

**Auckland International Airport Limited**

**Minutes**

**Of the Annual Meeting of Shareholders,  
Held in the Genesis Theatre,  
TelstraClear Pacific Events Centre, Manukau City  
On Thursday, 27 October at 2 pm**

**Present:**

Mrs Joan Withers	Chair
Dr Keith Turner	Deputy Chair
Mr John Brabazon	Director
Mr Richard Didsbury	Director
Mr Brett Godfrey	Director
Sir Henry van der Heyden	Director
Mr James Miller	Director

**Apologies:**

Mr Lloyd Morrison	Director
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Approximately 250 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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**Chair's Welcome:**

The Chair, Mrs Joan Withers, declared that the necessary quorum was present and that the meeting was now open.

Mrs Withers called the meeting to order and welcomed shareholders to the fourteenth Annual Meeting of the Company.

Mrs Withers advised that voting on all resolutions would be conducted by poll.

**Directors:**

The Chair introduced Directors and Senior Management present to shareholders and advised shareholders of an apology from Mr Morrison who had been granted a leave of absence from the Board's deliberations and was overseas receiving medical treatment.

**Notice of Meeting:**

Mrs Withers advised that the Notice of Meeting had been mailed to all shareholders and provided to the Company's Auditor, Deloitte.

**Proxies:**

Mrs Withers reported that proxies had been received from 970 shareholders representing 715,505,156 shares.

**Annual Report and Financial Statements:**

The Chair advised that the Annual Report and Financial Statements for the year ended 30 June 2011 and the Report of the Auditor thereon, had been previously circulated to all shareholders.

The Chair then addressed the meeting on the Company's achievements during the year.

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

**Re-election – Dr Keith Turner**

Mrs Withers provided details of Dr Turner's professional and commercial experience and other business involvements. Mrs Withers advised that Dr Turner had the unanimous support of the Board for his re-election.

Dr Keith Turner addressed the meeting in respect of the motion for his re-election.

It was moved, on the motion of Mrs Withers and seconded, that Dr Turner is re-elected a Director of the Company. Mrs Withers advised that voting on resolutions was by way of a poll which would be concluded at the end of the meeting.

**Re-election – Sir Henry van der Heyden**

Mrs Withers provided details of Sir Henry's professional and commercial experience and other business involvements. Mrs Withers advised that Sir Henry had the unanimous support of the Board for his re-election.

Sir Henry van der Heyden addressed the meeting in respect of the motion for his re-election.

It was moved, on the motion of Mrs Withers and seconded, that Sir Henry van der Heyden is re-elected a Director of the Company. Mrs Withers advised that voting on resolutions was by way of a poll which would be concluded at the end of the meeting.

**Re-election – Mr James Miller**

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

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

It was moved, on the motion of Mrs Withers and seconded, that Mr James Miller is re-elected a Director of the Company. Mrs Withers advised that voting on resolutions was by way of a poll which would be concluded at the end of the meeting.

**Auditors:**

The Chair 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.

Mrs Withers 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 Chair and the Chief Executive, the Financial Statements or matters concerning the management of the Company.

Matters raised by shareholders included:

- Rail connection from CBD to the Airport.
- Acknowledgement of the proactivity of Management in effecting repairs of concrete following injury.
- Concern about possible loss of focus on core business – distraction on property.
- Timing of construction of the proposed second runway.
- Whether there was potential for flights to Mackay.
- Congratulations on the result and the launch of share buyback programme to match the dividend reinvestment plan.
- The tenure of the golf club.
- Domestic accommodation on Airport.
- The size of the Annual Report.
- A request for a parking discount for shareholders.
- Concern about the continuing growth of the operations of the Company.
- Concern about the effect of Australian departure tax on the business.

**Polls and Closure:**

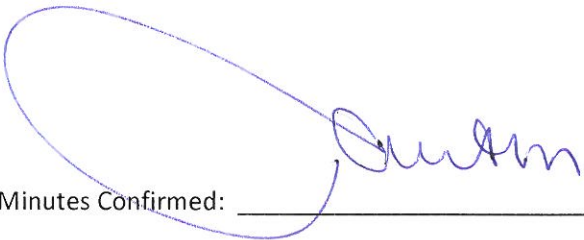
The Chair advised that, as all other business had been concluded, polls in respect of the resolutions put to shareholders at the meeting would be conducted.

The conduct of the polls was administered by the share registry, Link Market Services Limited, and the Company's Auditor, Debitte, acted as scrutineer.

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

The Chair advised that the results of the polls would be advised to the Stock Exchanges and the media later in the day.

Mrs Withers thanked shareholders for their attendance and interest in Company affairs, and declared the meeting closed at 3.20pm.

  
Minutes Confirmed: \_\_\_\_\_

Date: \_\_\_\_\_

**Poll Results:**

The following results of the polls were subsequently announced:

<b>Resolution</b>	<b>For</b>	<b>Against</b>	<b>% For</b>
That Dr Keith Turner be re-elected as a Director of the Company	721,700,253	401,584	99.94%
That Sir Henry van der Heyden be re-elected as a Director of the Company	721,353,417	830,810	99.88%
That Mr James Miller be re-elected as a Director of the Company	719,488,244	2,554,523	99.65%
To authorise the Directors to fix the fees and expenses of the auditor	718,686,996	3,250,490	99.55%

All resolutions were accordingly passed.