

CANADA

SUPERIOR COURT  
(Commercial Division)

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PROVINCE OF QUEBEC  
DISTRICT OF MONTREAL  
No.: 500-11-052101-173

IN THE MATTER OF THE PLAN OF COMPROMISE,  
ARRANGEMENT AND REORGANIZATION OF:

ALLIANCE HANGER INC.

Debtor

-and-

ERA GROUP INC./GROUPE ERA INC.

Applicant

-and-

KPMG INC.

Monitor

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**NOTICE OF CREDITORS' MEETING**

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The undersigned, KPMG Inc. (the "**Monitor**"), is the Court-appointed Monitor of Alliance Hanger Inc. ("**Alliance**") pursuant to an Initial Order issued on February 16, 2017 by the Superior Court of Quebec (Commercial Division) (the "**Court**") in the above-mentioned proceedings. On February 16, 2017, the Court issued an order establishing certain procedures for the purpose of identifying, establishing, adjudicating or otherwise resolving all Affected Claims against Alliance (the "**Claims Procedure Order**").

A Plan of Compromise, Arrangement and Reorganization (as may be amended, varied or supplemented from time to time, the "**Plan**") has been filed with the Court in respect of Alliance which contemplates Alliance's equity reorganization and the compromise of the Affected Claims of Affected Creditors. All capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Plan.

**NOTICE IS HEREBY GIVEN** that on March 9, 2017, the Court issued an *Order for the Filing of the Plan of Compromise, Arrangement and Reorganization, the Calling of a Creditors' Meeting and the Extension of the Stay Period* (the "**Meeting Procedure Order**") to allow Affected Creditors to consider and vote on the Plan, and **a meeting of Affected Creditors will therefore be held on March 28, 2017 at 10 o'clock am (Eastern Standard Time) at the Monitor's office located at KPMG Tower, 600 de Maisonneuve Blvd. West, Suite 1500, Montreal, Quebec H3A 0A3** (as may be adjourned, postponed or rescheduled, the "**Creditors' Meeting**").

The Claims Procedure Order, Plan and Meeting Procedure Order contain important information regarding the voting process and are available on the Monitor's Website at <http://www.kpmg.com/ca/alliancehanger>.

Any Affected Creditor is entitled to attend the Creditors' Meeting and vote on the Plan in respect of their Affected Claim for their Affected Claim Amount. Any Affected Creditor who wishes to vote on the Plan and who made a claim in excess of their respective Affected Claim Amount must have submitted a Proof of Claim and proven its Voting Claim in the manner and within the time specified in the Meeting Procedure Order and the Claims Procedure Order. Affected Creditors who do not have Voting Claims or disputed Affected Claims that have been accepted as Voting Claims in

accordance with the Meeting Procedure Order and the Claims Procedure Order are not entitled to attend or vote at the Creditors' Meeting.

Shareholders of Alliance who are not Affected Creditors are not entitled to attend or vote at the Creditors' Meeting.

For the purpose of voting on and receiving distributions pursuant to the Plan, the Affected Claims comprise a single class, as set out in the Plan. For the Plan to come into effect: (i) it must be approved by a majority in number, representing not less than two-thirds in value of the Voting Claims of Affected Creditors (in person or by proxy); and (ii) the conditions set out in the Plan must be satisfied or waived.

Any Affected Creditor who is entitled to vote at the Creditors' Meeting but is unable or does not intend to attend in person may vote by dating, signing and returning the enclosed Proxy Form in the return envelope provided in accordance with the accompanying instructions. For voting purposes at the Creditors' Meeting, a Proxy Form must be received by the Monitor, at the address listed below, or by email or facsimile transmission, on or before 5:00 pm Eastern Standard Time, on March 27, 2017 or on the Business Day immediately prior to the adjournment, the postponement or the rescheduling of the Creditors' Meeting, or by the Chair of such Creditors' Meeting prior to the commencement of such Creditors' Meeting or any adjournment, postponement or rescheduling thereof.

Affected Creditors are responsible for obtaining proof of delivery, if required, of such Proxy Forms.

The Monitor's coordinates for the purpose of receiving Proxy Forms and for requests of additional information or materials related to the Creditors' Meeting are:

KPMG INC.  
MONITOR OF ALLIANCE HANGER INC.  
600 de Maisonneuve Blvd. West  
Suite 1500  
Montreal, Quebec  
Canada H3A 0A3  
**Attention: Alliance Hanger Creditors' Meeting**  
Fax: 514-840-2121  
Email: [alliancehanger@kpmg.ca](mailto:alliancehanger@kpmg.ca)

We enclose with this notice a copy of the Plan, the Meeting Procedure Order and a blank Proxy Form with instructions for the completion thereof.

**NOTICE IS ALSO HEREBY GIVEN** that, if the Plan is approved by the requisite majority of Affected Creditors, and all other conditions of the Plan are satisfied or waived, Alliance intends to seek an order sanctioning the Plan. A copy of the proceedings will be posted on the Monitor's website, at <http://www.kpmg.com/ca/alliancehanger>, as soon as practicable after it is filed with the Court.

Yours very truly,

**KPMG INC.**, in its capacity as Court-appointed Monitor of Alliance Hanger Inc.