Auckland Airport

Equity Raising Presentation

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Overview of the equity raising and rationale

Comprehensive plan to remain well capitalised	• Auckland Airport is acting to strengthen its balance sheet and ensure it remains well capitalised during this period of strict border controls and significant reduction in passenger numbers, and ensure it is strongly positioned for a post COVID-19 recovery by: – announcing a fully underwritten NZ$1,000 million institutional placement (“**Placement**”) and a non-underwritten Share Purchase Plan (“**SPP**”) to raise up to NZ$200 million; – obtaining covenant relief from banks through to 31 December 2021 (inclusive) and securing extensions to all bank facilities due to mature before 31 December 2021[1] • The capital raising is in addition to already announced measures including cancelling the FY20 interim dividend, suspending certain capital expenditure projects and reducing operating costs[2]
Strengthen the balance sheet	• The Placement proceeds, combined with existing cash on hand and currently available and undrawn debt facilities, give Auckland Airport total Pro Forma Adjusted Liquidity[3] of $1,258 million at 31 March 2020 • The additional liquidity provided by the Placement is expected to provide capacity to meet all operating, investing and financing cash flow obligations to 31 December 2021: – respond to a range of recovery scenarios including one where the highly subdued current travel environment continues to 31 December 2021 – flexibility to manage current debt facilities and capital markets debt due to mature before 31 December 2021 – cover all capital expenditure required to keep the airport operating and retain flexibility to pursue longer term growth • Provides Auckland Airport the flexibility to commence capital spend and growth projects in-line with a recovery
Current operating environment	• COVID-19 has had a significant impact on Auckland Airport’s business and will continue to do so under the government-imposed border restrictions, and any subsequent recovery period including: – substantial decline in international and domestic passengers – material decline in aeronautical and non-aeronautical revenues – potential for reduced rental income from the property division
Long-term fundamentals remain strong	• Auckland Airport remains a fundamental infrastructure gateway asset • Over the long-term, Auckland Airport has been and will remain a crucial piece of New Zealand infrastructure which produces stable, growing cash flows, and is a significant driver of economic growth • Strong pipeline of actionable Till 1 and 2 opportunities that could be pursued as part of any recovery

Notes:
(1) Covenant relief from the banking group is conditional on the equity raising.
(2) Refer to NZX announcement dated 26 March 2020 titled “Auckland Airport provides market update on its response to COVID-19”.
(3) Pro-forma adjusted as at 31 March 2020. Adjusted for gross proceeds from the Placement and repayment of capital markets debt due to mature before 31 December 2021. See page 7 for additional details.

Auckland Airport's response to COVID-19

Auckland Airport's priority continues to be the safety and wellbeing of its people, travellers, customers and stakeholders, while mitigating the impact of COVID-19 on its operations to ensure it remains strongly positioned for the recovery

Capital programme

Prudent suspension or cancellation of capacity-driven capital expenditure

- Suspended or cancelled a number of key capital expenditure projects with an estimated completed project value in excess of $2 billion
- Approach allows flexibility for Auckland Airport to recommence key projects when the demand environment and operating conditions improve
- Remaining rebased capital programme focuses on:
  - essential safety, asset replacement, maintenance and resiliency and includes the planned runway pavement replacement; and
  - finishing projects sufficiently close to completion
- Auckland Airport now expects to incur ~$275 million[1] of capex between April 2020 and 31 December 2021

Cash flow management

Sharp focus on cash flow management and cost reduction

- Management has implemented a number of initiatives to reduce Auckland Airport's cost base:
  - suspended discretionary expenditure;
  - reviewed work underway with external consultants;
  - reduced number of external contractors supporting the business and capital programme;
  - reduced remuneration of board members and executives by 20%[2];
  - reduced the majority of employee pay to 80% and a four day working week[2];
  - suspension of bonuses and all short-term incentives for FY20[2]; and
  - reduction of operational activities to be in line with new operating environment
- Under the current conditions and while they continue, Auckland Airport is targeting a ~35% reduction on FY19 operating costs post implementation of the above initiatives

Capital structure

Decisive action on capital structure to ensure financial flexibility

- Extended all bank facilities maturing in the period to 31 December 2021
- Obtained waivers from Auckland Airport's banking group for potential covenant breaches as a result of adverse trading associated with the impact of COVID-19 until 31 December 2021 (inclusive)
- Cancelled the interim dividend and suspended all future dividends while the covenant waivers are in place[3]
- Launching an equity raising to create financial and operational flexibility to support the business over the medium term
- Ensure business continuity for our employees and the community
- Working with tenants most affected by COVID-19

Notes:
(1) Includes costs associated with suspension and cancellation of capital projects. Refer to page 13 for further information.
(2) For the period to 30 June 2020 and to be reviewed thereafter.
(3) Waivers currently in place until December 2021.

