

Appointment as Non-executive Director - Auckland International Airport Limited

Following our recent discussions, I am very pleased to confirm my invitation to you to join the Board of Auckland International Airport Limited ("**Auckland Airport**") as a Non-executive Director.

1. Term of Appointment and Vacation of Office

Subject to receipt of your consent to act as a Director of Auckland Airport, you will hold office as from [] until the next Annual Meeting of Auckland Airport, which is scheduled for []. You will be eligible for election as a Director at that meeting and, if elected, will be subject to retirement by rotation under Auckland Airport's Constitution.

The first Board meeting which you will be required to attend is on []. You will receive the board papers for that meeting on [].

At any time during your tenure, including when you become subject to re-election under Auckland Airport's Constitution or the law, your performance as a Director may be reviewed in accordance with processes agreed by the Board from time to time. An appropriate recommendation as to your re-appointment may be made in Notices of Meeting or other material provided to shareholders. You agree to participate in such reviews.

You may cease to hold office as a Director:

- at any time that you resign by written notice. It is desirable that you give the Chair reasonable forewarning of any intention to resign or to not seek re-election where that is possible so that Auckland Airport can plan for succession of skills and experience on the Board;
- in accordance with the law or the Constitution of Auckland Airport. Currently, clause 26.8 deals with this issue, but the shareholders in general meeting are able to change this.

This letter refers only to your appointment as a Non-executive Director. From time to time the Board may request you to participate in, or remove you from, the Board's Committees. Participation is subject to your agreement.

2. Role

The management and control of the business of Auckland Airport is vested in the Board by statute. The Board reserves for its own decision the adoption of the strategic direction of Auckland Airport, the appointment of the Chief Executive and the Chief Executive's direct reports, approval of Financial Statements, approval of the Business Plan and the Budget, approval of financial policies, review of operating results, risk management strategy, ensuring the effectiveness of governance practices, succession planning and significant capital expenditure. The Board has delegated responsibility for the management of Auckland Airport through the Chief Executive to his direct reports.

Auckland International Airport Limited

As a Non-executive Director of Auckland Airport, you will be expected to participate as a

member of the Board in:

- constructively challenging and helping to develop proposals on strategy of Auckland Airport;
- setting values and standards for Auckland Airport and establishing systems for their communication and monitoring;
- monitoring the performance of Management in achieving agreed goals and objectives and ensuring that the necessary financial and human resources are in place to enable Auckland Airport to meet those goals and objectives;
- satisfying yourself as to the adequacy and integrity of financial and other reporting to the Board and shareholders and that there are adequate systems of internal control; and
- satisfying yourself that systems for identification and management of risks are robust and appropriate.

3. Time Commitments

I anticipate that your duties as a Non-executive Director of Auckland Airport will involve a commitment of at least 18 days in each year. Currently that would typically comprise attendance at:

- at least [six] scheduled Board meetings and the Board's off site strategy days;
- appropriate preparation time ahead of such meetings;
- the Annual Meeting;
- site visits; and
- Board Committee meetings which occur at times other than those days set aside for Board meetings. If you are appointed as a Chair of any Committee, you may expect a further call on your time to fulfill that role.

In addition, you will be expected to attend such ad hoc meetings as may be necessary.

By accepting this appointment, you have confirmed that you are able to allocate sufficient time to meet these expectations. Absence from any meeting must be approved by the Chair.

You should consult with the Chair before you accept any additional material commitments, including other directorships, which may conflict with, or impact on, the time you are able to devote to your role as a Non-executive Director of Auckland Airport. Your appropriate commitment of time to the affairs of Auckland Airport will be one of the issues addressed in performance reviews.

4. Independence and Other Interests

I **enclose** a copy of the Independent Directors Standards adopted by the Board to assess the independence of Directors of Auckland Airport. Please confirm to me whether you regard yourself as an Independent Director within the framework of those guidelines. The Board will then determine its view and advise the market of this in due course. If your circumstances change in any way which may affect your status as an Independent Director, you must immediately disclose this to the Board.

Auckland Airport accepts that you will have business interests other than those of Auckland Airport. Whilst we are aware of your other commitments through the recruitment process, could you please provide formal declaration of interests to the General Counsel & Company Secretary.

