

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Introduced 01/07/14 Amended 02/11/15

Name of entity

Alliance Aviation Services Limited

ABN / ARBN

153 361 525

Financial year ended:

30 June 2019

Our corporate governance statement² for the above period above can be found at:³

- These pages of our annual report:
- This URL on our website: www.allianceairlines.com.au/investor-centre/investor-centre

The Corporate Governance Statement is accurate and up to date as at *30 June 2019* and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date: 7th August 2019

Name of Director or Secretary

authorising lodgement:



Mr Marc Robert Devine,

Company Secretary

Appendix 4G
Key to Disclosures Corporate Governance Council Principles and Recommendations

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT		
1.1 A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at <i>[insert location]</i> ... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management): <input checked="" type="checkbox"/> at www.allianceairlines.com.au	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2 A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

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Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
<p>1.5 A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board; in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>... the fact that we have a diversity policy that complies with paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR _____</p> <p><input type="checkbox"/> at [insert location]</p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input checked="" type="checkbox"/> at www.allianceairlines.com.au</p> <p>... and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR _____</p> <p><input type="checkbox"/> at [insert location]</p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR _____</p> <p><input type="checkbox"/> at [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR _____</p> <p><input type="checkbox"/> at [insert location]</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR _____</p> <p><input type="checkbox"/> at [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.7 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR _____</p> <p><input type="checkbox"/> at [insert location]</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR _____</p> <p><input type="checkbox"/> at [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE		
<p>2.1 The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at [insert location]</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at www.allianceairlines.com.au/investor-centre/corporate-governance</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at [insert location]</p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>... our board skills matrix:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input checked="" type="checkbox"/> at www.allianceairlines.com.au/about-us/our-people</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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<p>2.3 A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>... the names of the directors considered by the board to be independent directors:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement AND</p> <p><input checked="" type="checkbox"/> at www.allianceairlines.com.au/investor-centre/investor-centre</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement AND</p> <p><input checked="" type="checkbox"/> at www.allianceairlines.com.au/investor-centre/investor-centre</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
<p>2.4 A majority of the board of a listed entity should be independent directors.</p>	<p>... the fact that we follow this recommendation:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>2.5 The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	<p>... the fact that we follow this recommendation:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR _____</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>2.6 A listed entity should have a program for inducing new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR _____</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY		
<p>3.1 A listed entity should:</p> <p>(a) have a code of conduct for its directors, senior executives and employees; and</p> <p>(b) disclose that code or a summary of it.</p>	<p>... our code of conduct or a summary of it:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> at www.allianceairlines.com.au/investor-centre/corporate-governance</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

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PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING		
<p>4.1 The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>[If the entity complies with paragraph (a):] ... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> _____ at <i>[insert location]</i></p> <p><input type="checkbox"/> ... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at www.allianceairlines.com.au/investor-centre/corporate-governance ... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u> _____ <input checked="" type="checkbox"/> at www.allianceairlines.com.au/investor-centre/See Annual Report</p> <p>[If the entity complies with paragraph (b):] ... the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u> _____ <input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
<p>4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> _____ <input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

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4.3 A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE		
5.1 A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our continuous disclosure compliance policy or a summary of it: <input type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input checked="" type="checkbox"/> at www.allianceairlines.com.au/investor-centre/corporate-governance	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS		
6.1 A listed entity should provide information about itself and its governance to investors via its website.	... information about us and our governance on our website: <input checked="" type="checkbox"/> at www.allianceairlines.com.au/investor-centre/corporate-governance	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.3 A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	... our policies and processes for facilitating and encouraging participation at meetings of security holders: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>AND</u> <input checked="" type="checkbox"/> at www.allianceairlines.com.au/investor-centre/corporate-governance	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable
6.4 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>AND</u> <input checked="" type="checkbox"/> at www.linkmarketservices.com.au/Login/Login	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

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PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at www.allianceairlines.com.au/investor-centre/corporate-governance</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input checked="" type="checkbox"/> at www.allianceairlines.com.au/investor-centre</p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

