



AUCKLAND INTERNATIONAL AIRPORT LIMITED

NOTICE OF ANNUAL MEETING

Notice is hereby given that the 2021 annual meeting of the shareholders of Auckland International Airport Limited will be held online at <http://www.virtualmeeting.co.nz/aia21> on Thursday, 21 October 2021 commencing at 10.00 am.

 **Auckland
Airport**

Thursday, 21 October 2021 commencing at 10.00am

To participate online please go to
www.virtualmeeting.co.nz/aia21

Business

A. Chair's Address

B. Chief Executive's Address

C. Financial statements and reports: To receive and consider the financial statements of the Company for the year ended 30 June 2021 together with the directors' and auditor's reports to shareholders.

D. Ordinary Resolutions: To consider and, if thought fit, to pass, the following ordinary resolutions (which require the approval of a simple majority of the votes of those shareholders entitled to vote and voting on the resolution):

1. **Re-election of Mark Binns:** That Mark Binns, who retires and who is eligible for re-election, be re-elected as a director of the Company (see explanatory note).
2. **Re-election of Dean Hamilton:** That Dean Hamilton, who retires and who is eligible for re-election, be re-elected as director of the Company (see explanatory note).
3. **Re-election of Tania Simpson:** That Tania Simpson, who retires and who is eligible for re-election, be re-elected as director of the Company (see explanatory note).
4. **Re-election of Patrick Strange:** That Patrick Strange, who retires and who is eligible for re-election, be re-elected as director of the Company (see explanatory note).
5. **Auditor:** That the directors be authorised to fix the fees and expenses of the auditor.

E. Other business: To consider any other matters that may lawfully be considered at the meeting.

By order of the Board.



Mary-Liz Tuck, General Counsel
24 September 2021

Attending the meeting

Online participation: Shareholders can participate in the Annual Meeting virtually using an online platform provided by our share registrar, Link Market Services at: <http://www.virtualmeeting.co.nz/aia21>. Shareholders participating online will be able to ask questions during the meeting via the chat function. Please note, if you will be participating online you will require your shareholder number, found on your Proxy Form, for verification purposes.

More information regarding online attendance at the Annual Meeting (including how to vote and ask a question) is available from the virtual AGM guide: <https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>.

Shareholder motions: The only matters being discussed and voted on at the Meeting are the Resolutions contained in this Notice of Meeting. No motions will be allowed from the floor.

Voting

As the 2021 Annual Meeting will be held online, voting on all resolutions put before the Annual Meeting shall be by poll. Shareholders can continue to, and are encouraged to, exercise their right to vote by casting a proxy vote if they cannot attend the Annual Meeting online.

The Proxy Form is attached. You or your proxy can vote for or against, or abstain from each of the resolutions. You may cast your votes prior to the meeting by completing the Proxy Form ahead of the Annual Meeting.

Postal vote: (direct vote) A shareholder can cast a postal vote online, or complete and send the Proxy Form by post or email (as a scanned attachment), so that, in each case, your vote is received by Link Market Services Limited (on behalf of the Company) no later than 10.00am on Tuesday 19 October 2021. Postal voting instructions are included in the Proxy Form.

Proxy vote: A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of the shareholder. The proxy need not be a shareholder. The Chair of the meeting is willing to act as proxy for any shareholder who wishes to appoint him for that purpose. If you appoint the Chair and you do not indicate how the Chair should vote, the Chair will vote in favour of the resolutions, unless the Chair is specifically excluded from voting on a particular resolution.

To be effective, the proxy form must be received at the registered office of the Company or by the share registrar of the Company, Link Market Services Limited, Level 30, PwC Tower, 15 Customs Street West, Auckland, New Zealand, by mail to PO Box 91976, Auckland 1142, New Zealand, or by email not later than 48 hours before the start of the meeting in accordance with the instructions on the proxy form.

A corporate shareholder may appoint a person to attend the meeting as its representative in the same manner as it could appoint a proxy.

You may also appoint your proxy online as per the instructions on the proxy form.

Explanatory notes

Ordinary Resolution 1. Re-election of Director

Mark Binns is a director retiring in 2021. Mark Binns, being eligible for re-election, offers himself for re-election.

A brief biographical note of Mark Binns is set out below:



Mark Binns

Term of Office

Appointed as a director 1 April 2018

Board Committees

Development Committee (Chair)
People and Capability Committee

Biography

Mark Binns was appointed a director of the Company in 2018.

