# TO BOLDLY GO


## ANNUAL REPORT

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2021
REGIONAL EXPRESS HOLDINGS LIMITED

# Rex Value Statement

What does it profit a company if it gains the whole world and loses its soul?



## Customer

- We are committed to providing our customers with safe and reliable air travel with heartfelt hospitality.
- We constantly strive to keep fares low through our commitment to simplicity, efficiency and good value.
- We are committed to treating our customers as individuals and will endeavour to respond to all their comments and complaints.

## Company

Staff members are part of the Rex family. This comes with both privileges and responsibilities.
We expect every staff member to take ownership of issues encountered:

- Ownership means that if something is wrong then it is everyone's job to fix it.
- Matters that cannot be handled by the staff member ought to be pursued further with senior management.
- We accept that sometimes staff may make mistakes while trying to act in the best interest of the Company.

We strive to be a learning organisation where we actively seek to identify systemic issues no matter how small in order to continually transform ourselves to a better organisation:

- This entails a culture where issues are highlighted as learning experiences, even though they may place our colleagues in a bad light.
- An excellent airline is one that is outstanding in a thousand small ways.

We believe that we can only count on ourselves for our continued success:

- All staff members must embrace the 'can do' and 'will do' spirit that has been the defining characteristic of our initial success. Past experiences, while helpful, must not limit or define the future.
- Hard work is the cornerstone of our work ethic - all staff share in the profits and so all staff are expected to contribute their fair share. Slackers that do not contribute their fair share not only rob the Company but also their co-workers.

We value open communication and will strive to create an environment that removes silo mentalities by embracing full transparency:

- Staff members have a right to be heard regardless of their position.
- Staff members are encouraged to contact directly the members of the Management Committee and Board if they feel their immediate supervisors are being a barrier.

We respect the dignity of each staff member and will treat each other with respect and fairness:

- The customer does not always come first and we will stand by our staff member if the customer is unreasonable.
- We will focus on the issue and not the person.
- We accept that staff members may have different talents and capabilities and will strive to fit the job to the person rather than the other way around.
- Important decisions concerning staff matters are always referred to the Management Committee to ensure transparency, fairness, and consistency.

We are committed to standing behind our staff members and their families and will do all we can to help them in their times of special need:

- We believe in the value of the family and will strive to create a working environment that is supportive of the family.
- All staff members have the right to seek the support of Rex Management Committee if special assistance or consideration is needed.

## Contractors

- We believe that our suppliers are partners in our business.
- In all our dealings with suppliers we will seek to be fair, reasonable and honest and will strive to work only with like-minded suppliers.

## Community and the Environment

- Rex is mindful of the tremendous social and economic impact its services have on regional communities and works in partnership with these communities to balance their needs against our commercial imperatives.
- We are also committed to giving back by supporting worthwhile charitable causes which are focused on helping the less fortunate, supporting natural disaster recovery or supporting development of regional communities.
- We are committed to preserving the environment to the measure of our capabilities.

## Capital

- Rex believes that its shareholders' interest is best served by pursuing a path of steady but sustainable growth of its earnings.
- We believe that maximizing shareholders' returns in the long term is not incompatible with our duties and responsibilities towards our other stakeholders outlined above.

# Foreword



## To Boldly Go

To say that the year was challenging would be the understatement of the century. We started the Financial Year (FY) on life support, just like practically every other passenger airline in the world. Yet within six months, we received approval from the regulator for a high-capacity AOC in preparation for the launch of our domestic operations in 2021. And right on target, on 1st March 2021 Rex flew its maiden domestic flight on the Melbourne-Sydney route operating a Boeing 737-800NG.

After that, everything seemed a blur as we launched, in lightning succession, six additional regional and domestic routes within two months with a seventh just before the FY end. Passenger numbers were steadily improving and the prospects for aviation seemed to be brightening.

Then COVID-19 struck once again and before the FY was over, we were again in lockdown territory.

COVID-19 is indeed humbling and we must brace ourselves for more surprises ahead given the experience of other highly-vaccinated countries like Singapore, Israel and the UK. Singapore reached over 80% vaccination rate for the entire population as of early September 2021, and yet faced a record infection rate just after coming out of another lockdown.

So how do we survive the next six months? I believe we will need to be incredibly agile and nimble, ready to change course completely at the drop of a hat. We need to be able to think outside the box and keep re-inventing ourselves as there is no manual ever written to help us navigate what lies ahead. We need nerves of steel not to be fazed by the thousand contradictory voices but to simply trust our instincts. Finally, we need a steady pair of hands not to be paralysed into inaction when there seems no good outcome no matter where we look.

Rex can take comfort that we have an unbeatable Management team and Board that have more than demonstrated all these qualities over the past 20 years in building up the airline to what it is today while more than 20 other Australian regional and domestic airlines collapsed in the same period.

I want to take this opportunity to thank all staff who have shown such incredible loyalty, understanding, patience, resilience and perseverance these past 18 months during COVID-19. They have shown by their actions and sacrifices that they believe Rex is worth fighting for. My sincere thanks to all of them. They need to know that every single member of Management is fighting just as hard to ensure we come out stronger at the other end of the pandemic. If anyone can survive this pandemic, we can, and we will.

Once again, I wish to also put on record our everlasting gratitude to the Federal and State Governments that have continued to steadfastly support aviation. Without such support, there would not be a single passenger airline left flying in Australia. As I said in my remarks one year ago, Rex will not forget this and will pay back to the community the assistance we have received when we are profitable again.

In parting, I would like to share excerpts from my favourite poem which I find so appropriate for the current situation:

*If you can keep your head when all about you*

*Are losing theirs and blaming it on you,*

*If you can trust yourself when all men doubt you,*

*But make allowance for their doubting too;*

*If you can meet with Triumph and Disaster*

*And treat those two impostors just the same;*

*Or watch the things you gave your life to, broken,*

*And stoop and build 'em up with worn-out tools:*

*If you can make one heap of all your winnings*

*And risk it on one turn of pitch-and-toss,*

*And lose, and start again at your beginnings*

*And never breathe a word about your loss;*

*If you can force your heart and nerve and sinew*

*To serve your turn long after they are gone,*

*And so hold on when there is nothing in you*

*Except the Will which says to them: 'Hold on!'*

*If you can fill the unforgiving minute*

*With sixty seconds' worth of distance run,*

*Yours is the Earth and everything that's in it,*

*And—which is more—you'll be a Man, my son!*

Excerpts of IF by Rudyard Kipling (1865 - 1936)

**Lim Kim Hai**
Executive Chairman
30 September 2021

# Corporate



This annual report covers both Regional Express Holdings Limited as an individual entity and the consolidated entity comprising Regional Express Holdings Limited and its subsidiaries.

The Group's functional and presentation currency is AUD ($).

## Directors

Lim Kim Hai
The Hon. John Sharp AM
Lee Thian Soo
Neville Howell
Chris Hine
Jim Davis
Prof. Ron Bartsch AM
Lincoln Pan
Sid Khotkar

## Company Secretaries

Irwin Tan
Benjamin Ng
Richard Kwan

## Registered Office

81-83 Baxter Road
Mascot, NSW 2020
(Ph): 02 9023 3599
(Fax): 02 9023 3599

## Share Registry

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

## Solicitor

Baker & McKenzie
Level 46, Tower One
International Towers Sydney
100 Barangaroo Avenue
Barangaroo, NSW 2000

## Banker

Westpac Banking Corporation

## Auditor

BDO Audit Pty Ltd

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# DIRECTORS' REPORT

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# 1 Board of Directors

In compliance with the provisions of the *Corporations Act 2001*, the directors of Regional Express Holdings Limited ('Rex') submit herewith the annual report for Rex and its consolidated entities (the 'Group') for the Financial Year ended 30 June 2021 (FY21).

The names and particulars of the directors of Rex during or since the end of the FY are:

**Lim Kim Hai**
Executive Chairman

Appointed 27 June 2003.

Mr Lim started his career as a Defence Engineer specialising in underwater warfare. After ten years he left to start his own business. Currently, he has a portfolio of investment and business interests in diverse sectors and countries. He is also the Chairman of a biomedical company in Singapore, Lynk Biotechnologies Pte Ltd.

Mr Lim obtained his Masters in Electronics Engineering from the prestigious 'Grande Ecoles' engineering colleges in France where he was awarded a French Government scholarship. He later returned to France to complete a Masters of Public Administration at the elite Ecole Nationale d'Administration in Paris on a Singapore Government scholarship. Mr Lim also holds a Masters of Business Administration from the National University of Singapore.

Mr Lim was one of the founding shareholders and directors of Rex in August 2002. He has been the Executive Chairman of the Rex Group of companies since June 2003.

**The Hon. John Sharp AM**
Deputy Chairman &
Independent Director

Appointed 27 June 2003.

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

Mr Sharp is Chairman of Pel-Air Aviation Pty Ltd and serves as a director on the boards of Power and Data Corporation Pty Limited; Luerssen Australia; Australian Maritime Shipbuilding Export Group; the Tudor House Foundation, and the Foundation for Rural and Regional Renewal, as well as a Trustee and Board Member of John McKeown House.

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

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

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

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

**Lee Thian Soo**
Non-Executive Director

Appointed 27 June 2003.

Mr Lee has extensive international business experience and currently is the Chairman and owner of a company supplying specialty medical devices, systems and drugs to healthcare institutions in the ASEAN region.

Mr Lee was one of the founding shareholders and directors of Rex in August 2002.

# 1 Board of Directors cont.



## Neville Howell

Executive Director &
Chief Operating Officer

Appointed 1 July 2014.

Mr Howell has over 40 years of aviation experience and has been with the Company since its inception in August 2002. He operated the Saab 340 as a First Officer and Captain for over 18 years for both Hazelton Airlines and Rex. Prior to his role as General Manager Flight Operations (GMFO) and Chief Pilot, Mr Howell was Manager Training & Checking and Deputy Chief Pilot. He is an extensively qualified and experienced simulator and aircraft instructor and has held positions as both Training and Check Captain. Mr Howell was the Chief Flying Instructor and Chief Pilot for the first integrated pilot training academy in Australia and has provided cadet pilot training for both domestic and international carriers.

He is a qualified lecturer in several aviation subjects and has a Diploma of Aviation. He has held many Civil Aviation Safety Authority (CASA) delegations since 1984. As GMFO Mr Howell was responsible for all facets of the Company's flight operations and all operational matters affecting the safety of flight operations.

Mr Howell became Chief Operating Officer in July 2014. As Chief Operating Officer he is responsible for Rex operations including flight operations, continuing airworthiness, maintenance control, airport operations and the human factors group. Mr Howell is the Accountable Manager for the Rex Air Operator's Certificate (AOC).

## Chris Hine

Executive Director,
Group Flight Operations Advisor and
Chairman,
Australian Airline Pilot Academy

Appointed 1 March 2011 as Executive Director.
Appointed 1 July 2014 as Non-Executive Director.
Appointed 18 May 2015 as Executive Director and Group Flight Operations Advisor.

Mr Hine has over 25 years of aviation experience, including 15 years as a First Officer and Captain of Metroliner and Saab 340 aircraft and is a well-accomplished and knowledgeable instructor. He has been with the Company since its inception in August 2002 and is the Group Flight Operations Advisor, Chairman's Office and Executive Chairman of the Australian Airline Pilot Academy (Wagga Wagga, New South Wales and Ballarat, Victoria).

Preceding his current role, he was the Chief Operating Officer and General Manager Flight Operations and Chief Pilot. Prior to Rex he worked for Kendell Airlines from 1995, during which time he held various Check and Training Captain positions. As Chief Operating Officer he was responsible for the Company's operations including flight operations, maintenance control, airport operations and the human factors group.

Mr Hine has also had experience as a lecturer in Cockpit Systems Management for the Bachelor of Applied Science (Civil Aviation) degree at the University of South Australia.

## Jim Davis

Independent Director

Appointed 26 August 2004 as Executive Director;
Appointed 27 May 2008 as Managing Director and retired 1 July 2011;
Appointed 23 November 2011 as an Independent Director.

Mr Davis has a degree in Aeronautical Engineering and commenced his aviation career with the Civil Aviation Safety Authority (CASA) before obtaining his Air Transport Pilot Licence. He subsequently flew with airlines in Australia and overseas for 26 years, accumulating some 12,500 flying hours. Mr Davis joined Hazelton Airlines in 1999 as Flight Operations and Standards Manager and later became Chief Pilot. He has been with Rex since its inception in 2002, occupying the positions of Executive General Manager Operations, Managing Director Operations, Chief of Staff of the Chairman's Office and Managing Director.

Mr Davis is a former Chairman of the Australian Airline Pilot Academy Pty Ltd (AAPA) and a former Director of Rex Group company Pel-Air Aviation Pty Ltd. He is currently Chairman of the Regional Aviation Association of Australia (RAAA) and sits on the board of Airports Coordination Australia (ACA) Pty Ltd. He currently sits on the boards of the Regional Aviation Association of Australia (RAAA) and Airports Coordination Australia (ACA) Pty Ltd.

### Prof. Ron Bartsch AM
Independent Director

Appointed 23 November 2010.

Professor Bartsch has over 40 years' experience in the aviation industry in a variety of senior operational, safety and regulatory roles. He was head of safety and regulatory compliance for Qantas Airways Limited's AOC and manager of the Civil Aviation Safety Authority (CASA) Sydney Airline Transport Field Office.

Professor Bartsch is an experienced pilot and has extensive legal and regulatory experience. He has formal qualifications in law, education, philosophy and science, and is the author of the definitive legal textbook on aviation law. Professor Bartsch is an international aviation safety consultant and visiting Professor of International Aviation Law at the University of South Pacific and the College of Law at the Australian National University and a Senior Visiting Fellow with the School of Aviation at the University of New South Wales. He is a former aviation specialist and Presiding Member of the Administrative Appeals Tribunal and author of several publications including *Aviation Law in Australia, International Aviation Law* and *Drones in Society* and contributing aviation author for *The Laws of Australia.* Professor Bartsch's latest publication, *The Corona Dilemma: 20-20 Thinking for the Next Normal*, was released in 2020.

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

### Lincoln Pan
Non-Executive Director

Appointed 15 March 2021.

Lincoln Pan is a Partner of PAG, a leading Asia-based alternative investment fund managing over US$40bn in capital, and the co-head of the Private Equity business.

Mr Pan has led work for many of PAG's overseas investments, including Unispace, Edelweiss Wealth Management, Gamot API, Craveable Brands, Joyson Safety Systems, Cushman & Wakefield, Lexmark International, Fenix Technologies, Food Union Group, The Cheesecake Shop and Young Toys. He is on the public board of Cushman & Wakefield (NYSE: CWK) where he chairs the Nomination & Governance Committee and is a member of the Compensation Committee.

Prior to joining PAG, Mr Pan was Regional CEO, Greater China for Willis Towers Watson. He previously worked with Advantage Partners, a leading private equity firm in Japan, GE Capital, McKinsey & Company and Simpson Thacher & Bartlett. Mr Pan holds a JD from Harvard Law School and a BA from Williams College. He has qualified to practice law in the State of New York.

### Sid Khotkar
Non-Executive Director

Appointed 15 March 2021.

Mr Khotkar joined PAG after working at the Future Fund, where he was responsible for helping the A$200+ billion investor manage its private equity portfolio.

Before joining the Future Fund, Mr Khotkar worked at TPG Capital for more than 10 years, most recently as a Principal with its Melbourne-based buyout team. In that role, he worked on a variety of deals including the global property services roll-up that created Cushman & Wakefield, and leading Australian electricity & natural gas provider Alinta Energy.

Prior to joining TPG Capital, he worked at Goldman Sachs in the Investment Banking Division. Mr Khotkar received a Bachelor's degree in Commerce (Finance, Hons.) from the University of Melbourne and an MBA from Harvard Business School.

## 2 Senior Management Executives

The names and particulars of the senior management executives of Rex during or since the end of the FY are:

**Neville Howell**
Executive Director & Chief Operating Officer

**Warrick Lodge**
General Manager, Network Strategy

**Irwin Tan**
General Manager, Corporate Services

**Mayooran Thanabalasingam**
General Manager, Information Technology and Communications

Mr Howell is a member of the Rex Management Committee. A description of his qualifications, skills and experience is included on page 10.

Mr Lodge manages the team responsible for scheduling, pricing, revenue management, and commercial analysis. His duties include the monitoring of network performance and analysis of both existing and new market opportunities. Mr Lodge has 29 years of regional airline experience in the specialised areas of scheduling, pricing and revenue management and held the position of Manager Network Planning with Kendell Airlines, having joined that company in 1992. Mr Lodge has been with Rex since its inception in 2002 and is also a member of the Rex Management Committee.

Mr Tan's background was originally in genetic research after graduating with first-class honours in biotechnology from the University of New South Wales in Sydney. Mr Tan left the field of genetic research when he joined Morrison Express Logistics in 1999 and then Singapore Airlines in 2001. He was later transferred to Singapore Airlines Cargo as an executive where he took on various appointments in product development, advertising, sales and airline alliances before taking on the role of Regional Marketing Manager for the South-West Pacific region in 2003. Mr Tan joined Rex in July 2005 and was appointed the Company Secretary on 7 September 2005. Mr Tan is also a member of the Rex Management Committee.

Mr Thanabalasingam leads a team of Information Technology (IT) professionals responsible for ensuring day-to-day operations of the airline. With over 20 years of experience and an extensive background in information technology, he has managed a range of IT projects and initiatives for Rex including the Internet Booking Engine, the Amend Booking Engine, Web Check-in and numerous Mobile/ iPad applications.

Mr Thanabalasingam has a Masters of Business Administration (Computing) from Charles Sturt University. He also has a Graduate Certificate in Management (Information Technology) as well as an Associate Diploma of Electrical Engineering/ Computer Engineering. He commenced with Rex in April 2004. Mr Thanabalasingam is a member of the Rex Management Committee and a Director of the Australian Airline Pilot Academy (AAPA).

**Png Yeow Tat**
General Manager,
Engineering

Mr Png has been in aviation engineering for more than 40 years and has many years of experience in various senior management positions. He graduated with an Honours Degree in Electrical and Electronic Engineering from the UK. Mr Png joined Rex in June 2007 as the Logistics Advisor and subsequently as the Engineering Advisor in the Chairman's Office. He became the Deputy General Manager and Part 145 Alternate Accountable Manager for the Rex and Approved Maintenance Organisations (AMO) in June 2013.

Mr Png was then appointed General Manager for the Rex Engineering Group in January 2016 and is also the Rex Part 145 AMO Accountable Manager.

He is a member of the Rex Engineering Management Committee and a member of the Rex Management Committee.

**Mark Burgess**
Deputy General Manager,
Engineering

Mr Burgess is a Licensed Aircraft Maintenance Engineer with over 30 years' experience and has been with the Company since its inception in 2002.

Mr Burgess' career began as an apprentice in the British Armed Forces where he maintained helicopters for 12 years and left as a Senior Rank. He continued his career in the oil and gas industry in Aberdeen, Scotland with CHC Scotia which also included Line support for British Midland Regional aircraft. He migrated to Australia in 2001 to work for Kendell Airlines in Wagga Wagga and became Production Leader coordinating maintenance and manpower on heavy checks for Saab 340 aircraft.

In 2008 Mr Burgess moved to Adelaide as the Line Maintenance Supervisor and oversaw the expansion of Rex maintenance activities from line to heavy maintenance. Mr Burgess was appointed the Deputy General Manager, Engineering in April 2016 and is currently the Rex Part 145 AMO Alternate Accountable Manager. He is a member of the Rex Engineering Management Committee.

**David Brooksby**
National Airports Manager

Mr Brooksby commenced the role of National Airports Manager for Rex in 2010. Mr Brooksby has held previous senior roles in a management and operational capacity at each of Rex's major airports including Adelaide, Sydney, Brisbane and Melbourne since joining the Company in April 2006. Prior to commencing employment with Rex, Mr Brooksby worked as a contracted outport agent with his family's business at Mount Gambier airport where his father is the Company's longest-standing contracted ground handling agent, having been contracted by Rex/Kendell since 1982 to provide ground handling services. Mr Brooksby graduated from the University of South Australia with a Bachelor of Management in 2003. Mr Brooksby is also a member of the Rex Management Committee.

**Paul Fisher**
General Manager,
Flight Operations and Chief Pilot

Mr Fisher has over 30 years of aviation experience and has been with the Company since its inception in August 2002. He has operated the Saab 340 aircraft as a First Officer and Captain for over 20 years with both Hazelton Airlines and Regional Express. Prior to his role as General Manager Flight Operations (GMFO) and Chief Pilot, Mr Fisher served in various roles within the Training and Checking department including the Adelaide Flight Operations Manager, Flight Standards Manager and the Training & Checking Manager / Deputy Chief Pilot. He holds several Civil Aviation Safety Authority (CASA) delegations. As GMFO he is responsible for all facets of the Company's flight operations and all operational matters affecting the safety of flight operations.

# 3 Directorships of Other Listed Companies

During the year under review, no directors appointed as at 30 June 2021 served as a director with any other company listed on the ASX.

# 4 Directors' Shareholdings

The following table sets out each director's relevant interest in shares and options of Rex as at the date of this report. No debentures or rights exist.

| Directors | Fully paid ordinary shares direct interest | Fully paid ordinary shares indirect interest | Share options |
|---|---|---|---|
| Lim Kim Hai | 18,998,346 | 5,755,513 | - |
| John Sharp | 50,000 | 275,032 | - |
| Lee Thian Soo | 7,722,181 | 3,727,181 | - |
| Neville Howell | 30,075 | - | - |
| Chris Hine | 81,404 | - | - |
| Jim Davis | 200,866 | - | - |
| Ron Bartsch | - | - | - |
| Lincoln Pan | - | - | - |
| Sid Khotkar | - | - | - |

# 5 Directors' Meetings

The following table sets out the number of directors' meetings (including meetings of committees of directors) held during the FY and the number of meetings attended by each director (while they were a director or committee member). During the FY, seven Board meetings; one Remuneration, Nominations and Disciplinary Committee meeting; two Audit and Corporate Governance Committee meetings; and three Safety and Risk Management Committee meetings were held.

| Directors | Board | Remunerations, Nominations and Disciplinary Committee | Audit & Governance Corporate Committee | Safety & Risk Management Committee |
|---|---|---|---|---|
| No. of Meetings Held: | 7 | 1 | 2 | 3 |
| Attendance: | | | | |
| Lim Kim Hai | 7 | - | - | - |
| John Sharp | 7 | 1 | 2 | - |
| Lee Thian Soo | 7 | - | - | - |
| Neville Howell | 7 | 0 | - | 3 |
| Chris Hine | 7 | - | - | 3 |
| Jim Davis | 6 | 1 | 1 | - |
| Ron Bartsch | 7 | - | - | 2 |
| Lincoln Pan | 2 | - | 1 | - |
| Sid Khotkar | 2 | - | - | - |

# 6 Remuneration of Directors and Senior Management

Information about the remuneration of directors and senior management is set out in the remuneration report of this directors' report, on pages 25 to 31.

# 7 Former Partners of the Audit Firm

No directors or officers in Rex or the Group have been a partner or director of BDO Audit Pty Ltd, the Group's auditor.

# 8 Company Secretaries

Mr Irwin Tan holds the position of Rex Company Secretary. A description of his qualifications, skills and experience is included on page 12.

Mr Benjamin Ng, having completed his Bachelor of Science followed by an MBA in the UK, started his career with the German multi-national chemical company, Henkel in Malaysia. In his eight years with Henkel/Cognis, he held various positions ranging from sales, marketing, business analysis and cost controlling. In 2001, he was posted to headquarters in Germany for just over a year where he was the cost controller for the Asia Pacific Region. Upon his return to Malaysia, he oversaw the controlling department of Cognis for three years. Mr Ng joined Rex in May 2006 and was appointed Company Secretary on 10 October 2007.

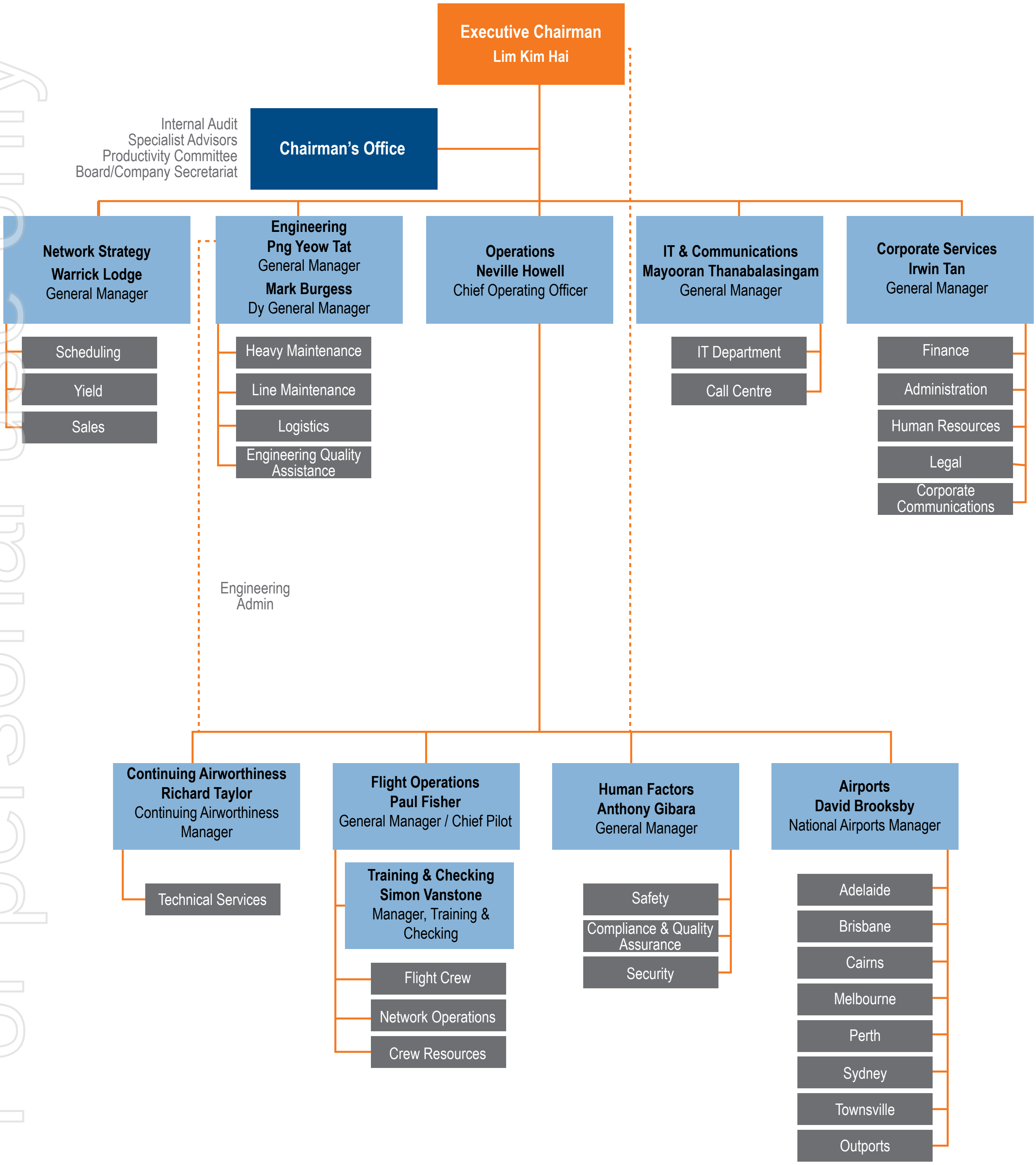
Mr Richard Kwan started his career with Rex after graduating with a Bachelor of Aviation (Hons) from the University of New South Wales (UNSW) in 2010. He has held various roles within the Corporate Services and Network Strategy departments. Specifically, Mr Kwan focuses on analysis, project and contract management within the Rex Group of companies, including the Queensland and Western Australia regulated routes and Pel-Air contracts. He has subsequently obtained a Master of Commerce from UNSW. Mr Kwan was appointed Company Secretary on 26 September 2016.