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<p>7.3 A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>[If the entity complies with paragraph (a):] ... how our internal audit function is structured and what role it performs:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u> _____ <input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):] ... the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> _____ <input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
<p>7.4 A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> _____ <input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY		
<p>8.1</p> <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ol style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: <ol style="list-style-type: none"> (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>[If the entity complies with paragraph (a):] ... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at www.allianceairlines.com.au/investor-centre/corporate-governance</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> at www.allianceairlines.com.au/investor-centre</p> <p>See Annual Report</p> <p>[If the entity complies with paragraph (b):] ... the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>8.2</p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> at www.allianceairlines.com.au/investor-centre</p> <p>See Annual Report</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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8.3	A listed entity which has an equity-based remuneration scheme should:	... our policy on this issue or a summary of it: <input type="checkbox"/> in our Corporate Governance Statement OR <input checked="" type="checkbox"/> at www.allianceairlines.com.au/investor-centre/corporate-governance	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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Corporate Governance Council recommendation	Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
- Alternative to Recommendation 1.1 for externally managed listed entities: The responsible entity of an externally managed listed entity should disclose:	(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity, (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	... the information referred to in paragraphs (a) and (b): <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
- Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities: An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.		... the terms governing our remuneration as manager of the entity: <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement



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

PO Box 1126
EAGLE FARM QLD 4009

Telephone
+61 7 3212 1212

Facsimile
+61 7 3212 1522
www.allianceairlines.com.au

August 2019

Corporate Governance Statement

The Directors of Alliance Aviation Services Limited (“Alliance” or the “Company”) are committed to conducting the business of the Company and its controlled entities (the “Group”) in an ethical manner and in accordance with the highest standards of corporate governance.

The Directors review the corporate governance framework and practices regularly to ensure they support Alliance’s focus on sustainable performance and shareholder value. The Company has adopted and substantially complies with ASX Corporate Governance Principles and Recommendations (3rd Edition). The Company has prepared this statement which sets out its corporate governance practises that were in operation during the financial year ending 30 June 2019.

Where this statement identifies recommendations that have not been met, the Company has provided reasons for not following the recommendations.

Most of the Company’s corporate governance policies and charters were established and approved by the Board when the Company listed on the Australian Stock Exchange in 2011. All policies and charters can be found at the Alliance website (<http://www.allianceairlines.com.au>) (“website”). They are reviewed on an on-going basis.

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

The Board’s role is to:

- Represent and serve the interests of shareholders by overseeing and appraising the Group’s strategies, policies and performance. This includes overseeing the financial and human resources the Group has in place to meet its objectives and reviewing management performance;
- Protect and optimise group performance and build sustainable value for shareholders in accordance with any duties and obligations imposed on the Board by law and the Group’s constitution and within a framework of prudent and effective controls that enable risk to be assessed and managed;
- Set, review and ensure compliance with the Group’s values and governance framework (including establishing and observing high ethical standards); and
- Ensure shareholders are kept informed of the Group’s performance and major developments affecting its state of affairs.

The responsibilities/functions of the Board include:

- Selecting, appointing and evaluating from time to time the performance of, determining the remuneration of, and planning succession of, the Managing Director, the Chief Executive Officer and direct reports of both individuals;
- Contributing to and approving management development of corporate strategy, including setting performance objectives and approving operating budgets;
- Reviewing, ratifying and monitoring systems of risk management and internal control and ethical and legal compliance. This includes reviewing procedures to identify the main risks associated with the Group's businesses and the implementation of appropriate systems to manage these risks;
- Monitoring corporate performance and implementation of strategy and policy;
- Approving major capital expenditure, acquisitions and divestitures, and monitoring capital management;
- Monitoring and reviewing management processes aimed at ensuring the integrity of financial and other reporting;
- Developing and reviewing corporate governance principles and policies;
- Promoting diversity within all levels of the Group; and
- Performing such other functions as are prescribed by law or are assigned to the Board.