Mark is knowledgeable across various sectors, previously being CEO at Meridian Energy Ltd from 2012 to 2017, during which he prepared the company for New Zealand's largest IPO, and the Chief Executive of the Infrastructure division of Fletcher Building Ltd, being involved in construction and heavy building materials, during a career with the company over 22 years.

Mark brings governance experience being the Chair of both Crown Infrastructure Partners Ltd and Hynds Ltd, and a Trustee of the Auckland War Memorial Museum. He is also a director of the trustee company for the Fletcher Building Retirement Plan.

The Board unanimously recommends that shareholders vote in favour of the re-election of Mark Binns. He is considered by the Board to be an independent director.

Ordinary Resolution 2. Re-election of Director

Dean Hamilton is a director retiring in 2021. Dean Hamilton, being eligible for re-election, offers himself for re-election.

A brief biographical note of Dean Hamilton is set out below:



Dean Hamilton

Term of Office

Appointed as a director 1 November 2018

Board Committees

Aeronautical Pricing Committee (Chair)
Audit and Financial Risk Committee
Safety and Operational Risk Committee

Biography

Dean Hamilton was appointed a director of the Company in 2018.

Dean has significant CEO and financial markets experience, most recently being the CEO of Silver Fern Farms Ltd where he led the business through a period of significant change and improvement in financial performance.

Dean has 12 years experience at Deutsche Bank working in both Australia and New Zealand where he advised a wide range of companies on M&A, capital management, corporate restructuring and capital raising. Dean brings experience at running a large organisation with a wide range of stakeholders as well as a deep understanding in finance and capital markets.

Dean is the Chair of Fulton Hogan, and a director of Tappenden Holdings Ltd (and associated companies) and The Warehouse Group Ltd.

The Board unanimously recommends that shareholders vote in favour of the re-election of Dean Hamilton. He is considered by the Board to be an independent director.

Ordinary Resolution 3. Re-election of Director

Tania Simpson is a director retiring in 2021. Tania Simpson, being eligible for re-election, offers herself for re-election.

A brief biographical note of Tania Simpson is set out below:



Tania Simpson

Term of Office

Appointed as a director 1 November 2018

Board Committees

People and Capability Committee
Safety and Operational Risk Committee

Biography

Tania Simpson was appointed a director of the Company in 2018.

Tania's background includes 14 years as a director of Mighty River Power from its beginnings as a State Owned Enterprise through to its successful listing in 2013.

Tania is known for her work within Māori communities. Her experience includes time spent as a Māori Advisory Officer for the Housing Corporation of NZ before moving into central government as a Senior Policy Analyst on housing policies. She has also helped negotiate agreements for Māori communities through her time at the Ministry of Māori Development and has worked on a number of Treaty claims and settlements.

Tania is also the deputy chair of both the Reserve Bank of New Zealand and the Waitangi National Trust as well as a director of Meridian Energy Ltd, Tainui Group Holdings Ltd, Waikato-Tainui Fisheries Ltd and Kōwhai Consulting Ltd. Tania is also a member of the Waitangi Tribunal.

The Board unanimously recommends that shareholders vote in favour of the re-election of Tania Simpson. She is considered by the Board to be an independent director.

Ordinary Resolution 4. Re-election of Director

Patrick Strange is a director retiring in 2021. Patrick Strange, being eligible for re-election, offers himself for re-election.

A brief biographical note of Patrick Strange is set out below:



Dr Patrick Strange

Term of Office

Appointed as a director 1 April 2015

Board Committees

Board Chair

Biography

Patrick Strange was appointed a director of the Company in 2015 and became chair of the Company in 2018.

Patrick has spent 35 years working principally in the New Zealand and international electricity infrastructure sectors.

Patrick's background includes experience as Chief Executive of Mercury Energy (now Vector Limited) where he went on to build the network unit into a successful standalone business, as well as Chief Executive of Transpower. During his tenure, Transpower successfully completed a major, multi-billion reinvestment in the grid.

Patrick is also the Chair of Chorus Ltd and a director of Mercury NZ Ltd.

The Board unanimously recommends that shareholders vote in favour of the re-election of Patrick Strange. He is considered by the Board to be an independent director.

Ordinary Resolution 5. Auditors

Deloitte is automatically reappointed auditor under section 207T of the Companies Act 1993. This resolution authorises the Board to fix the fees and expenses of the auditor as required by section 207S of the Companies Act 1993.