# 9 Principal Activities

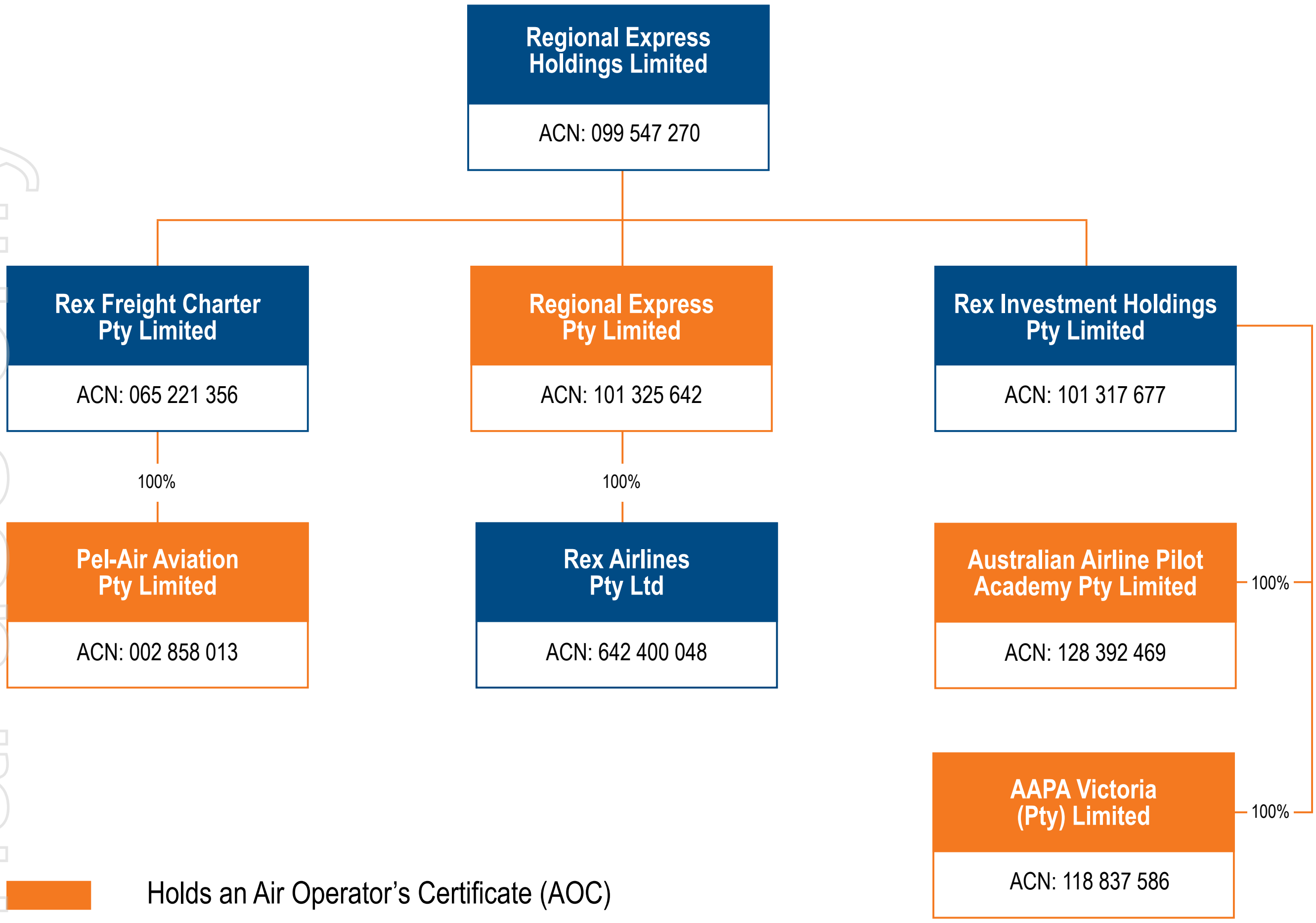
The Group's principal activity during the FY was the provision of air services principally for the transportation of passengers and freight.

# 10 Organisation & Group Structures

## Rex Airlines Organisation Structure



# Rex Group Holdings Structure



# 11 Review of Operations

## Summary

At the commencement of FY21, the Rex regular public transport (RPT) network serviced 58 airports throughout all states of Australia.

The reporting period was a tale of two journeys for Rex:

1. The period continued with major service disruptions arising from ongoing COVID-19 lockdowns and state border closures resulting in a reduced network and schedule coupled with a suppression in demand and consumer confidence.
2. Rex successfully launched new jet services between capital cities and to new major regional destinations, with the introduction of the Boeing 737-800NG (Boeing 737) aircraft, bringing new Rex services to both new markets and to a new generation of business and leisure passengers.

## Government Assistance

Rex continued receiving Government aviation assistance as foreshadowed in the FY20 Annual Report in response to the COVID-19 pandemic. Like other regional airlines in Australia, Rex received the following Federal assistance during the period under review:

- Australian Airline Financial Relief Package (AAFRP) – this provides refunds and fee waivers for aviation fuel excise, Airservices Australia charges and government mandated airport security charges.
- Regional Airline Funding Assistance (RAFA) Program – this is a liquidity assistance program available to all regional airlines and seeks to meet the short term liquidity needs of the airline due to the sudden and drastic reduction of passenger revenue.
- Regional Airline Network Support (RANS) Program – this program is available to all regional airlines and underwrites a minimum skeleton schedule (either two or three return services a week) to ensure essential services are maintained to regional and rural communities.
- Domestic Airline Network Support (DANS) Program – this program is available to an airline flying on any of the 50 busiest domestic routes in Australia and works on similar principles as RANS, but is designed to maintain connectivity on major domestic air routes. Rex is a minor recipient of this program and received assistance only for the Sydney – Ballina route.
- Tourism and Aviation Network Support (TANS) Program – this program is available to all regular public transport operators that operate specified interstate routes. It allows airlines to provide discounted fares to passengers to generate travel to tourist dependent regions in Australia.

Three domestic interstate routes, Melbourne – Adelaide, Melbourne – Gold Coast and Sydney – Gold Coast; and five regional interstate routes, Melbourne – Merimbula, Melbourne – Burnie, Adelaide – Broken Hill, Adelaide – Kangaroo Island and Adelaide – Mildura, were eligible for the TANS discounted fare support.

Like other eligible companies in Australia, Rex also received the Federal Government JobKeeper Payment scheme.

Rex places on record its profound gratitude for the swift and bold intervention of the then Morrison-McCormack Government without which all carriers would have collapsed.

In addition, Rex received targeted assistance from the state governments in Western Australia, South Australia and Queensland.

## Route and Network Development

The start of the reporting period continued to see service disruption arising from the pandemic resulting in a drastically reduced schedule.

During the reporting period, the RANS Program supported two to three return services per week across the regional network in accordance with the Grant Guidelines. In addition to the flight services underwritten by the RANS Program, additional flight services were supported by the Queensland, Western Australia and South Australian state governments.

In order to stimulate demand and coinciding with the opening of state borders and reductions in intrastate travel restrictions, Rex expanded the highly successful Community Fare Scheme to incorporate 50 regional destinations as a meaningful way of supporting regional and remote communities experiencing COVID-19 hardship.

In September 2020, Rex announced it was in exclusive negotiations with PAG Asia Capital (PAG), a leading Asia-Pacific focused investment firm headquartered in Hong Kong, regarding an investment by PAG of up to $150 million to be used exclusively to support the launch of Rex's domestic jet operations which commenced on 1 March 2021.

In November 2020, an agreement was reached with PAG for the funding of domestic jet operations.

On 2 December 2020, Rex announced its domestic jet operations would commence from 1 March 2021 with services between Melbourne and Sydney.

To celebrate the launch of the services 100,000 promotional fares were released on sale for $79.

Rex announced it would be offering a premium full service with its trademark country hospitality but at fares pegged at the budget carrier level. All fares would include checked baggage allowance, refreshments, and online check-in facility. Lounge access and on-board Wi-Fi would be complimentary for Business Class, whilst Economy passengers could access these options for a small fee.

On 8 December 2020, Rex announced the launch of through-fares from regional ports for optimum connectivity to Melbourne via Sydney, or to Sydney via Melbourne. The new fares further supported the new network selling proposition and added convenience and seamless connectivity allowing passengers to check-in baggage all the way to their final destination.

In March and April 2021, Rex launched new domestic Boeing 737 jet services between:
- Melbourne and Sydney from 1 March 2021;
- Melbourne and Gold Coast from 29 March 2021;
- Melbourne and Adelaide from 31 March 2021; and
- Sydney and Gold Coast from 1 April 2021.

On 28 March 2021, Rex increased its reach to popular NSW leisure destinations, providing new connections for local business between Sydney and two key coastal markets when it launched new regional Saab 340 services between:
- Sydney and Port Macquarie; and
- Sydney and Coffs Harbour.

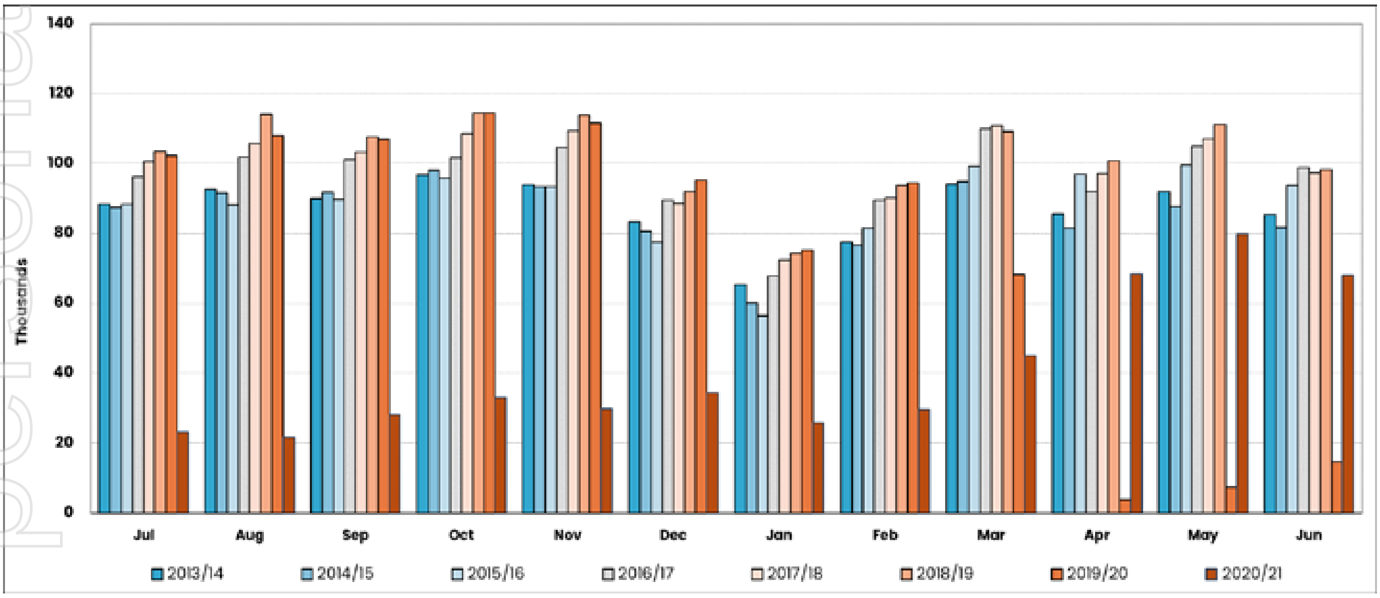
In April 2021, Rex further expanded its network with the launch of new jet and Saab 340 services between:
- Sydney and Gold Coast Boeing 737 services from 1 April 2021; and
- Sydney and Canberra Saab services from 19 April 2021.

Rex announced an agreement with Canberra Airport on 16 April 2020 for the use of the former International Lounge for the commencement of its new Sydney and Canberra services.

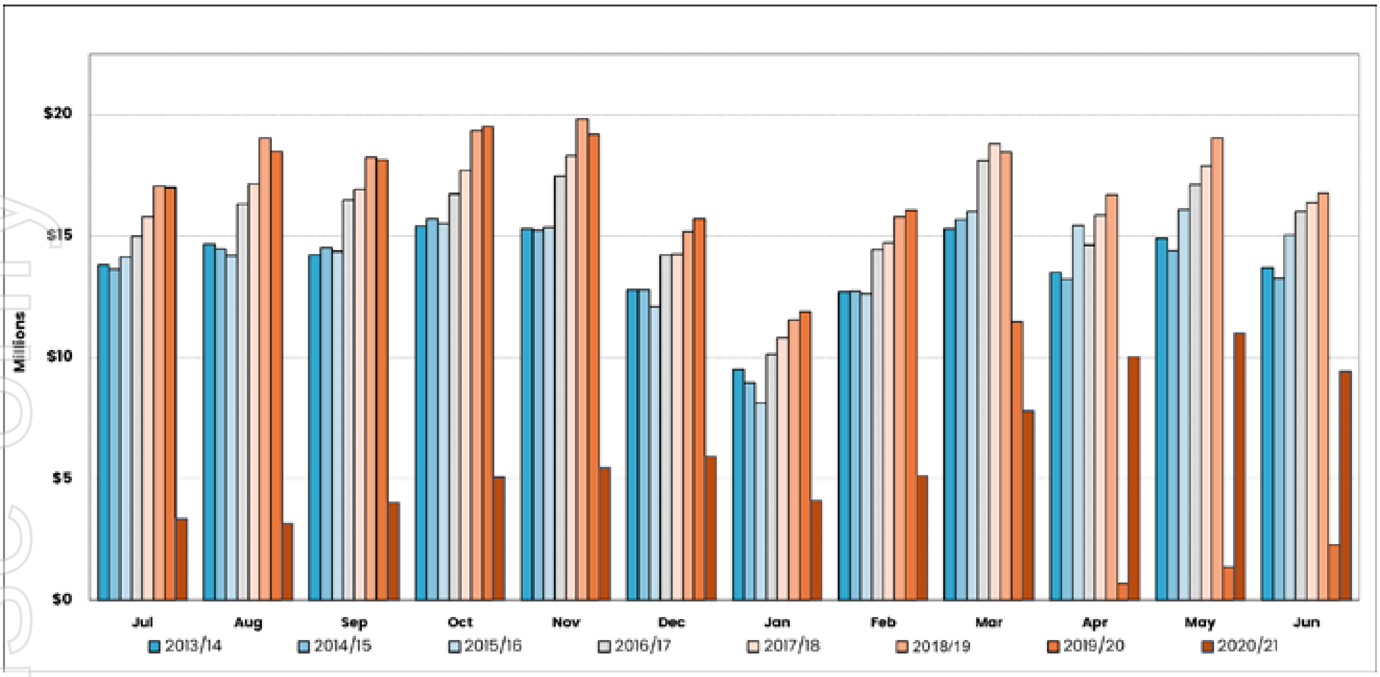
On 18 May 2021, Rex announced it would begin flying jet services between Melbourne and Canberra from 10 June 2021. After a short delay due to Victorian COVID-19 lockdowns the service successfully commenced on 24 June 2021.

The graphs below set out the evolution in monthly passenger carriage and monthly passenger revenue over the last eight FYs:

## Monthly Passengers - Total Network



## Monthly Revenue - Total Network




## Fleet Changes

At the end of July 2020, Rex unveiled its first Saab 340 with a fresh new interior. The refurbished interior features new leather seats, LED cabin lighting, reshaped seat cushions and new matching carpet and cabin trim. The refurbishment program also includes a full external strip and repaint in the new Rex livery and is undertaken during regular scheduled maintenance activities.

Rex took delivery of its first Boeing 737-800NG (Boeing 737) aircraft on 5 November 2020. This aircraft was used for training activities before the Civil Aviation Safety Authority (CASA) Proving Flight on 2 December 2020, for the issuance of the High Capacity Air Operator's Certificate.

On 16 December 2020, Rex received its High Capacity Air Operator's Certificate from CASA, allowing RPT operations using the Boeing 737 aircraft. A further five Boeing 737 aircraft arrived during the reporting period:

- Rex marked a major milestone, when the second aircraft landed in Sydney on 24 December 2020 in full Rex livery;
- Rex took delivery of an additional two aircraft on 26 February 2021;
- Aircraft five and six arrived 25 March 2021 and 17 April 2021 respectively.

Rex subsidiary Pel-Air took delivery of five Beechcraft King Air B350C aircraft for the NSW Ambulance fixed-wing patient transport contract, which will be commencing Air Ambulance operations in January 2022. The Beechcraft King Air B350C aircraft are undergoing modifications locally, to meet the very stringent requirements of NSW Ambulance.

On 11 June 2021, Rex announced the acquisition of a Boeing 737 700/800 Full Flight Simulator (FFS) from Boeing US Training & Flight Services L.L.C.

The Boeing 737 FFS will continue to be housed at and maintained by Ansett Aviation Training (AAT) in Brisbane. It will later be co-located with the Saab 340 FFS at Rex's Simulator Centre in Sydney when the latter is ready, in two years' time.

The acquisition of the Boeing 737 FFS bolsters Rex's position in the domestic market by strengthening its training and checking capabilities and demonstrates Rex's long-term commitment to domestic operations in Australia. In addition to Rex's operational requirements, the FFS will be utilised by a number of other airlines.

## Flight Operations Review

This FY21 saw a sharp decline in the pilot attrition rate compared to the previous year due to the sudden drop in demand for domestic and international operations as a result of COVID-19. Internal training was wound back for the second half of FY21 to match demand, and the period under review saw 11 Saab 340 pilots upgraded to the rank of Captain, taking it to a total of 17 upgrades for the full FY.

A total of three Saab 340 pilots were checked to line as First Officers in the full FY. The collapse of airlines locally and abroad has released a significant number of eligible pilots available for recruitment and Rex will capitalise on this opportunity to bolster pilot establishment numbers.

The Domestic operation saw a total of 39 Boeing 737 Captains employed with 29 pilots currently checked to line. There are 36 Boeing 737 First Officers currently employed, with 29 pilots currently checked to line. The FY saw a total of five Captains and two First Officers resign. There are currently 130 Boeing 737 Flight Attendants employed – of these 100 are checked to line.

The Saab 340 Electronic Flight Bag (EFB) has received further enhancements tailored to match the operational requirements and provide further efficiencies. The Saab 340 EFB and associated applications have allowed the removal of most hard copy manuals from the flight deck of our 60 strong Saab 340 fleet, which has translated into a reduction in man-power costs for the amending of technical manuals and a modest weight reduction which has resulted in fuel savings.

The Boeing 737 EFB was developed for the introduction of the Boeing 737 and major applications include Flight Planning, Load Control and Performance Modules. The Load Control Application was developed in-house to streamline and automate weight & balance calculations and other existing applications were adapted to suit the needs of the Boeing 737 fleet. Boeing Flight Planning and Performance Applications have also been integrated into the Boeing 737 EFB. Unlike most other operators, Rex Boeing 737 crews conduct their own Flight Planning and Weight & Balance calculations. A Fuel Monitoring program has commenced and this will enable further efficiencies for flight planning and fuel ordering.

## Rex Brand and Customer Product

### A new Rex Livery

On 2 December 2020, Rex revealed a new livery for the Boeing 737 aircraft. This was celebrated with the arrival of the second Boeing 737 aircraft landing in Sydney on 24 December 2020 with the new livery design.

As part of the Saab 340 refurbishment program, all aircraft will be progressively repainted in the same livery as the Boeing 737.

The celebrations continued on Australia Day 2021 when Rex conducted a flypast over Sydney Harbour and its beaches by one of its Boeing 737 sporting the new Rex livery. This historic flypast generated significant media coverage for the brand and its new domestic jet services that were due to commence 1 March 2021.

### New Cabin Crew Uniforms

On 23 January 2021, Rex unveiled its new cabin crew uniforms to support Rex's expansion plans and to celebrate this significant milestone of the airline entering a new era of flying. This fresh new look, completely designed in-house, has contemporised Rex's signature country hospitality, with a clean, fuss-free look that is simple yet elegant. Materials and cut have been carefully selected to provide comfort and practicality for cabin crew.

## Domestic Jet Customer Proposition

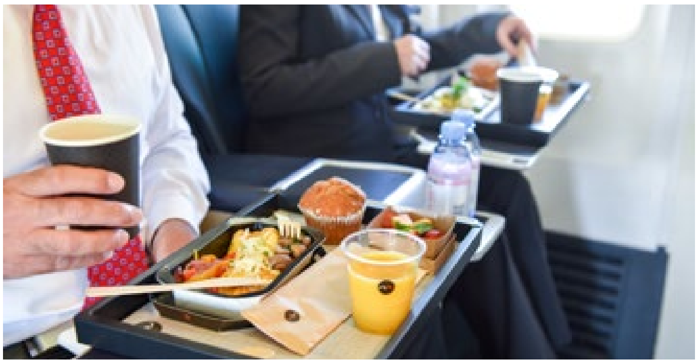
The Boeing 737 aircraft has provided Rex with the opportunity to launch a new Business Class cabin into the market. For the first time in Rex's history, the airline has been able to offer a full service Business Class with lead-in pricing, more competitive than full economy fares on traditional airlines in the marketplace.

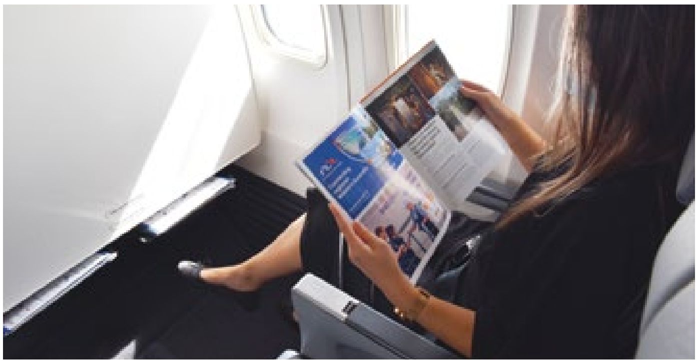
In an Australian first, passengers are served a specially crafted meal box with tailored regional menus that take in the flavour combinations of home-style country cooking and showcase gourmet ingredients from some exceptional Australian producers.

The meals are served on a new tableware design, developed in collaboration with partner Global-C, including a world-first single use full size airline meal tray made with recycled cardboard and paper which is 100% recyclable. All other products and materials used on the tableware have been carefully selected to minimise environmental impact.

The economy cabin saw a significant expansion of the additional 'Rextra' legroom seating product across the first three rows of the Economy cabin, in addition to traditional exit row seats, and a new priority forward seating zone, both available for purchase providing an enhanced customer proposition and expanded ancillary revenue opportunities.

The domestic jet services also continued with Rex's traditional customer proposition of a full service comprising complimentary snacks, water, tea and coffee service, with soft drinks and alcohol available for purchase.





## A new rex.com.au

On 2 December 2020, a new website and internet booking engine (IBE) went live following months of design and development work. Further enhancements launched during the reporting period with manage booking capability rolling out to allow a customer to update their details, change or cancel a flight and check-in online.


## Community and Service Standards

On 12 January 2021, Rex introduced its COVID Refund Guarantee. Rex guarantees a full refund to any customer whose travel plans have been disrupted by a direct COVID-related reason. The guarantee even extends to promotional tickets which are normally subject to "use-it-or-lose-it" conditions.

Prior to that, Rex refunded every customer who requested a refund of an eligible ticket.

Rex provided emergency assistance to flood-ravaged Port Macquarie. Rex allocated $500 thousand for Port Macquarie-Hastings Council to use at its discretion for purchase of flights on Rex to benefit local residents affected by the crisis, as well as to benefit organisations involved in relief and recovery efforts.

The 'Rex Community Fare Scheme' offers a deeply discounted price if booked at least 30 days prior to departure subject to Community Fare availability, in addition to all remaining unsold seats within 24 hours before departure.

For the full year there were more than 175,000 regional passengers who benefited from the 'Rex Community Fare Scheme', directly benefiting the socio-economic fabric of regional Australia.

The measure for Operational and Service Standards is extracted from the Bureau of Infrastructure, Transport and Regional Economics (BITRE).

In FY21, Rex recorded 89.5% on-time departure performance as reported by BITRE. This placed Rex first in on-time performance rankings, in comparison with all carriers (major and regional) in Australia. Qantas and QantasLink ranked second and third, respectively.

Rex completed FY21 with the lowest cancellation rate of all Australian airlines, recording 2.63% cancellation rate, followed by Virgin Australia Regional Airlines (3.33%) and QantasLink (4.51%).

## Material Risk and Risk Management

The Company recognises that it has a responsibility to conduct its activities in an environmentally and socially responsible manner.

Rex has a well-established and active Group Environmental Management Plan (GEMP) that governs the operations of the Company. Rex is aware of its responsibility to meet community expectations and legislative requirements in respect to Environmental and Social responsibility. The Company plans and manages activities so that their effect on the environment will be minimised to ensure all operations are in line with shareholder expectation.

Like all Australian airlines, the Company is subject to economic risks. The Company identifies the following risks that could adversely affect the entity's prospects for future FYs (ASX Recommendation 7.1):

- Fuel price – The Group does not have any fuel hedges at the date of this report. The Group continues to closely monitor Brent Crude prices.
- Foreign exchange rates – The Group's main financial risk is its exposure to the US dollar, and hence, its main objective is to minimise the impact of USD fluctuation on its operations. The Group will monitor the exchange rate closely and will hedge whenever the rates are favourable.
- COVID-19 impact - The Board and Senior Management took measures to reduce costs to the Company in response to the worsening trading conditions brought about by COVID-19. These measures included stand downs, voluntary salary reductions, leave without pay and clearing of annual leave balances. Please refer to Note 4 to the Consolidated Financial Statements for further commentary.

The Company also faces the risk of pilot attrition in the long-term. This has been mitigated by the establishment of Rex's pilot cadet training programme which has been operating successfully from its pilot training academy AAPA in Wagga Wagga, NSW. More than half of the active pilot strength within Rex is made up of graduates from this programme.