PRINCIPLE 2: STRUCTURE OF THE BOARD TO ADD VALUE

The Board operates in accordance with the broad principles set out in its charter which is available from the corporate governance information section of the Company's website. The charter details the Board's composition and responsibilities.

Board composition

- The Board is appointed by the shareholders. Non-executive directors are engaged through a letter of appointment;
- The Board determines the size and composition of the Board, subject to the terms of the Company's constitution;
- It is intended that the Board should comprise a majority of non-executive directors and comprise directors with a broad range of skills, expertise and experience from a diverse range of backgrounds, including gender; and
- The Board, together with the nomination and remuneration committee, will review the skills represented by directors on the Board and determine whether the composition and mix of those skills remain appropriate for the Group's strategy, subject to limits imposed by the constitution and the terms served by existing non-executive directors.

Directors' independence

- The Board regularly reviews the independence of each non-executive director in light of information relevant to this assessment as disclosed by each non-executive director to the Board;

- The Board only considers directors to be independent where they are independent of management and free of any business or other relationship that could materially interfere with, or could reasonably be perceived to interfere with, the exercise of their unfettered and independent judgment;
- The Board does not believe that it should establish an arbitrary limit on tenure. While tenure limits can help to ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight in the Group and its operation and, therefore, an increasing contribution to the Board as a whole. Accordingly, tenure is just one of the many factors that the Board takes into account when assessing the independence and ongoing contribution of a director in the context of the overall Board process.

Without limiting the Board's discretion, the Board has adopted the following guidelines to assist in considering the independence of directors. In general, directors will be considered to be 'independent' if they are not management (a non-executive director) and they:

- are not material shareholders of the Company, or officers of, or otherwise associated directly or indirectly with, material shareholders of the Company;
- have not within the last three years been employed in an executive capacity by the Company or another group member;
- were not appointed as a director of the Company within three years of ceasing to be employed in an executive capacity by the Company;
- have not within the last three years been a principal or employee of a material professional adviser or a material consultant to the Company or another group member;
- are not a material supplier to or customer of the Company or other group member or an officer of or otherwise associated directly or indirectly with a material supplier or customer;
- have no material contractual relationship with the Company or another group member, other than as a director of the Company; and
- are free from any interest, business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the Company.

Materiality thresholds

The Board will consider thresholds of materiality for the purposes of determining 'independence' on a case by case basis, having regard to both quantitative and qualitative principles. Without limiting the Board's discretion in this regard, the Board has adopted the following guidelines:

- The Board will determine the appropriate base to apply (e.g. revenue, equity or expenses), in the context of each situation;
- In general, the Board will consider a holding of 5% or more of the Company's shares to be material;
- In general, the Board will consider an affiliation with a business which accounts for less than 5% of the relevant base to be immaterial for the purposes of determining independence. However, where this threshold is exceeded, the materiality of the particular circumstance with respect to the independence of the particular director should be reviewed by the Board; and

- Overriding the quantitative assessment is the qualitative assessment. Specifically, the Board will consider whether there are any factors or considerations which may mean that the director's interest, business or relationship could, or could be reasonably perceived to, materially interfere with the director's ability to act in the best interests of the Company.

Board members

Details of the members of the Board, their experience, expertise, qualifications, term of office, relationships affecting their independence and their independent status are set out in the Directors' Report section of Alliance's Annual Report under the heading "Information on Directors".

At the date of this revision, there are two executive directors and three non-executive directors, two of whom have no relationships adversely affecting independence and so are deemed independent under the principles set out above.

One Director, Mr Padgett, is a substantial shareholder of the Company and deemed non-independent.

Chair and Non-executive directors

The Board currently has five Directors, three non-executives, two of whom are considered independent.

The Group does not comply entirely with Recommendation 2.4 to have a majority of independent Directors. The Board has considered the experience, skills, contribution and the relevant ownership interests of the Directors in the Group and believe that the Board has the necessary individuals to act in the best interests of the entity.

The Board also considers that the nature, scale and complexity of the Company's existing operations do not warrant the appointment of further Directors.

