

2010



Auckland International Airport Limited

**Minutes**

**Of the Annual Meeting of Shareholders,  
Held in the Genesis Theatre,  
TelstraClear Pacific Events Centre, Manukau City  
On Thursday, 28 October 2010 at 10.30 am**

**Present:**

Mr Anthony Frankham	Chairman
Dr Keith Turner	Deputy Chairman
Mr John Brabazon	Director
Mr Richard Didsbury	Director
Sir Henry van der Heyden	Director
Mr James Miller	Director
Mr Lloyd Morrison	Director
Mrs Joan Withers	Director

Approximately 220 shareholders and employees of the company

**In Attendance:**

Mr Simon Moutter	Chief Executive Officer
Mr Charles Spillane	General Manager – Corporate Affairs

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**Chairman's Welcome:**

The Chairman declared that the necessary quorum was present and that the meeting was now open.

Mr Anthony Frankham, Chairman, called the meeting to order and welcomed shareholders to the Annual Meeting of the Company noting that, as he was retiring by rotation and not offering himself for re-election, this would be his last meeting.

Mr Frankham advised that voting on all resolutions would be conducted by poll.

**Directors:**

The Chairman introduced Directors and Senior Management present to shareholders.

**Notice of Meeting:**

Mr Frankham advised that the Notice of Meeting had been mailed to all shareholders, and with the Company's Auditors on 30 September 2010 and had also been posted on the Company's website.

**Proxies:**

Mr Frankham reported that proxies had been received from 2,410 shareholders representing 753,072,875 shares.

**Annual Report and Financial Statements:**

The Chairman advised that the Annual Report and Financial Statements for the year ended 30 June 2010 and the Report of the Auditors thereon, had been previously circulated to all shareholders.

The Chairman then addressed the meeting.

The Chief Executive Officer, Mr Simon Moutter, also addressed the meeting.

**Re-election – Mr Lloyd Morrison**

Mr Frankham provided details of Mr Morrison's professional and commercial experience and other business involvements. Mr Frankham advised that Mr Morrison had the unanimous support of the Board for his re-election.

Mr Morrison addressed the meeting in respect of the motion for his re-election.

It was moved, on the motion of Mr Frankham and seconded, that Mr Lloyd Morrison be and is hereby re-elected a Director of the Company.

Mr Frankham advised that the poll on the motion would be conducted at the conclusion of the meeting.

**Election – Mrs Joan Withers**

Mr Frankham provided details of Mrs Withers's professional and commercial experience and other business involvements. Mr Frankham advised that Mrs Withers had the unanimous support of the Board for her re-election. Mr Frankham advised the meeting that the Board had unanimously identified Mrs Withers as the successor to his role as Chair.

Mrs Withers addressed the meeting in respect of the motion for his re-election.

It was moved, on the motion of Mr Frankham and seconded, that Mrs Withers be and is hereby re-elected a Director of the Company.

Mr Frankham advised that the poll on the motion would be conducted at the conclusion of the meeting.

### **Election – Mr Brett Godfrey**

Mr Frankham advised the meeting that Mr Godfrey was unable to attend the meeting due to family health issues and therefore he provided details of Mr Godfrey's professional and commercial experience and other business involvements. Mr Frankham advised that Mr Godfrey had the unanimous support of the Board for his election. Mr Frankham answered questions from shareholders in relation to the motion.

It was moved, on the motion of Mr Frankham and seconded, that Mr Brett Godfrey be and is elected a Director of the Company.

Mr Frankham advised that the poll on the motion would be conducted at the conclusion of the meeting.

### **Auditors:**

The Chairman moved that, in terms of section 196(i) of the Companies Act 1993, the Directors be authorised to fix the remuneration of the Auditors. This was seconded.

Mr Frankham advised that the poll on the motion would be conducted at the conclusion of the meeting.

### **Shareholder Questions and Discussion:**

Shareholders were invited to raise any questions, comments or discussion, relating to issues raised in the addresses by the Chairman and the Chief Executive Officer, the Financial Statements or matters concerning the management of the Company.

Matters raised by shareholders included:

- The high quality of amenity and service provided by Auckland Airport to New Zealand tourism operators.
- The concept of rail access to Auckland Airport from the Central Business District of Auckland City.
- The Company's investments in North Queensland Airports Group and Queenstown Airport Corporation Limited.
- The rationale behind the Company's decision to change share registries.
- Potential for the creation of a memorial to Sir Keith Park.
- The timing of the Company's annual meeting in relation to other listed companies.
- The approach to rounding taken in the Company's Dividend Reinvestment Plan.

### **Tribute of Retiring Chairman**

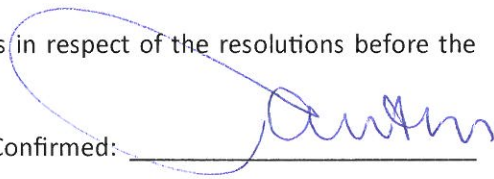
Mrs Withers addressed the meeting and paid tribute to the role that Mr Frankham had played in leading the strategic direction of the Company, both as a Director and Chairman. Mrs Withers also noted the role played by Mrs Christa Frankham in supporting Mr Frankham in his performance of that role. Mrs Withers' tribute to Mr Frankham was endorsed by shareholders by acclamation.

### **Polls and Closure:**

The Chairman advised that, as all other business has now been concluded, polls in respect of the resolutions put to shareholders at the meeting would be conducted and was administered by the share registry, Computershare Investor Services Limited, and the Company's Auditors, Deloitte, acted as scrutineers. The Chairman advised that the results of the polls would be advised to the Stock Exchanges and the media later in the day.

Mr Frankham thanked shareholders for their attendance and interest in Company affairs, and declared the meeting closed at 12.15pm.

Shareholders then completed and deposited voting papers in respect of the resolutions before the meeting.

Minutes Confirmed: 

Date: 24/11/10

**Poll Results:**

The following results of the polls were subsequently announced:

Resolution	For	Against	% For
That Mrs Joan Withers be re-elected a Director of the Company	751,854,337	4,153,782	99.45
That Mr Lloyd Morrison be re-elected a Director of the Company	727,290,172	29,013,762	96.16
That Mr Brett Godfrey be elected a Director of the Company	754,557,537	1,327,370	99.82
To authorise the directors to fix the fees and expenses of the auditor	753,513,628	2,629,456	99.65
To increase the director's fees	648,572,447	14,169,394	97.86

All resolutions were accordingly passed.