

Notice of Annual Meeting

Notice is hereby given that the 2024 annual meeting of the shareholders of Auckland International Airport Limited is to be held at Eden Park, 42 Reimers Ave, Kingsland, Auckland and online at www.virtualmeeting.co.nz/aia24 on Thursday, 17 October 2024 commencing at 10.00 am.



Thursday, 17 October 2024 commencing at 10.00am

To participate online please go to
www.virtualmeeting.co.nz/aia24

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 2024 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. Election of Grant Devonport:** That Grant Devonport, who has been nominated by the Board to stand as a director, be elected as a director of the Company (see explanatory note).
- 2. 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).
- 3. Re-election of Dean Hamilton:** That Dean Hamilton, who retires and who is eligible for re-election, be re-elected as a director of the Company (see explanatory note).
- 4. Re-election of Tania Simpson:** That Tania Simpson, who retires and who is eligible for re-election, be re-elected as a 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.



Louise Martin, Company Secretary
11 September 2024

Attending the meeting

Shareholders attending the Annual Meeting will be provided a poll card at registration for voting purposes.

Other participation methods: Auckland International Airport will enable shareholders to attend and participate in the Annual Meeting without being physically present at the meeting, by attending the meeting online.

Online participation: Shareholders can participate in the Annual Meeting virtually using an online platform provided by our share registrar, MUFG Corporate Markets at: www.virtualmeeting.co.nz/aia24. Shareholders attending the Annual Meeting virtually will be able to vote and ask questions. 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 in the virtual meeting guide: https://bcast.link/investorservices.co.nz/MUFG/MUFG_VirtualMeetingGuide.pdf

Explanatory notes

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 the Chair 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, MUFG Corporate Markets, 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.

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.

Ordinary Resolution 1. Election of Director

Grant Devonport is standing for election as a director.

The Board unanimously recommends that shareholders vote in favour of the election of Grant Devonport. He is considered by the Board to be an independent director.

A brief biographical note of Grant Devonport is set out below.



Biography

Grant Devonport is an experienced Chief Financial Officer and transformational leader with over 25 years of multinational experience.

He was recently the Chief Financial Officer of Australia Pacific Airports Corporation which owns Melbourne Airport and Launceston Airports, retiring at the end of January 2024.

He is currently a non-executive director of MOVE Logistics Group Limited, and is the Chair of the Risk and Audit Committee at MOVE Logistics Group.

Ordinary Resolution 2. Re-election of Director

Mark Binns is a director retiring in 2024. Mark Binns, being eligible for re-election, offers himself for re-election.

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.

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



Term of Office

Appointed as a director 31 October 2018

Board Committees

Infrastructure Development Committee (Chair)
People, Capability and Iwi Committee

Biography

Mark Binns was appointed as 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 Limited, 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 Crown Infrastructure Partners Limited and Hynds Limited. He is a director of Mercury Energy Limited and is also a director of the trustee company for the Fletcher Building Retirement Plan.

Ordinary Resolution 3. Re-election of Director

Dean Hamilton is a director retiring in 2024. Dean Hamilton, being eligible for re-election, offers himself for re-election.

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.

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



Term of Office

Appointed as a director 31 October 2018

Board Committees

Aeronautical Pricing Committee (ad hoc Committee) (Chair)
Audit and Financial Risk Committee
Safety, Sustainability and Operational Risk Committee

Biography

Dean Hamilton was appointed as 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 Executive Chair of Ryman Healthcare Limited. He is also a director of The Warehouse Group Limited and Tappenden Holdings Limited.

Ordinary Resolution 4. Re-election of Director

Tania Simpson is a director retiring in 2024. Tania Simpson, being eligible for re-election, offers herself for re-election.

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.

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



Term of Office

Appointed as a director 31 October 2018

Board Committees

People, Capability and Iwi Committee (Chair)
Safety, Sustainability and Operational Risk Committee

Biography

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

Tania's background includes 14 years as a director of Mighty River Power from its beginning 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 and has worked on a number of Treaty claim and settlements.

Tania is the deputy chair of the Waitangi National Trust. She is also a director of Tainui Group Holdings Ltd, Meridian Energy Limited, Tui TopCo Limited (Waste Management NZ Limited) and Ukaipo Limited. Tania is a member of the Waitangi Tribunal.

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.

How to get there

Directions to Eden Park from the Southern Motorway:

- ▶ Take the Khyber Pass Road exit and continue until you reach Symonds Street (750m).
- ▶ Turn left onto Symonds Street (160m) keep right and continue onto New North Road (500m).
- ▶ Stay on New North Road (900m) then take a slight left onto Sandringham Road (850m).
- ▶ Turn left onto Reimers Ave (400m).
- ▶ Entry and parking is available in Car Park P5 off Reimers Avenue, please enter via Gate G.

The closest train station is Kingsland train station.

Eden Park location