Periodically, non-executive directors will meet without executive directors or management present.

Term of office

The Company's constitution specifies that all non-executive directors must retire from office no later than the third annual general meeting following their last election. Upon retirement the non-executive director can nominate for re-election.

Chair and managing director

The Chair is responsible for leading the Board, ensuring directors are properly briefed in all matters relevant to their role and responsibilities, facilitating board discussions and managing the Board's relationship with the Company's senior executives. In accepting the position, the Chair has acknowledged that it will require a significant time commitment and has confirmed that other positions will not hinder his effective performance in the role of Chair.

The Managing Director is responsible for implementing group strategies and policies. The Board charter specifies that these are separate roles to be undertaken by separate people.

The Chief Executive Officer is responsible for day to day operations of the Group.

The Group does not comply with Recommendation 2.5 to have independent Chair. Mr S Padgett is not considered independent because of his substantial shareholding in the Group. Mr Padgett does not have any executive function nor has Mr Padgett held an executive function in the past. The Board has considered the appointment of Mr Padgett on a number of occasions and believe he has the most appropriate experience to support the Managing Director, Chief Executive Officer and the Board on strategy matters.

Mr Padgett is supported by two independent Directors, Mr Housden and Mr Crombie who provide ongoing advice and support and act as Chairs of the two Board Sub-Committees.

Conflict of interests

Entities connected with the Chair, Mr Padgett and the Managing Director, Mr McMillan, had business dealings with the Group during the year, as described in note I1 of the most recent financial statements. In accordance with the Board Charter, the directors concerned declared their interests in those dealings to the Company and took no part in decisions relating to them or the preceding discussions. In addition, those directors did not receive any papers from the Group pertaining to those dealings.

Independent professional advice

Directors and board committees have the right, in connection with their duties and responsibilities, to seek independent professional advice at the Company's expense. Prior written approval of the Chair is required, but this will not be unreasonably withheld.

Performance assessment

The Board undertakes regular self-assessment of its collective performance, the performance of the Chair and of its committees. The assessment also considers the adequacy of induction and continuing education and access to information.

Management are invited to contribute to this appraisal process which, at the discretion of the Chair, may be facilitated by an independent third party. The results and any action plans are documented together with specific performance goals which are agreed for the coming year.

The Chair undertakes an annual assessment of the performance of individual directors and meets privately with each director to discuss this assessment.

In the most recent year the Directors considered their collective performance and this was discussed individually with the Chair and with Management in June 2019.

A review of the performance of senior management is a structured process that is conducted annually in August of each year. This formal and documented process is coordinated by the Chief Executive Officer and discussed with the Remuneration Committee and with the Board. This formal process has been completed annually.

Board committees

The Board has established two committees to assist in the execution of its duties and to allow detailed consideration of complex issues. Current committees of the Board are the Nomination and Remuneration and Audit and Compliance committees.

Each is comprised entirely of non-executive directors. The committee structure and membership is reviewed on an annual basis. It is common practice for all Directors to attend and contribute to all committee meetings.

Each committee has its own written charter setting out its role and responsibilities, composition, structure, membership requirements and the manner in which the committee is to operate. Each of these charters are reviewed regularly and are available on the Company's website. All matters determined by committees are submitted to the full Board as recommendations for board decisions.

Minutes of committee meetings are tabled at the subsequent board meeting. Additional requirements for specific reporting by the committees to the Board are addressed in the charter of the individual committees.

Nomination and remuneration committee

The Nomination and Remuneration Committee consists of the following non-executive directors (a majority of whom are independent):

- D Crombie (Chair)
- S Padgett
- P Housden

Details of these directors' attendance at Nomination and Remuneration Committee meetings are set out in the Directors' Report on page 9 of the most recent annual report.