Pro-forma capitalisation and liquidity

Following the equity raising, Auckland Airport will be well capitalised with expected capacity to meet all funding requirements to at least 31 December 2021

- Equity raising is expected to provide Auckland Airport with sufficient liquidity to:
  - respond to a range of recovery scenarios including one where the highly subdued current travel environment continues to 31 December 2021;
  - cover operating costs and reduced capital expenditure;
  - cover one-off costs from the suspension or cancellation of various capex projects;
  - provide flexibility to manage current debt facilities and capital markets debt due to mature before 31 December 2021; and
  - maintain flexibility to pursue longer term growth post recovery
- Pro Forma Adjusted Liquidity as at 31 March 2020, being cash on hand plus committed undrawn bank facilities, of NZ$1,258[1] million post the equity raising and repayment of capital markets debt due to mature before 31 December 2021
- No bank debt maturities due before 31 December 2021
- Auckland Airport will seek covenant waivers through to 31 December 2021 (inclusive) from existing USPP noteholders in the near term, consistent with the approach to bank facilities[2]
- Auckland Airport is continuing to assess balance sheet impacts as at 30 June 2020 of potential asset re-valuations and impairments as a result of market conditions

Notes:
(1) Pro-forma adjusted as at 31 March 2020. Adjusted for gross proceeds from the Placement and repayment of capital markets debt due to mature before 31 December 2021. See page 7 for additional details.
(2) Relief granted from the leverage and interest cover tests under Auckland Airport's facility agreements in respect of the testing to occur as at 30 June 2020, 31 December 2020, 30 June 2021 and 31 December 2021.

Pro-forma capitalisation and liquidity (cont'd)

Pro Forma Liquidity Position

NZ$m	Liquidity (31 March 2020)	Impact of Offer	Pay Down Bank Facilities	Pro Forma Liquidity[4] (31 March 2020)	Capital Markets Debt Maturities due prior to 31 December 2021	Pro Forma Adjusted Liquidity[6] (31 March 2020)
Drawn bank debt	650		(500)	150		150
Commercial paper	92			92	92	-
FRN[1]	250			250	150	100
Bonds	725			725	150	575
USPP notes	702[2]			702[2]	175[5]	527[5]
AMTN	266			266		266
Total debt drawn	**2,685**			**2,185**	**567**	**1,618**
Cash	340	1,000[3]	(500)	840	(567)	273
Undrawn debt	485		500	985		985
Total liquidity	**825**			**1,825**		**1,258**

Note:
(1) Floating Rate Note.
(2) Refers to gross value of USPP notes, excluding expected $285m derivative gains if USPP notes were repaid.
(3) Gross proceeds excludes fees paid and any amounts that may be raised under the SPP.
(4) Pro Forma Liquidity Position as at 31 March 2020 assuming Placement and repayment but not the cancellation of $500 million of bank facilities.
(5) Excludes derivative gains.
(6) Pro Forma Adjusted Liquidity assuming repayment of capital markets debt due to mature prior to 31 December 2021.

Strong underlying business

The long-term, fundamental characteristics of Auckland Airport's business are solid

- Auckland Airport is New Zealand's gateway for travel and trade, linking New Zealand to the world and Auckland to New Zealand
- Positioned to capture long-term economic growth
- Critical infrastructure which is difficult to replicate
- Well positioned for the expected recovery in New Zealand and global travel markets
- Diversified revenue streams that complement aeronautical including retail, car parking, hotels and investment property
- Supportive and stable regulatory environment
- Strong pipeline of actionable Till 1 and 2 opportunities that could be pursued as part of any recovery
- Supported by a talented and committed team with a track record of delivering sustainable growth for the benefit of all stakeholders

Tourism

Critical infrastructure

Diversified lines of business

Well positioned for a post COVID-19 recovery

Auckland Airport is well positioned for a post COVID-19 recovery

- Government actions are supportive of broad recovery
- Decisive action has been taken to secure balance sheet
- Strategic cost cutting initiatives and employee reductions
  - retention of key personnel to be well positioned for recovery; and
  - reallocation of resources to support and enhance technical infrastructure
- Committed to completing a number of essential infrastructure projects including:
  - construction works associated with roading projects; and
  - runway pavement upgrades
- Auckland Airport is a critical piece of infrastructure and when the operating environment normalises, remains ready to:
  - flexibly utilise its existing aeronautical capacity to support operational requirements and customer expectations; and
  - re-start a refreshed pipeline of aeronautical projects based on existing and well developed capital project plans

Key projects that will deliver additional capacity

Key details of the equity raising

Offer size	• NZ$1,200 million comprising: – underwritten placement of NZ$1,000 million; and – non-underwritten Share Purchase Plan to raise up to NZ$200 million together representing approximately 19.6% of Auckland Airport's market capitalisation as of market close on 3 April 2020
Use of proceeds	• Strengthen balance sheet and provide financial flexibility • Support the business and respond to a range of recovery scenarios including one where the highly subdued current travel environment continues to 31 December 2021 • Materially increase liquidity and reduce net debt
Placement	• Fully underwritten institutional placement to raise approximately NZ$1,000 million
Share Purchase Plan	• Non-underwritten Share Purchase Plan to raise up to NZ$200 million • Eligible existing Auckland Airport shareholders resident in New Zealand and Australia will be able apply for up to a maximum of NZ$50,000 / AU$47,000 of new shares
Issue price	• New shares to be offered under the Placement at a price to be determined via a book build process today (subject to an underwritten floor price of $4.50) • The underwritten floor represents a discount of: – 10.7% to the last close ($5.04); and – 12.6% to the 5-day VWAP of $5.15 prior to announcement • New shares from the Share Purchase Plan will be priced at lower of Placement price or 2.5% discount to volume weighted average price over the last 5 trading days of the Share Purchase Plan offer period
Ranking	• New shares issued under the placement and Share Purchase Plan will rank equally with existing Auckland Airport shares from the date of allotment
Underwriting	• The Placement is fully underwritten • The Share Purchase Plan is not underwritten

