offer	30 June 2026 Pro forma
Total Drawn Debt	**489.0**		**489.0**
Less: Cash	29.2	40.0[2]	69.2
Net Debt[1]	**459.8**	**(40.0)**	**419.8**
Net Debt / Underlying EBITDA	**2.7x**		**2.5x**
Net Debt / covenant EBITDA	**2.7x**		**2.5x**

Net Debt[1,2] ($m)



Net Debt[1,2] / Underlying EBITDA

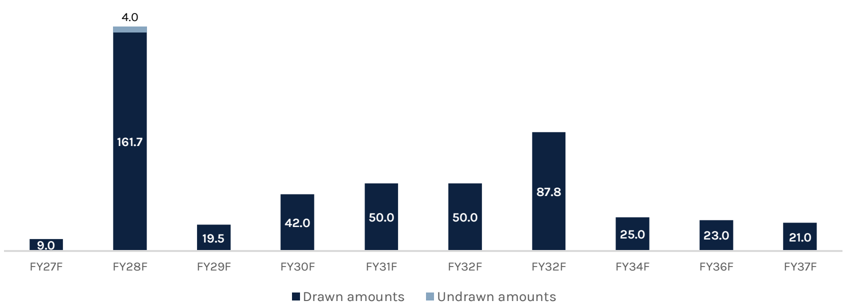
- Offer proceeds of $40m increase available liquidity to $69.2m, providing headroom and flexibility to operate the business going forward and pursue growth initiatives
- Planned asset sales provide further capacity to de-lever over time

1) Calculated as pre-AASB 16 Net Debt / EBITDA . 2) Before transaction costs of $2.2m.

Debt Facility Overview

Extension of debt facilities provides time and flexibility for the business to operate continually

Pro forma debt maturity profile ($m)



Facility	Maturity	Facility size	Drawn	Undrawn
ANZ term loans[1]	Sep-27	145.7	145.7	-
ANZ working capital facility[2]	Sep-27	4	-	4
Pricoa notes	May-28 to Sep-33	322.3	322.3	-
NAIF facility	Apr-37	21	21	-
Total		**493.0**	**489.0**	**4**

- Lenders are supportive of AQZ management's business plan
- ANZ provided an extension of expiring facilities through to September 2027
- AQZ remains in compliance with its covenants
- Following completion of the capital raising and demonstration of the improved business model, Alliance will be seeking to:
  - Extend/renegotiate finance facilities
  - Seek a reduction in the cost of debt to reduce interest expense

1) Includes amortisation payments of $9.0m across FY27. 2) Excludes off balance sheet bank guarantee facility

Equity Raising Timetable

Event	Date
Announcement of Institutional Placement and Entitlement Offer	Wednesday, 26 August 2026
Institutional Placement and Institutional Entitlement Offer opens	Wednesday, 26 August 2026
Institutional Placement and Institutional Entitlement Offer closes	Wednesday, 26 August 2026
Announcement of results of Placement and Institutional Entitlement Offer Trading halt lifted, existing shares re-commence trading	Friday, 28 August 2026
Record Date for the Entitlement Offer	Friday, 28 August 2026
Retail Entitlement Offer Opens, despatch of Retail Offer Booklet	Wednesday, 2 September 2026
Settlement under Institutional Placement and Institutional Entitlement Offer	Friday, 4 September 2026
Quotation of New Shares issued under the Institutional Placement and Institutional Entitlement Offer and commencement of trading	Monday, 7 September 2026
Retail Entitlement Offer Closes	Friday, 11 September 2026
Announcement of results of Retail Entitlement Offer	Wednesday, 16 September 2026
Settlement of the Retail Entitlement Offer	Thursday, 17 September 2026
Allotment and issue of New Shares under Retail Entitlement Offer	Friday, 18 September 2026
New Shares under Retail Entitlement Offer commence trading on ASX	Monday, 21 September 2026
Holding statements sent for New Shares issued under the Retail Entitlement Offer	Monday, 21 September 2026

Leadership transition supports the next phase

Leadership transition is orderly, strategically timed and aligned to the next phase of execution

- Stewart Tully to step down as Managing Director and CEO after more than 11 years with Alliance.
- Steven Greenway appointed CEO from 1 October 2026, with Stewart Tully supporting an orderly transition through October.
- Transition follows completion of the strategic review and resolution of a key wet leasing contract.
- Steven Greenway brings more than 25 years of international aviation leadership experience across Australia, Asia, the Middle East and North America.
- Alliance's strategic priorities remain unchanged, with continued focus on operational improvement, fleet transition, customer relationships, safety and reliability.
- Board acknowledges Stewart's contribution in expanding and diversifying Alliance and strengthening its position as a leading specialised aviation provider.

Steven Greenway Summary Bio

Steven Greenway brings more than 25 years of global airline leadership experience across start-ups, growth businesses and operational turnarounds. His expertise spans commercial strategy, revenue management, network planning, digital commerce and business transformation.

Most recently as CEO of Flyadeal, he led a successful turnaround that doubled passenger numbers, expanded the network to more than 70 routes and achieved the world's number one on-time performance ranking within 18 months.

- 2023 – Chief Executive Officer, Flyadeal
- 2018 – Executive Vice president, WestJet and President of WestJet subsidiary Swoop
- 2016 – Chief Executive Officer, reward-U
- 2011 – Chief Commercial Officer, Scoot
- 2008 – Partner, Mango Aviation Partners

FY27 Outlook

Management expects improved earnings, cash generation and balance sheet strength in FY27

Balance Sheet Outlook

- Net Debt 30 June 2026: $460 million
- Equity Raise net proceeds: $37.8 million
- FY27 underlying free cash flow[2] expected to be $10 million to $20 million
  - Full run-rate benefit from cost-out program to be accrued in FY28F
- AerCap contract finalisation payments of $33 million brings forward major component of capex from FY28F
- FY27 planned asset sales: $60 million to $75 million
- Targeting approximately 2.1x Net Debt/EBITDA by 30-Jun-27[1]
  - Expected to result in material reduction in interest expense going forward

FY27 Guidance

- Underlying EBITDA between $175 million to $190 million.
- Underlying EBITDA margin 27-29%
- Underlying profit before tax between $55 million to $60 million.

This guidance reflects:

- Improved economics from revised wet lease arrangements.
- Benefits from strategic turnaround and cost reduction initiatives.
- Continued investment in fleet and operational capability, but with materially lower growth capital requirements from H2.
- Further optionality from returning aircraft.
- Timing and execution risk associated with surplus asset sales.

Operational and capital structure initiatives announced to the market support a deleveraging profile targeting approximately 2.1x by 30-Jun-27[1]

This FY27 guidance remains subject to a range of assumptions and risks, including operational performance, aircraft utilisation, customer demand, fuel costs, labour availability and broader economic conditions. The occurrence of any one or more of the risks factors set out in Appendix B may impact Alliance's ability to achieve the FY27 guidance.

1) Calculated as pre-AASB 16 Net Debt / EBITDA; 2) Underlying free cash flow is calculated as Underlying EBITDA less change in working capital, interest and sustaining capex. Existing capex excludes $33 million AerCap payment in 1HFY27

Questions

Appendix A

FY26 results

Reconciliation of Results

FY26 Income Statement

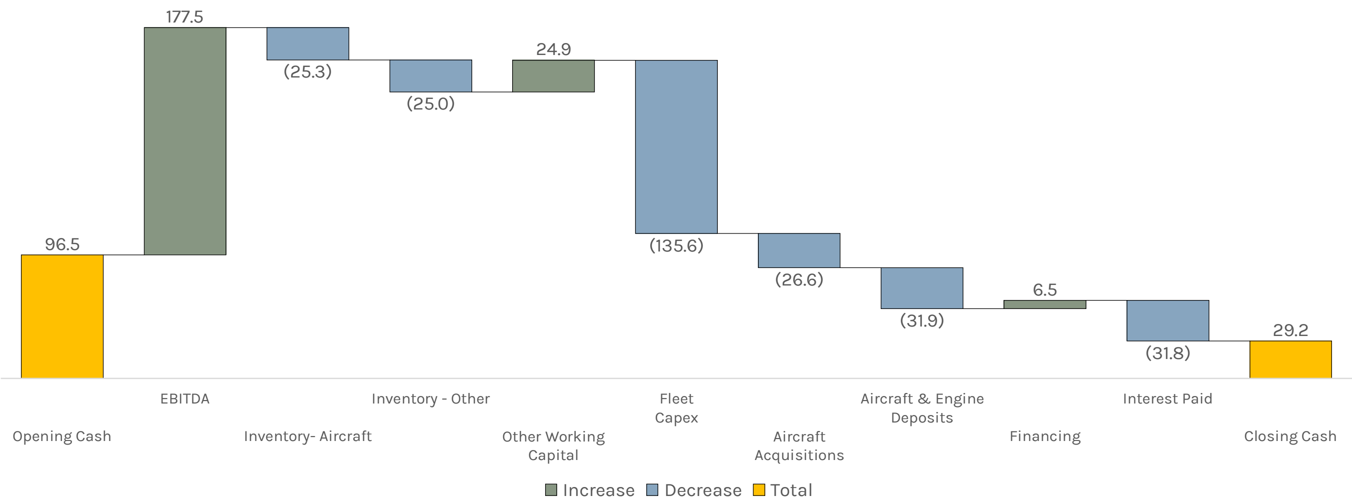
$ million	30 June 2026 Underlying	Adjustment	30 June 2026 Statutory
Revenue			
Contract Revenue	319.2		319.2
Charter Revenue	20.3		20.3
Wet Lease Revenue	313.1	(0.6)	312.6
RPT Revenue	11.1		11.1
Aviation Services Revenue	21.6		21.6
Other Revenue	8.3		8.3
Net foreign exchange (losses)/gain	3.5		3.5
Other Income	15.4		15.4
Total Revenue	**712.6**	**(0.6)**	**712.0**
Operating Expenses	(535.1)	(15.7)	(550.8)
Impairments Costs	-	(151.9)	(151.9)
EBITDA	**177.5**	**(168.1)**	**9.4**
Depreciation & Amortisation	(102.0)	-	(102.0)
EBIT	**75.5**	**(168.1)**	**(92.7)**
Finance Costs	(37.3)	-	(37.3)
PBT	**38.2**	**(168.1)**	**(129.9)**
Income Tax Expense	(11.4)	50.4	39.0
NPAT	**26.8**	**(117.7)**	**(90.9)**
Basic EPS (cents)	**16.65**		**(56.43)**