Disclosure of interests is a continuing obligation. If your circumstances change and you acquire any office or property which may conflict with your office as a Director of Auckland Airport or the interest of Auckland Airport, then you must disclose its character and extent at the next meeting of Directors. This should be done in writing. You may wish to consult with the Chair or the General Counsel & Company Secretary as soon as you become aware of any potential conflict.

You should be aware that under the law and the Constitution, you will not be entitled to vote on any matter on which you have a material personal interest unless the relevant resolution is one in respect of which all directors are required to sign a certificate or it relates to the granting of an indemnity under section 162 of the Companies Act. Any material interests are required to be disclosed in the Annual Report and the accounts.

5. Remuneration and Expenses

Each Non-executive Director is paid a base fee which is currently \$[] per annum. Fees are payable quarterly in arrears and will be deposited into your bank account, details of which you have provided to us. If your fee is subject to GST it will only be paid upon presentation of a valid GST tax invoice.

These amounts or the nature of the benefit may be changed by the shareholders or the Board. You will not be entitled to a retirement allowance.

The Directors also participate in a fixed share purchase plan pursuant to which Directors allocate a specified proportion of the amount of their director's fees in the on-market purchase of shares of Auckland Airport during a fixed term by way of an automatic process involving no influence by a Director as to trading decisions. The current proportion applied by Directors is 15% of their directors' fees. The General Counsel & Company Secretary will provide you with documentation to enroll you in this plan in due course.

You are entitled to be paid other expenses you properly incur concerning Auckland Airport's affairs upon presenting a properly documented and supported expense claim form, which the General Counsel & Company Secretary will provide to you. Except for expenses associated with travelling, you should obtain the approval of the Chair to the expense before you incur it.

6. Induction

An induction programme will be arranged for you that includes:

- meetings with the Chief Executive;
- one-on-one meetings with key members of Management; and
- visits to the Airport.

The General Counsel & Company Secretary will also provide you with an induction pack of information concerning Auckland Airport. You should feel free to request any further information which you require either from me, or from the General Counsel & Company Secretary, at any time.

7. Continuous Improvement and Directors' Appraisal

The Board believes that progressive organisations appreciate the challenge of operating in today's business environment. You agree that you will participate in:

- continuous improvement programmes from time to time determined by the Board as being appropriate for Directors, at the expense of Auckland Airport, whether or not those programmes are offered by Auckland Airport; and
- processes of internal and external review of Director, Board and Committee performance as may be determined to be appropriate by the Board from time to time. You acknowledge that such processes may result in positive or negative recommendations in relation to your candidacy for re-appointment to the Board.

If there are any issues which cause you concern about the Board or your individual performance or the performance of any Committee, you should feel free to raise it with the Chair at any time.

8. Indemnity, Insurance and Access to Company Documents

The General Counsel & Company Secretary will provide you with a copy of the expiring Directors' and Officers' insurance policy. No changes are expected to the terms of this policy on renewal. The Directors' and officers' insurance policy will be extended to you from the date of your appointment.

I also **enclose** a copy of the Directors' Deed of Access, Indemnity and Insurance. By agreeing to be appointed as a Director you agree to be bound by the terms of the Deed of Access, Indemnity and Insurance.

In accordance with the Directors' Deed of Access, Indemnity and Insurance, you have ongoing rights of access to corporate information. You also have the right to receive access to information for regulatory or litigation purposes for six years post leaving the Board.

9. Independent Advice

With the approval of the Chair, you may seek independent professional advice, at the expense of Auckland Airport, on any matter connected with the discharge of your responsibilities. Copies of this advice must be made available to, and for the benefit of, all Board members, unless the Chair otherwise agrees.

10. Constitution, Charters and Policies

Auckland Airport has developed a Constitution and a range of charters and policies which govern conduct of the Directors and employees and set out the processes, values and standards of Auckland Airport in dealing with all stakeholders. These are available on the Auckland Airport's website. You should familiarise yourself with them. General Counsel & Company Secretary can also provide you with copies should you require that. You acknowledge that your conformity with these Constitution, charters and policies will be an element in any assessment of your performance as a Director of Auckland Airport.