The Nomination and Remuneration Committee operates in accordance with its charter which is available on the Company's website. The main responsibilities of the committee are to:

- Review and recommend to the Board the size and composition of the Board, including review of board succession plans and the succession of the Chairman and Managing Director, having regard to the objective that the Board comprise directors with a broad range of skills, expertise and experience from a broad range of backgrounds, including gender.
- Review and recommend to the Board the criteria for board membership, including:
 - the necessary and desirable competencies of Board members; and
 - the time expected to be devoted by non-executive directors in relation to the Company's affairs.
- Review and recommend to the Board membership of the Board, including:
 - making recommendations for the re-election of directors, subject to the principle that a committee member must not be involved in making recommendations to the Board in respect of themselves; and
 - assisting the Board as required identifying individuals who are qualified to become board members (including in respect of executive directors).
- Assist the Board as required in relation to the performance evaluation of the Board, its committees and individual directors, and in developing and implementing plans for identifying, assessing and enhancing director competencies.
- Review and make recommendations in relation to any corporate governance issues as requested by the Board from time to time.
- Review the Board charter on a periodic basis, and recommend any amendments for Board

consideration.

- Ensure that an effective induction process is in place and regularly review its effectiveness.
- On an annual basis, review the effectiveness of the Board’s diversity policy.

PRINCIPLE 3: ACT ETHICALLY AND RESPONSIBLY

Code of conduct

The Board has adopted a code of conduct which sets out the Group’s commitment to maintaining the highest levels of integrity and ethical standards in its business practices. The code of conduct which is available on the Company’s website sets out for all directors, management and employees the standard of behaviour expected of them.

The code of conduct sets out policies on various matters including conflicts of interest, public and media communication, use of the Group’s resources, security of information, discrimination and harassment, corrupt conduct, occupational health and safety, and insider trading.

In addition to their obligations under the *Corporations Act 2001 (Cth)* in relation to inside information, all directors, employees and consultants have a duty of confidentiality to the Group in relation to inside information they possess.

Diversity policy

Alliance has a well-established “Equal Employment Opportunity and Diversity” policy which incorporates a number of different factors including gender, ethnicity, disability, age and educational experience.

This policy has a documented objective to improve the representation of females within the Board and the senior management team. Alliance has continued to increase the number of females represented in senior executive positions again in the last 12 months.

The policy includes a documented process for dealing with perceived or actual discrimination including the process for lodging complaints. This policy is a key part of the induction process within the Group.

The actual number of women employees in the organisation at 30 June 2019 was as follows:

	Number	%
Number of women employed in the whole organisation	196	35.5%
Number of women employed in senior executive positions	4	21.1%
Number of women on the Board	-	-

* Number of women as a percentage of total senior executive positions

PRINCIPLE 4: SAFEGUARD INTEGRITY IN CORPORATE REPORTING

Audit and Compliance Committee

The Audit and Compliance Committee consists of the following non-executive directors:

- P Housden (Chair)
- D Crombie
- S Padgett

Details of these directors' qualifications are set out in the Directors' Report on pages 7 and 9 of the 2019 Annual Report.

All members of the committee are financially literate and have an appropriate understanding of the industry in which the Group operates.

The committee's primary roles are:

- oversee the Group's relationship with the external auditor and the external audit function generally;
- oversee the preparation of the financial statements and reports;
- oversee the Group's financial controls and systems; and
- manage the process of identification and management of financial risk.

The committee's key responsibilities and functions include:

- to assist the Board in relation to the reporting of financial information;
- the appropriate application and amendment of accounting policies;
- the appointment, independence and remuneration of the external auditor;
- to provide a link between the external auditors, the Board and management of the Group;
- engage in the proactive oversight of the Group's financial reporting and disclosure processes and overseeing and reviewing the outputs of that process (including review of the Group's financial statements for accuracy and to ensure they reflect a true and fair view, as a basis for recommendation to, and adoption by, the Board);
- assist the Board in determining the reliability and integrity of accounting policies and financial reporting and disclosure practices;
- review financial statements for adherence to accounting standards and policies and other requirements relating to the preparation and presentation of financial results and oversee the financial reports and the results of external audit of those reports (including assessing whether external reporting is consistent with the committee members' information and knowledge, and is adequate for shareholder needs);
- review the appropriateness of the accounting policies adopted by management in the composition and presentation of financial reports (or any changes made or contemplated in relation to the Group's accounting policies) and assess the management processes supporting external reporting;
- establish procedures for the receipt, retention and treatment of complaints received by the Group regarding accounting, internal accounting controls and auditing matters, and procedures for the confidential, anonymous submission of concerns by employees regarding accounting and auditing matters;
- review management processes supporting external reporting, and any complaints or concerns raised internally regarding financial or accounting processes and practices;
- ensure that procedures are in place designed to verify the existence and effectiveness of accounting and financial systems and other systems of internal control which relate to