1) Underlying results excludes $0.6m adjustment from prior year revenue, payroll tax adjustment of ($1.2m), the impairment of Fokker aircraft ($144.6m), impairment of Right of Use (ROU) assets ($7.2m), impairment of intangibles of ($0.1m), write-down of inventory ($12.9m), costs associated with redundancies ($1.6m), and the associated tax impacts of the adjustments of $50.4m

Cashflow bridge

FY26 cash flow reflects fleet capex, aircraft acquisitions and engine deposits

FY26 Cashflow Bridge ($m)



Operational Metrics

	30 June 2026 Actual	30 June 2025 Actual
Aircraft in Service – Fokker	35	36
Aircraft in Service – Embraer	45	43
Aircraft in Service – Total	**80**	**79**
Flight Hours – Contract	27,328	27,376
Flight Hours – Charter	1,362	1,214
Flight Hours – Wet Lease	79,560	83,212
Flight Hours – RPT	853	856
Flight Hours – Ferry & Maintenance	854	963
Flight Hours – Total	**109,957**	**113,621**
Staff numbers at end of period (FTE)	**1,350**	**1,452**
Contract Revenue as % of Total Revenue	**46%**	**39%**
Wet Lease Revenue as % of Total Revenue	**45%**	**42%**

Aircraft[1]
80

Flight hours
~110k

On-time Performance
95%

1) Total aircraft number is inclusive of 5 Fokker aircraft placed in storage in FY26; operational aircraft in fleet was 75 for the year.

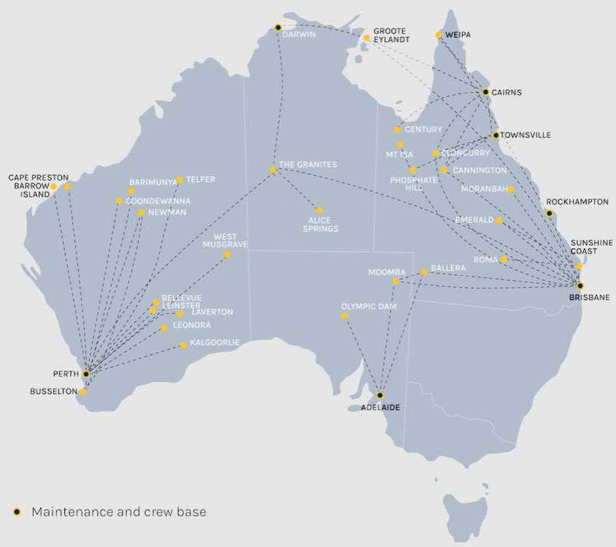
National footprint contract charter

Alliance has crew and engineering bases in most Australian capital cities, and several regional ports being Townsville, Cairns, Darwin and Rockhampton.

This is a notably greater regional presence than other Australian operators, which gives Alliance a distinct advantage in gaining and retaining customers.

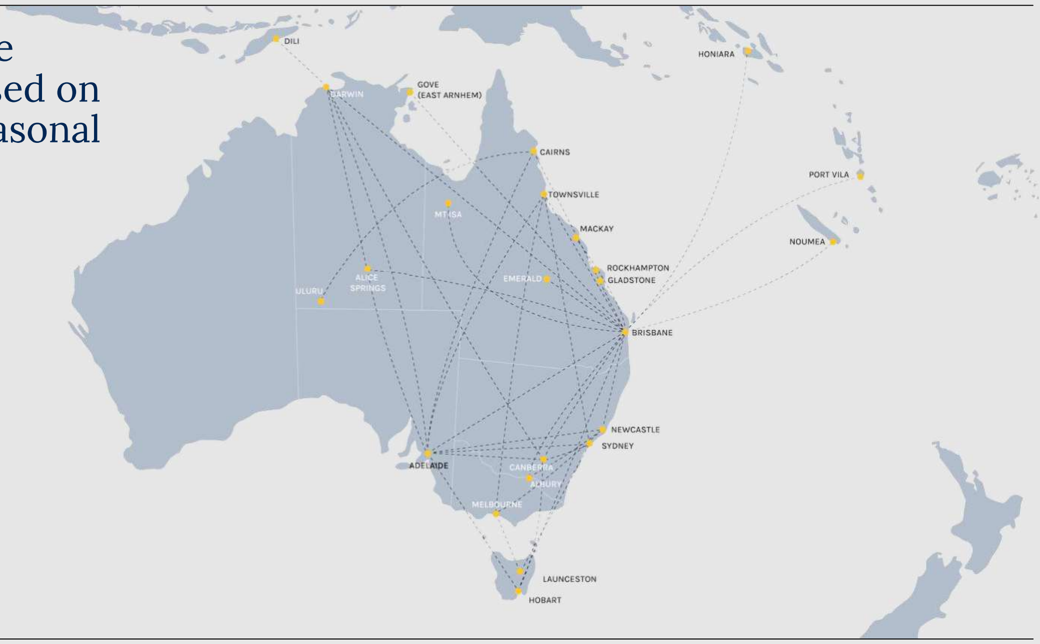
Due to Alliance's nationwide footprint the Company can move quickly with maximum flexibility and responsiveness to client needs.

Our national infrastructure supports our ability to grow our ad hoc charter revenues.



National footprint contract wet lease

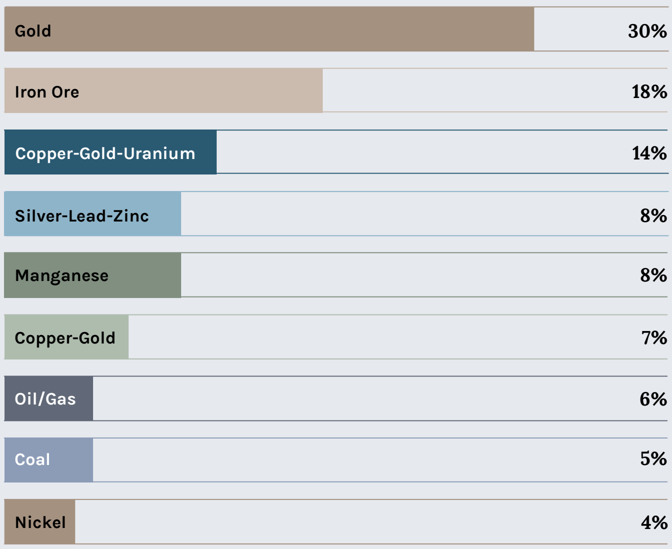
Alliance's wet lease operations are based on our customers' seasonal schedules.



Map shows routes connecting Australian ports/cities to Noumea, Port Vila and Honiara

Commodity exposure

Major commodity exposure as a percentage of revenue from top 15 contracted FIFO clients in year ended 30 June 2026[1].



1) Calculated as the commodity associated with each of the top 15 FIFO contracts pro-rated by the percentage flight revenue of that client as a part of the total revenue of these 15 clients.

Appendix B

Key risks

Key risks

This section includes details of the key risks attaching to an investment in Shares together with risks relating to participation in the Offer. These risks may affect the future operating and financial performance of Alliance and the value of Shares. The key risks are not exhaustive and are not set out in any particular order. Before deciding whether to invest in Shares, you should consider whether such an investment is suitable for you having regard to publicly available information (including this presentation), your personal circumstances and following consultation with a financial or other professional adviser. Additional risks and uncertainties, some of which Alliance may be unaware of may also become important factors that adversely affect Alliance's operating and financial performance.

You should note that the occurrence or consequences of many of the risks described in this section are partially or completely outside the control of Alliance, its directors and senior management. Further, you should note that this section focuses on the potential key risks and does not purport to list every risk that Alliance may have now or in the future. It is also important to note that there can be no guarantee that Alliance will achieve its stated objectives or that any forward-looking statements or forecasts contained in this presentation will be realised or otherwise eventuate. All potential investors should satisfy themselves that they have a sufficient understanding of these matters, including the risks described in this section, and have regard to their own investment objectives, financial circumstances and taxation position.

1.1 RISKS THAT MAY DISRUPT OUR OPERATIONS AND FINANCIAL PERFORMANCE

(a) Going concern
As disclosed in its FY26 financial statements, the Directors have prepared and considered the forecast cashflow for the business for a period of 12 months from the date of signing the financial statements and are of the view that Alliance and its related bodies corporate (Group) will continue as a going concern based on:
• Undertaking of an underwritten capital raising for $40 million (subject to conditions) which was announced today and which the Directors expect to complete.
• Signing on 5 August 2026 of an updated wet lease agreement with QANTAS Airways Limited ("QANTAS") (ASX:QAN) with materially revised terms inclusive of a price increase and better allowing for price escalation.
• Continuing implementation of the Group's turnaround plan, including the rightsizing of its workforce (commenced on 17 August 2026) and operating model incorporating the effect of the updated wet lease agreement with Qantas.
• The sale of assets currently classified as held for sale, including Embraer E190 aircraft and two Brisbane hangars, expected to complete by 31 December 2026.
• The continued ongoing support of the Group's bankers demonstrated by the bankers' recent agreement to the amendment of its debt facilities, resulting in an extension of facility maturity dates and providing additional liquidity headroom over the forecast period for the 12 months following the signing of this report.