Timetable

Placement	Date / Time
Trading halt and bookbuild	8:45am NZST (6:45am AEST) Monday 6 April 2020
Trading halt lifted	Upon announcement of Placement results, expected to be 1:00pm NZST (11:00am AEST) Tuesday 7 April 2020
Settlement on ASX	Tuesday 14 April 2020
Settlement on NZX	Wednesday 15 April 2020
Allotment and trading of new shares on ASX and NZX	Wednesday 15 April 2020

Share Purchase Plan	
Record date	7.00pm NZST (5:00pm AEST) Friday 3 April 2020
Expected dispatch of the offer documents and application forms	Thursday 9 April 2020
Share Purchase Plan opens	9.00am NZST (7:00am AEST) Thursday 9 April 2020
Share Purchase Plan closes	7.00pm NZST (5:00pm AEST) Friday 24 April 2020
Allotment of shares on NZX and ASX	Friday 1 May 2020
Commencement of trading of shares on NZX	Friday 1 May 2020
Commencement of trading of shares on ASX	Monday 4 May 2020

Eligible New Zealand and Australian resident shareholders can find out more about the Share Purchase Plan at aucklandairportshares.co.nz and can apply online during the Share Purchase Plan offer period

Appendix A:

Revised capital programme and debt maturity profile

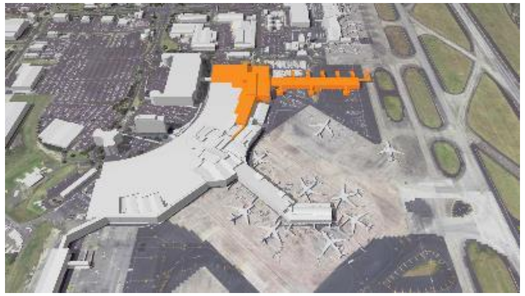
Auckland Airport

Revised capital programme

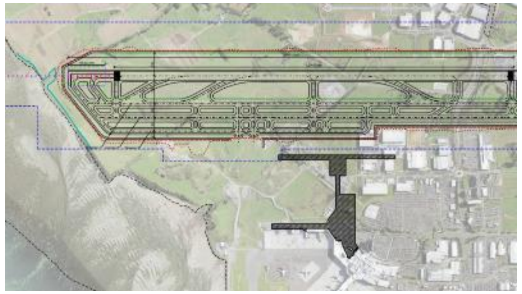
Auckland Airport has prudently suspended or cancelled capacity driven capital expenditure, reducing its capital programme to focus on those projects that are essential for safety, those that replace legacy infrastructure and projects that provide resiliency. The suspended or cancelled projects are positioned to recommence when demand conditions return.

Key elements of the revised continuing capital programme
Northern roading network
Northern fibre network
Airfield fuel pipeline upgrade
Runway pavement upgrades
Airfield ground lighting
Foodstuffs warehouse and distribution centre
Timberly Road warehouse

Examples of suspended or cancelled capital projects positioned for when demand returns



