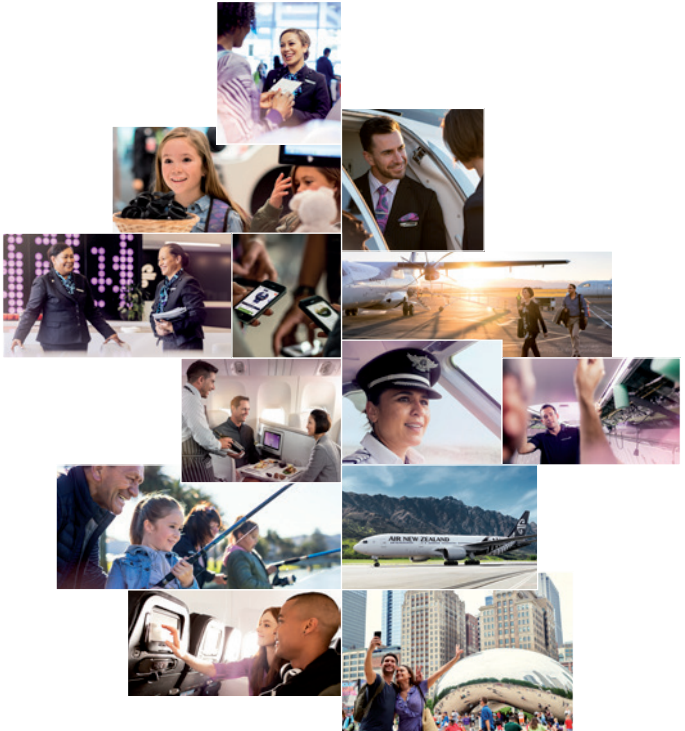


AIR NEW ZEALAND 



# NOTICE OF ANNUAL MEETING

2018

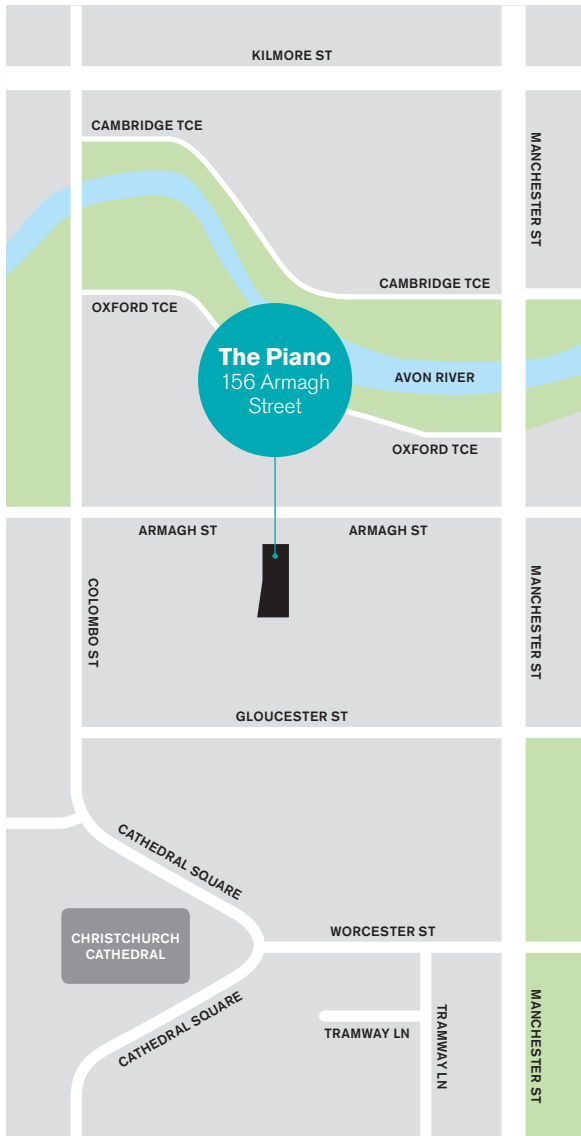
## The Piano

156 Armagh Street, Christchurch  
Commencing at 2:00pm  
Wednesday 26 September 2018

A STAR ALLIANCE MEMBER 



# LOCATION MAP



# NOTICE OF MEETING

Notice is given that the Annual Meeting of Air New Zealand Limited (the “Company”) will be held at:

**The Piano**  
**156 Armagh Street, Christchurch**  
**on Wednesday 26 September 2018**  
**commencing at 2:00pm.**

\*For map please see page opposite.