As at 30 June 2026, the Group's financial position and performance included:
• A consolidated loss before tax of $129.9 million for the year ended 30 June 2026 (30 June 2025: profit of $82.1 million) including an impairment and write-down of assets totaling $164.8 million (refer to Notes D1 and D2 in the FY26 financial statements)
• Net current assets of $150.9 million
• Net asset position of $373.1 million
• Cash and cash equivalents of $29.2 million
• Net cash inflow from operating activities of $17.7 million for the year ended 30 June 2026
• Debt of $488.8 million

It is necessary for sufficient cash to be generated from either the successful completion of the capital raise announced or the successful sale of assets within the expected timeframe before 31 December 2026 to meet future financial covenants.

As a result, a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern and therefore on its ability to realise its assets and discharge its liabilities in the normal course of business. The FY26 financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that may be necessary should the Group be unable to continue as a going concern.

Key risks

(b) A reduction in the level of mining activity

The Group's key FIFO customers are concentrated in the mining and energy sector. The level of activity in these sectors is principally affected by the prevailing or predicted future commodity prices and demand from the buyers of Australia's mining and energy commodities (such as China) and Government policy. Several other factors, including economic growth, inflation and exchange rates, geopolitical tensions and global pandemics also affect, or may affect, the sector. A reduction in the level of activity in this sector caused by a reduction in demand from countries such as China or a reduction in global economic activity may negatively influence the demand for the Group's services.

(c) A reduction in the level of regular passenger transport (RPT) activity

The Group's wet lease revenue represents a significant proportion of the Group's revenue. The key customers are the large RPT airlines such as Qantas. The level of activity in this sector is principally affected by retail and business customer demand which is linked with economic growth and business conditions within Australia and overseas. The recent, and potential continued increase in interest rates by central banks around the world may impact on the future demand for passenger air travel. Increases in fuel prices, including as a result of geopolitical tensions and the ongoing conflict in the middle east have created uncertainty and volatility surrounding macroeconomic factors, and increased the cost of flying and this may have a material adverse effect on the airline industry and demand for its services.

A number of other factors such as brand reputation, customer satisfaction and loyalty, seasonality or weather conditions, government action (including in response to pandemics or similar events) and competition can also impact the performance of the RPT airline.

A reduction in underlying consumer demand for the RPT airline may result in a reduction in flying hours and revenue generated by Alliance under existing contracts, or may cause the RPT airline not to renew contracts with Alliance (or to renew them for reduced services). The occurrence of any of the above may impact Alliance's ability to generate revenue and financial performance.

(d) The Group plans to sell non-core assets

As discussed above, Alliance has previously announced its intention to divest non-core or underperforming assets including two Embraer E190 aircraft, two Brisbane hangars, engine cores, and surplus parts inventory to improve its financial position.

There is no guarantee that Alliance will be able to dispose of these assets on favourable terms, within expected timeframes, or at all. The value realised on any sale may be lower than anticipated and Alliance may incur additional costs in connection with holding, maintaining, marketing or disposing of the assets. Delays in, or failure to complete, any proposed asset sales, or proceeds from asset sales being less than expected, may adversely affect Alliance.

(e) Planned right-size of the Alliance workforce

As discussed further above, Alliance has previously announced its intention to right size its business to better align its workforce and operating model with future operational requirements, including through a phased workforce consultation process and other operational efficiency initiatives.

There is no assurance that Alliance will successfully implement these initiatives within the anticipated timeframe or realise the expected benefits. The workforce restructuring process may be more complex, costly or time-consuming than expected and may result in higher redundancy, restructuring or other implementation costs. The process may also divert management attention from other business activities and create disruption to operations and staff retention. Alliance may be unable to effectively execute its restructuring initiatives or achieve the anticipated efficiencies.

Key risks

(f) Alliance may lose key customers

Alliance derives much of its revenue from a number of key customers. The loss or impairment of any of these relationships may adversely impact the Group's revenue and profitability. Whilst the loss of a customer may occur through the non-renewal of an existing contract, Alliance's FIFO and wet lease contracts often contain termination provisions, under which customers generally have the right to terminate these contracts for convenience by giving varying notice periods.

If one or more of Alliance's customers elect to terminate any such contract for convenience, it would adversely impact the Group's ability to generate revenue, whilst leaving the Group with the remaining underlying cost structures necessary to service the particular contract. As a result, unless Alliance can swiftly identify replacement contracts, Alliance's profitability and financial performance may be significantly adversely impacted. In particular, any adverse changes in contract terms, reduced flying requirements, contract non-renewal, pricing pressure or lower aircraft utilisation to the wet lease contract with Qantas could materially impact the Group's revenue, profitability and cash flow.

(g) Ability to meet client demand

There is a risk that pilot recruitment, training challenges or aircraft maintenance issues could impact Alliance's ability to meet client capacity demands. If the Group is unable to recruit and retain a sufficient number of suitably qualified pilots or has aircraft downtime due to unexpected maintenance requirements, the Group may be unable to fulfil its contractual obligations to customers or pursue growth opportunities. This could result in increased operating costs (including higher remuneration required to attract and retain pilots), and potential reputational damage arising from service disruptions. Any of these factors may have a material adverse effect on the Group's revenue, financial performance and financial position.

(h) Risks associated with procuring aircraft parts and maintenance

The Group faces potential risks associated with the timely and efficient sourcing of aircraft parts, and the availability of third-party repair and overhaul services. The Group uses international supply chains to procure critical aircraft components, which may be disrupted by trade restrictions, sanctions, natural disasters, shipping delays or supplier insolvency.

In addition, the Group's reliance on third-party repair and overhaul providers exposes it to risks associated with capacity constraints, service quality and scheduling delays. If the Group is unable to source aircraft parts in a timely manner or access adequate repair services, aircraft may be temporarily grounded, resulting in reduced fleet availability, an inability to meet contractual obligations to customers, increased operating costs and potential reputational damage.

(i) Key management personnel and leadership transition

The successful operation of Alliance is reliant on its ability to attract and retain experienced, specialised and high performing personnel and to effectively manage the transition of key personnel. Alliance is especially reliant on its key management team and has recently experienced changes in both CEO and CFO.

Failure to attract and retain key personnel may adversely affect Alliance's operations and ability to execute its business strategy. Failure to appropriately manage the transition of Alliance's CEO and CFO could impact business operations, including relationships with key stakeholders. This could adversely impact Alliance's ability to retain and generate new customers to operate its business efficiently.

(j) Competitor Activity

Alliance operates in a competitive commercial environment and may lose customers to other operators, or be forced to reduce prices in order to retain customers. Loss of customers or reduction in prices can materially adversely affect the Group's revenue and financial performance.

Key risks

(k) An accident or incident may occur
The Group's activities involve the operation of aircraft and other heavy machinery, with resulting risk to both property and personnel. If an accident or incident occurs that results in serious injury or death, damage to property, contamination of the environment or business interruption, this may have a material adverse effect on the Group's operations, reputation and ability to win future tenders and could affect our relationships with our major airline providers. Any incidents may lead to litigation, claims or regulatory investigation which in turn could have a material adverse affect on Alliance.

(l) Cybersecurity and reliance on information technology systems
Alliance utilises information technology and communications (ITC) systems throughout the operational and support functions of the business, many of which are hosted by third parties. ITC system transactional processes and associated data are relied on extensively for internal and external purposes including:

- maintenance – planning, fleet records, engineering tasks, inventory & logistics and compliance oversight; flight operations – performance planning, airport data and flight crew compliance management;
- airports – reservations, check-in, load control and freight information; and
- network operations – flight dispatch, flight following, rostering, charter planning, scheduling, network oversight and security.

The Group's ITC systems (including those provided by third parties) may be adversely affected by factors including damage, failure to implement or integrate a new system or module, equipment faults, power failure, computer viruses, misuse by employees or contractors, external malicious interventions such as hacking and social engineering, fire or natural disasters/extreme weather events. There is also a risk that ITC arrangements with third parties could be terminated, potentially on short notice, which could result in Alliance experiencing a disruption to its business and adversely impact Alliance's financial performance.

With expanding information privacy and security regulations, and an increasingly hostile cyber environment, Alliance recognises information privacy and cyber security as an increasing risk. Any breach by Alliance (or an agent acting for Alliance) of privacy and security regulations could expose Alliance to penalties (including financial penalties), which could adversely affect Alliance's financial position or cause reputational harm. Like all businesses, Alliance has previously experienced cyber security incidents. However, none of these incidents have resulted in a material adverse effect on the operations of Alliance or on its data or information. There can be no assurance that similar incidents will not occur in the future or that future incidents will not have a material adverse effect on Alliance's business, financial performance, reputation or ability to attract and retain employees and customers.

(m) Employees may take industrial action
Alliance operates under a range of industrial instruments covering various employee groups across Australia. While Alliance understands there is no current planned industrial action, there is a risk that employees could take industrial action which could disrupt operations and impact customer service or make compensation or working condition demands that would increase operating expenses.