11. Notification of Personal Interests

Under the Listing Rules of the New Zealand Exchange and Australian Stock Exchange, Auckland Airport may be required to provide information about you to those Stock Exchanges. Filings concerning you must also be made with various Government authorities.

Please note that, under current policies, you are required to obtain the consent of the Chair before dealing in securities of Auckland Airport. You must not, in any circumstances, dealing in securities of the company while you possess "inside information" as defined in the Financial

Markets Conduct Act 2013 or "Material Information" as defined in the NZX Main Board Listing Rules. You also agree that you will provide to the General Counsel & Company Secretary promptly (and within required timeframes for filing that information) all information about you which may be required for this purpose, including (without limitation):

- details of your name, address for Companies Office registration purposes (including any change of address), date and place of birth; and
- any initial shareholding you, your spouse and minor children and entities associated with you or any of them, may have in Auckland Airport and, on an ongoing basis, details of any dealings by any of those persons in securities issued by Auckland Airport.

12. General Counsel & Company Secretary

All Directors have access to the General Counsel & Company Secretary's advice and services.

13. Confidentiality

All information obtained during your appointment as a director is confidential to Auckland Airport and should not be released, either during your appointment or following termination (by whatever means) to third parties without prior clearance from the Chair, or as required by law. I also draw your attention to both legislation and Auckland Airport policy prohibiting disclosure or use of price-sensitive information.

14. Announcement of Your Appointment

I will seek your clearance of an announcement to the NZX, ASX and media of your appointment to the Board. This announcement will be made as soon as the Board has resolved to appoint you as a Director.

We look forward to welcoming you to our Board. Please feel free to contact me on [] or the General Counsel & Company Secretary on [] or [] if you have any queries in relation to the above.

Yours sincerely

[insert name]
Chair

I, [], hereby accept the terms of appointment set out in this letter.

Signature

Date

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"Independent Director" Standards

A Director is considered to be independent for the purposes of service on the Board and Board Committees of Auckland International Airport Limited ("**Auckland Airport**") if the Director satisfies the standards set out below.

The fundamental premise of the standards is that, to qualify as being "independent", a Director must, in the opinion of the Board, be independent of Management and free of any business or other relationship that could materially interfere with - or could reasonably be perceived to materially interfere with - the exercise of his or her unfettered and independent judgment.

In judging whether a Director is an "Independent Director", the Board will have regard to whether or not:

- The Director is a Substantial Product Holder (as that term is defined in section 6 of the Financial Markets Conduct Act 2013) in Auckland Airport or if he or she represents or is an officer of or otherwise associated directly with a Substantial Product Holder of Auckland Airport.
- The Director is or has not within the past three years been employed in an executive capacity by Auckland Airport and there has been a period of at least three years between ceasing such employment and serving on the Board;
- The Director has been within the last three years a material supplier or customer of Auckland Airport or is an officer or employee of or otherwise associated with a material supplier or customer.
- The Director has a material contractual or other material relationship with Auckland Airport other than as a Director.
- The Director has been within the last three years a principal of a material professional adviser or a material consultant to Auckland Airport or another group member, or an employee materially associated with the service provided.
- The Director has served on the Board for a period that, in the Board's opinion, could, or could reasonably be perceived to materially interfere with the Director's ability to act in the best interests of Auckland Airport.
- The Director is free from any other interests or any business or other relationships (including familial) that could or could be perceived to interfere with the Director's unfettered and independent judgement and ability to act in the best interests of Auckland Airport.
- The Director, or any associated person of the Director, has derived or is likely to derive in the current financial year 10% or more of that person's annual revenue from or by virtue of a relationship (other than as a Director of Auckland Airport) the Director or the associated person of the Director has with Auckland Airport or a Substantial Product Holder of Auckland Airport.

Directors are required to disclose family ties or cross-directorships that may be relevant in considering continuing independence.

The Board will conduct a regular review of the independence of each of the Directors, based on information provided to it by the Directors. Directors are expected to volunteer information as and when changes occur. The board will identify which Directors it has determined to be independent and advise the New Zealand Stock Exchange and Australian Stock Exchange of such as prescribed by the listing rules of those exchanges.

The Board will regularly review these Independent Director standards to ensure that they comply with requirements of the listing rules of the New Zealand Stock Exchange and Australian Stock Exchange.