## Enterprise Agreements (EA)

Existing Agreements which have expired and are progressing through negotiation are the Saab 340 Flight Attendant Enterprise Agreement, Saab 340 Pilots' Enterprise Agreement, and Saab 340 Aircraft Engineers Agreement; as well as the Airline Services Collective Agreement.

Rex is in negotiations for three new agreements for Domestic Boeing 737 Flight Attendants, Domestic Boeing 737 Pilots, and Ramp and Catering.

# 12 Changes in State of Affairs

Rex announced on 19 November 2020 that it had signed an agreement with PAG Regulus Holdings Pte Ltd, a subsidiary of leading Asia-Pacific focused investment firm PAG, for investment by PAG of up to $150 million to be used exclusively to support the launch of Rex's domestic jet operations scheduled to commence on 1 March 2021. The Funding comprises first ranking senior secured convertible notes. The notes are convertible to ordinary shares at $1.50 and PAG could potentially hold up to 47% of Rex's shares if fully converted.

On 29 January 2021, shareholders overwhelmingly endorsed the proposed PAG investment at the Annual General Meeting.

Subsequently on 15 March 2021, Rex announced that it had completed the investment transaction with PAG. The first Tranche of $50 million had been drawn down and secured convertible notes issued to PAG. Mr Sid Khotkar and Mr Lincoln Pan were appointed to the Rex Board as non-executive Directors. Mr Khotkar and Mr Pan were nominated by PAG as set out in the investment agreement.

Following administrative preparation and training in order to comply with all the regulatory requirements for a High Capacity Air Operator's Certificate, on 16 December 2020, Rex was granted its High Capacity Air Operator's Certificate (HCAOC) from the Civil Aviation Safety Authority, with approval to conduct RPT services using the Boeing 737-800NG.

Tickets for domestic services went on sale on 2 December 2020.

Domestic services commenced on 1 March 2021; the inaugural domestic service was a 0700 departure from Melbourne to Sydney, flight number ZL18.

At the time of this report, the domestic Boeing 737-800NG network includes Adelaide, Canberra, Gold Coast, Melbourne, and Sydney; serviced by a fleet of six Boeing 737 aircraft.

## 13 Subsequent Events

Subsequent to the year end there were significant restrictions on movement as a result of increased cases of COVID-19 in a number of states in which the Group operates, particularly Victoria and New South Wales which have endured extended lockdowns. Lockdowns of varying lengths were implemented by state governments across Australia as precautionary measures within Q1 FY22, impacting Rex operations.

The imposition of lockdowns and border closures has had an effect on passenger demand of the Group's regular public transport (RPT) services. In particular, a significant downturn in the New South Wales and Victoria regional networks resulted in a skeleton schedule and grounded the Boeing 737-800NG fleet and crew.

Schedule reductions were enacted from mid-May, and at time of reporting are expected to remain in place until at least end-October 2021. The grounding of the domestic fleet is also extended to the same date.

In August 2021, Rex announced temporary adjustment to employment numbers because of the extended lockdowns on the east coast. The move affected about 500 frontline workers including pilots, cabin crew, engineers, airport workers, call centre, ground and head office operational staff. Rex consulted with unions and staff and explained why such action was necessary to protect both the business and the longterm job security of all employees.

Eligible full-time staff stood down received income support from the Federal Government of $750 a week gross under the Retaining Domestic Airline Capability (RDAC) Assistance program if they were not eligible for the Federal Government's COVID-19 Disaster Payment.

Rex has drawn down an additional $25 million from PAG bringing the total drawdown to $75 million.

In August 2021, Rex announced it had signed an agreement with the Flight Centre Travel Group (FLT) which significantly extended the Airline's consumer reach and commercial footprint in the aviation industry. The preferred partnership agreement with FLT enables the Company to sell and promote Rex to its large leisure and corporate travel customer-base throughout Australia and around the world.

## 14 Future Events

Rex is continuing to expand its Sydney Hangar over the next year to provide more space to support the Rex fleet including aircraft and personnel for the New South Wales Ambulance Contract. Rex will also be opening new lounges in Sydney, Melbourne, Adelaide, Brisbane and Canberra in the course of the new Financial Year.

## 15 Environmental Developments

During FY21, Rex continued to be an active participant in programs aimed at maximising energy efficiency and reducing greenhouse gas emissions in accordance with the National Greenhouse Energy Reporting Act 2007 (NGER).

Rex is due to submit its 12th NGER report to the Clean Energy Regulator in October 2021.

## 16 Dividends

No final dividends will be paid out for FY21 due to the impact of COVID-19 on the operational and financial performance of the Group.

## 17 Indemnification of Officers and Auditors

During the FY, the Company paid a premium in respect of a contract insuring the directors of the Company (as named above), the Company Secretaries (as named above), and all executive officers of the Company and of any related body corporate against a liability incurred as such a director, secretary or executive officer to the extent permitted by the *Corporations Act 2001*. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

The Company has not otherwise, during or since the FY, except to the extent permitted by law, indemnified or agreed to indemnify an officer or auditor of the Company or any related body corporate against a liability incurred as such an officer or auditor.

# 18 Remuneration Report

## Remunerations, Nominations and Disciplinary Committee

Rex's board of directors has established a Remunerations, Nominations and Disciplinary Committee for the purpose of determining and reviewing compensation arrangements for the directors and the senior management executives of the Group. This committee has a process for performance evaluation of the board, its committees and key executives of Rex. The committee's role is to assess the appropriateness of the nature and amount of remuneration of directors and senior management executives on a periodic basis.

## Remuneration Policy

Remuneration levels are set to enable Rex and its subsidiaries to attract and retain appropriately qualified and experienced directors and senior management executives, who will create sustainable value for shareholders and other stakeholders. They also fairly and responsibly reward directors and senior management, having regard to the performance of the Group, the performance of the individual and the external compensation environment.

## Remuneration Structure

In accordance with best practice corporate governance, a distinction has been drawn between the remuneration structure of Rex's non-executive directors and that of its senior management executives. This enables Rex to maintain the independence of non-executive directors and reward senior management executives for their performance of duties and their dedication.

Rex has set in place a remuneration model for all staff, which calls for staff accepting a lower fixed annual salary increase in exchange for a profit share and a share plan.

### Profit Share Incentive Plan

The profit share incentive scheme, established in FY06, continues to award eligible employees a share of Rex's profit before tax (PBT) based on an agreed percentage (excluding contributions from subsidiaries and associates) for the FY immediately preceding the award. Profit share is allocated on an equal share basis meaning all eligible staff receive the same profit share amount per full time equivalent regardless of position held within the Company. Permanent part-time employees receive an amount proportional to their employment hours.

### Share Gift Plan

Rex established the share gift plan (effective from FY06) for its executive directors and eligible employees. The plan is offered to EA groups that opt for the plan and all non-EA employees who are not the subject of an adverse recommendation by the Remunerations, Nominations and Disciplinary Committee. This plan is not based on any performance measures (other than eligibility for non-EA employees). The plan was established to show its recognition of employees' contribution to Rex by providing an opportunity to share in its future growth and profitability and to align the interests of the employees more closely with the interests of the shareholders. As such, the share gift plan entitles eligible employees to a fixed value of shares equivalent to a percentage of their base salaries. There are no vesting conditions attached to the share gift.

### Management Incentive Scheme

In 2021, Rex established the management incentive scheme ('MIS') for executive directors, key management personnel and eligible employees. The scheme was granted to these employees contingent upon approval by the Remunerations, Nominations and Disciplinary Committee ('RemCom'), and subject to a shareholder vote during the January 2021 AGM. The Scheme is based on an ongoing profit before tax (PBT) hurdle and is assessed each year for seven years to determine if the vesting condition has been satisfied.

The MIS was introduced to promote the long-term success of Rex and to establish a shared goal between Rex and all eligible participants to align the interests of Rex employees and shareholders.

In line with the above, one Performance Right under MIS ("Performance Right" or "Right") grants the participant entitlement to one ordinary Rex share upon satisfaction of the vesting condition.

# Director and Senior Management Details

The following persons acted as directors of the Company during or since the end of the FY:

Lim Kim Hai (Chairman)
The Hon. John Sharp AM (Deputy Chairman)
Lee Thian Soo
Neville Howell
Chris Hine
Jim Davis
Prof. Ron Bartsch AM
Lincoln Pan
Sid Khotkar

The term 'senior management' is used in this remuneration report to refer to the following persons. Except as noted, the named persons held their current position for the whole of the FY and since the end of the FY:

Neville Howell (Chief Operating Officer)
Warrick Lodge (General Manager, Network Strategy)
Irwin Tan (General Manager, Corporate Services / Company Secretary)
Mayooran Thanabalasingam (General Manager, Information Technology & Communications)
Png Yeow Tat (General Manager, Engineering)
Mark Burgess (Deputy General Manager, Engineering)
Paul Fisher (General Manager, Flight Operations & Chief Pilot)
David Brooksby (National Airports Manager)

# Remuneration of Directors and Senior Management

The directors and other nominated key management personnel received the following amounts as compensation for their services as directors and executives of the Company and/or the Group during the year:

| | Fixed remuneration | | | | Variable remuneration | | Total | % Remuneration | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | Post employment benefits | | | Short-term benefits | Long-term benefits | | | | |
| | Cash salary & fees $ | Pension & superannuation $ | Long service leave $ | Share gift issued $ | Cash profit sharing $ | Share options $ | $ | Fixed benefits % | Short-term benefits % | Long-term benefits % |
| **EXECUTIVE DIRECTORS** | | | | | | | | | | |
| **LIM KIM HAI, Executive Chairman** | | | | | | | | | | |
| 2021 | - | - | - | - | - | - | - | 0% | 0% | 0% |
| 2020 | - | - | - | - | - | - | - | 0% | 0% | 0% |
| **CHRIS HINE, Executive Director & Group Flight Operations Advisor** | | | | | | | | | | |
| 2021 | 182,125 | 17,068 | 5,000 | 2,228 | - | 7,153 | 213,574 | 97% | 0% | 3% |
| 2020 | 139,362 | 14,645 | 2,785 | 2,199 | 14,794 | - | 173,785 | 91% | 9% | 0% |
| **NEVILLE HOWELL, Executive Director & Chief Operating Officer** | | | | | | | | | | |
| 2021 | 274,274 | 21,330 | 4,996 | 4,356 | - | 17,883 | 322,839 | 94% | 0% | 6% |
| 2020 | 232,225 | 20,812 | 3,627 | 4,300 | 51,370 | - | 312,334 | 84% | 16% | 0% |
| **NON-EXECUTIVE DIRECTORS** | | | | | | | | | | |
| **JOHN SHARP, Deputy Chairman** | | | | | | | | | | |
| 2021 | 116,308 | 11,049 | - | - | - | 28,613 | 155,970 | 82% | 0% | 18% |
| 2020 | 114,461 | 10,874 | - | - | - | - | 125,335 | 100% | 0% | 0% |
| **LEE THIAN SOO, Non-Executive Director** | | | | | | | | | | |
| 2021 | 31,385 | - | - | - | - | - | 31,385 | 100% | 0% | 0% |
| 2020 | 28,615 | - | - | - | - | - | 28,615 | 100% | 0% | 0% |
| **RON BARTSCH, Non-Executive Director** | | | | | | | | | | |
| 2021 | 33,538 | 3,186 | - | - | - | 7,153 | 43,877 | 84% | 0% | 16% |
| 2020 | 33,385 | 3,171 | - | - | - | - | 36,556 | 100% | 0% | 0% |
| **JIM DAVIS, Non-Executive Director** | | | | | | | | | | |
| 2021 | 40,308 | 3,829 | - | - | - | 7,153 | 51,290 | 86% | 0% | 14% |
| 2020 | 38,154 | 3,624 | - | - | - | - | 41,778 | 100% | 0% | 0% |
| **LINCOLN PAN, Non-Executive Director (appointed 15 March 2021)** | | | | | | | | | | |
| 2021 | - | - | - | - | - | - | - | 0% | 0% | 0% |
| **SID KHOTKAR, Non-Executive Director (appointed 15 March 2021)** | | | | | | | | | | |
| 2021 | - | - | - | - | - | - | - | 0% | 0% | 0% |

Continued on following page.

| | Fixed remuneration | | | | Variable remuneration | | Total | % Remuneration | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | Post employment benefits | | | Short-term benefits | Long-term benefits | | | | |
| | Cash salary & fees $ | Pension & superannuation $ | Long service leave $ | Share gift issued $ | Cash profit sharing $ | Share options $ | $ | Fixed benefits % | Short-term benefits % | Long-term benefits % |
| **SENIOR MANAGEMENT EXECUTIVES** | | | | | | | | | | |
| **WARRICK LODGE, GM, Network Strategy** | | | | | | | | | | |
| 2021 | 204,451 | 18,642 | 4,163 | 3,647 | - | 14,306 | 245,209 | 94% | 0% | 6% |
| 2020 | 180,847 | 18,434 | 3,037 | 3,600 | 51,370 | - | 257,288 | 80% | 20% | 0% |
| **IRWIN TAN, GM, Corporate Services** | | | | | | | | | | |
| 2021 | 215,944 | 19,022 | 4,163 | 3,647 | - | 14,306 | 257,082 | 94% | 0% | 6% |
| 2020 | 188,834 | 18,864 | 3,037 | 3,600 | 51,370 | - | 265,705 | 81% | 19% | 0% |
| **MAYOORAN THANABALASINGAM, GM, IT & Communications** | | | | | | | | | | |
| 2021 | 212,152 | 19,041 | 4,163 | 3,647 | - | 14,306 | 253,309 | 94% | 0% | 6% |
| 2020 | 187,146 | 18,879 | 3,037 | 3,600 | 51,370 | - | 264,032 | 81% | 19% | 0% |
| **PAUL DAVID FISHER GM, Flight Operations & Chief Pilot** | | | | | | | | | | |
| 2021 | 240,396 | 20,653 | 7,000 | 4,129 | - | 5,365 | 277,543 | 98% | 0% | 2% |
| 2020 | 205,553 | 20,203 | 5,161 | 4,076 | 52,775 | - | 287,768 | 82% | 18% | 0% |
| **PNG YEOW TAT, GM, Engineering** | | | | | | | | | | |
| 2021 | 213,568 | 19,508 | 4,163 | 3,647 | - | 14,306 | 255,192 | 94% | 0% | 6% |
| 2020 | 176,737 | 17,901 | 3,037 | 3,600 | 51,370 | - | 252,645 | 80% | 20% | 0% |
| **MARK BURGESS, Deputy, GM, Engineering** | | | | | | | | | | |
| 2021 | 160,685 | 15,265 | 4,500 | 2,883 | - | 5,365 | 188,698 | 97% | 0% | 3% |
| 2020 | 135,972 | 14,828 | 3,603 | 2,846 | 29,409 | - | 186,658 | 84% | 16% | 0% |
| **DAVID BROOKSBY, National Airports Manager** | | | | | | | | | | |
| 2021 | 190,434 | 17,643 | 3,830 | 3,140 | - | 14,306 | 229,353 | 94% | 0% | 6% |
| 2020 | 164,522 | 17,219 | 2,615 | 3,100 | 51,370 | - | 238,826 | 78% | 22% | 0% |
| **TOTAL** | | | | | | | | | | |
| **2021** | **2,115,568** | **186,236** | **41,978** | **31,324** | **-** | **150,215** | **2,525,321** | **94%** | **0%** | **6%** |
| **2020** | **1,825,813** | **179,454** | **29,939** | **30,921** | **405,198** | **-** | **2,471,325** | **84%** | **16%** | **0%** |

## Relationship Between the Remuneration Policy and Company Performance

In addition to the profit share and share gift schemes that apply to all non-EA staff, a Key Manager bonus, fixed by the Remunerations, Nominations and Disciplinary Committee, was given to selected members of executive management based on an assessment of the recipient's performance during the year.

### Management Incentive Scheme

The Management Incentive Scheme also draws on Rex's financial performance regarding profit before tax (PBT). The vesting conditions of the MIS plan include a service condition and a performance condition:

**Service Condition**
An eligible participant must remain employed as either an employee or director as applicable for the duration of the Performance Rights up to the vesting date.

**Performance Condition**
The number of Performance Rights that vest will be determined by the RemCom based on participant performance relative to the following Profits Before Tax (PBT) hurdles:

- If the group reaches PBT of $50m in a full financial year, 10% of the Performance Rights vest
- If the group reaches PBT of $100m in a full financial year, a further 30% of the Performance Rights vest
- If the group reaches PBT of $150m in a full financial year, a further 30% of the Performance Rights vest
- If the group reaches PBT of $200m in a full financial year, a further 30% of the Performance Rights vest

These hurdles can each only be achieved once, i.e. if PBT is $50m in Year 1 and $100m in Year 2, then 10% of the total available Performance Rights vest in Year 1, and a further 30% of the total available Performance Rights vest in Year 2. If more than one vesting condition is achieved in any Financial Year, then the Performance Rights available to be vested will be the accumulation of the Performance Rights for each relevant vesting condition that is satisfied.

The tables below set out summary information about the Group's results and movements in shareholder wealth for the five years to June 2021, including PBT performance and whether or not an MIS vesting hurdle was achieved.

| | 30 June 2021 $'000 | 30 June 2020 $'000 | 30 June 2019 $'000 | 30 June 2018 $'000 | 30 June 2017 $'000 |
|---|---|---|---|---|---|
| Revenue | 256,152 | 321,820 | 317,649 | 295,536 | 280,967 |
| Net profit / (loss) before tax | (7,217) | (27,416) | 25,201 | 25,075 | 17,810 |
| Net profit / (loss) after tax | (3,859) | (19,397) | 17,517 | 16,913 | 12,620 |

| | 30 June 2021 | 30 June 2020 | 30 June 2019 | 30 June 2018 | 30 June 2017 |
|---|---|---|---|---|---|
| Share price at start of year | $1.19 | $1.37 | $1.46 | $1.04 | $0.77 |
| Share price at end of year | $1.19 | $1.19 | $1.42 | $1.43 | $1.11 |
| Interim dividend | - | - | $0.04 | $0.04 | - |
| Final dividend [1, 2] | - | - | $0.08 | $0.08 | - |
| Basic earnings / (loss) per share | (3.5 cps) | (17.8 cps) | 16.1 cps | 15.7 cps | 11.7 cps |
| Diluted earnings / (loss) per share | (3.5 cps) | (17.8 cps) | 16.1 cps | 15.7 cps | 11.7 cps |

1 The final dividend is per share fully franked and after corporate tax of 30%.

2 Declared after the balance date and reflected in the financial statements of the year of payment.

# Analysis of Management Incentive Scheme Rights

The below table details the allocation of MIS Performance Rights to each recipient as determined by the Remunerations, Nominations and Disciplinary Committee under the 2021 plan during the financial year.

(i) % Forfeit represents the granted Performance Rights lapsing due to contract termination.
(ii) For further information regarding the valuation methodology for the MIS Performance Rights refer to Note 32. The MIS Performance Rights have been accounted for in accordance with the requirements of AASB 2 *Share-based payment.*

| Recipient | Number of Rights offered | Fair value per Right | Total value | Vested % | Forfeit % | At-risk % |
|---|---|---|---|---|---|---|
| **EXECUTIVE DIRECTORS** | | | | | | |
| Lim Kim Hai, Executive Chairman | - | - | - | - | - | - |
| Chris Hine, Executive Director & Group Flight Operations Advisor | 400,000 | $0.65 | $260,800 | 0% | 0% | 0% |
| Neville Howell, Executive Director & Chief Operating Officer | 1,000,000 | $0.65 | $652,000 | 0% | 0% | 0% |
| **NON-EXECUTIVE DIRECTORS** | | | | | | |
| John Sharp, Deputy Chairman | 1,600,000 | $0.65 | $1,043,200 | 0% | 0% | 0% |
| Lee Thian Soo, Non-Executive Director | - | - | - | - | - | - |
| Ron Bartsch, Non-Executive Director | 400,000 | $0.65 | $260,800 | 0% | 0% | 0% |
| Jim Davis, Non-Executive Director | 400,000 | $0.65 | $260,800 | 0% | 0% | 0% |
| Lincoln Pan, Non-Executive Director | - | - | - | - | - | - |
| Sid Khotkar, Non-Executive Director | - | - | - | - | - | - |
| **SENIOR MANAGEMENT EXECUTIVES** | | | | | | |
| Warrick Lodge, GM, Network Strategy | 800,000 | $0.65 | $521,600 | 0% | 0% | 0% |
| Irwin Tan, GM, Corporate Services | 800,000 | $0.65 | $521,600 | 0% | 0% | 0% |
| Mayooran Thanabalasingam, GM, IT and Communications | 800,000 | $0.65 | $521,600 | 0% | 0% | 0% |
| Paul David Fisher, GM, Flight Operations & Chief Pilot | 300,000 | $0.65 | $195,600 | 0% | 0% | 0% |
| Png Yeow Tat, GM, Engineering | 800,000 | $0.65 | $521,600 | 0% | 0% | 0% |
| Mark Burgess, Deputy GM, Engineering | 300,000 | $0.65 | $195,600 | 0% | 0% | 0% |
| David Brooksby, National Airports Manager | 800,000 | $0.65 | $521,600 | 0% | 0% | 0% |
| **Total** | **8,400,000** | **-** | **$5,476,800** | 0% | 0% | 0% |

# Shares Under Performance Rights

There were no issued or unissued Performance Rights at the start of the year. The following table sets out the details of unissued shares or interests under Performance Rights as at 30 June 2021.

| Issuing Entity | Number of shares under Performance Rights | Class of shares | Exercise price of Performance Rights | Expected exercise date |
|---|---|---|---|---|
| Regional Express Holdings Limited | 8,400,000 | Ordinary | $0.00 | 06 May 2028 |

# Transactions with KMP from Shares Under MIS

No Performance Rights issued under the MIS have vested this year, therefore there have been no exercised Performance Rights.

## Key Terms of Employment Contracts

Employment contracts between the senior management executives and the Group do not have a specified duration. A notice of four weeks must be given for senior management executives to terminate their contract. There are no extraordinary termination payments set out in the contracts of the senior management executives of the Group.

## Key Management Personnel Equity Holdings

The following table details the shareholdings (total of direct and indirect shareholdings) of directors and key management personnel in the Group:

| | Balance at 1 July 2020 | Increase / (Decrease) during the year | Balance at 30 June 2021 |
|---|---|---|---|
| **Directors:** | | | |
| Lim Kim Hai | 24,753,859 | - | 24,753,859 |
| John Sharp | 325,032 | - | 325,032 |
| Lee Thian Soo | 11,449,362 | - | 11,449,362 |
| Neville Howell | 26,186 | 3,889 | 30,075 |
| Chris Hine | 79,415 | 1,989 | 81,404 |
| Jim Davis | 200,866 | - | 200,866 |
| Ron Bartsch | - | - | - |
| Lincoln Pan | - | - | - |
| Sid Khotkar | - | - | - |
| | | | |
| **Key management personnel:** | | | |
| Warrick Lodge | 163,401 | 10,729 | 174,130 |
| Irwin Tan | 39,115 | 3,256 | 42,371 |
| Mayooran Thanabalasingam | 91,763 | 3,256 | 95,019 |
| Paul Fisher | 49,131 | 3,687 | 52,818 |
| Png Yeow Tat | 32,456 | 3,256 | 35,712 |
| Mark Burgess | 25,485 | 2,574 | 28,059 |
| David Brooksby | 25,718 | 2,804 | 28,522 |

Loans have been provided to two key management personnel totalling $91,799 which were issued in prior years. There have been no changes to the principal amount of the loans and interest paid during the year was $4,335.

This concludes the remuneration report which has been audited.

## Updates Concerning Rex's Annual General Meeting

Rex's AGM, held on 29 January 2021, brought forward the structure and outline of the MIS. At the meeting, shareholders voted either in support or rejection of the scheme for each plan participant. All proposed grants were approved as a result of the poll.

# 19 Proceedings on Behalf of the Company

No proceedings have been brought on behalf of the Group, nor has any application been made in respect of the Group under s.237 of the *Corporations Act 2001*.

# 20 Non-audit Services

Details of amounts paid or payable to the auditor for non-audit services provided during the year by the auditor are outlined in Note 27 to the financial statements.

The directors are satisfied that the provision of non-audit services, during the year, by the auditor (or by another person or firm on the auditor's behalf) is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*.

The directors are of the opinion that the services as disclosed in Note 27 to the financial statements do not compromise the external auditor's independence, based on advice received from the Audit Committee, for the following reasons:

- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor, and
- none of the services undermine the general principles relating to auditor independence as set out in Code of Conduct APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional & Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision making capacity for the Company, acting as advocate for the Company or jointly sharing economic risks and rewards.

# 21 Rounding Off Amounts

In accordance with Legislative Instrument 2016/191 issued by the Australian Securities and Investments Commission relating to the rounding off of amounts in the financial statements, amounts in the financial statements have been rounded to the nearest hundred thousand dollars in accordance with that Legislative instrument, unless otherwise indicated.

Signed in accordance with a resolution of directors made pursuant to s.298 (2) of the *Corporations Act 2001*.

On behalf of the Directors,

**Neville Howell**
Chief Operating Officer
Sydney,
30 September 2021

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Fax: +61 2 9240 9821
www.bdo.com.au

Level 11, 1 Margaret St
Sydney NSW 2000
Australia

**DECLARATION OF INDEPENDENCE BY JOHN BRESOLIN TO THE DIRECTORS OF REGIONAL EXPRESS HOLDINGS LIMITED**

As lead auditor of Regional Express Holdings Limited for the year ended 30 June 2021, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Regional Express Holdings Limited and the entities it controlled during the period.

**John Bresolin**
**Director**

**BDO Audit Pty Ltd**

Sydney, 30 September 2021

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# CORPORATE GOVERNANCE **STATEMENT**

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# Corporate Governance Statement

The Board is committed to sound corporate governance to ensure shareholder expectations are met and that Regional Express Holdings (the Company) is in compliance with the Australian Securities Exchange (ASX) Corporate Governance Council's Principles of Good Corporate Governance and Best Practice Recommendations (ASX Recommendations).

As required by the ASX Listing Rules this statement sets out the extent to which the Company has complied with the ASX Recommendations during the FY to 30 June 2021 and identifies any of the ASX Recommendations not followed and the reason why the Company has not adopted the ASX Recommendations. This statement adopts the ordering and numbering of the ASX Recommendations. The Board acknowledges the revised ASX Recommendations set out in the 4th Edition of the Corporate Governance Principles and Recommendations in February 2019; the revised ASX Recommendations has been fully effective in FY21.