Key risks

(n) Alliance's fleet may experience mechanical issues or spare parts may be unavailable
Alliance currently operates a fleet of Fokker aircraft that are no longer in production. While Alliance holds an extensive inventory of Fokker spare parts, there is a risk that aircraft may be temporarily grounded due to the unavailability of required spare parts. Mechanical issues may also cause aircraft to be temporarily grounded. If events of this type were to occur, depending on their severity, they may adversely impact the ability of Alliance to conduct its business or reduce Alliance's ability to service clients and generate revenue.

(o) Alliance may be exposed to risks associated with climate change regulation
It is broadly expected that international and domestic regulation of climate change issues will increase over time and will likely involve increasing costs applied to greenhouse gas emissions or limits on such emissions. Climate change regulation in Australia and in other countries and regions may impact the Group's operational flexibility and increase its costs. The risks associated with climate change regulation could have a material adverse effect on the Group's financial performance and financial condition.

(p) Alliance may not be insured in respect of all risks and insurance premiums may increase
The availability of insurance is fundamental to airline operations. Any inability on the part of Alliance to access insurance for its general operations or specific assets poses a risk to the nature and extent of its operations.

The aviation insurance policies effected by Alliance are consistent with normal industry practice and, in line with industry practice, Alliance leaves some business risks uninsured including loss of profit/loss or revenue and the costs associated with mechanical breakdown. Insurance cover is typically not available for these types of losses and where it can be purchased, it is considered to be too expensive.

If an event were to occur for which the Group is not insured, the Group may not be able to recover the related loss. In addition, while Alliance believes its current insurance reflects industry practice, the amount of such coverage may be inadequate to cover losses incurred in connection with incidents involving aircraft.

There is a risk that aviation insurers may increase their premiums or reduce the availability of insurance coverage. This may occur in response to events that are specific to Alliance (for example as a result of claims made by Alliance) or as a result of events impacting the industry more generally (such as terrorist attacks, hijackings or airline accidents or incidents).

(q) Damage to reputation
The Group currently enjoys a strong reputation within its industry for safety, reliability and on-time performance. The Group is reliant on its reputation for the preservation of its existing customer base, securing contract extensions and winning new contracts. If the Group were to suffer damage to its reputation, including as a result of an action or omission by the Group or by a person affiliated with the Group, this may negatively influence demand for the Group's services.

Key risks

(r) Inability to pass on costs to customers
Alliance's FIFO and wet lease contracts generally contain price adjustment clauses, which enable Alliance to pass on variations in certain costs such as inflation, foreign exchange, increased maintenance or labour costs and fuel to customers on a periodic basis. However, the ability to do so depends on the terms of the particular contract and Alliance may not be able to pass on such cost changes immediately or may not be able to recover them in full. Furthermore, in some cases not all costs are covered by these adjustment clauses. There is also a risk that Alliance may need to meet certain unforeseen costs itself.

The inability to pass costs on to customers, whilst being required to continue to provide the relevant services to the customers, will impact Alliance's operating margins and profitability.

(s) The Group may breach debt covenants if performance declines
The Group has various covenants under its debt facilities. Factors such as a decline in the Group's operational and financial performance could lead to a breach of its banking covenants. If a breach occurs, the Group's financiers may seek to exercise enforcement rights under the debt facilities, including requiring immediate repayment. If the Group is unable to meet its repayment obligations, it may face additional financial penalties, higher interest rates, difficulty obtaining further funding in the future or be required to raise replacement funding through equity issuance. Any significant event impacting its financing facilities may impact the solvency of the Group.

(t) Counterparties may not meet their obligations
Third parties, such as customers, airports, landlords, suppliers, contractors and other counterparties may not be willing or able to perform their obligations to Alliance. If one or more key counterparties defaults on their obligations to Alliance or encounter financial difficulties, this may have an adverse impact on Alliance's operations and profitability.

(u) Availability and costs of airport facilities may change
The Group leases a range of airport facilities, including offices, aprons, aircraft hangars.

Alliance is exposed to increases in lease costs, as well as airport, transit and landing fees, along with changes in air security policies, air traffic security costs and airport common use infrastructure charges (including as a result of upgrades). Many of Australia's airports are privatised, and airport operators hold significant power in negotiating prices for airport services with airlines under the Australian government's approach to price monitoring. The inability of the Group to lease, acquire or access airport facilities as required on reasonable terms to support its operations, for example due to significant increases in these costs and charges, could have a material adverse effect on the Group's financial performance.

(v) Alliance's employment costs may increase
Alliance currently has a number of individual workplace agreements, collective agreements and enterprise agreements in place covering its employees. These agreements set out the terms and conditions of employment of pilots, flight attendants and engineers employed by Alliance. As these agreements expire, Alliance seeks to negotiate and put in place replacement agreements. If these agreements are renewed on less favourable terms to Alliance, its financial performance will be negatively impacted. Furthermore, negotiations may lead to industrial action, as discussed further in the risk entitled 'Employees may take industrial action'.

Key risks

(w) The Group is exposed to currency fluctuations
The Group has transactional currency risks arising from receivables and payables in currencies other than the Group's functional currency, being the Australian dollar. The currencies giving rise to this risk are primarily US dollars and the Euro. Should the Australian dollar weaken, these transactions will cost more impacting Alliance's cost base. Where possible, the risk is managed by forecasting and structuring of receipt and payment timings, including invoicing clients in US dollars. The impact of this fluctuation is also partially mitigated by the fact that certain foreign exchange capital costs are included in the cost pass-through clauses that are typically contained in the Group's customer contracts, however these cost pass through clauses may not always entitle Alliance to pass on the full cost to its customers.

(x) The Group may be unable to fund capital expenditure
The Group's operating and financial performance will be partly reliant on sufficient funding being available to meet the capital expenditure requirements of the business. The Group may also seek to raise additional debt finance or new equity in the future to grow its business. If the Group is unable to raise capital, or can only raise capital on unfavourable terms, this would limit the Group's ability to expand and remain competitive.

(y) Interest rates may increase
The Group's main interest rate risk arises from borrowings with variable rates, which expose the Group to the risk of increased interest costs. Increases in interest rates may also affect the level of customer demand. Accordingly, an increase in interest rates may adversely affect the Group, including its financial performance, cash flow, growth prospects and Share price.

(z) Political, legislative or regulatory intervention
Alliance is required to comply with a range of laws and regulations that relate to the areas of aviation, employment, occupational health and safety and taxation, amongst others.

The Australian aviation industry is subject to extensive regulation. CASA is the independent statutory authority responsible for certification of aircraft, licensing of operators, approval of support activities, conduct of safety surveillance and enforcement of safety standards and rules. In the fulfilment of this role, CASA conducts regular quality assurances and licensing audits of Alliance to ensure compliance with applicable standards and rules.

CASA has the power to refuse to grant or to revoke, Alliance's Certificate of Approval or Air Operator's Certificate. In addition, CASA can order the grounding of any or all of its fleet if Alliance breaches a condition of the relevant Air Operator's Certificate or if there are issues affecting aircraft operated by Alliance. A decision by CASA to ground any or all of Alliance's fleet, to revoke Alliance's Certificate of Approval or Air Operator's Certificate, to revoke Alliance's certification to purchase specialist components or to take any other regulatory action concerning Alliance's aircraft or operations, could have a material adverse effect on Alliance's future financial performance and position. If CASA takes regulatory action, this may also trigger contractual rights for Alliance's key customers to terminate their contractual arrangements with Alliance.

The pilots and engineers employed by Alliance must be registered with, and certificated by, CASA. The failure of key employees to obtain or renew CASA licenses and certifications may have a material adverse effect on Alliance's future financial performance and position.

Future changes to other relevant laws, regulations or standards not specifically referred to above could also materially adversely affect Alliance's ability to conduct operations.

Key risks

(aa) The Group may be exposed to credit risk
Credit risk for the Group arises from cash and cash equivalents, held to maturity investments, favourable derivative financial instruments and deposits with banks and financial institutions, as well as credit exposures to customers, including outstanding receivables. While the Group seeks to manage credit risk by assessing the credit quality of counterparties by taking into account their financial position, past experience, credit rating and other factors, there is still a risk that individual receivables are deemed uncollectible or impaired. Any write offs or provisions for impairment that are required in connection with such receivables may adversely affect the financial performance of the Group.

(bb) Investigations, disputes and litigation
The Group may, from time to time, be subject to regulatory reviews, audits and investigations which divert management's attention away from the Group's operations and may be costly. There is a risk that enforcement action may follow any such review and that such activities also adversely affect Alliance's reputation.
Exposure to disputes or litigation with third parties such as customers, regulators employees, business associates, suppliers (including as to the terms of supply arrangements), or contract counterparties (including in the context of business or share acquisition agreements) could negatively impact on Alliance's financial performance through increased costs, settlement payments, concessions made in contract negotiations, damages payments and reputational damage.

(cc) Dividends
The payment of dividends in respect of Shares is impacted by several factors, including Alliance's profitability, retained earnings, ability to frank dividends, capital requirements and free cash flow. Any future dividends will be determined by Alliance's board having regard to these factors, among others. There is no guarantee that any dividend will be paid by Alliance, or if paid, paid at historical levels. From time to time, Alliance's board may also cancel previously announced dividends.

(dd) Accounting
Changes in accounting or financial reporting standards may adversely impact the reported financial performance of Alliance.

(ee) Taxation
Any change to Australian taxation laws (or their interpretation) including the current rate of company income tax or to the rates of indirect taxes could materially impact Alliance's financial performance.
The taxation treatment adopted by Alliance may require an interpretation of the relevant taxation laws and Alliance may be the subject of information requests or audit activities by tax authorities in relation to the adopted treatment.
Any change to the current rates of income tax applying to shareholders, whether they are individuals, trusts or companies may impact on shareholder returns. An investment in Shares involves tax considerations that differ for each investor. Investors are encouraged to seek professional tax advice in connection with any investment in Alliance.

