

Nominations Committee Charter

Auckland International Airport Limited (“Auckland Airport”)

Nominations Committee (“Committee”)

1. Objectives

The objectives of the Committee are to:

- (a) establish and follow a procedure for the nomination and appointment of Directors to the Board;
- (b) make recommendations to the Board in respect of the criteria for the selection or nomination of new Directors;
- (c) provide assistance to the Chair of the Board in respect of evaluating the performance of the Board and individual Directors;
- (d) ensure written letters of engagement are in place for all Directors;
- (e) ensure there is an appropriate induction programme in place for all new Directors;
- (f) ensure there are succession plans in place to maintain an appropriate mix of skills, experience, expertise and diversity on the Board;
- (g) ensure the Board is comprised of a majority of non-executive Directors; and
- (h) make annual determinations on the independence status of all Directors in accordance with Auckland Airport’s Independent Director Standards (as outlined in the Board Charter).

2. Structure and Composition

The Committee shall comprise a minimum of three Directors, with a quorum of two, all of whom shall be independent, non-executive Directors. Committee members will be appointed by the Board and will hold office until changed by Board resolution. Committee members are expected to have the capacity to devote the required time and attention to attend Committee meetings and prepare thoroughly.

Management will not be represented on the Committee, but the Company Secretary or the Chief Executive may be invited to act as Secretary to the Committee. The Committee shall be able to request at any time the retirement from the meeting of any person invited to attend the meeting.

3. Authority

The Board authorises the Committee, within the scope of its responsibilities, to:

- (a) liaise with the Chief Executive in respect of any ancillary information it requires from any employee of Auckland Airport and/or any other external party;
- (b) obtain external legal or other professional advice; and
- (c) require the attendance of Auckland Airport officers at meetings as the Committee deems appropriate.

4. Functions of the Committee

In meeting the objectives of the Committee, the functions of the Committee will include:

- (a) recommending the nomination and appointment of Directors to the Board;
- (b) reviewing the terms of engagement of Board members other than remuneration;
- (c) evaluating the performance of the Board, its Committees and individual Board members;
- (d) monitoring and reviewing the time commitment required by non-executive directors to Board matters, having regard to Board members commitments to Auckland Airport and others; and
- (e) developing a succession planning methodology and reviewing plans for Board member development to ensure organisational safety with respect to succession planning.

5. Procedure for nomination and appointment of Directors to the Board

The Committee shall be responsible for recommending to the Board candidates for election as Directors.

In considering potential candidates, the Committee will undertake appropriate checks on the candidate including checks as to the candidate's character, experience, education, criminal record and bankruptcy history ("**Background Checks**").

It is the Committee's responsibility to ensure that all material information regarding the candidate, including negative information, is considered. The Committee shall consider whether the candidate would be an "Independent Director", as outlined in the Board Charter. If the candidate is standing for the first time the Committee must also consider any material adverse information revealed by the Background Checks, or, if the candidate is being re-elected, information about the term of office served by the Director.

The Committee must ensure that key information about the candidate is available to be provided to shareholders in order to assist shareholders in their decision as to whether or not to elect or re-elect the candidate. Key information includes:

- (a) biographical details;
- (b) relevant skills and experience; and
- (c) other material directorships held.

6. Meetings

The Committee shall meet formally at least once a year and at other times it considers necessary. The proceedings of all meetings should be minuted.

7. Access and Authority

The Board authorises the Committee, within the scope of its responsibilities, to obtain access to such internal and external resources, including access to external legal or other professional advice, as the Committee considers necessary to discharge its responsibilities.

The Committee may require the attendance of non-committee members of Auckland Airport at its meetings as appropriate.

Committee members are entitled to rely on information or advice from Auckland Airport employees on matters within their responsibility, and on external professional advisers or experts (including Auckland Airport's auditors) on matters within their professional or expert competence, provided that:

- (a) the Committee members do not know, or have reason to believe, that such reliance is unwarranted;
- (b) the Committee members have reasonable grounds to believe that each person on which the Committee relies is reliable and competent in relation the matters concerned; and
- (c) the Committee members make proper inquiry where the need for inquiry is indicated by the circumstances (including whether further information is required or available in order to make a decision on a given matter).

Each Committee member must apply an independent and enquiring mind, as well as his or her own knowledge of Auckland Airport and its business, to evaluate a given matter, and to form his or her own opinion on that matter. Each Committee member must not substitute any information or advice provided by an employee or external professional adviser for his or her own examination of important matters.

The Board may rely on information provided by the Committee and its members in relation to matters within the Committee's responsibility under the terms of this Charter (subject to the same provisos as set out above).

It is the responsibility of each Committee member to bring to the attention of the Committee any issue which a Committee member becomes aware of which is relevant to the ability of the Committee to fulfill its responsibilities under this Charter.

The Committee may delegate any of its responsibilities to the Chair of the Committee or a subset of its members from time to time and on such terms as the Committee considers appropriate.

8. Accountability and Reporting

The Committee is accountable to the Board. In this regard, the Committee shall:

- (a) regularly report to the Board on all matters relevant to the Committee's responsibilities and make appropriate recommendations; and
- (b) provide copies of minutes of all meetings of the Committee to each member of the Board at the next scheduled meeting of the Board.

Next Review Date

August 2019