Domestic Jet Hub



Northern runway

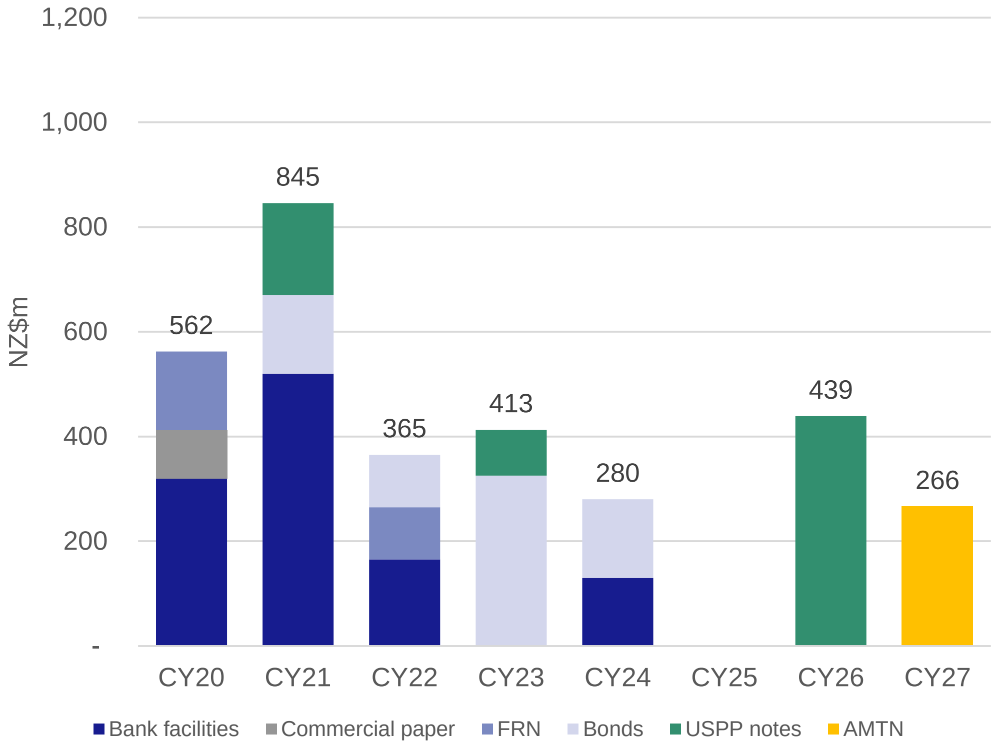
Park and Ride South

Multi-storey carpark and PUDO

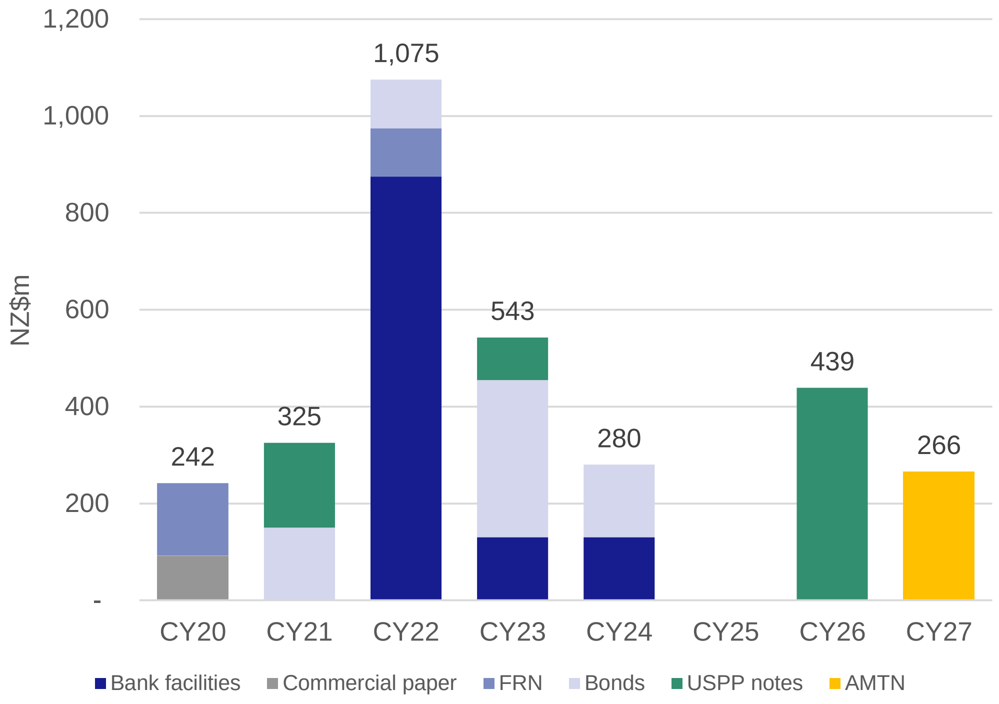
Mercure Hotel

Debt maturity profiles

Total facility amounts prior to bank debt extensions



Total facility amounts post bank debt extensions



Appendix B:
Risk factors

Auckland Airport

Risk factors

There are risks associated with an investment in Auckland Airport shares. Whilst the section below aims to highlight some of the key risks, it is not exhaustive. Additionally, some risks may be unknown and other risks, currently believed to be immaterial, could turn out to be material.

Investors should be aware that the spread of COVID-19, its effect on the global economy and the actions taken in response by the New Zealand and other governments, including border controls and travel restrictions, and the effects of the pandemic on the global economy have had, and are likely to continue to have, a material adverse effect on Auckland Airport, its financial performance and position, liquidity, financial condition and results of operations. It is also likely that there will be further unforeseen negative impacts as COVID-19 continues to spread of an as-yet unknown magnitude and duration. It is not currently clear when these negative impacts will begin to abate. Auckland Airport will continue to respond to the challenges facing it, but there is no certainty as to the severity or likelihood of such unforeseen impacts arising nor whether any mitigating action will be effective or can be taken.

Before deciding whether to invest in Auckland Airport shares, you must make your own assessment of the risks associated with the investment, including the inherent uncertainties due to the impact of COVID-19 noted above, and consider whether such an investment is suitable for you having regard to all other Auckland Airport continuous disclosure announcements and publicly available information, and consult your financial adviser and other professional advisers.