Key risks

1.2 GENERAL RISKS

(a) Risks associated with an investment in shares
There are general risks associated with investments in equity capital. The trading price of Shares may fluctuate with movements in equity capital markets in Australia and internationally. Generally applicable factors which may affect the market price of Shares, over which Alliance and Alliance's directors have no control include:
• General movements in Australian and international stock markets;
• Investor sentiment;
• Australian and international economic conditions and outlook, including fuel prices;
• Changes in interest rates and the rate of inflation;
• Change in government regulation and policies;
• Announcement of new technologies; and
• Geopolitical stability, including international hostilities and acts of terrorism.
No assurances can be given that the New Shares offered under the Offer will trade at or above the issue price. None of Alliance, its directors or any other person guarantees the market performance of the New Shares.
There have been significant fluctuations and volatility in the prices of equity securities in recent months, which may have been caused by general rather than company-specific factors, including the general state of the economy, investor uncertainty, geopolitical instability, and global hostilities and tensions. Any of these events and resulting fluctuations may materially adversely impact the market price of Shares.

(b) Equity raising dilution risks
If existing shareholders do not participate in the Offer then their percentage shareholding in Alliance will be diluted because of the issue of New Shares under the Offer. Even if a shareholder does apply for the maximum number of New Shares under the Entitlement Offer, their percentage shareholding in Alliance may be diluted by the Placement

(c) Underwriting risk
Alliance has entered into an Underwriting Agreement under which Barrenjoey has agreed to fully underwrite the Offer, subject to the terms and conditions of the Underwriting Agreement. The Underwriting Agreement contains representations, warranties, undertakings and indemnities in favour of Barrenjoey. If certain conditions are not satisfied, or certain events occur, Barrenjoey may terminate the Underwriting Agreement. Termination of the Underwriting Agreement by Barrenjoey would have an adverse impact on the total amount of proceeds that could be raised under the Offer. Key terms of the Underwriting Agreement, including the material termination events are set out in Appendix D.

The above list of risk factors should not be taken as exhaustive of the risks faced by Alliance or by investors in Alliance. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of Alliance and the value of the Shares. Therefore, the New Shares to be issued pursuant to the Offer carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

Appendix C

Foreign selling restrictions

International Offer Restrictions

This document does not constitute an offer of new ordinary shares ("New Shares") of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). Accordingly, this document may not be distributed, and the New Shares may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

Other than in the entitlement offer, New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

International Offer Restrictions

Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the "SFA") or another exemption under the SFA.

This document has been given to you on the basis that you are an "institutional investor" or an "accredited investor" (as such terms are defined in the SFA). If you are not such an investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

United Kingdom

This document has not been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of Regulation 21 of The Public Offers and Admissions to Trading Regulations 2024 ("POATRs")) has been published or is required to be published in respect of the New Shares.

This document is issued on a confidential basis to "qualified investors" (within the meaning of paragraph 2 of Schedule 1 to the POATRs) in the United Kingdom. The New Shares may not be offered or sold in the United Kingdom by means of this document or any other document except pursuant to an exemption from the general prohibition on offers of relevant securities to the public in the United Kingdom. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000, as amended ("FSMA")) received in connection with the offer or sale of the New Shares has been, and only will be, communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated ("relevant persons"). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

Appendix D

Underwriting Agreement Summary

Underwriting Agreement Summary

Barrenjoey is acting as underwriter and lead manager (Lead Manager) of the Equity Raising. Alliance has entered into an underwriting agreement with the Lead Manager (**Underwriting Agreement**) under which the Lead Manager has agreed to fully underwrite the on the offer terms and conditions of the Underwriting Agreement. The Underwriting Agreement contains customary representations and warranties and indemnities in favour of the Lead Manager for an agreement of this nature.

The Lead Manager's obligations under the Underwriting Agreement, including to manage and underwrite the Equity Raising, are conditional on certain matters, including Alliance delivering certain certificates, reports, sign-offs and opinions and meeting timetable requirements. Further, if certain events occur, some of which are beyond the control of Alliance, the Lead Manager may terminate the Underwriting Agreement. Termination of the Underwriting Agreement would have a materially adverse impact on the total amount of proceeds that could be raised under the Equity Raising.

Capitalised terms in this summary have the meaning given to them in the Underwriting Agreement unless otherwise defined in this Presentation.

The Lead Manager may terminate its obligations under the Underwriting Agreement if any of the following events occur prior to 5.00pm on the Retail Settlement Date (or at any other time specified below) for the Equity Raising by giving notice to Alliance where:

- a statement contained in the Offer Materials is or becomes misleading or deceptive (including by omission) or likely to mislead or deceive, or the Offer Materials omit any information they are required to contain (having regard to sections 708AA and 708A of the Corporations Act and any other applicable requirements), or the issue or distribution of any of the Offer Materials, or the conduct of the Offer, is misleading or deceptive or likely to mislead to deceive;
- an obligation arises on the Company to give ASX a notice in accordance with sections 708AA(10), 708AA(12) or 708A(9) of the Corporations Act;
- the Company amends any of the Offer Materials without the prior written consent of the Lead Manager (which consent cannot be unreasonably withheld or delayed);
- there is an application to a Government Agency (including, without limitation, the Takeovers Panel) for an order, declaration (including, in relation to the Takeovers Panel, of unacceptable circumstances) or other remedy, or any Government Agency commences, or gives notice of an intention to commence, any investigation, proceedings or hearing in relation to the Offer or the Offer Materials or prosecutes or commences proceedings against, or gives notice of an intention to commence, any investigation, proceedings or hearing in relation to, or prosecute or commence proceedings against, the Company or any of its Directors in their capacity as a Director of the Company, including under Part 9.5 of the Corporations Act and Part 3 of the Australian Securities and Investments Commission Act 2001 (Cth), except where the existence of the investigation, proceedings, prosecution or hearing has not become publicly available and it has been withdrawn by the date that is the earlier of the Business Day immediately preceding the First Settlement Date (if the investigation, proceedings, prosecution or hearing occurs on or before the First Settlement Date) or the Second Settlement Date (if the investigation, proceedings, prosecution or hearing occurs after the First Settlement Date) and the date that is two Business Days after the investigation, proceedings, prosecution or hearing is commenced;
- ASX announces that the Company will be removed from the official list or that the Shares will be removed from official quotation or suspended from quotation by ASX for one or more Trading Day for any reason other than a trading halt in connection with the Offer or voluntary suspension requested by the Company and consented to by the Lead Manager (such consent not to be unreasonably withheld or delayed) to facilitate the Offer;
- approval (subject only to customary conditions) is refused or not granted to the official quotation of all the Offer Shares on ASX, or if granted, the approval is subsequently withdrawn, qualified (other than by customary conditions) or withheld;
- ASX withdraws, revokes or amends any ASX Waiver;
- any event specified in the Timetable which is scheduled to occur on or prior to the First Allotment Date, is delayed for one or more Business Day beyond the date for that event specified in Schedule 1 of the Agreement without the prior written approval of the Lead Manager (such consent not to be unreasonably withheld or delayed, or after the First Allotment Date, is delayed for two or more Business Days beyond the date for that event specified in Schedule 1 of the Agreement without the prior written approval of the Lead Manager (such consent not to be unreasonably withheld or delayed;
- the Company withdraws the Equity Raising or notifies the Lead Manager that it does not intend to, or is unable to proceed with, the Placement or the Entitlement Offer;
- the Company is prevented from allotting and issuing the Offer Shares within the times required by the Timetable, the ASX Listing Rules, applicable laws, an order of a court of competent jurisdiction or a Government Agency;
- any Certificate which is required to be furnished by the Company under the Agreement is not furnished when required;
- the Company or a material Group Member is Insolvent or there is an act or omission, or circumstance that arises, which is likely to result in the Company or a material Group Member becoming Insolvent;

Underwriting Agreement Summary

- there is an event or occurrence, including any statute, order, rule, regulation, directive or request (including one compliance with which is in accordance with the general practice of persons to whom the directive or request is addressed) of any Government Agency which makes it illegal for the Lead Manager to satisfy a material obligation under the Agreement, or to market, promote or settle the Offer;
- any of the Offer Materials or any aspect of the Offer does not comply with the Corporations Act or the ASX Listing Rules, the ASIC Rights Issue Instrument, the ASX Waivers or ASIC Modifications (if any) or any other applicable law;
- resignation or termination of the Chief Executive Officer (noting that Mr Stewart Tully has announced his retirement), Chief Financial Officer or the Chairman of the Company occurs;
- the Company, any of its Directors or the Chief Executive Officer, Chief Financial Officer or Company Secretary of the Company is charged in relation to any fraudulent conduct or activity whether or not in connection with the Offer; or
- a Director or the Chief Executive Officer or Chief Financial Officer, Company Secretary is charged with an indictable offence, or any Director is disqualified from managing a corporation under Part 2D.6 of the Corporations Act.

The Lead Manager may only exercise its termination rights on or before 5.00pm on the Retail Settlement Date in respect of the following events if the Lead Manager has reasonable grounds to believe that the event (a) has or is likely to have a materially adverse effect on the success, settlement or marketing of the Offer (or any aspect of it) or on the ability of the Lead Manager to market or promote or settle the Offer (or any aspect of it); or (b) will, or is likely to, give rise to a liability of the Lead Manager or its affiliates under, or give rise to, or result in, a contravention by the Lead Manager or its Affiliates or the Lead Manager or its affiliates being involved in a contravention of, any applicable law.