financial risk management;

- approve the scope of the audit;
- review the effectiveness of the annual audit, placing emphasis on areas where the committee or the external auditors believe special attention is necessary;
- review the performance, independence and objectivity of the external auditors;
- review the procedures for selection and appointment of the external auditors and for the rotation of external audit engagement partners;
- assume responsibility for the appointment (including the termination of an engagement), compensation, the terms of engagement and other contractual terms of the external auditors;
- develop and oversee the implementation of the Group's policy on the engagement of the external auditor to supply non audit services and ensure compliance with that policy; and
- provide advice to the Board as to whether the committee is satisfied that the provision of non-audit services is compatible with the general standard of independence, and an explanation of why those non audit services do not compromise audit independence, in order for the Board to be in a position to make the statements required by the Corporations Act 2001 (Cth) to be included in the Group's annual report.

The Company does not have an internal audit function given the size of the business. The Group has a range of controls and systems in place to mitigate risk. The external audit plan has also been constructed recognising that the Company does not have an internal audit program.

External auditors

The policy of the Company and the Audit and Compliance committee is to appoint external auditors who clearly demonstrate quality and independence. The performance of the external auditor is reviewed annually and applications for tender of external audit services are requested as deemed appropriate, taking into consideration assessment of performance, existing value and tender costs. PwC was appointed as the external auditor in 2011. It is the policy to rotate audit engagement partners on listed companies at least every five years.

The most recent appointment occurred following the completion of the 2016 financial statements.

An analysis of fees paid to the external auditors, including a breakdown of fees for non-audit services, is provided in the Directors' Report and in note J5 to the financial statements. It is a legal requirement to provide an annual declaration of their independence to the Audit and Compliance Committee.

The external auditor attends the annual general meeting annually and is available to answer shareholder questions about the conduct of the audit and the preparation and content of the audit report.

PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE

The Company has written policies and procedures on information disclosure that focus on continuous disclosure of any information concerning the Group that a reasonable person would expect to have a material effect on the price of the Company's securities. These policies and procedures also include the arrangements the Company has in place to promote communication with shareholders and encourage effective participation at general meetings.

A summary of these policies and procedures is available on the Company's website. They are also discussed in this statement.

The Company Secretaries have been nominated as persons responsible for communications with the Australian Securities Exchange (ASX). This role includes responsibility for ensuring compliance with the continuous disclosure requirements in the ASX Listing Rules and overseeing and coordinating information disclosure to the ASX, analysts, brokers, shareholders, the media and the public.

All information disclosed to the ASX is posted on the Company's website as soon as it is disclosed to the ASX. When analysts are briefed on aspects of the Group's operations, the material used in the presentation is released to the ASX and posted on the Company's website.

The Company's Annual and Half Yearly Reports are posted to the Company's website; shareholders can also nominate to receive a copy directly.

PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS

The Company has a number of ways in which Shareholders can access appropriate information to allow them to exercise the rights of all security holders. Some of the measures which the Company actively promotes are as follows:

- **Continuous Disclosure** of current events including communication about projects and the outlook of the business;
- **Investor Briefings** and Presentations both in terms of individual presentations with larger shareholders and shareholders who request a discussion; and
- **Annual General Meeting** where all shareholders are encouraged to attend.

Continuous Disclosure

The Company's disclosure policy and practices are aimed at ensuring timely access for all investors to company information released under the continuous disclosure rules.

