

Auckland International Airport Limited

**Minutes of the Annual Meeting of Shareholders
held at Vodafone Events Centre, Manukau
on Thursday, 20 October 2016 at 10am**

Present:

Sir Henry van der Heyden	Chair
Mr Richard Didsbury	Director
Mr Brett Godfrey	Director
Ms Michelle Guthrie	Director
Mr James Miller	Director
Ms Justine Smyth	Director
Ms Christine Spring	Director
Mr Patrick Strange	Director

Approximately 200 shareholders and employees of the company

In Attendance:

Mr Adrian Littlewood	Chief Executive
Mr Scott Weenink	General Counsel & Company Secretary

Chair's Welcome

The Chair, Sir Henry van der Heyden, declared that the necessary quorum was present and that the meeting was now open.

Sir Henry called the meeting to order and welcomed shareholders to the meeting.

Sir Henry 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

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

Annual Report and Financial Statements

The Chair advised that the Annual Report and Financial Statements for the year ended 30 June 2016 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 Adrian Littlewood, also addressed the meeting.

Re-election – Sir Henry van der Heyden

Mr Richard Didsbury provided details of Sir Henry van der Heyden's professional and commercial experience and other business involvements. Mr Didsbury advised that Sir Henry van der Heyden 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 Mr Didsbury and seconded, that Sir Henry van der Heyden is re-elected as Chair of the Board. Mr Didsbury advised that voting on resolutions was by way of a poll which would be conducted at the end of the meeting.

Re-election – Ms Michelle Guthrie

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

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

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

Re-election – Ms Christine Spring

Sir Henry provided details of Ms Christine Spring's professional and commercial experience and other business involvements. Sir Henry advised that Ms Spring had the unanimous support of the Board for her re-election.

Ms Spring addressed the meeting in respect of the motion for her re-election.

It was moved, on the motion of Sir Henry and seconded, that Ms Christine Spring be and is re-elected a Director of the Company. Sir Henry 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

Sir Henry explained the rationale behind the Board's request that directors' fees be increased.

It was moved, on the motion of Sir Henry and seconded, that directors' fees be increased by \$36,650 from \$1,465,997 to \$1,502,647, with such amount to be divided amongst directors as they deem appropriate from time to time. Sir Henry 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 207S of the Companies Act 1993, the Directors be authorised to fix the remuneration of the Auditors. This was seconded.

Sir Henry 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:

- Improvement in walking spaces around Auckland Airport suggested
- Improvement in transport links suggested
- Better access to telephone charging stations in the terminal required
- Better wifi connection in the terminal required
- There should be some consideration given to having fewer Board members

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.

Sir Henry thanked shareholders for their attendance and interest in Company affairs, and declared the meeting closed at 11.50am.

Minutes Confirmed: _____

Date: _____



23 November 2016

Poll Results

The following results of the polls were subsequently announced:

Results of polls: Resolution	For	Against	% in favour
1. To re-elect Sir Henry van der Heyden	766,119,632	3,867,526	99.50
2. To re-elect Michelle Guthrie	764,996,603	4,994,184	99.35
3. To re-elect Christine Spring	768,357,947	1,591,825	99.79
4. To increase the directors' fees by \$36,650 from \$1,465,997 to \$1,502,647	765,919,797	3,233,668	99.58
5. To authorise the directors to fix the fees and expenses of the auditor	763,912,866	5,693,198	99.26

All resolutions were accordingly passed.