- a statement in any Certificate is false, misleading, deceptive, untrue or incorrect;
- a representation, warranty or undertaking or obligation contained in the Agreement on the part of the Company is breached or is or becomes misleading or deceptive or not true or correct;
- the Company fails to perform or observe any of its obligations under the Agreement;
- The Due Diligence Committee Report or any information supplied (including any information supplied prior to the date of the Agreement) by or on behalf of the Company to the Lead Manager for the purposes of the Due Diligence Investigations, the Offer Materials or the Offer, is or becomes false, misleading or deceptive or is likely to mislead or deceive (including by omission);
- the Company contravenes any provision of the Corporations Act, its Constitution, any of the ASX Listing Rules or any other applicable law;
- there is an adverse change, or there is a development involving a prospective adverse change, in the assets, liabilities, financial position or performance, profits, losses or prospects of the Group including, but not limited to; any adverse or prospective adverse change in the earnings or future prospects of the Group from those disclosed in the Offer Materials, or any adverse or prospective adverse change in the assets, liabilities, financial position or performance, profits, losses or prospects of the Group from those respectively disclosed in the Offer Materials;
- there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any State or Territory of Australia a new law or regulation, or the Reserve Bank of Australia, or any Commonwealth or State authority (including ASIC), adopts or announces a proposal to adopt a new policy (other than a law, regulation, or policy which has been announced prior to the date of the Agreement) that has a Material Adverse Effect;
- trading of all securities quoted on ASX, Hong Kong Stock Exchange, London Stock Exchange, Singapore Exchange or New York Stock Exchange is suspended or limited in a material respect for a whole day on which that exchange is open for trading;
- a general moratorium on commercial banking activities in Australia, Hong Kong the United States, Singapore or the United Kingdom is declared by the relevant central banking authority in any of those countries or there is a disruption in commercial banking or security settlement or clearance services in any of those countries; or
- any adverse change or disruption to the existing financial markets, political or economic conditions of Australia, Hong Kong, Singapore, the United States of America or the United Kingdom or hostilities or a national emergency not existing at the date of the Agreement commence (whether war or a national emergency has been declared or not) or a major escalation in existing hostilities occurs (whether war or a national emergency has been declared or not), in either case, involving any one or more of Australia, New Zealand, Hong Kong, the People's Republic of China, South Korea, Japan, Israel, Iran, Lebanon, the United States of America, the United Kingdom, or any member state of the North Atlantic Treaty Organisation (other than Turkey), or nuclear weapons of any sort are used in connection with or the military of any member state of the North Atlantic Treaty Organization becomes directly involved in, the Ukraine conflict that is ongoing at the date of the Underwriting Agreement.

If the Lead Manager terminates its obligations under the Agreement, the Lead Manager will not be obliged to perform any of its obligations that remain to be performed.

THANK YOU

5 Additional information

5.1 Eligibility of Retail Shareholders

The Retail Entitlement Offer is being offered to Eligible Retail Shareholders only.

Eligible Retail Shareholders are Shareholders on the Record Date who:

(a) have an address on the Alliance share register in Australia or New Zealand;

(b) are not in the United States and are not acting for the account or benefit of a person in the United States;

(c) are not Eligible Institutional Shareholders and were not treated as an Ineligible Institutional Shareholder under the Institutional Entitlement Offer; and

(d) are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer,

provided that, if a Shareholder (including a nominee or custodian) is acting for the account or benefit of a person in the United States, it may not participate in the Retail Entitlement Offer on behalf of such a person.

Retail Shareholders who are not Eligible Retail Shareholders are Ineligible Retail Shareholders.

Alliance has determined that it is unreasonable to extend the Retail Entitlement Offer to Ineligible Retail Shareholders because of the small number of such Shareholders, the number and value of Shares that they hold and the cost of complying with the applicable regulations in jurisdictions outside Australia and New Zealand. Alliance may (in its absolute discretion) extend the Retail Entitlement Offer to Shareholders who have registered addresses outside such jurisdictions (except the United States) in accordance with applicable law.

5.2 Ranking of New Shares

The New Shares issued under the Retail Entitlement Offer will be fully paid and rank equally with Existing Shares.

5.3 Allotment

Alliance will apply for quotation of the New Shares on the ASX in accordance with Listing Rule requirements. If the ASX does not grant quotation of the New Shares, Alliance will repay all Application Monies (without interest).

Subject to approval being granted, it is expected that trading of New Shares to be issued under the Retail Entitlement Offer will commence on a normal basis on Monday, 21 September 2026.

It is the responsibility of Applicants to determine the number of New Shares allotted and issued to them prior to trading in the New Shares. The sale by an Applicant of New Shares prior to receiving their holding statement is at the Applicant's own risk. To the maximum extent permitted by law, Alliance and the Share Registry and their respective Beneficiaries disclaim all liability in respect of persons who trade New Shares they believe have been issued to them before receiving their holding statements, whether on the basis of confirmation of the allocation or issue provided by Alliance or the Share Registry or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

5.4 Reconciliation

In any entitlement offer, investors may believe that they own more Existing Shares on the Record Date than they ultimately do. This may result in a need for reconciliation to ensure all eligible Shareholders have the opportunity to receive their full Entitlement.

Alliance may need to issue a small quantity of additional New Shares to ensure all eligible Shareholders have the opportunity to receive their appropriate allocation of New Shares. The price at which these New Shares would be issued, if required, is the same as the Offer Price.

Alliance also reserves the right to reduce the number of Retail Entitlements or New Shares allocated to Eligible Retail Shareholders or persons claiming to be Eligible Retail Shareholders, if their Retail Entitlement claims prove to be overstated, if they or their nominees fail to provide information requested to substantiate their Retail Entitlement claims, or if they are not eligible Shareholders.

Alliance also reserves the right to reject any acceptance of an Entitlement or any Application for additional New Shares that it believes comes from a person who is not eligible to accept an Entitlement or apply for those additional New Shares.

5.5 Rounding of Retail Entitlements

Where fractions arise in the calculation of Retail Entitlements, they will be rounded up to the nearest whole number of New Shares.

5.6 Underwriting arrangements

The Lead Manager is acting both as Lead Manager and underwriter of the Entitlement Offer.

Alliance has entered into an Underwriting Agreement with the Lead Manager in respect of the Entitlement Offer. Please see Appendix D of the Investor Presentation set out in Section 4 of this Retail Offer Booklet for a summary of the key terms of the Underwriting Agreement.

5.7 Lead Manager

The Lead Manager Parties have not authorised or caused the issue of this Retail Offer Booklet and do not take responsibility for any statements made in this Retail Offer Booklet or any action taken by you on the basis of such information. To the maximum extent permitted by law, the Lead Manager Parties disclaim all liability for any expenses, losses, damages or costs incurred by you as a result of your participation in the Entitlement Offer and this information being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise. The Lead Manager Parties do not make any recommendations as to whether you or your related parties should participate in the Entitlement Offer, and do not make any representations or warranties to you concerning this Entitlement Offer or any such information and you represent, warrant and agree that you have not relied on any statements made by the Lead Manager Parties in relation to the New Shares or the Entitlement Offer generally.

The engagement of the Lead Manager by Alliance is not intended to create any agency, fiduciary or other relationship between the Lead Manager and the shareholders or any other investor.

5.8 Potential effect of the Entitlement Offer on control of Alliance

The potential effect that the Entitlement Offer will have on the control of Alliance, and the consequences of that effect, will depend on a number of factors, including investor demand and existing shareholdings.

The issue of New Shares under the Entitlement Offer is not expected to have a material effect or consequence on the control of Alliance.

5.9 Continuous disclosure

Alliance is a “disclosing entity” under the Corporations Act and is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules, including the preparation of annual reports and half yearly reports.

Alliance is required to notify the ASX of information about specific events and matters as they arise for the purposes of the ASX making that information available to the stock markets conducted by the ASX. In particular, Alliance has an obligation under the Listing Rules (subject to certain exceptions) to notify the ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price or value of Alliance shares. That information is available to the public from the ASX.

6 Australian taxation consequences

6.1 General

This section does not constitute financial product advice as defined in the Corporations Act and is confined to taxation issues. Tax is only one of the matters you need to consider when making a decision about your investments.

Below is a general summary of the Australian income tax (including capital gains tax (**CGT**)), goods and services tax (**GST**) and stamp duty implications of the Retail Entitlement Offer for Eligible Retail Shareholders.

The comments in this section deal only with the Australian taxation implications for Eligible Retail Shareholders who:

- are Australian resident individuals, complying superannuation entities, trusts, partnerships and corporate investors; and
- hold their Shares and New Shares on capital account.

The comments do not apply to Eligible Retail Shareholders who:

- are not a resident for Australian income tax purposes;
- are exempt from Australian income tax;
- hold their Shares and New Shares as revenue assets or trading stock (which will generally be the case if you are a bank, insurance company or carry on a business of share trading or acquired their Shares or New Shares for the purpose of resale at a profit);
- are subject to the 'TOFA provisions' in Division 230 of the *Income Tax Assessment Act 1997* (Cth) in relation to the Shares or New Shares;
- acquired the Shares in respect of which the Retail Entitlements are issued under any employee share scheme or where the New Shares are acquired pursuant to any employee share scheme; or
- may be subject to special tax rules, such as insurance companies, partnerships, tax exempt organisations, trusts (except where expressly stated), non-complying superannuation funds (except where expressly stated) or temporary residents.