## Principle 1: Lay Solid Foundations for Management and Oversight

The Board has adopted a charter that details the roles and responsibilities of the Board and those of the Management Committee to achieve the objectives of delivering shareholder value. The Board regularly reviews the division of functions between the Board and management to ensure that it continues to be appropriate to the needs of the Company (ASX Recommendation 1.1). The Remunerations, Nominations and Disciplinary Committee undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director. The biography of each director standing for election or re-election is expressly mentioned in the Notice of Meeting of the Company's AGM (ASX Recommendation 1.2). The Directors and Management Committee have a clear understanding of their roles and responsibilities and of the Company's expectations of them as set out in their employment contracts (ASX Recommendation 1.3). The Company Secretaries are integral in advising the Board and its committees on governance matters, ensuring that board and committee policy and procedures are followed, and helping to organise and minuting discussions of board and committee meetings (ASX Recommendation 1.4).

The performance of each Management Committee member is evaluated against goals and objectives set out in the Charter with the assistance of the Remunerations, Nominations and Disciplinary Committee. The performance of the Management Committee was reviewed in FY21 (ASX Recommendation 1.7). The performance of the Directors and Board Committees are reviewed periodically with the assistance of the Remunerations, Nominations and Disciplinary Committee. The performance and the composition of the Board Committees were reviewed in FY21 against objectives set out in the relevant Board Charters (ASX Recommendation 1.6). The Board's Charter, Board Committee Charters, Share Trading Policy, Continuous Disclosure Policy and Code of Conduct are available for access by shareholders and the general public in the corporate governance section of the Company's website (ASX Recommendation 3.5).

## Principle 2: Structure the Board to Add Value

The Remunerations, Nominations and Disciplinary Committee has been established by the Board of the Company (ASX Recommendation 2.1) and applies to the Company and its subsidiaries to support and advise the Board in fulfilling its responsibilities to shareholders, employees and other stakeholders of the Company by endeavouring to ensure that:

- the directors and senior management of the Group are remunerated fairly and appropriately;
- the Group's remuneration policies and outcomes strike an appropriate balance between the interests of the Company's shareholders, and rewarding and motivating the Group's executives and employees in order to secure the long-term benefits of their energy and loyalty;
- the human resources policies and practices are consistent with and complementary to the strategic direction and objectives of the Company as determined by the Board;
- it reviews and advises the Board on the composition of the Board and its Committees;
- it reviews the performance of the Board, the chairman of the Board, the executive and non-executive directors, and other individual members of the Board; and
- proper succession plans are in place for consideration by the Board.

This Committee is chaired by Jim Davis and has one other member, the Hon. John Sharp AM who has been subsequently substituted by Neville Howell. The Committee had one meeting during the FY attended by all members of the Committee. Descriptions of the members' qualifications, skills and experience are included in the Directors' Report.

The Board acknowledges the ASX Recommendations to have the Committee composed of a majority of independent directors and have at least three members. The Committee is currently chaired by an independent director. The Board feels at this stage that two members are sufficient for the Remunerations, Nominations and Disciplinary Committee given the size of the Company and Board.

The Remunerations, Nominations and Disciplinary Committee has a formal charter which is available on the Company's website.

The skills, experience and expertise relevant to the position of director held by each director in office at the date of the annual report are set out in the Directors' Report. The Board has adequate professional skills in each of the respected areas and a review has been conducted in FY21 and agreed no further professional training is required at this stage. In addition, the Board has invited Baker McKenzie to provide a refresher training on the Company's continuous disclosure obligations in FY21 (ASX Recommendation 2.6).

Below is the Rex Board skills matrix outlining the list of skills that the board currently has (ASX Recommendation 2.2):

| | | LIM KIM HAI | JOHN SHARP | LEE THIAN SOO | SID KHOTKAR | LINCOLN PAN | RON BARTSCH | JIM DAVIS | CHRIS HINE | NEVILLE HOWELL |
|---|---|---|---|---|---|---|---|---|---|---|
| BUSINESS / ENTREPRENEURIAL EXPERIENCE | | X | X | X | X | X | X | | | |
| POLITICAL EXPERIENCE | | | X | | | | | | | |
| CORPORATE GOVERNANCE | | X | X | X | X | X | X | | | |
| SAFETY AND RISK MANAGEMENT | | | | | | | X | X | X | X |
| FINANCE | | X | | | X | X | | | | |
| LEGAL | | | | | | X | X | | | |
| INDUSTRY EXPERI-ENCE | REGULATORY KNOWLEDGE & EXPERIENCE | | | | | | X | X | X | X |
| | PILOT | | X | | | | X | X | X | X |
| | ENGINEERING KNOWLEDGE | X | | | | | | X | | |

The membership of the Board during the year ended 30 June 2021, including independence status, was as follows (ASX Recommendation 2.3):

| Director | Status | Date of Appointment |
|---|---|---|
| Lim Kim Hai | Executive Chairman | Appointed 27 June 2003. |
| The Hon. John Sharp AM | Deputy Chairman & Independent Director | Appointed 27 June 2003. |
| Lee Thian Soo | Non-Executive Director | Appointed 27 June 2003. |
| Lincoln Pan | Non-Executive Director | Appointed 15th March 2021. |
| Sid Khotkar | Non-Executive Director | Appointed 15th March 2021. |
| Neville Howell | Chief Operating Officer & Executive Director | Appointed 1 July 2014. |
| Chris Hine | Executive Director & Group Flight Operations Advisor | Appointed 1 March 2011 as Executive Director. Appointed 1 July 2014 as Non-Executive Director. Appointed 18 May 2015 as Executive Director and Group Flight Operations Advisor. |
| Jim Davis | Independent Director | Appointed 26 August 2004 as Executive Director; Appointed 27 May 2008 as Managing Director and retired 1 July 2011; Appointed 23 November 2011 as an Independent Director. |
| Ron Bartsch AM | Independent Director | Appointed 23 November 2010. |

The Board acknowledges the ASX Recommendation that a majority of the Board should be independent directors (ASX Recommendation 2.4). Although the Board has only three directors out of nine who qualify as independent non-executive directors, Lee Thian Soo is only considered non-independent by virtue of his share ownership and is considered by the Board to be effectively an Independent Director. Lincoln Pan and Sid Khotkar were appointed as Non-Executive Directors in accordance with the requirements under the PAG Transaction. The Board believes that every director on the current Board will make decisions in the best interests of all shareholders and in accordance with their duties as directors.

The Board also acknowledges that it is desirable that the Chairman be an independent director and for his role to be segregated from that of the Chief Executive Officer (ASX Recommendations 2.5). However, the Board views the Chairman's history of leadership of the Company as an advantage, both at the management level and at the Board level. This has resulted in performance that matches the best airlines in the world. The Board acknowledges that if the Chair is not an independent director, the Deputy Chairman should be an independent director, which is the case.

The Board is responsible for the management of the affairs of the Company and its subsidiaries (the Group), including:

## (A) Strategic and Financial Performance

- Developing and approving the corporate strategy.
- Evaluating, approving and monitoring the strategic and financial plans and objectives of the Group.
- Evaluating, approving and monitoring the annual budgets and business plans.
- Determining the Company's dividend policy, the operation of the Company's dividend re-investment plan (if any), and the amount and timing of all dividends.

- Evaluating, approving and monitoring major capital expenditure, capital management and all major acquisitions, divestitures and other corporate transactions, including the issue of securities of the Company.
- Approving all accounting policies, financial reports and material reporting and external communications by the Group.
- Appointment of the Chairman of the Company.

## (B) Executive Management

- Appointing, monitoring and managing the performance of the Chief Operating Officer or Managing Director and other executive directors.
- Managing succession planning for the executive directors and such other key management positions which may be identified from time to time.
- Appointing the Company Secretary.
- With the advice and assistance of the Remunerations, Nominations and Disciplinary Committee, reviewing and approving the performance and remuneration of the individual Board members and policies with respect to the remuneration of any employees.

## (C) Audit

- Upon the recommendation of the Audit and Corporate Governance Committee, appointing the external auditor and determining its remuneration and terms of appointment.
- Ensuring that effective audit and regulatory compliance programmes are in place to protect the Group's assets and shareholder value.
- Approving and monitoring the Group's audit framework. Approving and, with the assistance and advice of the Audit and Governance Committee, monitoring compliance with the Group's audit policies and protocol.
- Monitoring the Group's operations in relation to, and compliance with relevant regulatory and legal requirements.

## (D) Corporate Governance

At least once every two years the Board will, with the assistance and advice of the Audit and Corporate Governance Committee, review the performance and effectiveness of the Company's corporate governance policies and procedures and, if appropriate, amend those policies and procedures as necessary.

The Board will review and approve all disclosures related to any departures from the ASX Principles of Good Corporate Governance.

- The Board will review and approve the public disclosure of any of the Group's policies and procedures.
- The Board will supervise the public disclosure of all matters that the law and ASX Listing Rules require to be publicly disclosed, consistent with the Continuous Disclosure Compliance Policy approved by the Board.
- The Board will approve the appointment of directors to committees established by the Board.
- The Board will approve and monitor delegations of authority.

## (E) Risk Management

The Company recognises that the management of business and economic risk is an integral part of its operations and has for many years integrated risk management processes into its operations to ensure continuity of the business and to minimise any impact on its performance. The Board has established a sound system of risk oversight and management and internal control which involve the Safety and Risk Management Committee and the Audit and Corporate Governance Committee.

- Ensuring that effective risk management programmes are in place to protect the Group's assets and shareholder value.
- Approving and monitoring the Group's risk framework, including (but not limited to) systems of risk management and internal control.
- Approving and, with the assistance and advice of the Risk Management Committee, monitoring compliance with the Group's risk.

The Charters of both committees are available on the Company's website.

## (F) Strategic Planning

- The Board will be actively and regularly involved in strategic planning.
- Strategic planning will be based on the identification of opportunities and the full range of business risks that will determine which of those opportunities are most worth pursuing.
- The Board will, on an ongoing basis, review how the strategic environment is changing, what key business risks and opportunities are appearing,how they are being managed and what, if any, modifications in strategic direction should be adopted.

## (G) Performance Evaluation

At least once per year the Board will, with the advice and assistance of the Remunerations, Nominations and Disciplinary Committee, review and evaluate the performance of the Board, each Board Committee, and each individual director against the relevant Charters,corporate governance policies, and agreed goals and objectives (ASX Recommendation 2.5).

- Following each review and evaluation the Board will consider how to improve its performance.

- The Board will agree and set the goals and objectives for the Board and its Committees each year, and if necessary, amend the relevant Charters and policies.
- With the advice and assistance of the Remunerations, Nominations and Disciplinary Committee, the Board will review and approve the remuneration of the Company's executive and non-executive directors.

The evaluation of the Board, its committees and directors was carried out during the FY as set out above.

A Director of the Company is entitled to seek independent professional advice (including, but not limited to, legal, accounting and financial advice) at the Company's expense on any matter connected with the discharge of his or her responsibilities, in accordance with the procedures and subject to the conditions set out in the Board Charter.

The Board believes that its members have the appropriate skillset and knowledge to effectively perform their roles as directors without requiring further professional development. Our board members have a vast wealth of experience in the aviation industry and beyond as a majority of them have aircraft pilot qualifications.

The Company has a program for inducting new Directors.

## Principle 3: Promote Ethical and Responsible Decision Making

Directors and the Management Committee are required to maintain the highest legal, moral and ethical standards of conduct. The Board has adopted the Code of Conduct which provides guidance to all staff on compliance with legal and other obligations (ASX Recommendation 3.1).

The Company has established a Share Trading Policy (ASX Recommendation 1.3). Under this policy, Directors and Management Committee are prohibited from trading in securities of the Company without prior approval from the Board.

The Company employs all staff on their merits and is committed to recognising and valuing the contributions of staff from diverse backgrounds. The Company has established a Diversity Policy (ASX Recommendation 1.5).

The Company does not believe in an affirmative action policy and setting of artificial targets for staff of various backgrounds (gender, religious, cultural, racial etc.) but rather in ensuring that all staff are able to develop to the full extent of their capabilities and contributions.

In accordance with the requirements of the *Workplace Gender Equality Act 2012 (Act)*, Regional Express Holdings Limited lodged its annual public report (2020-2021) with the *Workplace Gender Equality Agency (Agency)*.

As at the end of the reporting period, the proportion of female employees in the Company was 32.4%. There were 22 women holding management positions in the Company. There were no female Board members or Management Committee members.

To access a copy of the report refer to the Rex website under Corporate and Social Responsibilities. Details on the reporting process can be located at the Workplace Gender Equality Website: www.wgea.gov.au.

The Code of Conduct, Share Trading Policy and Diversity Policy are available on the Company's website.

## Principle 4: Safeguard Integrity in Financial Reporting

The Audit and Corporate Governance Committee has been established by the Board of the Company (ASX Recommendation 4.1) to assist the Board in fulfilling its commitment to ensure the integrity of the Company's financial reports and Corporate Governance policies:

- assisting the Board in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control relating to all matters affecting the Group's financial performance, the audit process, and the Company's process for monitoring compliance with laws and regulations and the code of conduct;
- advising the Board on good governance standards and appropriate corporate governance policies for the Group; and
- critically reviewing the Group's performance against its corporate governance policies.

In FY21, this Committee was chaired by the Hon. John Sharp AM and has one other member, Jim Davis who was subsequently substituted by Lincoln Pan. Descriptions of the members' qualifications, skills and experience are included in the Directors' Report. The Committee had two meetings during FY21 attended by all then-current members of the Committee.

The Board acknowledges the ASX Recommendations to have the Committee composed of a majority of independent directors, chaired by an independent director and have at least three members (ASX Recommendation 4.1).

The Committee is currently made up of two non-executive directors. The Board feels that the directors in the audit committee will make decisions that are in the best interests of the shareholders in their duties as audit committee members and directors of the Company. The Board also feels at this stage that two members are sufficient for the audit committee given the size of the Company and Board.

The Audit and Corporate Governance Committee has a formal Charter which is available on the Company's website (ASX Recommendation 4.1).

The Chief Operating Officer and the General Manager (GM) Corporate Services who oversees the finance department, provide written assurance to the Board as to the integrity of the financial statements and that they are founded on a sound system of risk management and internal controls which are operating effectively and efficiently (ASX Recommendation 4.2).

The Board acknowledges the ASX Recommendation to have the Chief Executive Officer and Chief Financial Officer provide this statement to the Board. The Board believes that it is appropriate for Chief Operating Officer and GM Corporate Services to provide the statement.

The directors have ensured that the Company's External Auditor attends all Annual General Meetings and is available to answer shareholders' questions about the conduct of the audit and the preparation and content of the Auditor's report thereon (ASX Recommendation 4.3).

## Principle 5: Make Timely and Balanced Disclosure

The Company complies with the continuous disclosure obligations of the ASX Listing Rules and, in doing so, immediately notifies the market of any material price sensitive information. The Company has adopted and implemented a Continuous Disclosure Policy which sets out the procedure for the identification of material price sensitive information and reporting of such information to the Company secretaries for review (ASX Recommendation 5.1, 5.2 and 5.3). The Continuous Disclosure Policy is available on the Company's website.

## Principle 6: Respect the Right of Shareholders

It is the Company's policy that the principal communication with shareholders apart from the Company website is the provision of the Annual Report, including the Financial Statements, half-yearly investor briefings and the Annual General Meeting (and any extraordinary meetings held by the Company). Shareholders are encouraged to participate in half-yearly investor briefings either by attendance or by dialling in through the Company's teleconferencing facilities and are invited to put questions to the Chairman of the Board in that forum (ASX Recommendation 6.3). The Company's website provides additional information and greater detail about the Company, including ASX and media releases and access to statements regarding corporate governance related matters (ASX Recommendation 6.1).

The Board acknowledges the ASX Recommendation of facilitating effective two-way communication with investors. Shareholders are able to contact the Company through the Company secretaries (ASX Recommendation 6.2).

The Company acknowledges that some security holders may not be able to attend AGMs in person for various reasons. AGMs are now done online giving shareholders the convenience of attending, voting and asking questions at the AGM from their homes or offices (ASX Recommendation 6.3).

The Company acknowledges that some security holders prefer the speed, convenience and environmental friendliness of electronic communications over more traditional methods of communication. To this end, the Company provides its security holders with the option of receiving either a hard or soft copy of its annual report and notice of meeting for its Annual General Meeting (ASX Recommendation 6.5).

The Board acknowledges that all substantive resolutions at a meeting of securities holders are decided by the total number of eligible votes. It is noted that the majority of the votes are allocated to the Chairman via proxy and there are minimal attendance to the meetings of securities holder with almost no votes made on any resolution during the meeting and hence the Board has maintained the show of hands as a first step of voting. However, if any shareholder request for a poll, a poll will be conducted (ASX Recommendation 6.4).

## Principle 7: Recognise and Manage Risk

The Company has integrated risk management processes into its operations to ensure continuity of the business and to minimise any impact on its performance.

The Board has established policies for a sound system of risk oversight and management and internal control which involve the Safety and Risk Management Committee (Recommendation 7.1).

The Safety and Risk Management Committee has been established by the Board of the Company and applies to the Company and its subsidiaries to support and advise the Board in fulfilling its responsibilities to shareholders, employees and other stakeholders of the Company by:

- assisting the Board in fulfilling its development, oversight and review responsibilities for the safety culture and safety management processes as defined by the separate safety policies published for each Air Operator's Certificate holder within the Group; and
- implementing and supervising the Group's operational risk assessment framework.

The Board acknowledges the ASX Recommendation to have the Committee composed of a majority of independent directors and chaired by an independent director and have at least three members (ASX Recommendation 7.1).

The Committee is currently made up of one independent director. The Board feels that the directors in the Safety and Risk Management Committee will make decisions that are in the best interests of the shareholders in their duties as Safety and Risk Management Committee members and directors of the Company. The Board also feels at this stage that two members are sufficient for the Safety and Risk Management Committee given the size of the Company and Board.

The Safety and Risk Management Committee and the Audit and Corporate Governance Committee have a formal Charter which sets out the responsibilities of the Committee as well as the Company's policies on risk oversight and management. The Charters is available on the Company's website.

The Board reviews the safety and risk management report prepared by the Group's Safety Manager at each Board meeting (ASX Recommendation 7.2).

Being an airline, Rex is required by the Civil Aviation Safety Authority to have a safety and compliance department. Staffed by approximately 15 full-time equivalent employees, this department conducts internal audits of all Rex's operations including flight operations, engineering and airport operations. The head of this department, the GM Human Factors, has a direct reporting line to the Board and Chairman. The corporate services department is responsible to conduct internal audits, risk oversight and management from the corporate and business risks perspective by applying the same overall risk management framework along with the safety and compliance department. The head of this department, the GM Corporate Services, has a direct reporting line to the Board and Chairman (ASX Recommendation 7.3).

The Company has outlined its main material risk sources that could adversely affect the entity's prospects for future FYs and has explained how these risks are managed in the Directors' Report (ASX Recommendations 7.1 and 7.4).

## Principle 8: Remunerate Fairly and Responsibly

The Board has established a Remunerations, Nominations and Disciplinary Committee. The membership, responsibilities and number of meetings held have been set out under Principle 2. Also set out under Principle 2 is the explanation as to why the membership of the Committee differs from the ASX Recommendations (ASX Recommendation 8.1).

Details of the Board and Management Committee remuneration structures are contained in the Remuneration Report (ASX Recommendation 8.2 and 8.3).

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# FINANCIAL STATEMENTS

# Consolidated Statement of Profit or Loss

For the Financial Year Ended 30 June 2021

| | Note | 2021 $'000 | 2020 $'000 |
|---|---|---|---|
| Passenger revenue | | 125,172 | 213,156 |
| Freight revenue | | 1,114 | 1,326 |
| Charter revenue | | 30,944 | 29,721 |
| Other passenger services and amenities | | 116 | 1,188 |
| Other revenue | 5 | 11,380 | 14,334 |
| Revenue from contracts with customers | | 168,726 | 259,725 |
| Government grants and subsidies including JobKeeper | 4 | 87,426 | 62,095 |
| **Total revenue, government grants and subsidies** | | **256,152** | **321,820** |
| **Finance income** | 5 | **163** | **556** |
| **Other gains/(losses)** | 5 | **14,251** | **(824)** |
| Flight and port operation costs (excluding fuel) | | (47,634) | (49,373) |
| Fuel costs | | (24,762) | (33,390) |
| De-recognition of fuel hedges | | (3,474) | (2,411) |
| Salaries and employee-related costs | 5 | (108,004) | (103,938) |
| Selling and marketing costs | | (6,340) | (6,686) |
| Engineering and maintenance costs | | (45,948) | (56,233) |
| General administration costs | | (11,697) | (8,684) |
| Finance costs | 5 | (2,411) | (850) |
| Depreciation and amortisation | 5 | (20,783) | (21,932) |
| Asset impairment | 5 | (3,401) | (62,084) |
| Imputed facility fee amortisation | 5 | (3,329) | - |
| Fair value on fuel swaps | 24(D) | - | (3,387) |
| **Total costs and expenses** | | **(277,783)** | **(348,968)** |
| **Loss before tax** | | **(7,217)** | **(27,416)** |
| Tax benefit | 6 | 3,358 | 8,019 |
| **Loss after tax** | | **(3,859)** | **(19,397)** |
| **Loss attributable to** | | | |
| Members of the parent | | (3,859) | (19,397) |
| | | **(3,859)** | **(19,397)** |
| **Loss per share** | | cents per share | cents per share |
| Basic loss per share | 17 | (3.5) | (17.8) |
| Diluted loss per share | 17 | (3.5) | (17.8) |

The accompanying notes form part of these financial statements.

# Consolidated Statement of Other Comprehensive Income or Loss

For the Financial Year Ended 30 June 2021

| | Note | 2021<br>$'000 | 2020<br>$'000 |
|---|---|---|---|
| **Loss after tax** | | **(3,859)** | **(19,397)** |
| **Other comprehensive income / (loss)** | | | |
| Hedge reserve | | | |
| Revaluation of cash flow hedges | | 4,809 | (5,176) |
| Income tax effect | | (1,442) | 1,553 |
| **Other comprehensive income / (loss), net of tax** | 16 | **3,367** | **(3,623)** |
| **Total comprehensive income / (loss) for the year** | | **(492)** | **(23,020)** |

The accompanying notes form part of these financial statements.

# Consolidated Statement of Financial Position

## As at 30 June 2021

| | Note | 2021 $'000 | 2020 $'000 |
|---|---|---|---|
| **Current assets** | | | |
| Cash and bank balances | 23(A) | 30,112 | 11,198 |
| Receivables | 7 | 17,391 | 18,353 |
| Inventories | 8 | 11,590 | 8,410 |
| Income tax receivable | 6 | 9,114 | - |
| Other financial assets | 24 | 7,994 | 40 |
| **Total current assets** | | **76,201** | **38,001** |
| **Non-current assets** | | | |
| Receivables | 7 | 9,926 | 7,114 |
| Inventories | 8 | 8,658 | 11,303 |
| Investments - fair value through equity | | 9 | 9 |
| Deferred tax assets | 6 | 18,535 | 22,537 |
| Other financial assets | 24 | 13,279 | - |
| Property, plant and equipment | | | |
| Aircraft | 9 | 139,650 | 92,272 |
| Other property, plant and equipment | 9 | 82,512 | 80,145 |
| Right-of-use assets | 9 | 65,386 | 1,283 |
| Other intangible assets | 10 | 791 | 181 |
| **Total non-current assets** | | **338,746** | **214,844** |
| **Total assets** | | **414,947** | **252,845** |
| **Current liabilities** | | | |
| Payables | 11 | 26,792 | 19,483 |
| Unearned revenue | 12 | 30,279 | 16,027 |
| Interest bearing liabilities | 13 | 10,228 | 14,220 |
| Lease liabilities | 13 | 8,156 | 130 |
| Provisions | 14 | 12,014 | 8,117 |
| Income tax payable | 6 | - | 7,689 |
| Other financial liabilities | 24 | 627 | 6,255 |
| **Total current liabilities** | | **88,096** | **71,921** |
| **Non-current liabilities** | | | |
| Interest bearing liabilities | 13 | 72,733 | - |
| Lease liabilities | 13 | 61,609 | 2,329 |
| Provisions | 14 | 3,022 | 2,949 |
| Other financial liabilities | 24 | 15,079 | 1,988 |
| **Total non-current liabilities** | | **152,443** | **7,266** |
| **Total liabilities** | | **240,539** | **79,187** |
| **Net assets** | | **174,408** | **173,658** |
| **Equity** | | | |
| Issued capital | 15 | 72,024 | 72,024 |
| Reserved shares | 16 | 188 | (628) |
| Retained earnings | | 98,801 | 102,660 |
| Share-based payments reserve | 16 | 1,809 | 1,383 |
| Other reserves | 16 | 1,586 | (1,781) |
| **Total equity** | | **174,408** | **173,658** |

The accompanying notes form part of these financial statements.

# Consolidated Statement of Cash Flows

For the Financial Year Ended 30 June 2021

| | Note | 2021 $'000 | 2020 $'000 |
|---|---|---|---|
| Receipts from customers | | 201,834 | 275,594 |
| Proceeds from government grants and subsidies | | 83,593 | 64,318 |
| Payments to suppliers, employees and others | | (253,080) | (292,909) |
| Interest paid | | (2,411) | (850) |
| Income tax paid | | (10,885) | (5,311) |
| **Net cash flows from operating activities, government grants and subsidies** | 23 (B) | **19,051** | **40,842** |
| | | | |
| Interest received | | 163 | 556 |
| Proceeds from disposal of property, plant and equipment | | - | 27 |
| Payments for acquisition of business | | - | (8,650) |
| Payments for aircraft under construction | | (59,036) | (21,845) |
| Payments for property, plant and equipment - aircraft and other | | (12,954) | (17,747) |
| Payments for other intangible assets - software | | (768) | (127) |
| **Net cash flows used in investing activities** | | **(72,595)** | **(47,786)** |
| | | | |
| Dividends paid | | - | (8,725) |
| Shares purchased as reserve shares | | (446) | (623) |
| Salary sacrifice - payment for shares | | 4 | - |
| Lease liabilities paid | | (1,431) | (385) |
| Proceeds from interest bearing liabilities – non-related parties | | 93,346 | 26,523 |
| Repayment of interest bearing liabilities – non-related parties | | (19,015) | (20,375) |
| **Net cash flows from / (used in) financing activities** | | **72,458** | **(3,585)** |
| | | | |
| **Net increase / (decrease) in cash held** | | **18,914** | **(10,529)** |
| | | | |
| **Cash at the beginning of the year** | | **11,198** | **21,727** |
| | | | |
| **Cash at the end of the year** | 23 (A) | **30,112** | **11,198** |

The accompanying notes form part of these financial statements.