These practices include:

- Information released by Company, including media releases and investor briefing materials, is first released to ASX; and
- Such information is posted on the Company's website immediately following release to ASX.

The Company's management meets regularly to consider its continuous disclosure obligations.

Unless the Board considers it has an obligation to make a statement on a particular matter, the Company's policy is not to respond to market rumours and media speculation.

Investor Briefings and Presentations

The Company prepares, twice a year, a detailed investor briefing pack. This coincides with the release of the Interim Report and the Annual Report (including the Financial Statements) and includes an outline of the most recent results, a number of key messages relevant to the operation of the Company and key points relating to the outlook of the business.

The Managing Director, Chief Executive Officer and the Chief Financial Officer at or around the same time offer to provide presentations to shareholders and / or conduct telephone discussions with shareholders. This is an opportunity for all shareholders to ask questions and speak directly with Management.

Annual General Meeting

On an annual basis the Company conducts an Annual General Meeting as required by legislation.

This meeting is generally held in October each year. All shareholders are encouraged to attend. In attendance at this meeting are the Board of the Company plus a range of Management from the Company (in addition to the Managing Director, Chief Executive Officer and Chief Financial Officer). The Chairman of the Board, the Managing Director and the Chief Executive Officer generally all give a personal address to the meeting.

All shareholders are encouraged to ask questions of the Board, Management and the auditor of the Company. This can be a formal question as part of the meeting and subject to regulation and continuous disclosure, in an informal way after the meeting. Included with the Notice of the Meeting is the process and requirements for asking questions at the Annual General Meeting.

The Management addresses to the annual general meeting and a copy of any materials used during the meeting are available on the ASX website and the Company's website immediately after the annual general meeting. The voting outcomes from this meeting are also released to the ASX.

The Board of the Company support the calling of a Poll of the results subject to participation at the meeting.

PRINCIPLE 7: RECOGNISE AND MANAGE RISK

The Board is responsible for satisfying itself annually, or more frequently as required, that management has developed and implemented a sound system of risk management and internal control. Detailed work on this task is delegated to management and reviewed by the Board.

Management have developed a comprehensive system to manage operational risks, including safety, quality assurance, environmental and aviation regulatory compliance.

The Audit and Compliance committee is responsible for ensuring there are adequate policies in relation to financial risk management, compliance and internal control systems. They monitor the Company's financial risk management by overseeing management's actions in the evaluation, management, monitoring and reporting of material operational, financial, compliance and strategic risks.

The committee's specific function with respect to financial risk management is to review and report to the Board that:

- the Group's ongoing financial risk management program effectively identifies all areas of potential financial risk;
- adequate policies and procedures have been designed and implemented to manage identified financial risks;
- a regular program of audits is undertaken to test the adequacy of and compliance with prescribed policies; and

- proper remedial action is undertaken to redress areas of weakness.
- The following are intended to form part of the normal procedures for the committee's financial risk and compliance responsibilities:
 - evaluating the adequacy and effectiveness of the management reporting and control systems used to monitor adherence to policies and guidelines and limits approved by the Board for management of balance sheet risks;
 - evaluating the adequacy and effectiveness of the Group's financial risk management control systems by reviewing risk registers and reports from management and external auditors;
 - evaluating the structure and adequacy of the Group's business continuity plans;
 - evaluating the structure and adequacy of the Group's own insurances on an annual basis;
 - reviewing and making recommendations on the effectiveness of the Group's financial risk management policies;
 - reviewing the Group's main corporate governance practices for completeness and accuracy; and
 - advising the Board on the appropriateness of significant policies and procedures relating to financial processes and disclosures and reviewing the effectiveness of the Group's internal control framework;

Management is responsible for designing, implementing and reporting on the adequacy of the Company's risk management and internal control system and has to report to the Board on the effectiveness of:

- the risk management and internal control system during the year; and
- the Company's management of its material business risks.

