

Auckland International Airport Limited

Minutes

**Of the Annual Meeting of Shareholders,
Held in the Genesis Theatre,
TelstraClear Pacific Events Centre, Manukau City
On Thursday, 29 October at 10.30 am**

Present:

Mr Anthony Frankham	Chairman
Dr Keith Turner	Deputy Chairman
Mr John Brabazon	Director
Mr Richard Didsbury	Director
Mrs Joan Withers	Director
Mr James Miller	Director
Sir Henry van der Heyden	Director
Marko Bogoeievski	Alternate Director

Approximately 400 shareholders and employees of the company

Apologies:

Lloyd Morrison	Director
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In Attendance:

Mr Simon Moutter	Chief Executive Officer
Mr Charles Spillane	General Counsel & Corporate Secretary

Chairman's Welcome:

The Chairman declared that the necessary quorum was present and that the meeting was now open.

Mr Anthony Frankham, Chairman, called the meeting to order and welcomed shareholders to the ninth Annual Meeting of the Company.

Mr Frankham advised that voting on all resolutions would be conducted by poll.

Directors:

The Chairman introduced Directors and Senior Management present to shareholders.

Notice of Meeting:

Mr Frankham advised that the Notice of Meeting had been mailed to all shareholders, and with the Company's Auditors on 30 September 2009.

Proxies:

Mr Frankham reported that proxies had been received from 1,898 shareholders representing 721,808,411 shares.

Annual Report and Financial Statements:

The Chairman advised that the Annual Report and Financial Statements for the year ended 30 June 2009 and the Report of the Auditors thereon, had been previously circulated to all shareholders.

The Chairman then addressed the meeting.

The Chief Executive Officer, Mr Simon Moutter, also addressed the meeting.

Re-election – Mr John Brabazon:

Mr Frankham provided details of Mr Brabazon's professional and commercial experience and other business involvements. Mr Frankham advised that Mr Brabazon had the unanimous support of the Board for his re-election.

Mr Brabazon addressed the meeting in respect of the motion for his re-election.

It was moved, on the motion of Mr Frankham and seconded, that Mr John Brabazon be and is hereby re-elected a Director of the Company.

Mr Frankham advised that Mr Brabazon would be available for questions from shareholders once each Director standing for re-election or election had had an opportunity to address the meeting and that voting on resolutions by way of a poll which would be concluded at the end of the meeting.

Re-election – Mr Richard Didsbury:

Mr Frankham provided details of Mr Didsbury's professional and commercial experience and other business involvements. Mr Frankham advised that Mr Didsbury had the unanimous support of the Board for his re-election.

Mr Didsbury addressed the meeting in respect of the motion for his re-election.

It was moved, on the motion of Mr Frankham and seconded, that Mr Richard Didsbury be and is hereby re-elected a Director of the Company. Mr Frankham advised that voting on resolutions by way of a poll which would be concluded at the end of the meeting.

Election – Mr James Miller:

Mr Frankham provided details of Mr Miller's professional and commercial experience and other business involvements. Mr Frankham advised that Mr Miller had the unanimous support of the Board for his re-election.

Mr Miller addressed the meeting in respect of the motion for his election.

It was moved, on the motion of Mr Frankham and seconded, that Mr James Miller be and is elected a Director of the Company. Mr Frankham advised that voting on resolutions by way of a poll which would be concluded at the end of the meeting.

Election – Sir Henry van der Heyden:

Mr Frankham provided details of Sir Henry van der Heyden's professional and commercial experience and other business involvements. Mr Frankham advised that Sir Henry van der Heyden had the unanimous support of the Board for his re-election.

Sir Henry van der Heyden addressed the meeting in respect of the motion for his re-election.

It was moved, on the motion of Mr Frankham and seconded, that Sir Henry van der Heyden be and is elected a Director of the Company. Mr Frankham advised that voting on resolutions by way of a poll which would be concluded at the end of the meeting.

Shareholders took the opportunity to ask questions of the Directors which were answered.

Auditors:

The Chairman moved that, in terms of section 196(i) of the Companies Act 1993, the Directors be authorised to fix the remuneration of the Auditors. This was seconded.

Mr Frankham advised that the poll on the motion would be conducted at the conclusion of the meeting.

Shareholder Questions and Discussion:

Shareholders were invited to raise any questions, comments or discussion, relating to issues raised in the addresses by the Chairman and the Chief Executive Officer, the Financial Statements or matters concerning the management of the Company.

Matters raised by shareholders included:

- Disclosure and management of director interests and potential conflicts of interests.
- Ground transport to and from Auckland Airport and the Company's role in Auckland's public transport network.
- Potential for the development of a theme or amusement park at the Airport.

- The possibility of an air show being held on the Northern Runway on its completion and whether this might be prejudiced by the current deferral of works on the construction of that runway.
- The potential role of a second airport in Auckland.
- The implications for shareholders of the creation of the proposed new Auckland Council bringing together the shareholdings of Auckland and Manukau City Council's shareholdings.

Polls and Closure:

The Chairman advised that, as all other business has now been concluded, polls in respect of the resolutions put to shareholders at the meeting would be conducted.

The conduct of the polls was administered by the share registry, Computershare Investor Services Limited, and the Company's Auditors, Deloitte, acted as scrutineers.

Shareholders then completed and deposited voting papers in respect of the resolutions.

The Chairman advised that the results of the polls would be advised to the Stock Exchanges and the media later in the day.

Mr Frankham thanked shareholders for their attendance and interest in Company affairs, and declared the meeting closed at 12.25pm.

Minutes Confirmed: _____

Date: _____

Poll Results:

The following results of the polls were subsequently announced:

Resolution	For	Against	% For
1. To re-elect Mr Brabazon as a Director	690,699,330		99.74%
2. To re-elect Mr Didsbury as a Director	720,187,267		99.77%
3. To elect Mr Miller as a Director	724,484,294		99.95%
4. To elect Sir Henry van der Heyden as a Director	722,936,439		99.73%
5. That the Directors be authorised to fix the fees and expenses of the auditors	722,946,430		99.75%

All resolutions were accordingly passed.