

Auckland International Airport Limited**Minutes of the Annual Meeting of Shareholders
held at Vodafone Events Centre, Manukau
on Thursday, 22 October 2015 at 10am****Present:**

Sir Henry van der Heyden	Chair
Mr John Brabazon	Director
Mr Richard Didsbury	Director
Mr Brett Godfrey	Director
Ms Michelle Guthrie	Director
Mr James Miller	Director
Ms Justine Smyth	Director
Ms Christine Spring	Director

Approximately 220 shareholders and employees of the company

In Attendance:

Mr Adrian Littlewood	Chief Executive
Ms Justine Hollows	Acting Company Secretary
Mr Philip Neutze	Acting CFO

Chair's Welcome

The Chair, Sir Henry van der Heyden, declared that the necessary quorum was present and that the meeting was now open.

Sir Henry called the meeting to order and welcomed shareholders to the meeting.

Sir Henry advised that voting on all resolutions would be conducted by poll.

Directors and Senior Management

The Chair introduced Directors and Senior Management present to shareholders.

Notice of Meeting

Sir Henry advised that the Notice of Meeting had been mailed to all shareholders and provided to the Company's Auditor, Deloitte.

Annual Report and Financial Statements

The Chair advised that the Annual Report and Financial Statements for the year ended 30 June 2015 and the Report of the Auditor thereon, had been previously circulated to all shareholders.

The Chair then addressed the meeting on the Company's achievements during the year. In his speech, which was released to the market, Sir Henry commented on the growth of the New Zealand tourism industry this year and the direct and positive impact this has on the Company's financial results, including a revenue increase of 6.9% with total profit up 3.5% and underlying profit up 3.8% to \$176.4 million.

The Chief Executive, Mr Adrian Littlewood, also addressed the meeting. In his speech, which was also released to the market, Mr Littlewood reflected on the strong performance of the Company which was powered by excellent growth in both domestic and international passengers. Mr Littlewood advised shareholders that the Company is full steam ahead with more detailed planning and the implementation of a wide range of capacity additions to improve airport performance and the customer experience.

Re-election – Mr Richard Didsbury

Sir Henry provided details of Mr Didsbury's professional and commercial experience and other business involvements. Sir Henry 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 Sir Henry and seconded, that Mr Richard Didsbury is re-elected a Director of the Company. Sir Henry advised that voting on resolutions was by way of a poll which would be conducted at the end of the meeting.

Re-election – Mr Brett Godfrey

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

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

It was moved, on the motion of Sir Henry and seconded, that Mr Brett Godfrey is re-elected a Director of the Company. Sir Henry advised that voting on resolutions was by way of a poll which would be conducted at the end of the meeting.

Election – Dr Patrick Strange

Sir Henry provided details of Dr Strange's professional and commercial experience and other business involvements. Sir Henry advised that Dr Strange had the unanimous support of the Board for his election.

Dr Strange addressed the meeting in respect of the motion for his election.

It was moved, on the motion of Sir Henry and seconded, that Dr Patrick Strange be and is elected a Director of the Company. Sir Henry advised that voting on resolutions was by way of a poll which would be conducted at the end of the meeting.

Increase in Directors' Fees

Sir Henry explained the rationale behind the Board's request that directors' fees be increased.

It was moved, on the motion of Sir Henry and seconded, that directors' fees be increased by \$42,699 from \$1,423,298 to \$1,465,997, with such amount to be divided amongst directors as they deem appropriate from time to time. Sir Henry advised that voting on resolutions was by way of poll which would be conducted at the end of the meeting.

Auditors

The Chair moved that, in terms of section 207S of the Companies Act 1993, the Directors be authorised to fix the remuneration of the Auditors. This was seconded.

Sir Henry 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 Chair and the Chief Executive, the Financial Statements or matters concerning the management of the Company.

Matters raised by shareholders included:

- Management of the forecourt areas.
- Queries on proxy numbers/voting prior to end of shareholders' meeting.
- Acknowledgement of good performance by the Company.
- Queries on historical information/photographs held by the Company.
- Positive impression of the look and content of this year's Annual Report.

Tribute to Retiring Director

The Chair, Sir Henry, addressed the meeting to pay tribute to Mr John Brabazon on the occasion of his retirement from the Board of Directors. Mr Brabazon addressed the meeting noting a number of highlights of his time as a Director. Shareholders supported the addressees by both Sir Henry and Mr Brabazon with applause.

Polls and Closure

The Chair advised that, as all other business had 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, Link Market Services Limited, and the Company's Auditor, Deloitte, acted as scrutineer.

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

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

Sir Henry thanked shareholders for their attendance and interest in Company affairs, and declared the meeting closed at 11.50am.

Minutes Confirmed: _____
Date: 18/11/15

Poll Results

The following results of the polls were subsequently announced:

Resolution	For	Against	% supporting resolution
1. Re-election of Mr Richard Didsbury	732,113,547	1,371,758	99.81%
2. Re-election of Mr Brett Godfrey	732,038,431	1,380,972	99.81%
3. Election of Dr Patrick Strange	730,814,987	2,626,790	99.64%
4. Directors' remuneration	696,742,159	15,546,893	97.82%
5. Auditor	727,453,459	4,812,067	99.34%

All resolutions were accordingly passed.