# Consolidated Statement of Changes in Equity

For the Financial Year Ended 30 June 2021

| | Attributable to equity holders of the Company | | | | | | |
|---|---|---|---|---|---|---|---|
| | Issued capital $'000 | Reserved shares $'000 | Retained earnings $'000 | Share-based payments reserve $'000 | Cash flow hedge reserve $'000 | General reserve $'000 | Total equity $'000 |
| **At 1 July 2019** | **72,024** | **(1,163)** | **131,165** | **1,551** | **252** | **1,590** | **205,419** |
| Adjustment on adoption of AASB 16 Leases | - | - | (383) | - | - | - | (383) |
| Restated balance at 1 July 2019 | 72,024 | (1,163) | 130,782 | 1,551 | 252 | 1,590 | 205,036 |
| Loss for the year | - | - | (19,397) | - | - | - | (19,397) |
| Other comprehensive loss, net of tax | - | - | - | - | (3,623) | - | (3,623) |
| Total comprehensive income / (loss) for the year | - | - | (19,397) | - | (3,623) | - | (23,020) |
| Dividends paid | - | - | (8,725) | - | - | - | (8,725) |
| Shares purchased as reserve shares | - | (623) | - | - | - | - | (623) |
| Share gift plan issued - gift | - | 1,158 | - | (1,158) | - | - | - |
| Share gift plan provision | - | - | - | 990 | - | - | 990 |
| **At 30 June 2020** | **72,024** | **(628)** | **102,660** | **1,383** | **(3,371)** | **1,590** | **173,658** |
| | | | | | | | |
| **At 1 July 2020** | **72,024** | **(628)** | **102,660** | **1,383** | **(3,371)** | **1,590** | **173,658** |
| Loss for the year | - | - | (3,859) | - | - | - | (3,859) |
| Other comprehensive gain, net of tax | - | - | - | - | 3,367 | - | 3,367 |
| Total comprehensive income / (loss) for the year | - | - | (3,859) | - | 3,367 | - | (492) |
| Shares purchased as reserve shares | - | (446) | - | - | - | - | (446) |
| Share gift issued - gift | - | 1,262 | - | (1,262) | - | - | - |
| Share gift issued - salary sacrifice | - | - | - | 4 | - | - | 4 |
| Share gift plan provision | - | - | - | 1,502 | - | - | 1,502 |
| Share options provision | - | - | - | 182 | - | - | 182 |
| **At 30 June 2021** | **72,024** | **188** | **98,801** | **1,809** | **(4)** | **1,590** | **174,408** |

The accompanying notes form part of these financial statements.

# Notes to the Consolidated Financial Statements

For the Financial Year Ended 30 June 2021

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| 3 | Critical Accounting Judgements and Key Sources of Estimation Uncertainty |
| 4 | Impact of COVID-19 |
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# 01 General Information

Regional Express Holdings Limited (the Company) is listed on the Australian Securities Exchange (Trading under symbol 'REX'), incorporated and operating in Australia. The Company's registered office and its principal place of business is at 81 – 83 Baxter Road, Mascot, NSW 2020, Australia. Principal activities of the Group are the provision of air services including the transportation of passengers and freight along with aeromedical services and pilot training.

# 02 Application of New and Revised Accounting Standards

The Group has adopted all of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board (the AASB) that are relevant to their operations and effective for the current reporting period.

## Application of New and Revised Accounting Standards Effective for the Current Year

There are no new accounting standards that are required to be implemented in the current year.

## Application of New and Revised Accounting Standards Issued but Not Yet Effective

At the date of authorisation of the financial statements, there are no Standards and Interpretations that were issued that have an effect on the Group.

## Standard/Interpretation and Nature of the Change and Impact

At the date of report, there are no pronouncements approved by the IASB/IFRIC that have yet to be issued by the AASB.

# 03 Critical Accounting Judgements and Key Sources of Estimation Uncertainty

In the application of the Group's accounting policies, which are described in Note 31, the directors are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

## Key Sources of Judgement and Estimation Uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the balance date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year:

## Impairment of Assets

Determining whether goodwill and property, plant and equipment and right-of-use assets are impaired requires an estimation of the value-in-use and fair value less cost to sell of the cash-generating units to which these assets relate. The value-in-use calculation requires the entity to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. The fair value less cost to sell calculation requires the entity to determine the amount obtainable from the sale of an asset or cash-generating unit in an arm's length transaction, less the costs of disposal. Further information relating to these estimates and the impact of COVID-19 on the estimates made is set out in Note 10.

Impairment losses recognised with respect to property, plant and equipment during the year was $3,401 thousand (FY2020: $62,084 thousand).

## Recoverability of Deferred Taxes

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to enable the Group to utilise those temporary differences and losses. As a result of the impairment of assets in the current and prior years, the Group has recognised deferred tax assets relating to temporary differences in respect of this impairment. The recoverability of these deferred tax assets is dependent on assumptions relating to future taxable profits over the remaining useful life of the assets which have been impaired. These assumptions are consistent with those used in the value-in-use calculations. Further information relating to these estimates and the impact of COVID-19 on the estimates made is set out in Note 6.

## Fair Value of Derivatives and Other Financial Instruments

As described in Note 24, management uses their judgment in selecting an appropriate valuation technique for financial instruments not quoted in an active market. Valuation techniques commonly used by market practitioners are applied. For derivative financial instruments, assumptions are made based on quoted market rates adjusted for specific features of the instrument.

As described in Note 13 and Note 24, the Group issued convertible notes and accompanying rights to warrants to PAGAC Regulus Holding Pte Ltd this year which were subject to independent expert valuation.

## Useful Lives of Property, Plant and Equipment

As described in Note 31 (S), the Group regularly assesses the estimated useful lives of property, plant and equipment at the end of each reporting period to determine if the useful lives correctly reflect the rate at which the assets are consumed.

## Employee Entitlements

Management judgement is applied in determining the following key assumptions used in the calculation of long service leave at balance date:

- future increases in wages and salaries;
- future on-cost rates; and
- experience of employee departures and period of service.

# 04 Impact of COVID-19

The outbreak of COVID-19 and the subsequent quarantine measures imposed by the Australian and other governments as well as the travel and trade restrictions imposed by Australia and other countries since early 2020, continued to cause disruption to business and economic activity during the reporting period. The Group provides regular public transport (RPT) services between cities and regional centres in Australia and so this has had a negative impact on the operations of the Group, with network passenger numbers (pax) declining from mid-March by over 90%. Travel and social distancing restrictions have continued to impact demand for RPT services. However, REX has been able to secure grants from the Federal and State Governments to continue operations albeit at a lower frequency to pre-COVID-19 periods.

## Impacts of COVID-19 on the Group’s Operations

REX was forced to reduce capacity on its RPT network by over 80% by April 2020 following the sharp decline in passenger numbers brought about by COVID-19, economic conditions and significantly reduced demand for air passenger services. REX also stood down the majority of its operational staff and the remaining non-operational staff had reduced work hours. Due to travel restrictions and the reduction in demand for the Group’s RPT services, passenger revenues declined by $87,984 thousand from the prior year.

REX maintained a minimum network with the assistance of a number of grants, subsidies and other benefits provided by local, state and federal government authorities and as at the date of this report continues to do so. These grants additionally provided funding for the Group to provide refunds to passengers whose flights were cancelled as a result of the travel restrictions and to pay creditors.

## Grants received from government authorities

Government grants and subsidies recognised in the statement of profit and loss are presented below:

| Funding | 2021 $'000 | 2020 $'000 |
|---|---|---|
| **Ceased as at 30 June 2021** | | |
| Regional Airline Funding Assistance (RAFA) | 16,058 | 37,805 |
| JobKeeper | 21,504 | 7,940 |
| JobMaker | 5 | - |
| Australian Airline Financial Relief Package (AAFRP) | 2,333 | 274 |
| Western Australian (WA) State Government | 857 | 568 |
| | | |
| **Continuing as at 30 June 2021** | | |
| Regional Airline Network Support Program (RANS) | 42,888 | 15,309 |
| South Australian Government Financing Authority | 688 | 199 |
| Domestic Aviation Network Support (DANS) Program | 536 | - |
| Tourism Aviation Network Support (TANS) Program | 2,494 | - |
| Visit Canberra Program | 63 | - |
| **Total** | **87,426** | **62,095** |

During the reporting period, the Group received JobKeeper funding of $21,504 thousand for 913 employees (FY2020: $7,940 thousand for 884 employees). The Group has not made any voluntary repayments of JobKeeper amounts received in the reporting period.

The Group will continue to claim grants in FY2022 where it meets the requirements of the grant agreements. Grant revenue will be recognised in accordance with the Group's accounting policy as set out in Note 31 (M) and the terms of the grant agreements.

## Impact on the valuation of assets

The reduction in demand for RPT services to date has resulted in a significant decline in revenues from the Group's Rex cash-generating unit (CGU). The directors are optimistic that this disruption will start to recover gradually over FY21-22. However, given global uncertainty they have planned for a more conservative recovery throughout FY21-23.

Management have prepared a value-in-use (VIU) model to measure the recoverable amount of the Rex CGU and Domestic CGU and a fair value less cost of disposal (FVLCD) for the Training CGU and Pel-Air CGU. The assumptions used in the VIU valuation model are described further in Note 10. In FY2021 the Group recognised an impairment of $3,401 thousand on property, plant and equipment based on the FVLCD assessment for the Training CGU. In FY2020 the Group recognised an impairment for the Rex CGU relating to goodwill, property, plant and equipment, right-of-use assets, other intangible assets and consumable inventories totalling $62,084 thousand.

## Borrowing facilities

During the year, the bank loan relating to the Victorian Air Ambulance contract was fully repaid.

The bank facility relating to the NSW Air Ambulance contract contains review event clauses, whereby a review event is triggered when the Group's EBITDA falls below 50% of the previous year. Subsequent to the year end the Group has received a waiver from the financier in relation to the review event due to the reduction in EBITDA from the previous year.

In addition, the Group issued convertible notes (refer to Notes 13, 24) to PAGAC Regulus Holding Pte Ltd on 29 January 2021 for a maximum draw down amount of $150 million for an initial term of 5 years from the first draw date. The Group drew down $50 million on 15 March 2021. The convertible notes and accompanying rights to warrants are measured at fair value through profit or loss as set out in Note 31. The potential increase in share price volatility resulting from COVID-19 may cause significant fluctuations in the fair value of the instruments between measurement dates.

## Going concern

The consolidated financial statements have been prepared on a going concern basis, which contemplates continuity of normal business activities and the realisation of assets and the discharge of liabilities in the normal course of business. In preparing the consolidated financial statements the directors note that the Group and Company are in a net current asset deficiency position of $11,895 thousand (FY2020: $33,920 thousand). The Group has reported a loss after tax of $3,859 thousand for the year (FY2020: loss after tax of $19,397 thousand) and cash inflows from operating activities and government grants of $19,051 thousand (FY2020: inflows of operating activities and government grants of $40,842 thousand).

Despite the continued negative impacts of COVID-19, REX observed a slow recovery in regional passenger numbers in the fourth quarter of the reporting period. REX will also continue to receive assistance from a number of Government grants in FY22.

REX entered into an agreement with PAGAC Regulus Holding Pte Ltd ("PAG") which allowed it access to $150 million in funding through the issue of convertible notes. In March 2021 the Group drew down on $50 million and still had access to $100 million at the end of the reporting period. To the date of this report, REX has drawn down an additional $25 million from PAG bringing the total drawdown to $75 million.

REX received review event waivers for funding facilities provided by the financier in relation to Victorian and New South Wales Air Ambulance contracts at 30 June 2021.

Management have prepared financial forecasts which are consistent with those used in the valuation models for the Rex, Domestic and Pel-Air CGUs, adjusted for cash flows which are excluded from value-in-use valuation models. Based on these forecasts, the Group is expected to have sufficient cash to meet its obligations and continue as a going concern until 30 September 2022.

# 05 Revenues and Expenses

| | 2021 $'000 | 2020 $'000 |
|---|---|---|
| **Other revenue** | | |
| Training income | 10,071 | 12,032 |
| Sales of engineering parts | 127 | 1,402 |
| Rental income | 269 | 264 |
| Insurance claim | 450 | - |
| Training subsidy | 47 | 38 |
| Other income | 416 | 598 |
| | **11,380** | **14,334** |
| **Finance income** | | |
| Interest | 163 | 556 |
| | **163** | **556** |
| **Other gains / (losses)** | | |
| Fair value gain on convertible notes, warrants | 14,493 | - |
| Net foreign currency loss | (336) | (1,057) |
| Gain on acquisition of business | - | 231 |
| Gain on disposal of property, plant and equipment | 94 | 2 |
| | **14,251** | **(824)** |
| **Salaries and employee-related costs** | | |
| Wages and salaries | (98,493) | (94,710) |
| Superannuation costs - defined contribution plan | (7,271) | (6,764) |
| Expense of share-based payments | (1,684) | (990) |
| Workers' compensation costs | (556) | (1,474) |
| | **(108,004)** | **(103,938)** |
| **General administrative costs** | | |
| Bad debts written-off | (114) | - |
| | **(114)** | **-** |
| **Finance costs** | | |
| Interest expense on bank borrowings and lease liabilities | (2,411) | (850) |
| | **(2,411)** | **(850)** |
| **Depreciation and amortisation** | | |
| Depreciation and amortisation of property, plant and equipment | (16,544) | (21,453) |
| Depreciation of right-of-use assets | (4,127) | (358) |
| Amortisation of development costs and software | (112) | (121) |
| | (20,783) | (21,932) |
| Amortisation of imputed facility fee | (3,329) | - |
| | **(24,112)** | **(21,932)** |
| **Impairment** | | |
| Asset impairment | | |
| - Property, plant and equipment – aircraft | (3,401) | (22,504) |
| - Property, plant and equipment – other | - | (29,852) |
| - Right-of-use assets | - | (603) |
| - Other intangible assets | - | (87) |
| - Consumable inventories | - | (8,520) |
| Goodwill impairment | - | (518) |
| | **(3,401)** | **(62,084)** |

# 06 Income Taxes

## Income Tax Recognised in Consolidated Statement of Profit or Loss

| | 2021 $'000 | 2020 $'000 |
|---|---|---|
| Current year tax (benefit) / expense | (5,595) | 10,732 |
| Prior year under provision | (241) | - |
| Deferred tax expense / (benefit) from temporary differences | 2,478 | (18,751) |
| **Total tax benefit** | **(3,358)** | **(8,019)** |
| | | |
| Pre-tax accounting loss from operations reconciles to tax benefit in the financial statements as follows: | | |
| Pre-tax accounting loss | (7,217) | (27,416) |
| Tax at the applicable rate of 30% | (2,165) | (8,225) |
| | | |
| Tax effect of (non-assessable) / non-deductible items | | |
| Fair value gain on warrant and convertible notes | (2,003) | - |
| Facility fee amortisation | 999 | - |
| Others | 52 | 206 |
| | | |
| Prior year under provision | (241) | - |
| **Tax benefit** | **(3,358)** | **(8,019)** |
| | | |
| Effective tax rates | 46.5% | 29.2% |

The tax rate used in the above reconciliation is the corporate tax rate of 30% payable by Australian corporate entities on taxable profits under Australian tax law. There has been no change in the corporate tax rate when compared with the previous reporting period. There are no unrecognised carried forward losses.

## Current and Deferred Tax Recognised in Consolidated Statement of Financial Position

| | 2021 $'000 | 2020 $'000 |
|---|---|---|
| **Income tax receivable / (payable)** | | |
| Income tax receivable | | |
| Current year tax installments paid | 3,519 | - |
| Current year tax loss carried back | 5,595 | - |
| Income tax payable | - | (7,689) |
| | **9,114** | **(7,689)** |
| **Deferred tax balances** | | |
| Deferred tax assets | 21,781 | 23,664 |
| Deferred tax liabilities | (3,246) | (1,127) |
| **Net deferred tax assets** | **18,535** | **22,537** |

Current year tax loss carry-back of $5,595 thousand (FY2020: nil) relates to the temporary loss carry-back measure passed by Government on 9 October 2020 to provide businesses with some tax relief. The measure allows eligible corporate tax entities to choose to carry back income tax losses (but not capital losses) to prior years. The rules apply to corporate tax entities that have:

- aggregated turnover of less than $5 billion in the relevant loss year
- incurred a tax loss in any of the 2019-20, 2020-21 or 2021-22 years (referred to as loss years) and
- an "income tax liability" for any of the 2018-19, 2019-20 or 2020-21 years (referred to as tax liability years)

If the criteria are met, a refundable tax offset will be available in either the 2020-21 or 2021-22 years. The earliest that the offset would become available is upon lodgement of the tax return for the 2020-21 year (after completion of the 2020-21 year).

Net deferred tax assets of $18,535 thousand (FY2020: $22,537 thousand) relating to temporary differences have been recognised to the extent that the Group considers it is probable that future taxable amounts will be available to utilise those temporary differences. In assessing whether the deferred tax assets are recoverable, the directors note that the estimates and assumptions relating to future taxable profits are consistent with the assumptions used in the estimation of future cash flows in the value-in-use valuation model for the Group's cash-generating units. The directors expect that the Group will generate sufficient taxable profits to utilise the deferred tax assets in the next 6-7 years, however actual utilisation will be dependent on the timing of tax deductions.

Taxable and deductible temporary difference and tax losses arise from the following:

| | Opening balance $'000 | (Charged) / credited to Profit or Loss $'000 | (Under) / over provision $'000 | Charged to equity $'000 | Other movements $'000 | Closing balance $'000 |
|---|---|---|---|---|---|---|
| **30 June 2021** | | | | | | |
| **Deferred tax assets** | | | | | | |
| Right-of-use assets / lease liabilities (net effect) | 353 | 952 | - | - | 10 | 1,315 |
| Property, plant & equipment | 16,427 | (2,063) | (28) | - | - | 14,336 |
| Provisions - employee benefits, other | 3,816 | 1,336 | - | - | - | 5,152 |
| Payables | 686 | (310) | - | - | - | 376 |
| Amortisation of capital raising costs | - | 245 | - | - | - | 245 |
| Other liabilities | 1,553 | - | - | (1,551) | - | 2 |
| Other items | 440 | (85) | - | - | - | 355 |
| | 23,275 | 75 | (28) | (1,551) | 10 | 21,781 |
| **Deferred tax liabilities** | | | | | | |
| Fair value on convertible notes, warrants | - | (2,345) | - | - | - | (2,345) |
| Inventories | (267) | (654) | 42 | - | - | (879) |
| Prepayments | (144) | 122 | - | - | - | (22) |
| Receivables | (327) | 327 | - | - | - | - |
| | (738) | (2,550) | 42 | - | - | (3,246) |
| **Net deferred tax** | **22,537** | **(2,475)** | **14** | **(1,551)** | **10** | **18,535** |
| **30 June 2020** | | | | | | |
| **Deferred tax assets** | | | | | | |
| Right-of-use assets | - | 221 | - | - | 132 | 353 |
| Property, plant & equipment | 1,058 | 15,369 | - | - | - | 16,427 |
| Provisions - employee benefits | 3,931 | (115) | - | - | - | 3,816 |
| Payables | 822 | (136) | - | - | - | 686 |
| Other liabilities | 108 | (108) | - | 1,553 | - | 1,553 |
| Other items | 903 | (819) | - | - | 356 | 440 |
| | 6,822 | 14,412 | - | 1,553 | 488 | 23,275 |
| **Deferred tax liabilities** | | | | | | |
| Inventories | (3,762) | 3,495 | - | - | - | (267) |
| Prepayments | (792) | 648 | - | - | - | (144) |
| Receivables | (350) | 23 | - | - | - | (327) |
| Other items | (21) | 21 | - | - | - | - |
| | **(4,925)** | **4,187** | **-** | **-** | **-** | **(738)** |
| **Net deferred tax** | **1,897** | **18,599** | **-** | **1,553** | **488** | **22,537** |

# 07 Trade and Other Receivables

| | 2021 $'000 | 2020 $'000 |
|---|---|---|
| **Current** | | |
| Trade receivables | 5,131 | 5,890 |
| Loss allowance | (31) | (31) |
| | 5,100 | 5,859 |
| | | |
| Term deposits | 2,051 | 2,048 |
| Sundry debtors and receivables | 5,144 | 5,263 |
| Prepayments | 5,096 | 5,183 |
| | **17,391** | **18,353** |
| **Non-current** | | |
| Deposits | 4,022 | - |
| Sundry receivables | 5,904 | 7,114 |
| | **9,926** | **7,114** |

Trade receivables are non-interest bearing and are generally on 30 day terms. The Group measures the loss allowance for trade receivables at an amount equal to lifetime expected credit losses (ECL). The ECL on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

The Group writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over two years past due, whichever occurs earlier. None of the trade receivables that have been written off is subject to enforcement activities.

Before accepting new customers, the Group assesses the potential customer's credit quality and defines credit limits by customer. Limits attributed to customers are reviewed regularly. Majority of the Group's revenue is derived from sales made through credit cards where counterparties are either banks or credit card companies.

The current term deposits are interest-bearing deposits held under the Group's workers compensation obligations. The amounts are restricted under these obligations.

The non-current deposits are in relation to aircraft and property leases.

| | 2021 $'000 | 2020 $'000 |
|---|---|---|
| **Ageing of past due but not impaired** | | |
| 60 - 90 days | - | 265 |
| 91 - 120 days or more | 238 | 211 |
| **Total** | **238** | **476** |
| Average age (days) | 30 | 33 |
| | | |
| **Movement in loss allowance** | | |
| Balance at the beginning of the year | (31) | (31) |
| Movement during the year | - | - |
| **Balance at the end of the year** | **(31)** | **(31)** |
| | | |
| **Ageing of impaired trade receivables** | | |
| 120+ days | (31) | (31) |
| **Total** | **(31)** | **(31)** |

## 08 Inventories

| | 2021 $'000 | 2020 $'000 |
|---|---|---|
| **Consumable spares** | | |
| Current | 11,590 | 8,410 |
| Non-current | 8,658 | 11,303 |

# 09 Property, Plant and Equipment

| | Opening gross carrying amount $'000 | Additions $'000 | Transfers from business acquired $'000 | Disposals / Reclassification $'000 | Closing gross carrying amount $'000 |
|---|---|---|---|---|---|
| **At 30 June 2021** | | | | | |
| Aircraft | 197,145 | 671 | - | 1,914 | 199,730 |
| Aircraft under construction | 21,845 | 59,036 | - | (337) | 80,544 |
| Total aircraft | 218,990 | 59,707 | - | 1,577 | 280,274 |
| | | | | | |
| Other property, plant and equipment | | | | | |
| Rotable assets | 78,462 | - | - | (2,533) | 75,929 |
| Engines | 14,295 | 918 | - | - | 15,213 |
| Plant and equipment | 11,665 | 3,402 | - | (258) | 14,809 |
| Land and buildings | 44,368 | 5,977 | - | - | 50,345 |
| Leasehold improvements | 1,424 | 616 | - | 22 | 2,062 |
| Motor vehicles | 2,696 | 237 | - | 84 | 3,017 |
| Furniture and fittings | 802 | 499 | - | (316) | 985 |
| Computer equipment | 3,260 | 634 | - | (181) | 3,713 |
| Other property, plant and equipment | 156,972 | 12,283 | - | (3,182) | 166,073 |
| **Total property, plant and equipment** | **375,962** | **71,990** | **-** | **(1,605)** | **446,347** |
| | | | | | |
| Right-of-use assets | | | | | |
| Leased premises | 2,031 | 1,571 | - | (166) | 3,436 |
| Leased aircraft | - | 66,659 | - | - | 66,659 |
| **Total right-of-use assets** | **2,031** | **68,230** | **-** | **(166)** | **70,095** |
| | | | | | |
| **At 30 June 2020** | | | | | |
| Aircraft | 190,622 | 7,831 | 7,734 | (9,042) | 197,145 |
| Aircraft under construction | - | 21,845 | - | - | 21,845 |
| Total aircraft | 190,622 | 29,676 | 7,734 | (9,042) | 218,990 |
| | | | | | |
| Other property, plant and equipment | | | | | |
| Rotable assets | 84,166 | 2,173 | - | (7,877) | 78,462 |
| Engines | 13,736 | 689 | - | (130) | 14,295 |
| Plant and equipment | 11,373 | 270 | 605 | (583) | 11,665 |
| Land and buildings | 37,507 | 5,361 | 1,500 | - | 44,368 |
| Leasehold improvements | 1,394 | 30 | - | - | 1,424 |
| Motor vehicles | 2,674 | 69 | 6 | (53) | 2,696 |
| Furniture and fittings | 750 | 81 | 46 | (75) | 802 |
| Computer equipment | 2,090 | 1,243 | 84 | (157) | 3,260 |
| Other property, plant and equipment | 153,690 | 9,916 | 2,241 | (8,875) | 156,972 |
| **Total property, plant and equipment** | **344,312** | **39,592** | **9,975** | **(17,917)** | **375,962** |
| | | | | | |
| Right-of-use assets | | | | | |
| Leased premises | 2,022 | 9 | 965 | (965) | 2,031 |
| Leased aircraft | 1,305 | - | - | (1,305) | - |
| **Total right-of-use assets** | **3,327** | **9** | **965** | **(2,270)** | **2,031** |

| | Opening accumulated depreciation and impairment $'000 | Disposals / Reclassification $'000 | Depreciation charge for the year $'000 | Impairment $'000 | Closing accumulated depreciation and impairment $'000 |
|---|---|---|---|---|---|
| **At 30 June 2021** | | | | | |
| Aircraft | (126,718) | (1,915) | (8,590) | (3,401) | (140,624) |
| Aircraft under construction | - | - | - | - | - |
| Total aircraft | (126,718) | (1,915) | (8,590) | (3,401) | (140,624) |
| | | | | | |
| Other property, plant and equipment | | | | | |
| Rotable assets | (44,447) | 617 | (3,732) | - | (47,562) |
| Engines | (8,044) | - | (1,127) | - | (9,171) |
| Plant and equipment | (9,020) | 225 | (774) | - | (9,569) |
| Land and buildings | (8,827) | - | (1,168) | - | (9,995) |
| Leasehold improvements | (1,348) | (38) | (320) | - | (1,706) |
| Motor vehicles | (2,245) | (83) | (157) | - | (2,485) |
| Furniture and fittings | (687) | 318 | (78) | - | (447) |
| Computer equipment | (2,209) | 181 | (598) | - | (2,626) |
| Other property, plant and equipment | (76,827) | 1,220 | (7,954) | - | (83,561) |
| **Total property, plant and equipment** | **(203,545)** | **(695)** | **(16,544)** | **(3,401)** | **(224,185)** |
| | | | | | |
| Right-of-use assets | | | | | |
| Leased premises | (748) | 166 | (223) | - | (805) |
| Leased aircraft | - | - | (3,904) | - | (3,904) |
| **Total right-of-use assets** | **(748)** | **166** | **(4,127)** | **-** | **(4,709)** |
| | | | | | |
| **At 30 June 2020** | | | | | |
| Aircraft | (101,444) | 9,028 | (11,798) | (22,504) | (126,718) |
| Aircraft under construction | - | - | - | - | - |
| Total aircraft | (101,444) | 9,028 | (11,798) | (22,504) | (126,718) |
| | | | | | |
| Other property, plant and equipment | | | | | |
| Rotable assets | (17,328) | 1,235 | (5,551) | (22,803) | (44,447) |
| Engines | (2,774) | 130 | (1,210) | (4,190) | (8,044) |
| Plant and equipment | (6,843) | 583 | (987) | (1,773) | (9,020) |
| Land and buildings | (7,779) | - | (1,048) | - | (8,827) |
| Leasehold improvements | (1,297) | 55 | (106) | - | (1,348) |
| Motor vehicles | (1,799) | 49 | (192) | (303) | (2,245) |
| Furniture and fittings | (593) | 61 | (77) | (78) | (687) |
| Computer equipment | (1,177) | 157 | (484) | (705) | (2,209) |
| Other property, plant and equipment | (39,590) | 2,270 | (9,655) | (29,852) | (76,827) |
| **Total property, plant and equipment** | **(141,034)** | **11,298** | **(21,453)** | **(52,356)** | **(203,545)** |
| | | | | | |
| Right-of-use assets | | | | | |
| Leased premises | - | 69 | (214) | (603) | (748) |
| Leased aircraft | - | 144 | (144) | - | - |
| **Total right-of-use assets** | **-** | **213** | **(358)** | **(603)** | **(748)** |

| | Opening net carrying amount $'000 | Closing net carrying amount $'000 |
|---|---|---|
| **At 30 June 2021** | | |
| Aircraft | 70,427 | 59,106 |
| Aircraft under construction | 21,845 | 80,544 |
| Total aircraft | 92,272 | 139,650 |
| | | |
| Other property, plant and equipment | | |
| Rotable assets | 34,015 | 28,367 |
| Engines | 6,251 | 6,042 |
| Plant and equipment | 2,645 | 5,240 |
| Land and buildings | 35,541 | 40,350 |
| Leasehold improvements | 76 | 356 |
| Motor vehicles | 451 | 532 |
| Furniture and fittings | 115 | 538 |
| Computer equipment | 1,051 | 1,087 |
| Other property, plant and equipment | 80,145 | 82,512 |
| **Total property, plant and equipment** | **172,417** | **222,162** |
| | | |
| Right-of-use assets | | |
| Leased premises | 1,283 | 2,631 |
| Leased aircraft | - | 62,755 |
| **Total right-of-use assets** | **1,283** | **65,386** |
| | | |
| **At 30 June 2020** | | |
| Aircraft | 89,178 | 70,427 |
| Aircraft under construction | - | 21,845 |
| Total aircraft | 89,178 | **92,272** |
| | | |
| Other property, plant and equipment | | |
| Rotable assets | 66,838 | 34,015 |
| Engines | 10,962 | 6,251 |
| Plant and equipment | 4,530 | 2,645 |
| Land and buildings | 29,728 | 35,541 |
| Leasehold improvements | 97 | 76 |
| Motor vehicles | 875 | 451 |
| Furniture and fittings | 157 | 115 |
| Computer equipment | 913 | 1,051 |
| Other property, plant and equipment | 114,100 | 80,145 |
| **Total property, plant and equipment** | **203,278** | **172,417** |
| | | |
| Right-of-use assets | | |
| Leased premises | 2,022 | 1,283 |
| Leased aircraft | 1,305 | - |
| **Total right-of-use assets** | **3,327** | **1,283** |