Market volatility of Auckland Airport's shares

- Auckland Airport's shares are currently listed on NZX and ASX and are subject to the usual market-related forces which impact on Auckland Airport's share price. There can be no assurance that trading in the shares following the offer will not result in the share price trading at levels below the price paid by investors in the offer. The equity markets have in recent times been subject to pronounced volatility due to the continuing impacts of COVID-19. There is no certainty that this recent volatility will not continue or worsen, which could have a materially adverse impact on the market price of Auckland Airport's shares.
- Factors such as the risk factors disclosed in this presentation as well as other factors could cause the market price of Auckland Airport's shares to decline or to materially fluctuate. It also is possible that new market risks may develop as a result of the New Zealand or Australian markets experiencing extreme stress, or due to existing risks (including the impacts of COVID-19) manifesting themselves in ways that are not currently foreseeable.
- A weakening in the New Zealand dollar as against other currencies will cause the value of the shares to decline in any portfolio which is denominated in a currency other than New Zealand dollars.

Passenger and Aircraft movements

- The number of passengers using airports has been impacted enormously by the outbreak of COVID-19 and the measures taken by the New Zealand government and governments in other countries, to address the outbreak. If government restrictions on domestic or international travel continue for longer than expected, or are relaxed and then subsequently reintroduced, or if demand for domestic and/or international travel takes longer than anticipated to revert to pre-COVID-19 levels, this will have a materially adverse impact on Auckland Airport's financial prospects and performance.
- Due to the recent government-imposed border restrictions, international passenger numbers through Auckland Airport are expected to be almost zero in the near term, and domestic travel significantly reduced with the government advice that all non-essential domestic travel should be avoided. The status of the response to COVID-19 continues to evolve rapidly, and it is uncertain how long these restrictions will remain in place, and what other counter-measures may be implemented to restrict travel in response to COVID-19, both in New Zealand and internationally. Furthermore, it is unclear what the longer term impact on international and domestic travel will be, even after current government restrictions and border closures are lifted.
- As a result of the COVID-19 pandemic, international travel preferences could shift having an impact on future demand for international and domestic travel. There is a risk that as a result of any reduced demand, passenger traffic volumes may take longer to reach levels seen prior to the COIVID-19 pandemic, or never reach historical levels again.

Risk factors (cont'd)

Performance of non-aeronautical revenues

- Non-aeronautical revenues include revenue from retail operations, hotels, carparks and Auckland Airport's property portfolio. Retail revenues are largely driven by passengers and their propensity to spend in the retail outlets provided at the airport. Changes to passenger numbers and other economic factors impact the level of expenditure at Auckland Airport's retail outlets
- Auckland Airport's non-aeronautical revenues have been materially impacted by the outbreak of COVID-19 and the Government's response. It is currently unclear how long the impact of severely reduced passenger numbers, and of the economic downturn precipitated by the COVID-19 outbreak, will continue to adversely affect Auckland Airport's non-aeronautical revenues.
- For certain retailers who have closed down as a result of the Level 4 lock down in New Zealand, or where retailers' sales have been significantly impacted by COVID-19, it will not be economically viable to meet rent payment obligations, therefore reducing non-aeronautical revenues for Auckland Airport.

Reliance on a relatively small number of customers

- Auckland Airport is reliant on a relatively small number of airline customers that account for a significant proportion of its airfield operating revenues. As a result of the COVID-19 pandemic, the airline industry is being severely impacted. While some airlines have been provided with Government support (e.g. Air New Zealand), others may struggle to continue to operate and become financially distressed. This has the potential to lead to airline bankruptcies, fewer airlines, fewer flights and changes to airfares. There is a risk that these potential changes to the airline industry could have an adverse effect on Auckland Airport's business and operational results.

Infrastructure development

- Auckland Airport was until recently undergoing a significant project to modernise and expand the airport precinct, involving substantial investment in aeronautical and non-aeronautical infrastructure. As a result of the impact of the COVID 19 pandemic, many of these projects have been suspended or cancelled. Auckland Airport may in the future need to restart some or all of these suspended or cancelled projects, at a resulting cost which may be higher than what was previously envisaged.

Covenant waivers

- The COVID-19 pandemic and imposition of border controls has created significant uncertainty over the impact on Auckland Airport's business and led Auckland Airport to withdraw earnings guidance and significantly reduce its capital and operating expenditures. The length of time associated with these events is uncertain, and as a result forecasting the impact on Auckland Airport's financial position has become very difficult, which in turn creates general uncertainty and liquidity and refinancing risk. Given this, while there is no certainty that Auckland Airport will not be able to comply with its financial covenants in respect of its financing programmes going forward, out of prudence and in a desire to remove any such risk in this regard, Auckland Airport has received a waiver from its banking group in respect of its two main financial covenants in relation to the reporting periods up to and including 31 December 2021.
- Following these agreements with the banks, Auckland Airport will seek the required waivers from the USPP note holders. There is a risk that the USPP note holders will not agree to waivers, in which case, Auckland Airport will have sufficient cash on hand to repay the USPP note holders, if required.