This summary is general in nature, does not take into account individual circumstances of particular Eligible Retail Shareholders and is not intended to be an authoritative or complete statement of all potential tax implications for each investor or relied upon as tax advice. The precise implications of ownership or disposal will depend upon each investor's specific circumstances. Australian tax laws are complex and a number of potentially relevant tax laws have recently been amended or are subject to announced but unenacted amendments. Eligible Retail Shareholders should seek advice from an appropriate professional adviser in relation to the tax implications of the Retail Entitlement Offer based on their own individual circumstances and should monitor relevant changes in law.

The comments below are based on the Australian tax legislation and administrative practice in force as at 9.00am (Sydney, Australia time) on the date of this Retail Offer Booklet and do not take into account tax legislation of any country other than Australia. Other than as expressly discussed, the comments do not take into account or anticipate changes in Australian tax law or future judicial interpretations of law after this time.

Alliance and its officers, employees, taxation advisers or other advisers do not accept any liability or responsibility in respect of any statement concerning taxation consequences, or in respect of the taxation consequences.

6.2 Issue of Retail Entitlements

The issue of the Retail Entitlements should not in itself result in any amount being included in the assessable income of an Eligible Retail Shareholder.

6.3 Exercise of Retail Entitlements

New Shares will be acquired where an Eligible Retail Shareholder exercises all or part of its Retail Entitlement under the Retail Entitlement Offer.

An Eligible Retail Shareholder should not derive any assessable income, or make any capital gain or capital loss, at the time of exercising its Retail Entitlement under the Retail Entitlement Offer.

For Australian CGT purposes, New Shares should be taken to have been acquired on the day that an Eligible Retail Shareholder exercises its Retail Entitlements. The initial cost base of each New Share should be equal to the Offer Price (plus certain non-deductible incidental costs the Eligible Retail Shareholder incurs in acquiring the New Shares) and may be subject to indexation for some Eligible Retail Shareholders (see Section 6.6). The reduced cost base of each New Share is determined in a similar, but not identical, manner.

6.4 Lapse of Retail Entitlements

If an Eligible Retail Shareholder does not accept all or part of its Retail Entitlements in accordance with the instructions set out above in Section 2, then that Retail Entitlement will lapse. The Eligible Retail Shareholder will not receive any consideration for a Retail Entitlement that is not taken up. There should be no Australian tax implications for an Eligible Retail Shareholder from the lapse of the Retail Entitlements.

6.5 Taxation in respect of dividends on New Shares

Any future dividends or other distributions made in respect of New Shares should be subject to the same income tax treatment as dividends or other distributions made on Shares held in the same circumstances.

By way of example, if Alliance pays a franked dividend on the New Shares, certain shareholders may be entitled to a tax offset equal to the franking credits attached to the dividend, provided that the shareholder is a 'qualified person' and subject to the application of certain dividend franking integrity measures. Broadly, subject to certain exceptions (including for an individual who obtains franking tax offsets of no more than A$5,000 in the income year in which the dividend was paid), to be a 'qualified person', the shareholder must satisfy the 'holding period rules'. Under these rules, the shareholder may be required to have held their New Shares 'at risk' for a continuous period of at least 45 days (not including the date of acquisition and the date of disposal of the shares) within the relevant 'qualification period'. Eligible Retail Shareholders should obtain independent professional advice on the application of these rules to their particular circumstances.

6.6 Disposal of New Shares

The disposal of New Shares should constitute a CGT event for Eligible Retail Shareholders.

On disposal of a New Share, an Eligible Retail Shareholder should make a capital gain if the capital proceeds received on disposal exceed the total cost base of the New Share. An Eligible Retail Shareholder should make a capital loss if the capital proceeds are less than the total reduced cost base of the New Share. In the case of an arm's length on-market sale, the capital proceeds should generally equal the cash proceeds from the sale. The initial CGT cost base of the New Shares is discussed in Section 6.3. A summary of the CGT discount and cost base indexation are included below for different types of Eligible Retail Shareholders.

Capital losses may only be offset against capital gains realised in the same income year or future income years, subject to certain loss recoupment tests being satisfied. Capital losses cannot be offset against other assessable income.

If an Eligible Retail Shareholder makes a capital gain from a disposal of a New Share before 1 July 2027, the CGT discount and cost base indexation will not be available because the New Share will not have been held for at least 12 months.

(a) Individuals

If an Eligible Retail Shareholder that is an individual makes a capital gain from a disposal of a New Share on or after 1 July 2027, the Eligible Retail Shareholder may be entitled to apply the CGT discount to the amount of any gain that accrued up to 1 July 2027 and index certain elements of the cost base of their New Shares in respect of any gain that accrues from 1 July 2027. The New Shares will be deemed to have been sold on 30 June 2027 and reacquired on 1 July 2027. The capital proceeds for the deemed sale of the New Shares that occurs on 30 June 2027 (and the amount for which the New Shares are deemed to be reacquired on 1 July 2027) will be equal to:

- the market value of the New Shares just before 1 July 2027; or
- if the Eligible Retail Shareholder chooses to use an apportioning method determined by legislative instrument, the amount of capital proceeds worked out using that method, if such a method has been determined and can be applied in relation to the New Shares.

Any capital gain or loss made on the deemed disposal is disregarded and deferred until actual disposal.

The CGT discount and cost base indexation are only available where the New Shares have been held for at least 12 months (not counting the date of acquisition or disposal for CGT purposes and disregarding the deemed disposal on 30 June 2027) and certain other conditions are satisfied.

An Eligible Retail Shareholder may be able to reduce any capital gain made on disposal of a New Share by available capital losses. Detailed rules prescribe the order in which capital losses can be applied against different categories of capital gains (including capital gains for which the CGT discount or indexation is available).

The CGT discount for an Eligible Retail Shareholder that is an individual is 50%. Eligible Retail Shareholders that are individuals may be subject to a minimum 30% Australian tax rate on gains which accrue on or after 1 July 2027.

(b) Complying superannuation entities

If an Eligible Retail Shareholder that is a complying superannuation entity makes a capital gain from a disposal, the Eligible Retail Shareholder may be entitled to apply the CGT discount to that capital gain. For a complying superannuation entity, any capital gain may be reduced by one third, after offsetting current year or prior year capital losses. Cost base indexation is not available for complying superannuation entities.

(c) Other trusts

If an Eligible Retail Shareholder that is the trustee of a trust (other than the trustee of a complying superannuation entity) makes a capital gain from a disposal of a New Share, the trustee should seek specific advice as to whether the trustee is entitled to the CGT discount and indexation, and whether the CGT discount and indexation flow through to the beneficiaries of the trust. Where the CGT discount or cost base indexation are available for an Eligible Retail Shareholder that is a trustee, capital gains are calculated for the trust in broadly the same way as for individuals, though the rules for determining whether the benefits of the CGT discount or indexation flow to beneficiaries are complex and depend on the circumstances of the trust and the beneficiaries.

(d) Companies

The CGT discount and cost base indexation are not available for companies (other than companies acting as trustees).

6.7 GST

The rights received under the Retail Entitlement as well as the taking up of the New Shares should not be subject to GST for the Eligible Retail Shareholders. Accordingly, Australian GST should not be payable in respect of amounts paid for the acquisition of the New Shares by the Eligible Retail Shareholders.

No GST should be payable in respect of dividends paid to Eligible Retail Shareholders.

Eligible Retail Shareholder registered for GST may not be entitled to claim full input tax credits in respect of GST on expenses incurred relating to the acquisition, redemption or disposal of the Shares or New Shares (e.g. lawyers' and accountants' fees). Eligible Retail Shareholders not registered for GST should not be entitled to claim input tax credits for GST incurred on any such expenses.

Eligible Retail Shareholders should seek their own tax advice on the impact of GST in their own particular circumstances.

6.8 Stamp duty

Stamp duty should not be payable by Eligible Retail Shareholders in respect of receiving rights under the Entitlement or the taking up of New Shares under the Retail Entitlement Offer provided that all acquisitions occur when Alliance is listed on the ASX, all of the securities in Alliance are quoted (i.e. no classes of unquoted securities on issue) on the market operated by ASX and no Shareholder (together with interests of associated persons and interests acquired under one arrangement or by acting in concert) acquires or holds an interest of 90% or more in Alliance.

6.9 Tax file numbers

An Eligible Retail Shareholder is not required to quote their tax file number (**TFN**) to Alliance. However, if a TFN (or certain exemption details) is not provided to Alliance, Australian withholding tax may be required to be deducted by Alliance from dividends at the specified rate and remitted to the ATO. An Eligible Retail Shareholder who holds Shares or New Shares as part of an enterprise may quote its ABN instead of its TFN.

Eligible Retail Shareholders may be able to claim an income tax credit in their income tax returns in respect of any tax withheld.

7 Definitions

$ or cents means Australian dollars or cents.

ABN means Australian Business Number.

Alliance means Alliance Aviation Services Limited (ABN 96 153 361 525).

Alliance Offer Information Line means **1300 420 709** or **+61 1300 420 709** (within and outside Australia). The offer information line will be answered live and operate between **8:30am to 5:30pm** (Sydney, Australia time) on Monday to Friday during the Retail Entitlement Offer Period.

Applicant means an Eligible Retail Shareholder who has submitted a valid Application.

Application means the arranging for payment of the relevant Application Monies through BPAY or EFT in accordance with the instructions on the Entitlement and Acceptance Form or the submission of an Entitlement and Acceptance Form accompanied by the relevant Application Monies.

Application Monies means the aggregate amount payable for the New Shares applied for through BPAY or EFT or in a duly completed Entitlement and Acceptance Form.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691) and the securities exchange operated by it.

ASX Announcement means:
- the initial announcement in relation to the Entitlement Offer, released to the ASX on Wednesday, 26 August 2026; and
- the announcement in relation to the completion of the Institutional Entitlement Offer released to ASX on Thursday, 27 August 2026,

incorporated in Section 4 of this Retail Offer Booklet.