# 10 Goodwill and Other Intangible Assets

| | Goodwill $'000 | Software and development costs $'000 |
|---|---|---|
| **At 30 June 2021** | | |
| Cost | - | 2,307 |
| Accumulated amortisation and impairment | - | (1,516) |
| **Net carrying amount** | **-** | **791** |
| **Total other intangible assets** | | **791** |
| | | |
| **Reconciliation** | | |
| At 1 July 2020, net of accumulated amortisation and impairment | - | 135 |
| Additions | - | 768 |
| Amortisation at 30 June 2021 | - | (112) |
| **At 30 June 2020, net of accumulated amortisation and impairment** | **-** | **791** |
| **Total other intangible assets** | | **791** |
| | | |
| **At 30 June 2020** | | |
| Cost | 518 | 2,327 |
| Accumulated amortisation and impairment | (518) | (2,146) |
| **Net carrying amount** | **-** | **181** |
| **Total other intangible assets** | | **181** |
| | | |
| **Reconciliation** | | |
| At 1 July 2019, net of accumulated amortisation and impairment | 518 | 213 |
| Additions | - | 176 |
| Impairment | (518) | (87) |
| Amortisation at 30 June 2020 | - | (121) |
| **At 30 June 2020, net of accumulated amortisation and impairment** | **-** | **181** |
| **Total other intangible assets** | | **181** |

## Impairment of Assets

The Group's Cash Generating Units (CGUs) for assessing the carrying value of the Group's assets are as follows:

- Regional Express Holdings Limited (Rex)
- Pel-Air Aviation Pty Limited (Pel-Air)
- Australian Airline Pilot Academy Pty Ltd and AAPA Victoria Pty Ltd (Training)
- Rex Airlines Pty Ltd (Domestic)

## (A) Rex CGU

The recoverable amount of the Rex CGU has been determined based on a value-in-use valuation model.

COVID-19 pandemic restrictions imposed by Australia and other countries since March 2020 continued to adversely impact the Rex CGU during the year. The value-in-use calculation of the Rex CGU uses cash flow projections which are based on a COVID-19 recovery period over which Available Seat Kilometres (ASKs) and passenger numbers are forecast to return to historical levels as seen in FY19 by FY24.

Key assumptions used in the valuation model are noted below:

### During COVID-19 recovery period (FY22 – FY23)

| | |
|---|---|
| Recovery in ASKs and passengers | Based on expected activity levels over the FY22-23 period. These forecasts are based on the current run rate of passenger numbers and ASKs to June 2021, after which passenger and ASK growth is forecast to gradually return to FY19 historical levels. The forecasts consider the recoveries by state where there are differences in recovery rates. |
| Government grants | Government grants are included in the forecast to the extent that they have been granted to Rex or have been publicly announced by the relevant State or Federal Government. |
| Fixed & variable costs | Costs which vary with activity are allocated on a per-ASK basis. Fixed costs are forecast based on FY19 actuals adjusted for Q4 FY21 run rates as appropriate. |
| Fuel costs | Fuel costs are based on the prevailing fuel swap rates, after which they are projected using the long term brent crude curve. |
| Capital expenditure | Capital expenditure during the recovery period is based on per-ASK maintenance capex. |

### Subsequent to COVID-19 recovery period

| | |
|---|---|
| Revenue growth | 1.50% |
| Fuel cost escalation | Based on forward brent crude curve |
| Operating cost escalation | 1.50% |
| Fleet life | 16.0 years |

Cash flows in the valuation model are projected for 16.0 years. Rex operates the RPT network with a fleet of 60 SAAB 340B aircraft. Whilst these aircraft are no longer manufactured by SAAB (the OEM) they remain common in regional airline fleets around the world and the directors do not expect OEM support for the aircraft to be withdrawn for at least the next 15-20 years.

As a result of the COVID-19 pandemic, in FY20 the directors revised expectations for the life of the SAAB 340B fleet and considered that the expected useful life of the SAAB 340B fleet was approximately 15-20 years. The-value-in use model has included cash flows of 16.0 years, at the lower end of this 15-20 year expected remaining economic life of the fleet.

No terminal value has been included in the value-in-use valuation model.

Revenue and cost growth have been projected based on growth expectations of the existing network and assume no changes to the size and scale of operations after the recovery period. Capital expenditure is based on maintenance capex over the forecast period excluding any expansionary capital expenditure.

Cash flows are discounted by a post-tax discount rate of 11.00% (FY2020: 11.25%).

Based on the results of the value-in-use model, the carrying value of the assets of the CGU exceeded their recoverable amount by $1,619 thousand. When comparing the recoverable value and carrying value of the Rex CGU, it was deemed that the impairment as at 30 June 2020 remains appropriate and no further impairment nor reversal of impairment was required.

## Sensitivity Analysis

The value-in-use calculation is sensitive to reasonable changes in key assumptions which would, in isolation, lead to an increase or decrease in the recoverable amount and a resulting change to impairment recognised. Changes in one assumption could be accompanied by a change in another assumption, which may increase or decrease the recoverable amount of the CGU.

| | | Rex recoverable amount | |
|---|---|---|---|
| | Increase/ Decrease by | Increase / (Decrease) $'000 | (Decrease) / Increase $'000 |
| ASK & Passenger recovery (as percentage of FY19 base) | 10.0% | 12,980 | (12,768) |
| Post tax discount rate % | 1.0% | (7,945) | 8,184 |
| Revenue growth % | 1.0% | 12,813 | (12,850) |
| Operating cost escalation % | 1.0% | (4,640) | 4,640 |
| Fuel cost escalation % | 5.0% | (8,144) | 8,134 |
| Fleet life | 2.5 years | n/a | (9,004) |

## (B) Training CGU

The Australian Airline Pilot Academy (AAPA) was part of Rex CGU in FY20. Up to that point, AAPA primarily trained Rex cadets to support the airline's pilot requirements. During FY20, Rex acquired AAPA Victoria Pty Ltd (AAPAV) with the intention of combining the resources of both entities. This would allow AAPA to train a greater number of pilots from other airlines (external pilots), thus making pilot training an independent source of income for the Group.

However, due to border closures and the overall reduction in the demand for pilots brought about by the COVID-19 pandemic, the Group's pilot training expansion plans were put on hold. No new external pilots have been enrolled with AAPA or AAPAV (the Academies) since the onset of COVID-19 in March 2020 and AAPA continued training Rex cadets. As at the end of FY20, the Academies remained part of the Rex CGU given the uncertainties of external pilot training. The assets of the Academies were not impaired as at 30 June 2020 as the fair value of the aircraft were higher than the carrying value.

During December 2020, the Group reassessed the global pilot training market and determined that there is a strong demand for pilot training, especially from Asian carriers. As such, it was deemed appropriate to form a separate CGU consisting of the training academies. The recoverable value of the Training CGU, which was calculated using fair value of assets less cost of disposal (FVLCD), was lower than the carrying value and as such, an impairment of $3,401 thousand was applied to the Academies. The impaired assets included in the Training CGU are considered Level 1 of the fair value hierachy. When comparing the recoverable value and carrying value of the Training CGU, it was deemed that the impairment as at 31 December 2020 remains appropriate and no further impairment nor reversal of impairment was required. The fair value was determined using the aircraft blue book value guide.

## (C) Domestic CGU

During the year, REX launched B737 operations between capital cities.

The recoverable amount of the Domestic CGU has been determined based on a value-in-use valuation model.

The value-in-use calculation of the Domestic CGU uses cash flow projections based on financial budgets approved by the Board covering a 5-year forecast period. The cash flows are based on management's expectations regarding the market, fleet plans including the leasing of aircraft and operating costs. The discount rate applied reflects the weighted average cost of capital based on the risk-free rate for ten-year Australia government bonds adjusted for a risk premium to reflect the risk of the CGU.

### Key Assumptions

The following key assumptions were used in determining the value-in-use valuation model for the Domestic CGU:

| | |
|---|---|
| Discount rate | 10.75% (FY2020: n/a) |
| Average fares | $100 - $150 (incl. head tax) |
| Load factor | 67.5% - 77.5% |
| ASK | 1.5 million – 2.0 million |
| Fuel cost | Based on prevailing fuel swap rates, after which they are projected using the long term brent crude curve |
| Other operating costs | Costs which vary with activity are allocated based on ASKs, passenger numbers, flight time or number of aircraft. |
| Operating cost escalation | 1.5% to 2.0% |

Reasonable changes in these assumptions are not expected to result in an impairment of the Domestic CGU. There was no impairment for the Domestic CGU as at 30 June 2021.

## (D) Pel-Air CGU

The recoverable value for the Pel-Air CGU was calculated using a fair value less cost of disposal model (FVLCD). This value was higher than the Pel-Air carrying value and as such no impairments were deemed necessary as at 30 June 2021.

# 11 Payables

| | 2021 $'000 | 2020 $'000 |
|---|---|---|
| **Current** | | |
| Trade payables | 14,524 | 8,088 |
| Other payables | 12,268 | 11,395 |
| **Total** | **26,792** | **19,483** |

Trade payables are non-interest bearing and are normally settled on 7 to 30-day terms. Other payables are non-interest bearing and have an average term of 7 to 30 days.

# 12 Unearned Revenue

| | 2021 $'000 | 2020 $'000 |
|---|---|---|
| **Current** | | |
| Unearned passenger and charter revenue | 29,474 | 13,237 |
| Unearned training revenue | 805 | 2,790 |
| **Total** | **30,279** | **16,027** |

# 13 Interest Bearing Liabilities

| | Effective interest rate % | 2021 $'000 | 2020 $'000 |
|---|---|---|---|
| **Current** | | | |
| Loan facility (i) | 2.11% | 3,809 | 4,220 |
| Advance (ii) | 0.15% | 6,419 | 10,000 |
| **Interest bearing liabilities** | | **10,228** | **14,220** |
| **Lease liabilities (iv)** | | **8,156** | **130** |
| | | **18,384** | **14,350** |
| **Non-current** | | | |
| Loan facility (i) | 2.11% | 22,249 | - |
| Advance (ii) | 0.15% | 6,073 | - |
| Convertible notes | 4.00% | 44,411 | - |
| **Interest bearing liabilities** | | **72,733** | **-** |
| **Lease liabilities (iv)** | | **61,609** | **2,329** |
| | | **134,342** | **2,329** |

## Debt Facilities

The Group's debt facilities include the following:

| | 2021 | | 2020 | |
|---|---|---|---|---|
| | Used $'000 | Limit $'000 | Used $'000 | Limit $'000 |
| NSW Air Ambulance | 26,058 | 77,775 | - | 77,775 |
| Victorian Air Ambulance | - | - | 4,220 | 5,545 |
| Senior Secured Convertible Notes | 50,000 | 150,000 | - | - |

(i) Loan facility as at 30 June 2021 relates to the acquisition of a number of aircraft which will be utilised for the NSW Air Ambulance operations. As the aircraft are constructed and delivered, this facility will be drawn down with total drawings of $77,775 thousand. Under the terms of the facility agreement, on commencement of the NSW Air Ambulance operations in January 2022, this construction loan will be converted into an amortising facility which is repayable over the 10-year period of the NSW Air Ambulance contract. The facility is secured by the aircraft and a guarantee by the Group.

The facility at the end of the previous period relates to the acquisition of a number of aircraft which are utilised for the Victorian Air Ambulance operations. The loan was fully repaid on 25 August 2020.

(ii) The advance is a short-term emergency cash flow advance provided by NSW Air Ambulance to assist the Group in meeting the capital expenditure of a number of aircraft assets in preparation for the NSW medical evacuation contract due to commence in FY2022. The advance is repayable from December 2020 to November 2022.

(iii) On 29 January 2021, the Group entered into an agreement with PAGAC Regulus Holding Pte Ltd ("PAG") to issue up to $150 million first-ranking senior secured convertible notes to be used to support the launch of Rex's domestic major city jet operations. In addition to the notes, the Group has agreed to issue rights to warrants to PAG on the notes for an amount equal to the undrawn balance (refer to Note 24).

In March 2021, PAG injected the initial tranche of $50 million, with the remaining balance of the funding planned (but not confirmed) to be drawn down over the following three years. The convertible notes expire after five years and are subject to the below terms:

- The first draw date is 15 March 2021, with the final draw date being three years from this date. $50 million has been drawn down and the remaining $100 million remains undrawn as at 30 June 2021. The convertible notes expire after five years (the Initial Term)
- The loan entitles holders to 4% interest p.a. (payable quarterly in arrears) which can be capitalised against the convertible notes
- The conversion price is $1.50 per share (subject to anti-dilution adjustments)
- Each share is a fully paid ordinary share in Rex
- Either PAG or Rex may elect to extend the Notes by one year by giving notice at least 20 business days prior to the end of the Initial Term. The following applies in relation to the payment of interest:
    - If PAG extends, no interest is payable by Rex for the extended term
    - If Rex extends, interest will continue to be payable at the existing rate (4% p.a.)
- If the Group has not utilised the entire commitment by the final draw date (three years from the first draw date), it shall issue warrants to PAG on the final draw date in an amount equal to the undrawn balance of the commitment

The Group has classified the convertible notes entirely as a financial liability and designated the whole instrument as at fair value through profit or loss. These convertible notes have been fair valued by independent valuation experts using a binomial model which forecasts Rex's share price movements to the expiry date of the right to warrants.

A fair value gain of $5,589 thousand has been recognized during the reporting period for the convertible notes, attributable to the decrease in share price over this period. The transaction costs associated with entering the funding agreement has been recognised in the statement of profit or loss, being $923 thousand.

Movement of the fair values at the beginning and end of the current financial year is set out below:

| | 2021 $'000 | 2020 $'000 |
|---|---|---|
| Opening Balance | - | - |
| Proceeds from issue of convertible notes | 50,000 | - |
| Fair value changes through profit or loss | (5,589) | - |
| | 44,411 | - |

(iv) The lease liabilities relate to a number of property and aircraft leases used for operations, and are recorded in accordance with AASB 16 Leases. During the year, the Group took delivery of six leased airplanes to operate the domestic city flights that commenced from March 2021.

## Other facilities

| | 2021 | | 2020 | |
|---|---|---|---|---|
| | Used $'000 | Limit $'000 | Used $'000 | Limit $'000 |
| Transaction negotiation authority | - | - | - | 2,700 |
| Exposure Mitigation – Cash | - | 27,319 | - | - |
| Letter of credit | - | - | - | 559 |
| Set off | - | - | - | 1,000 |
| Guarantee | 5,218 | 5,268 | 3,799 | 4,537 |
| Guarantee performance | 1,531 | 1,531 | 3,000 | 3,000 |
| Guarantee accommodation | 87 | 200 | - | - |
| Credit card | 315 | 615 | 55 | 615 |
| | **7,151** | **34,933** | **6,854** | **12,411** |

These other facilities are secured by the Group's assets.

# 14 Provisions

| | 2021 $'000 | 2020 $'000 |
|---|---|---|
| **Current** | | |
| **Employee benefits** | | |
| Pilot retention bonus | 1,253 | 810 |
| Annual leave and long service leave | 10,761 | 7,307 |
| | **12,014** | **8,117** |
| **Non-current** | | |
| **Employee benefits** | | |
| Pilot retention bonus | 1,344 | 1,409 |
| Long service leave | 1,678 | 1,540 |
| | **3,022** | **2,949** |
| **Total employee benefits provisions** | **15,036** | **11,066** |
| | | |
| **Pilot retention bonus** | | |
| Balance at the beginning of the year | 2,219 | 4,194 |
| Arising during the year | 820 | 111 |
| Utilised | (442) | (2,086) |
| **Balance at the end of the year** | **2,597** | **2,219** |
| | | |
| **Annual leave and long service leave** | | |
| Balance at the beginning of the year | 8,847 | 7,271 |
| Arising during the year | 10,731 | 9,545 |
| Utilised | (7,139) | (7,969) |
| **Balance at the end of the year** | **12,439** | **8,847** |

# 15 Issued Capital

| | 2021 | | 2020 | |
|---|---|---|---|---|
| | No. '000 | $'000 | No.'000 | $'000 |
| **Fully paid ordinary shares** | | | | |
| At the beginning of the year | 110,155 | 72,024 | 110,155 | 72,024 |
| Movement during the year | - | - | - | - |
| **At the end of the year** | **110,155** | **72,024** | **110,155** | **72,024** |

Share units held as reserved shares by subsidiary company was 152 thousand (FY2020: 914 thousand).

# 16 Reserved Shares and Other Reserves

| | 2021 $'000 | 2020 $'000 |
|---|---|---|
| **Reserved shares** | | |
| Balance at the beginning of the year | (628) | (1,163) |
| Shares purchased as reserved shares | (446) | (623) |
| Share gift issued | 1,262 | 1,158 |
| **Balance at the end of the year** | **188** | **(628)** |
| | | |
| **Share-based payments reserve** | | |
| Balance at the beginning of the year | 1,383 | 1,551 |
| Share gift issued | (1,262) | (1,158) |
| Share gift issued - salary sacrifice | 4 | - |
| Share gift plan provision | 1,502 | 990 |
| Share options provision | 182 | - |
| **Balance at the end of the year** | **1,809** | **1,383** |
| | | |
| **Cash flow hedge reserve** | | |
| Balance at the beginning of the year | (3,371) | 252 |
| Revaluation of cash flow hedges, net of tax | 3,367 | (3,623) |
| **Balance at the end of the year** | **(4)** | **(3,371)** |
| | | |
| **General reserve** | | |
| Balance at the beginning of the year | 1,590 | 1,590 |
| Movement during the year | - | - |
| **Balance at the end of the year** | **1,590** | **1,590** |

Reserved shares represent on market purchase of shares by the Group that are eventually granted to executives and employees as part of their remuneration.

Share-based payments reserve arises on the grant of shares to executives and employees under the employee share gift plan. Amounts are transferred out of the reserve and into issued capital when the shares are issued. Rex has established the share gift plan for its executive directors and eligible employees since FY2006.

The board decided that this plan will be offered to EA groups that opt for the plan, and all non-EA employees who are not the subject of an adverse recommendation by the Remunerations, Nominations and Disciplinary Committee. This plan is not based on any performance measures as it was established to show its recognition of employees' contribution to the Group by providing an opportunity to share in its future growth and profitability and to align the interests of the employees more closely with the interests of the shareholders.

Eligible employees who accept an offer of shares under the share plan will be entitled to receive the equivalent of 2% of their base salary in shares each financial year. Such shares will be issued to eligible employees on the relevant award dates. Non eligible employees are given the opportunity to salary sacrifice amounts to acquire Rex shares, with allocation of shares equal to 2% of their base salary.

Share option provision relates to equity settled performance rights that entitle key managerial personnel (KMP) to receive shares in the Company if the defined performance conditions are achieved under the Management Incentive Scheme outlined in Note 25.

Cash flow hedge reserve represents hedging gains and losses recognised on the effective portion of cash flow hedges. The cumulative deferred gain or loss on the hedge is recognised in profit or loss when the hedged transaction impacts the profit or loss, or is included as a basis adjustment to the non-financial hedged item, consistent with the applicable accounting policy.

General reserve is used from time to time to transfer profits from retained profits. There is no policy of regular transfer.

# 17 Loss Per Share

| | 2021 Cents per share | 2020 Cents per share |
|---|---|---|
| Basic loss per share | (3.5) | (17.8) |
| Diluted loss per share | (3.5) | (17.8) |

Loss used in the calculation of basic and diluted loss per share are as follows:

| | 2021 $'000 | 2020 $'000 |
|---|---|---|
| Loss after tax | (3,859) | (19,397) |
| Loss after tax for the calculation of basic loss per share | (3,859) | (19,397) |
| Loss after tax for the calculation of diluted loss per share | (3,859) | (19,397) |

The weighted average number of ordinary shares used in the calculation of basic and diluted loss per share are as follows:

| | 2021 No. '000 | 2020 No. '000 |
|---|---|---|
| For the purpose of calculating basic loss per share | 110,002 | 109,240 |
| For the purpose of calculating diluted loss per share | 110,002 | 109,240 |

# 18 Dividends

In respect of results for FY2021, the directors have recommended that no dividends will be paid.

The movement in the franking account balance is noted below:

| | 2021 $'000 | 2020 $'000 |
|---|---|---|
| Adjusted franking account balance | 56,543 | 45,658 |
| Franking credit recognised that will arise from income tax (receivable) / payable as at the end of financial year | (9,114) | 7,689 |

# 19 Commitments for Expenditure

## (A) Capital Expenditure Commitments

| | 2021 $'000 | 2020 $'000 |
|---|---|---|
| Not later than one year | 13,266 | 44,053 |
| Later than one year and not later than five years | 32,768 | 13,364 |
| | **46,034** | **57,417** |

Capital commitments relate mainly to aircraft under construction acquired for operating the NSW Air Ambulance contract.

## (B) Right-of-use Assets and Lease Liabilities

The Group leases aircraft and properties for operations use, with lease terms varying from 3 to 40 years. During the year, the Group took delivery of six leased airplanes to operate the domestic city flights that commenced from March 2021.

| | Leased aircraft $'000 | Leased premises $'000 | Total $'000 |
|---|---|---|---|
| **At 1 July 2020** | - | 1,283 | 1,283 |
| Additions | 66,659 | 1,571 | 68,230 |
| Depreciation | (3,904) | (223) | (4,127) |
| **At 30 June 2021** | **62,755** | **2,631** | **65,386** |
| | | | |
| **At 1 July 2019** | | | |
| On initial adoption | 1,305 | 2,022 | 3,327 |
| Additions, transfers | - | 1,043 | 1,043 |
| Disposals | (1,161) | (965) | (2,126) |
| Depreciation | (144) | (214) | (358) |
| Impairment | - | (603) | (603) |
| **At 30 June 2020** | **-** | **1,283** | **1,283** |

Lease liabilities were recognised in accordance with AASB 16 Leases for a number of property and airplane leases used for operations. Minimum lease payments are as follows:

| | 2021 $'000 | 2020 $'000 |
|---|---|---|
| Not later than one year | 12,656 | 242 |
| Later than one year and not later than five years | 48,767 | 686 |
| Later than five years | 25,849 | 3,434 |
| | 87,272 | 4,362 |
| Less future finance charges | (17,507) | (1,903) |
| **Lease liabilities** | **69,765** | **2,459** |

# 20 Contingent Liabilities and Contingent Assets

There are no contingent liabilities nor contingent assets as at 30 June 2021 (FY2020: nil).

# 21 Subsidiares

| Name of entity | Country of incorporation | Ownership Interest 2021 % | Ownership Interest 2020 % |
|---|---|---|---|
| **Parent entity** | | | |
| Regional Express Holdings Limited | Australia | | |
| **Subsidiaries** | | | |
| Regional Express Pty Limited | Australia | 100 | 100 |
| Rex Freight & Charter Pty Limited | Australia | 100 | 100 |
| Rex Investment Holdings Pty Limited (“RIH”) | Australia | 100 | 100 |
| Pel-Air Aviation Pty Limited | Australia | 100 | 100 |
| Australian Airline Pilot Academy Pty Limited | Australia | 100 | 100 |
| VAA Pty Ltd | Australia | 100 | 100 |
| AAPA Victoria Pty Ltd (“AAPA Vic”) | Australia | 100 | 100 |
| NAA Pty Ltd | Australia | 100 | 100 |
| Rex Airlines Pty Ltd | Australia | 100 | - |
| Aviation Training Academy Australia Pty Ltd (“ATAA”) | Australia | - | 100 |

Regional Express Holdings Limited is the head entity within the tax-consolidated group. These subsidiary companies are members of the tax-consolidated group.

During the year, ATAA transferred its ownership of AAPA Vic to RIH, and was deregistered. Rex Airlines Pty Ltd was incorporated to operate the domestic flight operations.

# 22 Acquisition of Business

No business was acquired during the year.

