

Auckland International Airport Limited**Minutes****of the Special Meeting of Shareholders
Held in the Genesis Theatre
Vodafone Events Centre, Manukau City
On Wednesday, 12 February 2014 at 2pm****Present:**

Sir Henry van der Heyden	Chair
Dr Keith Turner	Deputy Chair
Mr John Brabazon	Director
Mr Richard Didsbury	Director
Mr James Miller	Director
Ms Justine Smyth	Director

Approximately 200 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

The Chair welcomed shareholders to the special meeting of shareholders of the Company to consider and, if thought fit to pass, a special resolution that the arrangement relating to the return of capital to shareholders, as set out in the Arrangement Document incorporated in the Explanatory Notes in the Notice of Meeting duly sent to shareholders, be approved.

Presentations were made to shareholders by the Chief Executive and Chief Financial Officer in relation to the Company's business and strategy and the mechanics of and rationale for the proposed capital return respectively.

Shareholders asked questions of the Board and Management in relation to the proposed arrangement.

Polls and Closure


The Chair advised that the poll in respect of the special resolution 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 declared the meeting closed at 3.15pm.

Minutes Confirmed:  _____

Date: 2 April 2014

Poll Results

The following results of the poll were subsequently announced:

Special Resolution	For	Against	%
To approve the arrangement relating to the return of capital to shareholders	814,125,795	5,442,159	99.34%

The Special Resolution was accordingly passed.