Beneficiaries means the related bodies corporate or affiliates or any of their respective directors, officers, employees, partners, consultants, contractors, agents, advisers or representatives of Alliance.

BPAY means BPAY Pty Ltd (ABN 69 079 137 518).

CGT means capital gains tax.

Closing Date means 5.00pm (Sydney, Australia time) on Friday, 11 September 2026, the day the Retail Entitlement Offer closes (however, that date may be extended or varied by Alliance, in accordance with the Listing Rules and the Underwriting Agreement).

Corporations Act means the *Corporations Act 2001* (Cth).

CRN means the unique Customer Reference Number on the personalised Entitlement and Acceptance Form.

EFT means International Electronic Funds Transfer.

Eligible Institutional Shareholder means, in accordance with Sections 708(8) and (11) of the Corporations Act, respectively, a sophisticated investor or professional investor Shareholder on the Record Date who:
- is not an Ineligible Institutional Shareholder; and

- has been sent an invitation from the Lead Manager (as determined by Alliance in its absolute discretion) to participate in the Institutional Entitlement Offer (either directly or through a nominee).

Eligible Retail Shareholder has the meaning given in Section 5.1.

Entitlement means the right to subscribe for 1 New Share for every 5.60 Existing Shares held by eligible Shareholders on the Record Date, pursuant to the Entitlement Offer.

Entitlement and Acceptance Form means the entitlement and acceptance form accompanying this Retail Offer Booklet.

Entitlement Offer means the Institutional Entitlement Offer and the Retail Entitlement Offer.

Existing Shares means the Shares already on issue on the Record Date.

GST means goods and services tax, as defined in *A New Tax System (Goods and Services Tax) Act 1999* (Cth).

HIN means Holder Identification Number.

Ineligible Institutional Shareholder means a Shareholder who is an institutional or sophisticated Shareholder on the Record Date with an address on the Alliance share register outside the Permitted Jurisdictions or to whom Listing Rule 7.7.1(a) applies.

Ineligible Retail Shareholder means a Shareholder (or beneficial holder of Shares) other than an Eligible Institutional Shareholder, Ineligible Institutional Shareholder or Eligible Retail Shareholder.

Institutional Entitlement means an Entitlement under the Institutional Entitlement Offer.

Institutional Entitlement Offer means the pro rata accelerated non-renounceable entitlement offer of New Shares to Eligible Institutional Shareholders under the Entitlement Offer.

Institutional Shortfall Bookbuild means the bookbuild process associated with the Institutional Entitlement Offer.

Investor Presentation means the presentation to investors in relation to the Entitlement Offer released to the ASX on Wednesday, 26 August 2026, incorporated in Section 4 of this Retail Offer Booklet.

Lead Manager means Barrenjoey Markets Pty Limited (ABN 66 636 976 059).

Lead Manager Parties means the Lead Manager and each of the Lead Managers' affiliates, related bodies corporate (as that term is defined in the Corporations Act) and shareholders, and each of their respective directors, employees, officers, representatives, agents, affiliates, partners, consultants and advisers.

Listing Rules means the official listing rules of ASX.

New Shares means Shares to be allotted and issued under the Entitlement Offer, including (as the context requires) the shortfall from the Retail Entitlement Offer issued under the Top Up Facility or to the Lead Manager or sub-underwriters.

Offer Price means $0.70 per New Share.

Offer Website means the offer website which can be accessed at https://events.miraqle.com/AQZ-Offer.

Permitted Jurisdiction means Australia, the United Kingdom, Singapore, Hong Kong and New Zealand and any other jurisdiction as agreed between the Lead Manager and Alliance.

Record Date means 7.00pm (Sydney, Australia time) on Friday, 28 August 2026.

Retail Entitlement means an Entitlement under the Retail Entitlement Offer.

Retail Entitlement Offer means the pro rata accelerated non-renounceable offer to Eligible Retail Shareholders under the Entitlement Offer.

Retail Entitlement Offer Period means the period from Wednesday, 2 September 2026 to 5.00pm (Sydney, Australia time) on Friday, 11 September 2026.

Retail Offer Booklet means this document.

Share means a fully paid ordinary share in the capital of Alliance.

Share Registry means MUFG Corporate Markets (AU) Limited (ABN 54 083 214 537).

Shareholder means a holder of Shares at the Record Date.

Shortfall means any New Shares under the Retail Entitlement Offer not applied for by Eligible Retail Shareholders, including (as the context requires) New Shares issued under the Top Up Facility or to the Lead Manager or sub-underwriters.

SRN means Security Reference Number.

TERP means the theoretical price at which Alliance shares may trade immediately after the ex-date for the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Alliance shares trade on the ASX immediately after the ex-date for the Entitlement Offer will depend on many factors and may not equate to TERP. TERP is calculated by reference to Alliance's closing share price of $0.90 on Friday, 21 August 2026.

TFN means tax file number.

Timetable means the indicative table set out in the "Key dates" section of this Retail Offer Booklet.

Top Up Facility means the facility described in Section 2.8.

Underwriting Agreement means the underwriting agreement between Alliance and the Lead Manager, a summary of which is set out in Appendix D of the Investor Presentation, incorporated in Section 4 of this Retail Offer Booklet.

U.S. Securities Act means the U.S. Securities Act of 1933, as amended.

8 Corporate information

Alliance Aviation Services Limited

81 Pandanus Avenue
Eagle Farm QLD 4009

https://www.allianceairlines.com.au

Alliance Aviation Offer Information Line

All shareholder enquiries are managed by MUFG Corporate Markets

Australia: 1300 420 709

International: +61 1300 420 709

Open 8:30am to 5:30pm (Sydney, Australia time) on Monday to Friday, before the Retail Entitlement Offer closes at 5.00pm (Sydney, Australia time) on Friday, 11 September 2026.

Share Registry

MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

https://au.investorcentre.mpms.mufg.com

Lead Manager

Barrenjoey Markets Pty Limited
Level 19, Quay Quarter Tower, 50 Bridge Street
Sydney NSW 2000 Australia

https://barrenjoey.com

Australian Legal Adviser

Herbert Smith Freehills Kramer
80 Collins Street
Melbourne VIC 3000

https://www.hsfkramer.com

Alliance Aviation Services Limited
ACN 153 361 525 | ABN 96 153 361 525

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2 September 2026

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO U.S. PERSONS

Alliance Aviation Services Limited
("Alliance" or "the Company") (ASX: AQZ)

Accelerated Non-Renounceable Entitlement Offer
Notice To Ineligible Retail Shareholders

On 26 August 2026, Alliance Aviation Services Limited ("**Alliance**") (ASX: **AQZ**) announced a fully underwritten accelerated non-renounceable entitlement offer (**Entitlement Offer**) to raise approximately A$40 million.

Under the Entitlement Offer, eligible shareholders are entitled to subscribe for 1 new fully paid ordinary share in Alliance (**New Share**) for every 5.6 Existing Shares held at 7.00pm (Sydney time) on 28 August 2026 (**Record Date**) at an issue price of A$0.70 per New Share.

The Entitlement Offer comprises:

- an Institutional Entitlement Offer to eligible institutional shareholders (**Institutional Entitlement Offer**); and
- a Retail Entitlement Offer to eligible retail shareholders (**Retail Entitlement Offer**).

The Entitlement Offer is being conducted in accordance with section 708AA of the *Corporations Act 2001* (Cth) as notionally modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2026/98* and *ASIC Corporations (Disregarding Technical Relief) Instrument 2026/180)*, and does not require a prospectus or other disclosure document.

Why are you receiving this letter?

According to our records, your registered address is outside Australia and New Zealand, or otherwise in a jurisdiction in which Alliance has determined it would be unlawful, impracticable or unduly onerous to make offers under the Retail Entitlement Offer.

Accordingly, you are not eligible to participate in the Retail Entitlement Offer and will not be sent the Retail Offer Booklet or a personalised Entitlement and Acceptance Form.

This letter is not an offer of securities to you and is provided solely to explain why you are not eligible to participate in the Retail Entitlement Offer.

No action is required by you.

Why are certain shareholders excluded?

The Retail Entitlement Offer is being made only to shareholders who:

- were registered holders of Alliance shares at the Record Date;
- have a registered address in Australia or New Zealand (or such other jurisdiction determined by Alliance); and
- are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

Alliance has determined, in accordance with section 9A of the Corporations Act and ASX Listing Rule 7.7.1(a), that it would be unreasonable to make offers under the Retail Entitlement Offer to shareholders in certain jurisdictions outside Australia and New Zealand, having regard to:

- the number of shareholders in those jurisdictions;
- the number and value of shares they hold; and
- the cost and regulatory requirements that would be associated with complying with the legal requirements in those jurisdictions.

Effect on your shareholding

As you are not eligible to participate in the Retail Entitlement Offer, your percentage ownership interest in Alliance will be diluted upon completion of the Entitlement Offer.

The Entitlement Offer is non-renounceable, which means that entitlements cannot be traded, transferred, sold or otherwise disposed of, and ineligible shareholders will not receive any value or compensation in respect of entitlements that would otherwise have been offered.

Further information

Further details regarding the Entitlement Offer are available in Alliance's ASX announcements released on 26 August 2026 and 2 September 2026.

If you have any questions in relation to the Entitlement Offer, please contact the Alliance Aviation Services Information Line on 1300 420 709 (within Australia) or +61 1300 420 709 (outside Australia) between 8.30am and 5.30pm (Sydney time), Monday to Friday.

On behalf of the Board, thank you for your continued support of Alliance.

Yours faithfully

James Jackson
Chair