## Business

### Chairman's Address

### Chief Executive Officer's Review

#### Item 1: TO RE-ELECT Antony Carter

In accordance with Clause 24.10 of the Constitution, Antony Carter retires by rotation and, being eligible, stands for re-election.  
 (See Explanatory Notes for profile)

#### Item 2: TO RE-ELECT Robert Jager

In accordance with Clause 24.10 of the Constitution, Rob Jager retires by rotation and, being eligible, stands for re-election.  
 (See Explanatory Notes for profile)

By Order of the Board

**Karen Clayton**  
 General Counsel and Company Secretary  
 Auckland, New Zealand  
 28 August 2018



# PROCEDURAL NOTES

## Persons entitled to vote

The persons who will be entitled to vote at the Meeting are those persons (or their proxies or representatives) registered as holding Ordinary Shares (other than the Kiwi Share) on Air New Zealand's share register at 5:00pm on Monday 24 September 2018.

## Proxies and Corporate Representatives

Shareholders entitled to attend and vote at the Meeting may appoint a proxy or (in the case of a corporate shareholder) representative to attend and vote on their behalf. A proxy need not be a shareholder of the Company. You may, if you wish, appoint 'The Chairman of the Meeting' as your proxy by filling in the proxy form to that effect. A Proxy and Postal Voting form, with which you can appoint a proxy, is enclosed with this Notice of Meeting.

Shareholders attending the Annual Meeting will be able to vote using an app on their smartphones in addition to voting by ballot. Details of how you can do this will be provided at the Annual Meeting.

## Postal voting

Shareholders entitled to attend and vote at the Meeting may cast a Postal Vote instead of attending in person or appointing a Proxy to attend. The General Counsel and Company Secretary has been authorised by the Board to receive and count postal votes at the Meeting. A Proxy and Postal Voting form, with which you can cast a postal vote, is enclosed with this Notice of Meeting.

Proxy and Postal Voting forms must be received at the office of the Company's share registrar, Link Market Services Limited, by 2:00pm on Monday 24 September 2018. Please see the front page of the Proxy/Postal Voting form on how to return your proxy or postal vote.

## Online proxy and postal voting

Shareholders can elect to lodge their proxy appointment or postal vote online. You will need to go to the website of our share registrar, Link Market Services: [vote.linkmarketservices.com/AIR](http://vote.linkmarketservices.com/AIR)

Holders on the New Zealand register will be required to enter their CSN/Holder number and FIN and follow the instructions from there.

Holders on the Australian register will be required to enter their Holder number and postcode and follow the instructions from there.

The Kiwi Share is a single share conferring special rights on the Crown as Kiwi Shareholder. It is quite distinct from the Ordinary Shares held by the Crown which may be voted in the same manner as other Ordinary Shares.

# PROCEDURAL NOTES (CONTINUED)

## Ordinary resolutions

Each resolution is to be considered as a separate ordinary resolution. To be passed, each of these resolutions requires the approval of a simple majority of the votes cast by the holders of the Ordinary Shares entitled to vote and voting.

## Virtual Annual Meeting

Shareholders and proxy holders entitled to attend and vote at the Meeting will be able to attend the Meeting in person, or participate in the Meeting virtually via an online platform provided by Air New Zealand's share registrar, Link Market Services at [airnewzealand.co.nz/annual-meeting](http://airnewzealand.co.nz/annual-meeting).

Shareholders attending and participating in the Meeting virtually via the online platform will be able to vote and ask questions during the Meeting. More information regarding virtual attendance at the Meeting is available in the Virtual Annual Meeting Online Portal Guide available on our website ([airnewzealand.co.nz/annual-meeting](http://airnewzealand.co.nz/annual-meeting)).