Corporate reporting

In complying with recommendation 7.3 of the ASX Corporate Governance Principles and Recommendations, the Managing Director and Chief Financial Officer have made certification to the Board:

- that the Group's financial statements are complete and present a true and fair view, in all material respects, of the financial condition and operational results of the Company and Group and are in accordance with relevant accounting standards; and
- that the above statement is founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board and that the Company's risk management and internal compliance and control is operating efficiently and effectively in all material respects in relation to financial reporting risks.

PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

The nomination and remuneration committee consists of the following non-executive directors (a majority of whom are independent):

- D Crombie (Chair)
- S Padgett
- P Housden

The nomination and remuneration committee operates in accordance with its charter which is available on the Company's website.

The committee advises the Board on remuneration and incentive policies and practices generally, and makes specific recommendations on remuneration packages and other terms of employment for executive directors, other senior executives and non-executive directors.

In discharging its responsibilities, the committee must have regard to the following policy objectives:

- to ensure the Group's remuneration structures are equitable and aligned with the long-term interests of the Group and its shareholders and having regard to relevant group policies;
- to attract and retain skilled executives;
- to structure short and long term incentives that are challenging and linked to the creation of sustainable shareholder returns;
- to ensure any termination benefits are justified and appropriate; and
- in the discharge of the committee's responsibilities, no executive should be directly involved in determining their own remuneration.

The committee must at all times have regard to, and notify the Board as appropriate of, all legal and regulatory requirements, including any shareholder approvals which are necessary.

The responsibilities of the committee are as follows:

- review and recommend arrangements for the executive directors and the executives reporting to the Managing Director and the Chief Executive Officer, including contract terms, annual remuneration and participation in the Company's short and long term incentive plans;
- review and recommend remuneration arrangements for senior management including contract terms, annual remuneration and participation in the Group's short and long term incentive plans;
- review major changes and developments in the Group's remuneration, recruitment, retention and termination policies and procedures for senior management;
- review major changes and developments in the remuneration policies, superannuation arrangements, personnel practices and industrial relations strategies for the Group;
- review the senior management performance assessment processes and results as they reflect the capability of management to realise the business strategy;
- review and approve short term incentive strategy, performance targets and bonus payments;

- review and recommend to the Board major changes and developments to the Company's employee equity incentive plans; and
- recommend whether offers are to be made under any or all of the Company's employee equity incentive plans in respect of a financial year.

In respect of the Company's employee equity incentive plans in place from time to time:

- review and determine the performance hurdles applicable to the executive directors, the executives reporting to the Managing Director and Chief Executive Officer and senior management;
- review and approve the proposed terms of, and authorise the making of, offers to eligible employees of the Group, including determining the eligibility criteria applying in respect of an offer, in respect of a financial year;
- review and approve, within the parameters of the plans, amendments to the terms of existing plans;
- review and approve the terms of any trust deed applying in relation to the plans and of any amendment to any such trust deed, including authorising the execution of any such trust deed or amending deed on behalf of the Group;
- administer the operation of the plans, including but not limited to determining disputes and resolving questions of fact or interpretation concerning the various plans;
- review and recommend to the Board the remuneration arrangements for the Chairman and the non-executive directors of the Board, including fees, travel and other benefits;
- be satisfied that the Board and management have available to them sufficient information and external advice to ensure informed decision making regarding remuneration;
- review and recommend to the Board the remuneration report prepared in accordance with the *Corporations Act 2001 (Cth)* for inclusion in the annual directors' report; and
- review and facilitate shareholder and other stakeholder engagement in relation to the Company's remuneration policies and practices.

CONCLUSION AND SUMMARY OF COMPLIANCE WITH THE RECOMMENDATIONS

The Board is satisfied with Alliance's level of compliance with the Recommendations, but recognises that governance processes require continual monitoring and refinement. Where the Recommendations have not been met, the Board has provided detailed explanations and will continue to monitor these recommendations. Alliance's corporate governance framework is regularly reviewed by the Board to ensure it remains effective and compliant with changing requirements both internally and externally.

This Corporate Governance Statement is current as at 7 August 2019, and was approved by the Board on 7 August 2019.