

Auckland International Airport Limited
("the Company")

**Minutes of the Annual Meeting of Shareholders
held at Ellerslie Event Center, Remuera on
Wednesday 23 October 2019 at 10.00 am**

Present:

Mr Patrick Strange	Chair
Ms Christine Spring	Director
Ms Justine Smyth	Director
Ms Julia Hoare	Director
Mr Mark Binns	Director
Ms Tania Simpson	Director

Approximately 222 shareholders plus 47 by webcast.

In Attendance:

Mr Adrian Littlewood	Chief Executive
Ms Mary-Liz Tuck	General Counsel

Employees and professional advisers to the Company

Chair's Welcome

The Chair, Patrick Strange, declared that the necessary quorum was present and that the meeting was now open.

Mr Strange called the meeting to order and welcomed shareholders to the meeting.

Mr Strange 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

Mr Strange advised that the Notice of Meeting had been mailed or emailed 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 2019 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 – Christine Spring

The Chair provided details of Ms Spring's professional and commercial experience and other business involvements. Mr Strange 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 and answered shareholder questions.

It was moved, on the motion of Mr Strange, that Ms Spring is re-elected a Director of the Board. Mr Strange advised that voting on resolutions was by way of a poll which would be conducted at the end of the meeting.

Election – Ms Elizabeth Savage

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

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

It was moved, on the motion of Mr Strange, that Ms Savage be and is elected a Director of the Company. Mr Strange 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

Mr Strange explained the rationale behind the Board's request that directors' fees be increased and answered shareholder questions about this modest increase in directors' fees.

It was moved, on the motion of Mr Strange, that directors' fees be increased by \$26,630 from \$1,566,720 to \$1,593,350, with such amount to be divided amongst directors as they deem appropriate from time to time. Mr Strange 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 207T of the Companies Act 1993, the Directors be authorised to fix the fees and expenses of the auditors.

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

Amendment to Constitution

The Chair moved that the Company amend its existing Constitution, in the form tabled at the meeting and signed by the Chair for the purpose of identification, with effect from the close of the annual meeting of the Company.

Mr Strange 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, matters concerning the management of the Company or other matters.

Matters raised by shareholders included:

- Improvements in public transport to the Airport, and future plans;
- Shareholder insights into the Company and its operations, including request to consider site visits;
- Management's assessment of recent media about Whenuapai airport;
- Suggestion of future memorial to Erebus disaster victims;
- Timing of upcoming investor day;
- Gender diversity in senior management and other staff of the Company;
- Major risks for the Company, including climate change and transport;
- Length of walking distance at Airport to board flights; and
- Light Rail plans.

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.

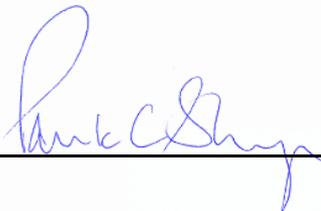
The conduct of the polls was administered by the share registry, Link Market Services Limited, and the Company's Auditor, Deloitte, acted as scrutineer.

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.

Mr Strange thanked shareholders for their attendance and interest in Company affairs, and declared the meeting closed at 11.20am.

Minutes Confirmed:



Date:

21 October 2019

Poll Results

The following results of the polls were subsequently announced:

Results of polls: Company Proposed Resolutions	For	Against	% in favour
1. To re-elect Christine Spring	810,788,606	3,178,735	99.61%
2. To elect Elizabeth Savage as a Director	813,417,786	500,550	99.94%
3. To increase the directors' fees by \$26,630 from \$1,566,720 to \$1,593,350	803,222,854	9,312,031	98.85%
4. To authorise the directors to fix the fees and expenses of auditor	812,925,609	1,060,656	99.87%
5. To amend the Company's constitution	813,656,661	112,719	99.99%

All the resolutions proposed by the Company were passed.