Risk factors (cont'd)

Impairments

- Auckland Airport re-values its Investment Property portfolio on an annual basis and reviews the portfolio to assess the need for a re-valuation at each half year. Land, buildings and services, runway, taxiways and aprons and infrastructural assets within the property, plant and equipment ("PP&E") portfolio are carried at fair value, as determined by an independent registered valuer, less accumulated depreciation and any impairment losses recognised after the date of any re-valuation. Re-valuations are carried out with sufficient regularity to ensure that the carrying amount does not differ materially from fair value at the balance date. There is a risk that, as a result of the COVID-19 pandemic and suspension or cancellation of capital projects, any future valuations at 30 June 2020, 31 December 2020, and 30 June 2021, could result in a decrease of the fair value of Auckland Airport's Investment Property portfolio and PP&E fair values leading to some or all of these assets being impaired.

Regulatory and Government policy

- Changes in Government policy and regulation could affect aircraft movements. Examples include border restrictions (such as the recent restrictions on domestic and international travel in response to COVID-19), international relations (including international air service agreements and free trade agreements), immigration policy, and border levies.
- Airports are subject to extensive safety obligations under the Civil Aviation Act and Rules. Non-compliance, or taking steps to comply, can cause disruption to operations (for example, the requirement to undertake runway maintenance).
- Economic regulation of prices of airport services (detailed below) is subject to change. Adverse regulatory changes can have an adverse effect on Auckland Airport's financial results. A 2019 Ministerial Inquiry recommended that legislation be developed to protect security in the jet fuel supply chain at Auckland Airport. There is risk that if the Government decides to proceed with legislation, then it could facilitate Government intervention in jet fuel storage and pipeline arrangements on Auckland Airport's land.

Environmental risk

- There is a risk that growing concerns about environmental sustainability may impact the long term growth trend for the global aviation industry. Air travel by its nature is energy intensive and burning jet fuel emits carbon dioxide and other "greenhouse" gases that are believed to be damaging to the environment. Longer haul air travel, which drives a significant proportion of Auckland Airport's business, is potentially more susceptible to any government policy interventions designed to reduce emissions

Risk factors (cont'd)

The introduction of new regulations may have a material adverse effect on Auckland Airport's financial performance

- Auckland Airport's business is divided, for regulatory purposes, into two 'tills'. The aeronautical till is subject to information disclosure regulation administered by the Commerce Commission under Part 4 of the Commerce Act 1986. The non-aeronautical till, which includes retail, car parking and commercial property activities, is not subject to regulation.
- Under the Airport Authorities Act, Auckland Airport is allowed to determine its aeronautical prices, subject to an obligation to consult with its major airline customers at least every five years. The Government has proposed to remove this power. If enacted, there could be greater disputes by airlines about aeronautical charges, and Auckland Airport may experience greater difficulty in recovering the charges it has set.
- After each aeronautical price setting event (at least every five years), the Commerce Commission reviews the information that has been disclosed by Auckland Airport (and other regulated airports), consults with interested parties, and reports on how effectively information disclosure regulation under Part 4 of the Commerce Act is promoting the purpose of Part 4. A key part of this assessment is comparing Auckland Airport's returns to the Commission's estimate of WACC. Auckland Airport's financial performance is therefore subject to the risk that the Commission's estimate of WACC will change from time to time (down or up). If Auckland Airport targets returns above the Commission's estimate of WACC, there is a risk that, following a recommendation by the Commission, the New Zealand Government will impose heavier-handed regulation, such as negotiate/arbitrate or price control.
- There is also a risk that services currently outside the aeronautical till can be subject to regulation under Part 4 of the Commerce Act if the Commerce Commission finds that the airport has substantial degree of market power and regulation will provide benefits.

Appendix C:

Foreign selling restrictions

Auckland Airport

Foreign selling restrictions

Australia

This document and the offer of New Shares under the Placement is only made available in Australia to persons to whom a disclosure document is not required to be given under Chapter 6D of the Australian Corporations Act 2001 (Cth) ("Australian Corporations Act"). This document is not a prospectus, product disclosure statement or any other form of formal "disclosure document" for the purposes of the Australian Corporations Act, and is not required to, and does not, contain all the information which would be required in a disclosure document under the Australian Corporations Act. If you are in Australia, this document is made available to you provided you are a person to whom an offer of securities can be made without a disclosure document such as a professional investor, sophisticated investor or wholesale client for the purposes of Chapter 6D of the Australian Corporations Act.

This document has been lodged or registered with the Australian Securities and Investments Commission, ASX Limited and any other regulatory body or agency in Australia to the extent applicable to AIAL as a foreign entity admitted as an ASX Foreign Exempt Listing. The persons referred to in this document may not hold Australian financial services licences and may not be licensed to provide financial product advice in relation to securities. No "cooling-off" regime will apply to an acquisition of any interest in AIAL.

This document does not take into account the investment objectives, financial situation or needs of any particular person. Accordingly, before making any investment decision in relation to this document, you should assess whether the acquisition of any interest in AIAL is appropriate in light of your own financial circumstances or seek professional advice.

