

Auckland International Airport Limited**Minutes****of the Annual Meeting of Shareholders
Held in the Genesis Theatre
Vodafone Events Centre, Manukau City
On Thursday, 24 October 2013 at 2pm****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
Ms Justine Smyth	Director

Approximately 230 shareholders and employees of the company

In Attendance:

Mr Adrian Littlewood	Chief Executive
Mr Simon Robertson	Chief Financial Officer
Mr Charles Spillane	General Manager – Corporate Affairs

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 meeting.

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

Directors and Senior Management

The Chair introduced Directors and Senior Management present to shareholders.

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 1,061 shareholders representing 557,582,358 shares.

Annual Report and Financial Statements

The Chair advised that the Annual Report and Financial Statements for the year ended 30 June 2013 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. In her speech, which was released to the market, Mrs Withers advised that the Company had built on the previous year's profit growth despite continuing market challenges with underlying profit after taxation up 10.6% to \$153.781 million and total profit after tax up 25.1% to \$177.967 million.

Mrs Withers, who was retiring at the meeting, spoke of the development of the Company's business and thanked the various directors and members of the management team who had played a role in that over the years. Mrs Withers wished her designated successor to the role of Chair, Sir Henry van der Heyden, all success should he be re-elected to the Board.

The Chief Executive, Mr Adrian Littlewood, also addressed the meeting. In his speech, which was also released to the market, Mr Littlewood informed shareholders of the strategic direction to be taken by the Company over the next period. Mr Littlewood also thanked Mrs Withers for her support in his first year as Chief Executive.

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 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 is re-elected a Director of the Company. Mrs Withers advised that voting on resolutions was by way of a poll which would be conducted at the end of the meeting.

Re-election – Mr Brett Godfrey

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

Mr Brett Godfrey 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 Godfrey is re-elected a Director of the Company. Mrs Withers advised that voting on resolutions was by way of a poll which would be conducted at the end of the meeting.

Election – Ms Michelle Guthrie

Mrs Withers provided details of Ms Guthrie's professional and commercial experience and other business involvements. Mrs Withers advised that Ms Guthrie had the unanimous support of the Board for her election.

Ms Guthrie addressed the meeting in respect of the motion for her election.

It was moved, on the motion of Mrs Withers and seconded, that Ms Michelle Guthrie be and is elected a Director of the Company. Mrs Withers advised that voting on resolutions was by way of a poll which would be conducted at the end of the meeting.

Increase in Directors' Fees

Mrs Withers explained the rationale behind the Board's request that directors' fees be increased.

It was moved, on the motion of Mrs Withers and seconded, that directors' fees be increased by \$42,436 from \$1,326,120 to \$1,368,556, with such amount to be divided amongst directors as they deem appropriate from time to time. Mrs Withers advised that voting on resolutions was by way of poll which would be conducted 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 Acting Chief Executive, the Financial Statements or matters concerning the management of the Company.

Matters raised by shareholders included:

- Discussion of the rationale for the on-going suspension of the Company's Dividend Reinvestment Plan.
- Issues relating to the scheduling of Annual Meetings.
- An acknowledgement of the performance of the Company's Terminal Staff.
- Issues relating to the management of the Terminal forecourt roads.
- The accounting treatment of contingent liabilities for noise insulation works.
- Issues relating to transport options from Auckland's North Shore to the Airport.
- A request to reconsider the location of the next Annual Meeting.

Tribute to retiring Chair

The Deputy Chair, Dr Turner, addressed the meeting to pay tribute to Mrs Withers on the occasion of her retirement from the Board of Directors and as Chair of the Company. Shareholders supported Dr Turner's address with applause.

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, Deloitte, 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 3.40pm.

Minutes Confirmed: _____

Date: _____

Poll Results

The following results of the polls were subsequently announced:

Resolution	For	Against	%
To elect Michelle Guthrie as a director	755,025,778	2,180,730	99.71%
To re-elect Sir Henry van der Heyden as a director	753,792,532	3,105,911	99.59%
To re-elect Brett Godfrey as a director	754,338,818	2,955,274	99.61%
To increase the Director's fees	751,973,338	4,859,550	99.36%
To authorise the directors to fix the fees and expenses of the auditor	753,318,632	3,879,223	99.49%

All resolutions were accordingly passed.