## Shareholder questions prior to the Meeting

Shareholders present at the Annual Meeting will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Meeting but would like to ask a question you can submit a question by completing the Question section on the Proxy / Postal Voting Form and returning to Link Market Services in the reply paid envelope enclosed, or online by going to: [vote.linkmarketservices.com/AIR](http://vote.linkmarketservices.com/AIR). After completing the online validation process choose 'Questions'. Questions will need to be submitted by 2:00pm on Monday 24 September 2018.

The Company's External Auditor, Deloitte will be available at our Annual Shareholder Meeting to answer questions from Shareholders relevant to the External Audit.



# EXPLANATORY NOTES

## Election of Directors (items 1 and 2)

The Constitution requires that one third of the directors (or the number nearest to one-third) must retire by rotation at each annual meeting.

The Board has determined that both directors seeking re-election are Independent Directors as defined in the NZX Main Board Listing Rules.



### Item 1: RE-ELECTION of Antony Carter

**Antony Carter** BE (Hons), ME, MPhil

Appointed 1 December 2010.

Last elected 7 October 2015.

Mr Carter is Chairman of Fisher & Paykel Healthcare Limited, a director of Fletcher Building Limited and ANZ Bank New Zealand Limited and Independent Chairman of Blues LLP.

He attended the University of Canterbury where he studied chemical engineering, graduating with a Bachelor in Engineering with honours and a Masters in Engineering in 1980. He then went on to study at Loughborough University of Technology in the United Kingdom and graduated in 1982 with a Master of Philosophy degree.

Mr Carter worked for his family company, Carter Group Limited, in Christchurch until 1986 when he purchased a Mitre 10 hardware store, also eventually serving as a director of Mitre 10 New Zealand Limited and becoming Chairman of Mitre 10 New Zealand Limited in 1993.

In 1994 Mr Carter was appointed General Manager and Chief Executive designate of Foodstuffs (South Island) Limited. In 1995 he was appointed Chief Executive of Foodstuffs (South Island) Limited and in 2001 was appointed Managing Director of Foodstuffs (Auckland) Limited and Managing Director of Foodstuffs (New Zealand) Limited, until he retired in December 2010. The Foodstuffs Group is New Zealand's largest retail organisation.

Mr Carter has been Chairman of Air New Zealand since 2013. He has advised he will retire from this role following the 2019 Annual Shareholder Meeting.

# EXPLANATORY NOTES (CONTINUED)



### Item 2: RE-ELECTION of Robert Jager

**Rob Jager** ONZM, BE (Hons), MBA

Appointed 1 April 2013.

Last elected 7 October 2015.

Mr Jager is Chairman of the Shell Companies in New Zealand and VPNZ and General Manager of Shell Taranaki Limited.

Mr Jager's career in Shell spans more than 40 years, both in New Zealand and overseas, and in roles ranging from engineering, governance to project and general management. He joined Shell in New Zealand in 1978 as an engineering cadet, completing his Bachelor of Engineering degree with 1st Class Honours and later gaining an MBA with Distinction. He has held his current roles in New Zealand since October 2005.

Mr Jager is well known for his health and safety leadership in New Zealand and was recognised for his commitment to safety nationally when he chaired an independent Government taskforce on workplace health and safety in 2012.

Mr Jager is a director and past chair of the Petroleum Exploration and Production Association of New Zealand (PEPANZ), and an advisor to a major conservation project working towards the ecological restoration of New Zealand's iconic Mount Taranaki. In addition, he is on the board of Sustainable Seas which is responsible for approving large scale research and business planning as part of the National Science Challenge.

In 2013, Mr Jager received the Energy Executive of the Year Award at the New Zealand Deloitte Energy Excellence Awards for his "standout performance in the New Zealand energy sector". He was elected a fellow of the Institute of Professional Engineers in 2015 for his contribution to the advancement of engineering practice and leadership in the profession, and recognised with a Safeguard Life-time Achievement Award in 2017. Mr Jager was appointed an Officer of New Zealand Order of Merit (ONZM) in 2018 for his services to Business and Health and Safety.

Mr Jager chairs the Board's Health, Safety and Security Committee.