If you acquire the New Shares under the Placement in Australia then you:

- represent and warrant that you are a professional or sophisticated investor;
- represent and warrant that you are a wholesale client; and
- agree not to sell or offer for sale any New Shares issued under the Placement in Australia within 12 months from the date of their issue under the Placement, except in circumstances where:
  - disclosure to investors would not be required under Chapter 6D of the Australian Corporations Act; or
  - such sale or offer is made pursuant to a disclosure document which complies with Chapter 6D or Chapter of the Australian Corporations Act.

British Columbia, Ontario and Quebec Provinces

This document constitutes an offering of New Shares only in the Provinces of British Columbia, Ontario and Quebec (the "Provinces") and to those persons to whom they may be lawfully distributed in the Provinces, and only by persons permitted to sell such New Shares. This document is not, and under no circumstances is to be construed as, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons that are "accredited investors" within the meaning of NI 45-106 - Prospectus Exemptions, of the Canadian Securities Administrators.

No securities commission or similar authority in the Provinces has reviewed or in any way passed upon this document, the merits of the New Shares or the offering of New Shares and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of New Shares or the resale of such New Shares. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the New Shares in the Provinces must be made in accordance with applicable Canadian securities laws which may require resales to be made in accordance with exemptions from dealer registration and prospectus requirements. These resale restrictions may in some circumstances apply to resales of the New Shares outside Canada and, as a result, Canadian purchasers should seek legal advice prior to any resale of the New Shares.

AIAL as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon AIAL or its directors or officers. All or a substantial portion of the assets of AIAL and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against AIAL or such persons in Canada or to enforce a judgment obtained in Canadian courts against AIAL or such persons outside Canada.

Foreign selling restrictions (cont'd)

Any financial information contained in this document has been prepared in accordance with generally accepted accounting practice in New Zealand (NZ GAAP). It complies with New Zealand equivalents to International Financial Reporting Standards (NZ IFRS) and other applicable Financial Reporting Standards as appropriate for profit-oriented entities. It also complies with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board. Unless stated otherwise, all dollar amounts contained in this document are in New Zealand dollars.

Statutory rights of action for damages and rescission

Securities legislation in certain of the Provinces may provide purchasers with, in addition to any other rights they may have at law, rights of rescission or to damages, or both, when an offering memorandum that is delivered to purchasers contains a misrepresentation. These rights and remedies must be exercised within prescribed time limits and are subject to the defenses contained in applicable securities legislation. Prospective purchasers should refer to the applicable provisions of the securities legislation of their respective Province for the particulars of these rights or consult with a legal adviser.

The following is a summary of the statutory rights of rescission or to damages, or both, available to purchasers in Ontario. In Ontario, every purchaser of the New Shares purchased pursuant to this document (other than (a) a "Canadian financial institution" or a "Schedule Ill bank" (each as defined in NI 45-106), (b) the Business Development Bank of Canada or (c) a subsidiary of any person referred to in (a) or (b) above, if the person owns all the voting securities of the subsidiary, except the voting securities required by law to be owned by the directors of that subsidiary) shall have a statutory right of action for damages and/or rescission against AIAL if this document or any amendment thereto contains a misrepresentation. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against AIAL. This right of action for rescission or damages is in addition to and without derogation from any other right the purchaser may have at law. In particular, Section 130.1 of the Securities Act (Ontario) provides that, if this document contains a misrepresentation, a purchaser who purchases the New Shares during the period of distribution shall be deemed to have relied on the misrepresentation if it was a misrepresentation at the time of purchase and has a right of action for damages or, alternatively, may elect to exercise a right of rescission against AIAL, provided that (a) AIAL will not be liable if it proves that the purchaser purchased the New Shares with knowledge of the misrepresentation; (b) in an action for damages, AIAL is not liable for all or any portion of the damages that AIAL proves does not represent the depreciation in value of the New Shares as a result of the misrepresentation relied upon; and (c) in no case shall the amount recoverable exceed the price at which the New Shares were offered.

Section 138 of the Securities Act (Ontario) provides that no action shall be commenced to enforce these rights more than (a) in the case of any action for rescission, 180 days after the date of the transaction that gave rise to the cause of action or (b) in the case of any action, other than an action for rescission, the earlier of (i) 180 days after the purchaser first had knowledge of the fact giving rise to the cause of action or (ii) three years after the date of the transaction that gave rise to the cause of action. These rights are in addition to and not in derogation from any other right the purchaser may have.

Certain Canadian income tax considerations.

Prospective purchasers of the New Shares should consult their own tax adviser with respect to any taxes payable in connection with the transaction, holding or disposition of the New Shares as any discussion of taxation related matters in this document is not a comprehensive description and there are a number of substantive Canadian tax compliance requirements for investors in the Provinces.

Language of documents in Canada.

Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Shares (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.

European Union

This document has not been, and will not be, registered with or approved by any national securities regulator in the European Union. Accordingly, this document may not be made available, nor may the New Shares be offered for sale, in the European Union except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the "Prospectus Regulation").

In accordance with Article 1(4)(a) of the Prospectus Regulation, an offer of New Shares in the European Union is limited to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation).