# 23 Notes to the Consolidated Statement of Cash Flows

## (A) Reconciliation of Cash and Cash Equivalents

For the purposes of the statement of cash flows, cash and cash equivalents include cash on hand and in banks and investments in money market instruments, net of outstanding bank overdrafts. Cash and cash equivalents at the end of the financial year as shown in the statement of cash flows is reconciled to the related items in the statement of financial position as follows:

| | 2021 $'000 | 2020 $'000 |
|---|---|---|
| Cash and bank balances | 2,312 | 11,198 |
| Term deposits | 27,800 | - |
| | **30,112** | **11,198** |

The term deposits of $27,800 thousand (FY2020: nil) are held by Westpac as collateral under the terms of certain financing and merchant facilities. Subject to Westpac's approval to the release of this collateral, the term deposits can be cancelled within 31 days.

## (B) Reconciliation of Loss for the Year to Net Cash Flows from Operating Activities

| | 2021<br>$'000 | 2020<br>$'000 |
|---|---|---|
| Loss before tax for the year | (3,859) | (19,397) |
| | | |
| Adjusted for non-cash items: | | |
| Depreciation and amortisation | 20,783 | 21,932 |
| Asset impairment | 3,401 | 62,084 |
| Facility fee amortisation | 3,329 | - |
| Fair value gain on convertible notes, rights to warrants | (14,493) | - |
| Fair value on fuel swaps | - | 3,387 |
| Share-based payment | 1,684 | 990 |
| Unrealised foreign exchange loss | 487 | 522 |
| Gain on acquisition of business | - | (231) |
| Interest received | (163) | (556) |
| | | |
| Changes in other items: | | |
| Receivables | (1,850) | (1,629) |
| Inventories | (535) | 1,781 |
| Deferred tax assets | 4,002 | (20,284) |
| Income tax receivable | (16,793) | 5,237 |
| Payables and unearned revenue | 21,075 | (12,595) |
| Provisions | 3,970 | (399) |
| Other liabilities | (1,988) | - |
| **Net cash flows from operating activities** | **19,051** | **40,842** |

# 24 Financial Instruments

## (A) Capital Risk Management

The Group manages its capital to ensure that the entities in the Group will be able to continue as a going concern while maximising the return to stakeholders.

The Group's overall strategy remains unchanged from 2020.

The capital structure of the Group consists of debt as disclosed in Note 13 and attributable to equity holders of the parent comprising issued capital, reserves as disclosed in Notes 15, 16 respectively, and retained earnings.

Operating cash flows are used to acquire assets required for the Group's operations, tax, dividends, share buy-backs and repayment of maturing debt. The Group's policy is to borrow centrally only if required.

### Gearing Ratio

The Group's Board reviews the capital structure on a semi-annual basis. As a part of this review the Board considers the cost of capital and the risks associated with each class of capital. The Board will balance its overall capital structure through the payment of dividends, new share issue and share buy-backs as well as the issue of new debt or the redemption of existing debt.

The Group's interest-bearing liabilities and other facilities are set out in Note 13.

The net cash position at the end of the financial year was as follows:

| | 2021 $'000 | 2020 $'000 |
|---|---|---|
| Debt [(i)] | (152,726) | (16,679) |
| Cash and cash equivalents | 30,112 | 11,198 |
| Net debt | **(122,614)** | **(5,481)** |
| | | |
| Equity [(ii)] | **174,408** | **173,658** |
| | | |
| Debt to equity ratio | **(70.3%)** | **(3.2%)** |

(i) Debt is defined as long- and short-term borrowings, as detailed in Note 13. Debt also includes the convertible notes issued by the Group.

(ii) Equity includes all capital and reserves of the Group that are managed as capital.

## Rights to Warrants

The convertible notes issued by the Group (refer to Note 13) are accompanied by rights to warrants which entitle PAGAC Regulus Holdings Pte Ltd to notes on the undrawn convertible note loan balance. The rights to warrants and convertible notes are accounted for separately. The rights to warrants are measured initially at fair value on 29 January 2021 (being the inception date) as a derivative liability, and subsequently remeasured via fair value through profit or loss, based on the undrawn loan amount, being $100 million.

The rights to warrants have been recognized as a derivative financial liability and are subsequently measured at fair value through profit or loss.

The rights to warrants' fair value movement from inception has resulted in an unrealised gain attributed to the decrease in Rex's share price as at the reporting date.

Movement of the fair values at the beginning and end of the current financial year is set out below:

| | 2021 $'000 | 2020 $'000 |
|---|---|---|
| Opening balance | - | - |
| Rights to Warrants as at Inception Date | 23,982 | - |
| Fair value changes through profit or loss | (8,903) | - |
| Rights to Warrants | 15,079 | - |

Imputed facility fee is in relation to the funding agreement with PAGAC Regulus Holding Pte Ltd ("PAG"), to issue up to $150 million first ranking senior secured convertible notes over a period of three years. $50 million was drawn on 15 Mar 2021, and $100 million was recognized as rights to warrants at the fair value of $23,982 thousand, resulting in a non-cash facility fee of $23,982 thousand. This imputed facility fee is amortised over the term of the warrant provision of the convertible notes wherein if the entire commitment is not drawn by three years after the first draw date, the Group shall issue PAG with rights to warrants for the undrawn amount. $3,329 thousand has been amortised during the year.

| | 2021 $'000 | 2020 $'000 |
|---|---|---|
| Opening balance | - | - |
| Facility fee imputed at Inception Date | 23,982 | - |
| Facility fee amortised through profit or loss | (3,329) | - |
| | 20,653 | - |
| | | |
| Current facility fee imputed | 7,994 | - |
| Non-current facility fee imputed | 12,659 | - |
| | 20,653 | - |

## (B) Financial Risk Management Objectives

The Group is exposed to foreign exchange, fuel price, interest rate and liquidity risk. Management of these risks is governed by the Group's policy approved by the Board of Directors, which provides written principles on the management of financial risks. Compliance with policies and exposure limits is reviewed by the Audit and Corporate Governance Committee and the Board on an ongoing basis. The Group does not enter into trade financial instruments, including derivative financial instruments, for speculative purposes. The Treasury function, which co-ordinates the hedging of financial risks from time to time, is managed by the Group's Corporate Services Department and reports regularly to the Board and Audit and Corporate Governance Committee.

## (C) Foreign Currency Risk Management

The Group undertakes certain transactions denominated in United States Dollars (USD) and Chinese Yuan (CNY), hence exposures to exchange rate fluctuations arise. Exchange rate exposures are managed using forward foreign exchange contracts.

### Foreign Currency Sensitivity Analysis

The Group is mainly exposed to foreign currencies for the following main purchases, amounts used during the period are:

- USD 15 million for engineering purchases
- USD 6 million for aircraft leases
- USD 6 million for engine care and maintenance
- USD 3 million for airline reservation systems usage
- USD 5 million for aircraft insurance policies
- CNY 27 million for training income revenue

Details of USD exposure with respect to the NSW Air Ambulance aircraft purchases is set out further below.

The Group's sensitivity to foreign currency has remained constant, with the exception of the forward foreign exchange contracts which are set out separately below.

### Forward Foreign Exchange Contracts (FECs)

The Group enters into forward FECs to manage the risk associated with anticipated sales and purchase transactions up to twelve months and up to 100% of the exposure generated. Basis adjustments are made to the carrying amounts of non-financial hedged items when the anticipated sale or purchase transaction takes place.

During FY 2020, the Group entered into a contract for the purchase of aircraft which will be used to operate the NSW Air Ambulance aeromedical service scheduled to commence in the second half of FY 2022. The purchase of these aircraft is denominated in USD. A total of A$80,881 thousand has been spent as at 30 June 2021.

The Group entered into a number of FECs as part of the debt facility agreement with the financier to hedge against the movement in USD and CNY. These contracts are classified as cash flow hedges.

The undiscounted cash flows required to discharge the Group's FECs in place at the end of the period are presented below:

| | Less than 12 months $'000 | 1-5 years $'000 | 5+ years $'000 |
|---|---|---|---|
| **2021** | | | |
| FECs - USD | 491 | - | - |
| FECs - CNY | (5) | - | - |
| | **486** | **-** | **-** |
| **2020** | | | |
| FECs - USD | (829) | - | - |
| FECs - CNY | 40 | - | - |
| | **(789)** | **-** | **-** |

## (D) Fuel Price Risk Management

The Group may use jet fuel swap contracts to hedge exposure to movements in the price of aviation fuel. Jet fuel swaps are taken out from time to time to hedge exposures to a maximum of 12 months in accordance with the Group's risk management policies. The Group uses fuel swaps linked to the Platts Singapore Kerosene benchmark to hedge exposures to jet fuel. There are no outstanding jet fuel swap hedges as at the end of the period.

| | Swap price $ per L | Notional amount L'000 | Less than 1 year L'000 | 1 to 2 years L'000 | 2 to 5 years L'000 |
|---|---|---|---|---|---|
| **AUD fuel costs** | | | | | |
| **2021** | - | - | - | - | - |
| **2020** | 0.54 | 45,500 | 45,500 | - | - |

## (E) Interest Rate Risk Management

The Group's exposures to interest rates on financial assets and financial liabilities at 30 June 2021 are detailed in the liquidity risk management section of this note. The Group has little exposure to interest rate risk at 30 June 2021 on borrowings detailed in Note 13 as these borrowings are at a fixed interest rate.

The Group has entered into a facility agreement to acquire aircraft to operate the NSW Air Ambulance contract. This facility is not fully drawn as at 30 June 2021. To hedge against exposures to interest rate risk, the Group has entered into interest rate swap contracts with the financier to fix interest rates over the facility term.

The interest rate swaps comprise two contracts which align with the construction and service periods of the NSW Air Ambulance contract. Under the swap contracts, the BBSY rate is swapped to fixed rates set out below:

| | Notional amount $'000 | Start date | End date | Swap rate % |
|---|---|---|---|---|
| **30 June 2021** | | | | |
| Construction period 1 | 73,670 | 2-Nov-2020 | 1-Jan-2022 | 0.7921 |
| Construction period 2 | 36,867 | 1-Sep-2022 | 1-Sep-2023 | 0.4325 |
| Service period 1 | 73,670 | 4-Jan-2022 | 31-Dec-2031 | 1.2588 |
| Service period 2 | 31,574 | 1-Sep-2023 | 31-Dec-2031 | 1.9775 |
| **30 June 2020** | | | | |
| Construction period | 12,617 | 2-Nov-2020 | 1-Jan-2022 | 0.7921 |
| Service period | 77,670 | 4-Jan-2022 | 31-Dec-2031 | 1.2588 |

The carrying value of the interest rate swaps as at 30 June 2021 is $620 thousand classified as non-current assets. The notional amount for the service period swap reduces as repayments are made under the amortising facility. The undiscounted cash flows required to discharge the Group's interest rate swap contracts in place at the end of the period are presented below:

| | Less than 12 months $'000 | 1-5 years $'000 | 5+ years $'000 |
|---|---|---|---|
| **2021** | | | |
| Construction period | - | - | - |
| Service period | (4,850) | (68,526) | (66,343) |
| | **(4,850)** | **(68,526)** | **(66,343)** |
| **2020** | | | |
| Construction period | (134) | (190) | - |
| Operational period | - | (1,788) | 6 |
| | **(134)** | **(1,978)** | **6** |

## (F) Credit Risk Management

The Group has limited exposure to credit risk as the majority of its revenue is derived from sales made through credit cards where counterparties are either banks or the credit card companies. The disputes to the credit card charges amount to less than $50,000 a year.

The Group does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

## (G) Liquidity Risk Management

Ultimate responsibility for liquidity risk management rests with the Board of Directors, who has built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group's operating activities generate positive annual cash flow. The Group tries to maintain a $10 million cash balance by the end of each financial year. As and when required, the Group uses financing facilities as detailed in Note 13.

### Liquidity and Interest Risk Tables

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities. The amounts disclosed are based on the contractual undiscounted principal and interest cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

| | 1 month $'000 | 1-3 months $'000 | 3 months to a year $'000 | 1-5 years $'000 | 5+ years $'000 |
|---|---|---|---|---|---|
| **2021** | | | | | |
| Non-interest bearing | 26,792 | - | - | - | - |
| Interest bearing | - | 504 | 12,774 | 132,015 | 66,343 |
| | **26,792** | **504** | **12,774** | **132,015** | **66,343** |
| **2020** | | | | | |
| Non-interest bearing | 19,483 | - | - | - | - |
| Interest bearing | 369 | 739 | 13,324 | - | - |
| | **19,852** | **739** | **13,324** | **-** | **-** |

The interest-bearing liabilities have a weighted average effective interest rate of 3.4% per annum for the bank loan which is repayable over 10 years from FY2022 to FY2031, 0.15% for the NSW Ambulance advance, and 4.0% for the senior secured convertible notes.

## (H) Fair Value of Financial Instruments

The Directors consider that the carrying amounts of the financial assets and financial liabilities recorded at the amortised cost in the financial statements approximate their fair values.

## (I) Fair Value Hierarchy

The table below analyses financial instruments carried at fair value. The different levels have been defined as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

There were no transfers between levels during the year.

| | Level 1 $'000 | Level 2 $'000 | Level 3 $'000 | Total $'000 |
|---|---|---|---|---|
| **30 June 2021** | | | | |
| **Financial assets carried at fair value** | | | | |
| Derivative asset – jet fuel swap | - | - | - | - |
| Derivative asset – interest rate swap | - | 100 | - | 100 |
| Derivative asset – FECs | - | 520 | - | 520 |
| **Financial liabilities carried at fair value** | | | | |
| Derivative liability – jet fuel swap | - | - | - | - |
| Derivative liability – interest rate swap | - | 593 | - | 593 |
| Derivative liability – FECs | - | 34 | - | 34 |
| Derivative liability – rights to warrants | - | 15,079 | - | 15,079 |
| Financial liability – convertible notes | - | 44,411 | - | 44,411 |
| **30 June 2020** | | | | |
| **Financial assets carried at fair value** | | | | |
| Derivative asset – jet fuel swap | - | - | - | - |
| Derivative asset – interest rate swap | - | - | - | - |
| Derivative asset – FECs | - | 40 | - | 40 |
| **Financial liabilities carried at fair value** | | | | |
| Derivative liability – jet fuel swap | - | 5,334 | - | 5,334 |
| Derivative liability – interest rate swap | - | 2,080 | - | 2,080 |
| Derivative liability – FECs | - | 829 | - | 829 |

For financial instruments not quoted in active markets, the Group uses valuation techniques such as present value, comparison to similar instruments for which market observable prices exist and other relevant models used by market participants. These valuation techniques use both observable and unobservable market inputs.

Fuel swap hedging contracts, interest rate swaps and foreign exchange derivative contracts are financial instruments that use valuation techniques with only observable market inputs and are included in Level 2 above. Future cash flows are estimated based on forward rates (from observable forward rates at the end of the reporting period) and contract forward rates, discounted at a rate that reflects the credit risk of various counterparties.

The convertible notes and rights to warrants have been valued based on observable market inputs as outlined in Note 13 and are also included in Level 2 above.

The Group does not have any Level 1 or Level 3 financial instruments.

# 25 Key Management Personnel Compensation

The aggregate compensation made to directors and other members of key management personnel of the Group is set out below:

| | 2021 $ | 2020 $ |
|---|---|---|
| Short-term benefits | 2,115,568 | 2,231,011 |
| Post-employment benefits | 186,236 | 179,454 |
| Other long-term benefits | 41,978 | 29,939 |
| Share-based benefits | 181,539 | 30,921 |
| | **2,525,321** | **2,471,325** |

## Management Incentive Scheme

The Company has granted equity settled performance rights that entitle KMP to receive shares in the Company if the defined performance conditions are achieved (the Management Incentive Scheme "MIS"). The MIS has been established to incentivise employees to generate shareholder wealth and to align the interests of the employees with those of the shareholders. Detailed remuneration disclosures, including the link between the MIS and shareholder wealth, are provided in the Remuneration Report section of the Directors' Report. Under the MIS, the performance conditions are assessed by the Remuneration Committee each year and at the next meeting immediately after the end of the performance period. If the performance conditions are met, the employees are granted shares in the Company proportionate to the level of performance achieved. If the minimum performance hurdles are not met, no shares are granted. The table below summarises the movement in the number of performance rights granted under the MIS.

| | Grant Date | Number of Performance Rights granted | Balance at start of year | Granted during the year | Exercised during the year | Lapsed during the year | Balance at end of year |
|---|---|---|---|---|---|---|---|
| 2021 MIS | 6 May 2021 | 10,000,000 | - | 10,000,000 | - | - | 10,000,000 |
| Total | | 10,000,000 | - | 10,000,000 | - | - | 10,000,000 |

## Fair Value of performance rights granted

Fair value of the performance rights at grant date has been independently determined using a Black-Scholes option pricing model developed by external consultants. Share performance rights are granted under a service condition and non-market performance conditions (i.e. the PBT hurdles). Non-market performance conditions are not taken into account in the grant date fair value measurement of the services received. The fair value calculated through the model and inputs into the model are set out below. There were 10,000,000 option issuances to plan participants under the MIS in FY21.

| | Value |
|---|---|
| Grant Date | 6 May 2021 |
| Fair value per award at measurement date | $0.652 |
| | |
| **Model Inputs** | |
| • Share Price at grant date | $1.235 |
| • Expected volatility (expressed as weighted average) | 42.72% |
| • Performance rights vesting life | 7 years |
| • Expected dividend yield | 9.14% |
| • Risk free interest (based on Government bond rates) | 0.26% |

# 26 Related Party Transactions

## (A) Equity Interests in Subsidiaries

Details of interests in subsidiaries are disclosed in Note 21 to the consolidated financial statements.

## (B) Transactions with Key Management Personnel

### (i) Key Management Personnel Compensation

Details of key management personnel compensation are disclosed in Note 25 to the consolidated financial statements.

### (ii) Loans to Key Management Personnel

Loans amounting to $91,799 (FY2020: $91,799) were provided to two key management personnel, and interest paid during the year was $4,335 (FY2020: $4,776).

## (C) Other Related Party Transactions

The Branksome Residences Pty Ltd ("Branksome"), a related entity of the Chairman, provides hotel, conference and venue hire services to the Group. Total purchases from Branksome, mainly room hire for aircrew, were $648 thousand during the year (FY2020: $329 thousand). In addition, the Group provides administrative services to Branksome and Greatland Development Pty Ltd, a related entity of the Chairman. The total income earned by the Group from these entities was $63 thousand (FY2020: $63 thousand).

# 27 Remuneration of Auditors

| | 2021 $ | 2020 $ |
|---|---|---|
| Audit and review of the consolidated financial statements | 341,652 | 363,300 |
| Other assurance and agreed-upon procedures under other legislation or contractual arrangements | 6,825 | 6,825 |
| Other non-audit services - tax compliance, tax advice | - | 21,000 |
| | **348,477** | **391,125** |

The auditor of the Group is BDO Audit Pty Ltd (FY2020: Deloitte Touche Tohmatsu).

# 28 Events After the Reporting Period

Subsequent to the year end there were significant restrictions on movement as a result of increased cases of COVID-19 in a number of states in which the Group operates, particularly Victoria and New South Wales which have endured extended lockdowns. Lockdowns of varying lengths were implemented by state governments across Australia as precautionary measures within Q1 FY22, impacting Rex operations.

The imposition of lockdowns and border closures has had an effect on passenger demand of the Group's regular public transport (RPT) services. In particular, a significant downturn in the New South Wales and Victoria regional networks resulted in a skeleton schedule and grounded the Boeing 737-800NG fleet and crew.

Schedule reductions were enacted from mid-May, and at time of reporting are expected to remain in place until at least the end-October 2021. The grounding of the domestic fleet is also extended to the same date.

In August 2021, Rex announced temporary adjustment to employment numbers because of the extended lockdowns on the east coast. The move affected about 500 frontline workers including pilots, cabin crew, engineers, airport workers, call centre, ground and head office operational staff. Rex consulted with unions and staff and explained why such action was necessary to protect both the business and the longterm job security of all employees.

Eligible full-time staff stood down received income support from the Federal Government of $750 a week gross under the Retaining Domestic Airline Capability (RDAC) Assistance program if they were not eligible for the Federal Government's COVID-19 Disaster Payment.

Rex has drawn down an additional $25 million from PAG bringing the total drawdown to $75 million.

In August 2021, Rex announced it had signed an agreement with the Flight Centre Travel Group (FLT) which significantly extended the Airline's consumer reach and commercial footprint in the aviation industry. The preferred partnership agreement with FLT enables the Company to sell and promote Rex to its large leisure and corporate travel customer-base throughout Australia and around the world.

# 29 Segment Information

AASB 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker (CODM) in order to allocate resources to the segment and to assess its performance.

Information reported to the Group's Executive Chairman ('CODM') for the purposes of resource allocation and assessment of performance is more specifically focused on the category of customer for each type of service. During the year, the CODM has placed additional emphasis on the review of discrete financial information pertaining to the training centres and therefore, as of the current year, is considered a separate operating segment. This represents a change in segmentation compared to prior year, which only included regular public transport and charter as reportable segments.

The Group's reportable segments under AASB 8 are as follows:

- Regular public transport
- Charter and other
- Training

The accounting policies of the reportable segments are the same as the Group's accounting policies.

The following is an analysis of the Group's revenue and results by reportable operating segment for the year under review:

| | Regular public transport $'000 | Charter $'000 | Training $'000 | Central administration $'000 | Intersegment eliminations $'000 | Consolidated $'000 |
|---|---|---|---|---|---|---|
| **2021** | | | | | | |
| Total revenue | 140,907 | 34,025 | 10,375 | - | (16,581) | 168,726 |
| Government grants and subsidies including JobKeeper | 87,168 | 68 | 190 | - | - | 87,426 |
| **Total revenue, government grants and subsidies** | **228,075** | **34,093** | **10,565** | **-** | **(16,581)** | **256,152** |
| Other gains/(losses) | (148) | (113) | 19 | - | - | (242) |
| Central administration costs | - | - | - | (11,769) | 72 | (11,697) |
| Fair value gain on convertible notes, warrants | 14,493 | - | - | - | - | 14,493 |
| EBITDA | 26,119 | 9,891 | (1,697) | (11,769) | - | 22,544 |
| Finance income | 264 | 3 | (104) | - | - | 163 |
| Finance costs | (1,609) | (802) | - | - | - | (2,411) |
| Depreciation & amortisation | (16,103) | (3,332) | (1,348) | - | - | (20,783) |
| Asset impairment | - | - | (3,401) | - | - | (3,401) |
| Facility fee amortisation | (3,329) | - | - | - | - | (3,329) |
| **Profit/(loss) before tax** | **5,342** | **5,760** | **(6,550)** | **(11,769)** | **-** | **(7,217)** |
| **2020** | | | | | | |
| Total revenue | 231,656 | 32,833 | 12,612 | - | (17,376) | 259,725 |
| Government grants and subsidies including JobKeeper | 62,059 | 21 | 15 | - | - | 62,095 |
| **Total revenue, government grants and subsidies** | **293,715** | **32,854** | **12,627** | **-** | **(17,376)** | **321,820** |
| Other gains/(losses) | (1,072) | (9) | 257 | - | - | (824) |
| Central administration costs | - | - | - | (8,864) | 180 | (8,684) |
| Fair value on fuel swaps | (3,387) | - | - | - | - | (3,387) |
| EBITDA | 62,542 | 4,660 | 1,942 | (8,864) | - | 60,280 |
| Finance income | 713 | - | (157) | - | - | 556 |
| Finance costs | (258) | (580) | (12) | - | - | (850) |
| Depreciation & amortisation | (15,478) | (5,356) | (1,097) | - | - | (21,931) |
| Asset impairment | (62,084) | - | - | - | - | (62,084) |
| Facility fee amortisation | - | - | - | - | - | - |
| **Profit/(loss) before tax** | **(17,952)** | **(1,276)** | **676** | **(8,864)** | **-** | **(27,416)** |

Segment result represents the profit earned by each segment without allocation of central administration costs.

The following is an analysis of the Group's assets and liabilities by reportable operating segment as at the end of the year:

| | Assets | | Liabilities | |
|---|---|---|---|---|
| | 2021 $'000 | 2020 $'000 | 2021 $'000 | 2020 $'000 |
| **Continuing operations** | | | | |
| Regular public transport | 296,826 | 180,692 | 118,131 | 19,674 |
| Charter and other | 103,714 | 53,216 | 96,598 | 44,199 |
| Training | 14,407 | 18,937 | 25,810 | 15,314 |
| **Total assets / liabilities** | **414,947** | **252,845** | **240,539** | **79,187** |

# 30 Parent Entity Disclosures

| | 2021 $'000 | 2020 $'000 |
|---|---|---|
| **(A) Financial Position** | | |
| **Assets** | | |
| Current assets | 36,033 | 25,451 |
| Non-current assets | 240,864 | 165,936 |
| **Total assets** | **276,897** | **191,387** |
| **Liabilities** | | |
| Current liabilities | 47,364 | 49,350 |
| Non-current liabilities | 64,714 | 4,143 |
| **Total liabilities** | **112,078** | **53,493** |
| **Equity** | | |
| Issued capital | 72,024 | 72,024 |
| Retained earnings | 91,039 | 65,689 |
| Share-based payments reserve | 1,444 | 1,200 |
| Cash flow hedge reserve | (4) | (3,371) |
| General reserve | 316 | 2,352 |
| **Total equity** | **164,819** | **137,894** |
| **(B) Financial Performance** | | |
| Profit / (loss) for the year | 17,934 | (16,369) |
| Other comprehensive income / (loss) | 3,367 | (3,623) |
| **Total comprehensive income / (loss)** | **21,301** | **(19,992)** |

## (C) Guarantees Entered into by the Parent Entity in Relation to the Debts of its Subsidiaries

During FY2011, the parent entity entered into a deed of cross guarantee in relation to the debts of Pel-Air Aviation Pty Ltd, Rex Freight and Charter Pty Ltd, Rex Investment Holdings Pty Ltd and Australian Airline Pilot Academy Pty Ltd.

In FY2020, AAPA Victoria Pty Ltd, VAA Pty Ltd and NAA Pty Ltd joined into the same deed of cross guarantee.

In FY2021, Rex Airlines Pty Ltd joined into the same deed of cross guarantee.

By entering into the deed, the wholly owned entities have been relieved from the requirements to prepare a financial report and directors' report under Class Order 98/1418 (as amended) and Instrument 2016/785 issued by the Australian Securities and Investments Commission ('ASIC').

The above companies represent a 'Closed Group' for the purposes of the Instrument, and as there are no other parties to the Deed of Cross Guarantee that are controlled by Regional Express Holdings Limited, they also represent the 'Extended Closed Group'.

## (D) Contingent Liabilities of the Parent Entity

As at 30 June 2021, no contingent liabilities or assets existed (FY2020: nil).

## (E) Commitments for the Acquisition of Property, Plant and Equipment by the Parent Entity

As at 30 June 2021, the parent entity has no commitment for the acquisition of property, plant and equipment.

# 31 Significant Accounting Policies

## (A) Statement of Compliance

These financial statements are general purpose financial statements which have been prepared in accordance with the *Corporations Act 2001*, Accounting Standards and Interpretations, and comply with other requirements of the law. The financial statements include the consolidated financial statements of the Group. For the purpose of preparing the consolidated statements, the Company is a for-profit entity.

