

AIR NEW ZEALAND 

ZK-NEM

A STAR ALLIANCE MEMBER 

2021 NOTICE OF ANNUAL MEETING

Commencing at:

1:00pm, Thursday 28 October 2021



Notice of meeting

Notice is given that the Annual Meeting of Air New Zealand Limited (the “Company”) will be held on Thursday 28 October 2021 commencing at 1:00pm.

This will be a virtual only meeting.

Business

- **Chairman’s Address**
- **Chief Executive Officer’s Review**

Resolution 1: **To elect Claudia Batten**

Claudia Batten has been nominated and is eligible for election (see Explanatory Notes for profile)

Resolution 2: **To elect Alison Gerry**

Alison Gerry has been nominated and is eligible for election (see Explanatory Notes for profile)

Resolution 3: **To elect Paul Goulter**

Paul Goulter has been nominated and is eligible for election (see Explanatory Notes for profile)

- **Shareholder Questions**

A handwritten signature in black ink that reads "Jennifer Page".

Jennifer Page

General Counsel & Company Secretary
Auckland, New Zealand
28 September 2021

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 Tuesday 26 October 2021. Voting will be by way of poll.

There are no restrictions on any shareholder or group of shareholders to prevent them from exercising their vote on any of the resolutions being considered at the meeting.

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 / Postal Voting Form, with which you can appoint a proxy, is enclosed with this Notice of Meeting. The Chairman will vote according to your instructions. If the Chairman is not instructed how to vote, she will vote in favour of all resolutions.

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 & Company Secretary has been authorised by the Board to receive and count postal votes at the Meeting. A **Proxy / Postal Voting Form**, with which you can cast a postal vote, is enclosed with this Notice of Meeting.

Return of Proxy / Postal Voting Forms

Proxy / Postal Voting Forms must be received at the office of the Company's share registrar, Link Market Services Limited, by 1:00pm on Tuesday 26 October 2021. Please see the front page of the **Proxy / Postal Voting Form** on how to return your proxy or postal vote.



Procedural Notes

(continued)

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**

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.

Ordinary resolutions

Each of resolutions 1-3 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 not be able to attend the Meeting in person.

Participation in the Meeting will be virtual only, via an online platform provided by Air New Zealand's share registrar, Link Market Services at **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**).

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 it to Link Market Services in the reply paid envelope enclosed, or online by going to: **vote.linkmarketservices.com/AIR**. After completing the online validation process choose 'Questions'. Questions will need to be submitted by 1:00pm on Tuesday 26 October 2021.

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

Three Directors, Jan Dawson, Rob Jager and Linda Jenkinson, are retiring from the Board at the conclusion of the Annual Meeting and not seeking re-election. Up to three positions on the Board are available to be filled.

The Board has received nominations as below and has determined that upon election each nominee would be an Independent Director as defined in the NZX Listing Rules.

Election of Directors **Resolution 1**

Resolution 1:

Election of: **Claudia Batten**

LLB(Hons), BCA



Claudia Batten is the Chair of Serko, a director at Vista Group New Zealand and the digital advisor to the Westpac New Zealand board.

Claudia has recently returned to New Zealand after living in the US and will bring her global experience, customer focus and skills in technology and innovation to the board. Claudia had success as a digital entrepreneur in the US as a co-founder of two technology ventures.



Explanatory Notes

(continued)

Election of Directors **Resolution 2**

Resolution 2:

Election of:
Alison Gerry
BMS (Hons), MAppFin



Alison Gerry is currently a director at ANZ Bank New Zealand, Infratil Limited, is the founding Chair of Sharesies and is a director at Suncorp New Zealand. She has extensive experience in governance, capital management and audit and risk with those companies and via previous directorships at Spark, TVNZ, Kiwibank and Queenstown and Wellington Airports.

Election of Directors **Resolution 3**

Resolution 3:

Election of:
Paul Goulter
LLB, MA (Hons), BA



Paul Goulter is the National Secretary of NZEI Te Riu Roa (New Zealand's largest education union) and a director of the Co-operative Bank. Paul has over 40 years' experience with unions in New Zealand and in Australia, including a period as Secretary of the New Zealand Council for Trade Unions and as General Secretary of Finsec (the financial sector union).