Foreign selling restrictions (cont’d)

Hong Kong

WARNING: The contents of this document have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the Placement. If you are in any doubt about any of the contents of this document, you should obtain independent professional advice.

This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap.32, Laws of Hong Kong) (the “C(WUMP)O”), nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of Hong Kong (the “SFO”). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, (i) the New Shares may not be offered or sold in Hong Kong by means of this document or any other document other than (a) to "professional investors" as defined in the SFO and any rules made under the SFO; or (b) in other circumstances which do not result in the document being a "prospectus" as defined in the C(WUMP)O or which do not constitute an offer to the public within the meaning of the C(WUMP)O; and (ii) no person shall issue or possess for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the New Shares which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the New Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” as defined in the SFO and any rules made under the SFO.

No person allotted New Shares may sell, or offer to sell, such shares in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such shares.

Japan

The New Shares have not been and will not be registered under Article 4, paragraph 1 of the Financial Instruments and Exchange Law of Japan (Law No. 25 of 1948), as amended (the “FIEL”) pursuant to an exemption from the registration requirements applicable to a private placement of securities to Qualified Institutional Investors (as defined in and in accordance with Article 2, paragraph 3 of the FIEL and the regulations promulgated thereunder) pursuant to an exemption from the registration requirements applicable to a private placement of securities to Qualified Institutional Investors. Accordingly, the New Shares may not be offered or sold, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan other than Qualified Institutional Investors. Any Qualified Institutional Investor who acquires New Shares may not resell them to any person in Japan that is not a Qualified Institutional Investor, and acquisition by any such person of New Shares is conditional upon the execution of an agreement to that effect.

Norway

This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act of 2007.

The New Shares may not be offered or sold, directly or indirectly, in Norway except to “professional clients” (as defined in Norwegian Securities Regulation of 29 June 2007 no. 876 and including non-professional clients having met the criteria for being deemed to be professional and for which an investment firm has waived the protection as non- professional in accordance with the procedures in this regulation).

Singapore

This document and any other materials relating to the New Shares has not been and will not be registered as a prospectus with the Monetary Authority of Singapore (“MAS”). Accordingly, the New Shares may not be offered or sold or made the subject of an invitation for subscription or purchase, nor may this document or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the New Shares be circulated or distributed, whether directly or indirectly, to any person in Singapore other than (i) to an "institutional investor" or an "accredited investor" pursuant to the Securities and Futures Act, Chapter 289 of Singapore (the “SFA”), in accordance with the conditions of any other applicable provision (including resale restrictions) of the SFA.

Notification under Section 309B(1)(c) of the SFA - in connection with Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018 (the “CMP Regulations 2018”) of Singapore, AIAL has determined the classification of the New Shares as prescribed capital markets products (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

Foreign selling restrictions (cont’d)

Switzerland

This document is not intended to constitute an offer or solicitation to purchase or invest in the New Shares described herein. The New Shares may not be publicly offered, sold or advertised, directly or indirectly, in, into or from Switzerland but may be offered to individually approached professional investors as defined in article 4 of the Swiss Financial Services Act ("FinSA") and no application has been or will be made to admit the New Shares to trading on any trading venue (exchange or multilateral trading facility) in Switzerland. Neither this document nor any other offering or marketing material relating to the New Shares constitutes a prospectus compliant with the requirements of Article 652a or 1156 of the Swiss Code of Obligations or pursuant to the FinSA for a public offering of the New Shares and neither this document nor any other offering or marketing material relating to the New Shares may be distributed or otherwise made publicly available in, into or from Switzerland.

Neither this document nor any other offering or marketing material relating to the offering of the New Shares has been or will be filed with or approved by any Swiss regulatory authority or any review body.

United Kingdom

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (“FSMA”) has been published or is intended to be published in respect of the New Shares.

This document is issued on a confidential basis to “qualified investors” (within the meaning of Section 86(7) of the FSMA) in the United Kingdom, and the New Shares may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to Section 86(1) of the FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which Section 21(1) of the FSMA does not apply to AIAL.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (“FPO”), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together “relevant persons”). The investments to which this document relates are available only to, and any offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

United States

This document may not be distributed or released in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or in any other jurisdiction in which such an offer would be illegal or impermissible. The New Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, in the United States unless they have been registered under the U.S. Securities Act (which AIAL has no obligation or intention to do or procure) or are offered and sold in a transaction exempt from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and other applicable securities laws.

Glossary

AIAL	Auckland International Airport Limited
AMTN	Australian medium term notes
ASX	Australian Securities Exchange
Capex	Capital expenditure
EBITDA	Earnings before interest, taxation, depreciation and amortisation
FRN	Floating rate note
NZX	New Zealand Stock Exchange
Placement	The institutional placement to selected investors
PUDO	Pick-up and drop-off
SPP	Share purchase plan
Till 1	Aeronautical activities subject to economic regulation
Till 2	Non-aeronautical activities subject to open market competitive forces
USPP	United States Private Placement
WACC	Weighted average cost of capital
VWAP	Volume weighted average price