Accounting Standards include Australian Accounting Standards. Compliance with Australian Accounting Standards ensures that the financial statements and notes of the Group comply with International Financial Reporting Standards ('IFRS').

The financial statements were authorised for issue by the directors on 30 September 2021.

## (B) Basis of Preparation

The consolidated financial statements have been prepared on the basis of historical cost, except for the revaluation of certain financial instruments that are measured at revalued amounts or fair values, as explained in the accounting policies below. Historical cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise noted.

The consolidated financial statements have been prepared on a going concern basis. In preparing the consolidated financial statements the directors note that the Group and Company are in a net current asset deficiency position, due to the nature of the operations whereby customers make payment for booked flights prior to the flights being taken and the impact of COVID-19 which is set out in Note 4. The directors have prepared a cash flow forecast which indicates that the Group will have sufficient cash flows to meet all commitments and working capital requirements for the 12 month period from the date of signing this financial report. Based on the cash flow forecasts and other factors referred to above, the directors are satisfied that the going concern basis of preparation is appropriate. Further details with respect to going concern are set out at Note 4.

In accordance with Legislative Instrument 2016/191 issued by the Australian Securities and Investments Commission relating to the rounding off of amounts in the financial statements amounts in the financial statements have been rounded to the nearest hundred thousand dollars in accordance with that Legislative Instrument, unless otherwise indicated.

## (C) Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above. When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary. Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable AASBs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under AASB 9 when applicable, or the cost on initial recognition of an investment in an associate or a joint venture.When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable AASBs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under AASB 9 when applicable, or the cost on initial recognition of an investment in an associate or a joint venture.

## (D) Revenue

### Regular Public Transport, Charter and Freight Revenue

The Group operates a number of air transport services:

- Regular public transport
- Charter services
- Freight services

Revenue from these services is recognised as revenue when the transportation service is provided.

The value of passenger revenue which has been booked and paid for but not yet flown is recorded as unearned revenue in the statement of financial position. The Group does not adjust the consideration for any effects of a significant financing component as it is expected at contract inception that the period between the transfer of goods and services and customer payments will be one year or less. Ancillary revenues which are not considered distinct from the travel component because they are not capable of being separable are recognised as part of passenger revenue.

Breakage on passenger revenue is recognised in proportion to the pattern of rights exercised by the customer as reflected by the point of flown to match the timing of revenue recognition with the underlying ticket performance obligations. This is based on historical experience. This estimation is made such that the revenue recognised from passenger ticket breakage is not expected to result in a significant reversal of cumulative revenue in the future.

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained, such as sales commissions. The Group recognises the incremental costs of obtaining contracts in line with the timing of the revenue to which they relate.

### Training Revenue

The Group operates a pilot academy, Australian Airline Pilot Academy ("AAPA") which provides training services to the Group's cadets as well as for external customers. Training revenue from external customers is recognised over time in relation to the training services being provided.

Cadet loans are offered to the Group's cadets which defer payment of a portion of the training service fees over a period of seven years from the date of the completion of the pilot training. These loans are interest bearing and are repaid over the service period. The interest on the cadet loans is recognised as finance income in the statement of profit or loss.

## (E) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

## (F) Cash and Cash Equivalents

Cash comprises cash on hand and demand deposits. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Bank overdrafts are shown within borrowings in current liabilities in the consolidated statement of financial position.

REX holds term deposits for the purposes of meeting financial obligations for workers compensation insurance. In prior periods, these were treated as cash equivalents and reported as part of cash on the statement of financial position. The term deposits are interest bearing and have a maturity date of greater than 90 days at inception. Accordingly, these term deposits do not meet the definition of cash equivalents and have been classified as part of other receivables. Comparatives have been restated to reflect the change.

## (G) Foreign Currencies

The individual financial statements of each Group entity are presented in its functional currency being the currency of the primary economic environment in which the entity operates. For the purpose of the consolidated financial statements, the results and financial position of each entity are expressed in Australian dollars ('$'), which is the functional currency of the Group and the presentation currency for the consolidated financial statements.

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance date, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the balance date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in profit or loss in the period in which they arise except for exchange differences on transactions entered into in order to hedge certain foreign currency risks (refer to Note 24).

## (H) Derivative Financial Instruments

The Group enters into jet fuel swap and foreign exchange derivatives to hedge exposures to jet fuel prices and foreign exchange respectively. In the current year, the Group also entered into interest rate swap derivatives to hedge exposures to interest rates with respect to the NSW Air Ambulance facility. It is the Group's policy not to enter into or hold derivative financial instruments for speculative trading purposes. Derivative financial instruments are recognised at fair value both initially and on an ongoing basis. Transaction costs attributable to the derivative are recognised in profit or loss when incurred.

### Hedge Accounting

The Group designates certain derivatives as hedges of highly probable forecast transactions (cash flow hedges). At the inception of the hedge relationship, the Group documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk, which is when the hedging relationships meet all of the following hedge effectiveness requirements:

- there is an economic relationship between the hedged item and the hedging instrument;
- the effect of credit risk does not dominate the value changes that result from that economic relationship; and
- the hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

If a hedging relationship ceases to meet the hedge effectiveness requirement relating to the hedge ratio but the risk management objective for that designated hedging relationship remains the same, the Group adjusts the hedge ratio of the hedging relationship (i.e. rebalances the hedge) so that it meets the qualifying criteria again.

The effective portion of changes in the fair value of derivatives and other qualifying hedging instruments that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated under the heading of cash flow hedging reserve, limited to the cumulative change in fair value of the hedged item from inception of the hedge. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss.

Amounts previously recognised in other comprehensive income and accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item. However, when the hedged forecast transaction results in the recognition of a nonfinancial asset or a nonfinancial liability, the gains and losses previously recognised in other comprehensive income and accumulated in equity are removed from equity and included in the initial measurement of the cost of the nonfinancial asset or nonfinancial liability. This transfer does not affect other comprehensive income. Furthermore, if the Group expects that some or all of the loss accumulated in the cash flow hedging reserve will not be recovered in the future, that amount is immediately reclassified to profit or loss. The Group discontinues hedge accounting only when the hedging relationship (or a part thereof) ceases to meet the qualifying criteria (after rebalancing, if applicable). This includes instances when the hedging instrument expires or is sold, terminated or exercised. The discontinuation is accounted for prospectively. Any gain or loss recognised in other comprehensive income and accumulated in cash flow hedge reserve at that time remains in equity and is reclassified to profit or loss when the forecast transaction occurs. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in cash flow hedge reserve is reclassified immediately to profit or loss.

## (I) Employee Benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave, long service leave, and sick leave when it is probable that settlement will be required and they are capable of being measured reliably.

Liabilities recognised in respect of short term employee benefits are measured at their nominal values using the remuneration rate expected to apply at the time of settlement.

Liabilities recognised in respect of long term employee benefits are measured as the present value of the estimated future cash outflows to be made by the Group in respect of services provided by employees up to reporting date.

## (J) Financial Instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Investments are recognised and derecognised on trade date where the purchase or sale of an investment is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, and are initially measured at fair value, net of transaction costs except for those financial assets classified as at fair value through profit or loss which are initially measured at fair value.

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value through other comprehensive income
- those to be measured subsequently at fair value through profit or loss; and
- those to be measured at amortised cost.

The classification depends on the Group's business model for managing financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

### Effective Interest Method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest rate basis for debt instruments other than those financial assets 'at fair value through profit or loss'.

### Financial Assets at Fair Value Through other Comprehensive Income

The Group holds equity investments at fair value through other comprehensive income where an irrevocable election has been made by the Group to present subsequent changes in fair value after initial recognition in other comprehensive income. On derecognition of the investment, there is no subsequent reclassification of fair value gains and losses to profit or loss.

Dividends on available-for-sale equity instruments are recognised in profit and loss when the Group's right to receive payments is established.

### Loans and Receivables

Trade receivables, loans, and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'financial assets at amortised cost'. The Group holds loans and receivables with the objective to collect contractual cash flows and therefore they are measured at amortised cost using the effective interest method less impairment.

Interest is recognised by applying the effective interest rate.

### Financial Assets at Fair Value through Profit or Loss

Financial assets which do not meet the criteria for amortised cost or fair value through other comprehensive income are recognised at fair value through profit or loss.

Financial assets at fair value through profit or loss are stated at fair value, with any resultant gain or loss recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset.

Fair value is determined in the manner described in Note 24.

### Impairment of Financial Assets

The Company applies the AASB 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade and other receivables.

The expected loss rates are based on the payment profiles of sales over a period of 36 month and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and prospective information on macroeconomic factors affecting the ability of the counterparty to settle the receivables.

Trade and other receivables are written off when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over two years past due, whichever occurs earlier. Indicators that there is no reasonable expectation of recovery include, amongst others, the entry of the debtor into administration or liquidation.

Impairment losses on trade and other receivables are presented as impairment losses within profit or loss. Subsequent recoveries of amounts previously written off are credited against the same line item.

### Derecognition of Financial Assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at fair value through other comprehensive income, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

## (K) Financial Liabilities and Equity Instruments

### Classification of Debt or Equity

Debt and equity instruments are classified as either liabilities or as equity in accordance with the substance of the contractual arrangement. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity Instruments issued by the Group are recorded at the proceeds received, net of direct issue costs.

### Financial Liabilities

Financial liabilities are classified as either financial liabilities 'at fair value through profit or loss' or other financial liabilities at amortised cost.

### Financial Liabilities at Fair Value through Profit or Loss

Financial liabilities at fair value through profit or loss are stated at fair value, with any resultant gain or loss recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability.

Financial liabilities which are hybrid contracts and contain an embedded derivative can be designated at fair value through profit or loss unless one or both of the following are true:

- the embedded derivative(s) do not significantly modify the cash flows that would otherwise be received under the contract; or
- separation of the embedded derivative(s) is prohibited.

Gains or losses on a financial liability (other than a loan commitment or a financial guarantee contract) designated as at fair value through profit or loss are required to be presented as follows:

- the amount of the change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability should be presented in other comprehensive income; and
- the remaining amount of the change in the fair value of the liability should be presented in profit or loss unless the treatment of the effects of changes in the liability's credit risk described in (a) would create or enlarge an accounting mismatch in profit or loss (in which case all gains or losses are recognised in profit or loss).

Fair value is determined in the manner described in Note 24.

### Other Financial Liabilities at Amortised Cost

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

## (L) Goodwill

Goodwill acquired in a business combination is carried at cost established at date of the acquisition of the business less accumulated impairment losses if any.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units (CGUs), or groups of CGUs, expected to benefit from the synergies of the business combination. CGUs (or groups of CGUs) to which goodwill has been allocated are tested for impairment annually, or more frequently if events or changes in circumstances indicate that goodwill might be impaired.

If the recoverable amount of the CGU (or group of CGUs) is less than the carrying amount of the CGU (or groups of CGUs), the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the CGU (or groups of CGUs) and then to the other assets of the CGU (or groups of CGUs) pro-rata on the basis of the carrying amount of each asset in the CGU (or groups of CGUs). An impairment loss recognised for goodwill is recognised immediately in profit or loss and is not reversed in a subsequent period.

On disposal of an operation within a CGU, the attributable amount of goodwill is included in the determination of the profit or loss on disposal of the operation.

## (M) Government Grants

Government grants are assistance by the government in the form of transfers of resources to the Group in return for past or future compliance with certain conditions relating to the operating activities of the entity. Government grants include government assistance where there are no conditions specifically relating to the operating activities of the Group other than the requirement to operate in certain regions or industry sectors.

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received. Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred revenue in the statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. The grant income has been recognised in the consolidated statement of profit and loss on a gross basis with any related expenses being recognised in the applicable expense category.

The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates.

Government assistance which does not have conditions attached specifically relating to the operating activities of the entity is recognised in accordance with the accounting policies above.

## (N) Impairment of Other Tangible and Intangible Assets other than Goodwill

At each reporting date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised in profit or loss immediately, unless the relevant asset is carried at fair value, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised in profit or loss immediately, unless the relevant asset is carried at fair value, in which case the reversal of the impairment loss is treated as a revaluation increase.

## (O) Taxation

Income tax (benefit) / expense represents the sum of the tax currently payable and deferred tax

### Current Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the consolidated statement of profit or loss and other comprehensive income/statement of profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

### Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax liabilities and assets are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

### Current and Deferred Tax for the Period

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

## (P) Intangible Assets

### Intangible Assets Acquired Separately

Intangible assets with finite lives that are acquired separately are recorded at cost less accumulated amortisation and impairment losses. Amortisation is charged on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method is reviewed at the end of each annual reporting period, with any changes in these accounting estimates being accounted for on a prospective basis. Intangible assets with indefinite lives that are acquired separately are carried at cost less accumulated impairment losses.

The policies applied to finite intangible assets are as follows:

| | |
|---|---|
| Intangible asset: | computer software |
| Amortisation method used: | 4 years straight line |
| Impairment test / recoverable amount testing: | where an indicator of impairment exists |

## (Q) Inventories

Inventories are valued at the lower of cost and net realisable value. Cost of inventories is determined on a first in first out basis. Net realisable value represents the estimated selling price less all estimated costs of completion and costs necessary to make the sale, or replacement cost price in relation to the consumables.

Consumables expected to be consumed within 12 months are classified as current, or non-current where consumption are expected in a period beyond 12 months.

## (R) Leasing

The Group predominantly leases properties and aircraft and equipment.

### Group as a Lessor

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease.

All other leases are classified as operating leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

When a contract includes both lease and non-lease components, the Group applies IFRS 15 to allocate the consideration under the contract to each component.

### Group as a Lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets (such as computers, small items of office furniture and telephones). For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

a. Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
   - Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;

b. The amount expected to be payable by the lessee under residual value guarantees;

c. The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and

d. Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the consolidated statement of financial position. The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

e. The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

f. The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).

g. A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under AASB 137. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line in the consolidated statement of financial position.

The Group applies AASB 136 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the 'Property, Plant and Equipment' policy.

## (S) Property, Plant and Equipment

Land and buildings, plant and equipment, leasehold improvements and equipment under finance lease are stated at cost less accumulated depreciation and impairment. Cost includes expenditure that is directly attributable to the acquisition of the item. In the event that settlement of all or part of the purchase consideration is deferred, cost is determined by discounting the amounts payable in the future to their present value as at the date of acquisition.

Depreciation is provided on property, plant and equipment, including freehold buildings but excluding land. Depreciation is calculated on a straight line basis so as to write off the net cost of each asset over its expected useful life to its estimated residual value. Leasehold improvements are depreciated over the period of the lease or estimated useful life, whichever is the shorter, using the straight line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each annual reporting period, with the effect of any changes recognised on a prospective basis.

The rates applied are as follows:

| | |
|---|---|
| Aircraft | 15,000 to 60,000 hours |
| Building | 20 to 40 years |
| Computer Equipment | 4 to 5 years |
| Engines | 10 to 20 years |
| Furniture & Fittings | 8 to 10 years |
| Leasehold Improvements | over the unexpired lease period |
| Motor Vehicles | 7 years |
| Plant & Equipment | 8 years |
| Rotable Assets | 5 to 20 years |

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising in the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

## (T) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

## (U) Share-based Payments

Equity-settled share-based payments with employees and others providing similar services are measured at the fair value of the equity instrument at the grant date. Details regarding the determination of the fair value of the equity-settled share-based transactions are set out in Note 16.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest with and corresponding to increase in equity.

Equity-settled share-based payment transactions with other parties other than employees are measured at the fair value of the goods and services received, except where the fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

For cash-settled share-based payments, a liability is recognised for the goods or services acquired, measured initially at the fair value of the liability. At the end of each reporting period until the liability is settled, and the date of settlement, the fair value of the liability is measured, with any changes in fair value recognised in profit or loss for the year.

Reserved share account represents on market purchase of shares by the Group which are eventually granted to executives and employees as part of their remuneration.

## (V) Goods and Services Tax

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except:

i. where the amount of GST incurred is not recoverable from the taxation authority, it is recognised as part of the cost of acquisition of an asset or as part of an item of expense; or

ii. for receivables and payables which are recognised inclusive of GST

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables.

Cash flows are included in the statement of cash flows on a gross basis. The GST component of cash flows arising from investing and financing activities which is recoverable from, or payable to, the taxation authority is classified as operating cash flows.

## (W) Dividend and Interest Income

Dividend from investments is recognised when the shareholder's right to receive payment has been established provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably.

Interest income from or financial assets is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

# Directors' Declaration

The directors declare that:

(a) in the directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable;

(b) the attached financial statements are in compliance with International Financial Reporting Standards, as stated in Note 31 to the consolidated financial statements;

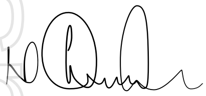
(c) in the directors' opinion, the attached financial statements and notes thereto are in accordance with the *Corporations Act 2001*, including compliance with accounting standards and giving a true and fair view of the financial position as at 30 June 2020 and performance of the consolidated entity for the financial year ended on that date; and

(d) the directors have been given the declarations required by s.295A of the *Corporations Act 2001*.

At the date of this declaration, there are reasonable grounds to believe that the members of the closed group identified in Note 30(C) will be able to meet and obligations or liabilities to which they are, or may become, subject by virtue of the deed of cross guarantee described in Note 30(C).

Signed in accordance with a resolution of the directors made pursuant to s.295 (5) of the *Corporations Act 2001*.

On behalf of the Directors



Neville Howell
Chief Operating Officer

Sydney, 30 September 2021

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Australia



**INDEPENDENT AUDITOR'S REPORT**

To the members of Regional Express Holdings Limited

## Report on the Audit of the Financial Report

### Opinion

We have audited the financial report of Regional Express Holdings Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2021, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial report, including a summary of significant accounting policies and the directors' declaration.

In our opinion the accompanying financial report of the Group, is in accordance with the *Corporations Act 2001*, including:

(i) Giving a true and fair view of the Group's financial position as at 30 June 2021 and of its financial performance for the year ended on that date; and

(ii) Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

### Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the Financial Report* section of our report. We are independent of the Group in accordance with the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### Carrying value of assets

| *Key audit matter* | *How the matter was addressed in our audit* |
|---|---|
| As at 30 June 2021, and as set out in Note 9, the Group has recognised aircraft and other property, plant and equipment of $139.65m and $82.51m respectively in the consolidated statement of financial position.<br><br>Assessment of the recoverability of the non-current assets above was a key audit matter due to:<br><br>• The long-lived nature of these assets and long term cash flow forecasts that are required to support their carrying value and the uncertainty surrounding these forecasts;<br><br>• The significant impact of the COVID-19 pandemic on both domestic and regional travel and resultant decrease in travel demand;<br><br>• The estimates and assumptions used in the cash flow projections, which form the basis of the recoverable amounts attributable to the Group's Cash Generating Units (`CGUs`), require significant judgement; and<br><br>• The recognition of an impairment of $3.4m related to the Training CGU, which was determined by estimating fair value less costs of disposal with reference to external valuations. | Our procedures in relation to the carrying value of the aircraft and other property, plant and equipment assets included amongst others:<br><br>• Evaluating management's assessment pertaining to the identification and classification of cash generating units ('CGUs');<br><br>• Discussion with management to understand the basis of the assumptions used in forming the estimates underpinning the assessment of the recoverable amount of these CGUs;<br><br>• Evaluating the reasonableness of key assumptions made by management in the cash flow forecasts via enquiry, reviewing against comparable information and through the use of BDO valuation specialists to review the discount rate used;<br><br>• Assessing the arithmetic accuracy of the computations used in assessing the recoverable amounts of the CGUs;<br><br>• Referring to publicly available aviation industry reports relating to the latest development of the COVID-19 pandemic, its impact on global, domestic and regional passenger demand and possible recovery scenarios;<br><br>• Reviewing management's determination of Aircraft selling value by reference to valuations published by third party specialists;<br><br>• Performing sensitivity analysis over key inputs used in the impairment models; and<br><br>• Reviewing the appropriateness of key disclosures made in Note 10 to the financial statements. |

## Convertible notes

| *Key audit matter* | *How the matter was addressed in our audit* |
|---|---|
| As set out in Notes 13 and 24, the Group issued convertible notes amounting to $150m during the year consisting of a debt component and various embedded derivatives.<br><br>Accounting for the convertible notes was considered a key audit matter due to the complexity involved in assessing whether to account for the notes as equity, a liability or a combination of both as well as the subsequent measurement of the individual components of the liability based on the terms and conditions of the agreement. The assessment includes significant judgement and there is a high degree of estimation required to determine the fair value of the separate components, being the convertible notes and rights to warrants. | Our procedures in relation to the accounting for the convertible notes included amongst others:<br><br>• Reviewing the terms and conditions in the agreement to ensure that the accounting treatment and disclosures are in line with AASB 9 *Financial Instruments* and AASB 132 *Financial Instruments: Presentation*;<br>• Assessing management's calculation and accounting position paper prepared by management's expert;<br>• Assessing the competency and objectivity of management's expert to ensure that the work performed by the expert was adequate for the purpose;<br>• Engaging an internal accounting specialist to review the accounting treatment and associated journal entries of the transaction;<br>• Consulting with our internal valuation specialists on the valuation methodology and inputs used in the calculation of the fair value of the convertible notes and the rights to warrants derivative liability;<br>• Corroborating the convertible note balance on the Statement of Financial Position at year end with our workings to ensure that the year-end balance is in line with our re-calculation; and<br>• Assessing the accuracy and appropriateness of the disclosure relating to the convertible notes and rights to warrants in Notes 13 and 24. |

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### Accounting for the six Boeing 737 Jet leases

| *Key audit matter* | *How the matter was addressed in our audit* |
|---|---|
| As disclosed in Notes 9 and 13, the Group entered into agreements for the leasing of six Boeing 737-800 NGs for the commencement of its domestic operations.<br><br>Given the complexities associated with the lease agreements and the underlying lease calculations as well as the quantum of the lease liabilities ($66.04m as included in the total lease liabilities of $69.77m) and right of use assets ($62.76m), this was considered a key audit matter. | Our procedures in relation to the carrying value of the relevant assets included amongst others:<br>• Assessing the appropriateness of the accounting policy adopted by the Group in relation to aircraft leases to ensure that it is in accordance with AASB 16 *Leases*;<br>• Comparing the Group's inputs in the lease calculation model, such as key dates, fixed and variable lease payments, incentives, lease term including renewal and termination options, to the signed lease agreements and the incremental borrowing rate ('IBR') adopted;<br>• Consulting with our internal valuation specialists with respect to the reasonableness of the IBR adopted by management in the lease calculations;<br>• Performing a re-computation of management's lease calculation model to ensure the accuracy of the right-of-use assets, lease liabilities, depreciation and interest expense during the year; and<br>• Considering the adequacy of the disclosures in light of the requirements of Australian Accounting Standards. |

### Other information

The directors are responsible for the other information. The other information comprises the information in the Group's annual report for the year ended 30 June 2021, but does not include the financial report and the auditor's report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of the directors for the Financial Report**

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

**Auditor's responsibilities for the audit of the Financial Report**

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website (http://www.auasb.gov.au/Home.aspx) at:

https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf

This description forms part of our auditor's report.

## Report on the Remuneration Report

**Opinion on the Remuneration Report**

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2021.

In our opinion, the Remuneration Report of Regional Express Holdings Limited, for the year ended 30 June 2021, complies with section 300A of the *Corporations Act 2001*.

**Responsibilities**

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

**BDO Audit Pty Ltd**

BDO

J Bresolin

John Bresolin
Director
Sydney, 30 September 2021

# ASX Additional Information as at 24 September 2021

This is required by the ASX, but falls outside of the audit opinion and therefore has no impact on the audit report issued.

## Number of Holders of Equity Securities

Ordinary share capital

110,154,375 fully paid ordinary shares are held by 5,606 individual shareholders.

All issued ordinary shares carry one vote per share and carry the rights to dividends.

## Distribution of Holders of Equity Securities

| | Fully Paid Ordinary Shares | | |
|---|---|---|---|
| | Investors | Securities | Issued Capital (%) |
| 1 – 1,000 | 2,764 | 1,538,491 | 1.40 |
| 1,001 – 5,000 | 2,020 | 5,154,436 | 4.68 |
| 5,001 – 10,000 | 430 | 3,347,435 | 3.04 |
| 10,001 – 100,000 | 346 | 8,255,501 | 7.49 |
| 100,001 and over | 46 | 91,858,512 | 83.39 |
| **Total** | **5,606** | **110,154,375** | **100.00** |
| Unmarketable Parcels | 713 | 155,634 | 0.14 |

## Substantial Shareholders

| | Fully Paid | |
|---|---|---|
| Ordinary Shareholders | Number | Percentage |
| MR KIM HAI LIM | 18,998,346 | 17.25 |
| BNP PARIBAS NOMINEES PTY LTD | 16,234,094 | 14.74 |
| THIAN SOO LEE | 7,722,181 | 7.01 |
| JOO CHYE CHUA | 7,454,362 | 6.77 |
| MING YEW SEE TOH & HUI ING TJOA | 7,454,362 | 6.77 |
| MS HUI LING TJOA | 5,755,513 | 5.22 |

## Twenty Largest Holders of Quoted Equity Securities

| | Fully Paid | |
|---|---|---|
| Ordinary Shareholders | Number | Percentage |
| MR KIM HAI LIM | 18,998,346 | 17.25 |
| BNP PARIBAS NOMINEES PTY LTD | 16,234,094 | 14.74 |
| THIAN SOO LEE | 7,722,181 | 7.01 |
| JOO CHYE CHUA | 7,454,362 | 6.77 |
| MING YEW SEE TOH & HUI ING TJOA | 7,454,362 | 6.77 |
| MS HUI LING TJOA | 5,755,513 | 5.22 |
| HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED (Account 1) | 4,192,488 | 3.81 |
| LAY KHIM NG | 3,727,181 | 3.38 |
| CITICORP NOMINEES PTY LIMITED | 3,345,972 | 3.04 |
| REX INVESTMENT HOLDINGS PTY LIMITED (Account for Shares Gifted to Employees) | 3,213,769 | 2.92 |
| PACIFIC CUSTODIANS PTY LIMITED | 3,096,657 | 2.81 |
| HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED (Account 2) | 1,628,269 | 1.48 |
| MR THIAN SONG TJOA | 1,127,466 | 1.02 |
| GLENN HARGRAVES INVESTMENTS PTY LTD | 900,000 | 0.82 |
| STRATEGIC VALUE PTY LTD | 843,124 | 0.77 |
| MR BOON HUAT GOH | 394,500 | 0.36 |
| MR BARRY ACCOLA | 387,105 | 0.35 |
| BNP PARIBAS NOMS PTY LTD | 343,341 | 0.31 |
| STRATEGIC VALUE PTY LIMITED | 292,161 | 0.27 |
| MORGAN STANLEY AUSTRALIA SECURITIES (NOMINEE) PTY LIMITED | 290,535 | 0.26 |

REX GROUP OF COMPANIES