

Stock exchange listings: New Zealand (NZX: AIR) / Australia (ASX: AIZ) / ADR (OTC : ANZLY)

MARKET ANNOUNCEMENT

25 August 2023

2023 Notice of Annual Shareholders' Meeting

Air New Zealand shareholders are invited to join the Annual Shareholders' Meeting 2023 which will be held the Members Lounge, Sky Stadium 105 Waterloo Quay, Pipitea, Wellington on Tuesday, 26 September 2023 at 2:00pm.

Shareholders can also join the meeting via an online platform. The Notice of Meeting and Voting Form are attached. An electronic copy of these documents is available on the company's website: <https://www.airnewzealand.co.nz/annual-meeting>.

The Notice of Meeting and Voting Form are being emailed to shareholders who have provided the company's share registrar with an email address and will be mailed in hard copy where the share registrar does not hold a shareholder's email address.

Guidance on meeting participation is included in the Notice of Meeting. Shareholders attending online will be able to access the meeting link and Portal Guide from the Company's website, <https://www.airnewzealand.co.nz/annual-meeting>.

Shareholders joining via the online platform will be able to vote and ask questions during the meeting. You will require your shareholder number (found on your proxy form) for verification purposes. Questions can be submitted in advance of the meeting using the proxy form, or during the meeting by asking questions via the online platform. The Chairman will answer as many of the most frequently asked questions as possible during the meeting. Shareholders can also appoint a proxy and direct their votes in advance of the meeting. Please see the Notice of Meeting for instructions.

Ends.

This announcement is authorised for release on the NZX and ASX by:
Jennifer Page
General Counsel & Company Secretary
jennifer.page@airnz.co.nz

For investor relations questions please contact:
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Head of Investor Relations
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Air New Zealand postal address: Private Bag 92007, Auckland, 1142, New Zealand
Investor Relations email: investor@airnz.co.nz
Investor website: www.airnewzealand.co.nz/investor

25 August 2023

Kia Ora Shareholder

2023 Annual Meeting

I am pleased to invite you to attend our Annual Meeting on 26 September 2023. This meeting is your chance to hear first-hand from our Board and senior executives and to ask questions about the business you have invested in.

In addition to the important task of electing directors, as shareholders you will have the opportunity to hear from us and ask questions about the events of the past year, as well as our plans for the future.

We are delighted to be holding our first Wellington based meeting this year, providing shareholders in that region the opportunity to join our directors in person.

The meeting will be a hybrid meeting and shareholders that are not able to attend in person will have the ability to participate virtually.

All shareholders, regardless of location, can participate in the Annual Meeting online at **airnewzealand.co.nz/annual-meeting**. At this site you will also find meeting materials, including guides for online attendance and smartphone voting options. You will be able to hear and view the meeting on your own computer or mobile device, vote on resolutions and ask questions.

Thank you for your continued support of Air New Zealand.

Ngā mihi nui

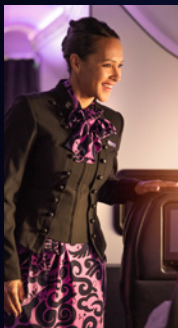


Dame Therese Walsh

Chair

Air New Zealand

2023



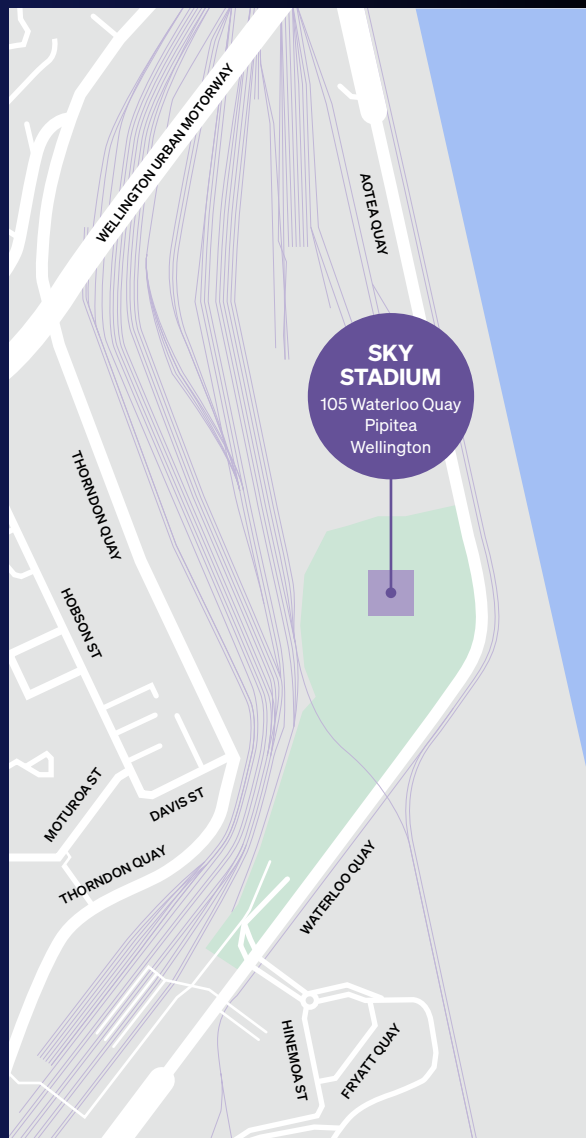
Notice of Annual Meeting

Commencing at:

2:00pm, Tuesday 26 September 2023



Location map



For your convenience complimentary parking is available onsite at the venue.

Notice of meeting

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

Members Lounge – Sky Stadium
105 Waterloo Quay, Pipitea, Wellington

on Tuesday, 26 September 2023 commencing at 2:00pm.

**For map please see page opposite.*

Business

- **Chair’s Address**
- **Board Committee Chairs’ Reports**
- **Chief Executive Officer’s Review**
 - **Resolution 1: To re-elect Dean Bracewell**
Dean Bracewell retires by rotation and, being eligible, stands for re-election (see Explanatory Notes for profile).
 - **Resolution 2: To re-elect Laurissa Cooney**
Laurissa Cooney retires by rotation and, being eligible, stands for re-election (see Explanatory Notes for profile).
 - **Resolution 3: To re-elect Larry De Shon**
Larry De Shon retires by rotation and, being eligible, stands for re-election (see Explanatory Notes for profile).
- **Shareholder Questions**

Jennifer Page
General Counsel and Company Secretary
Auckland, New Zealand
24 August 2023



Procedural Notes

Persons entitled to vote

The persons who will be entitled to vote at the Annual Meeting are those persons (or their proxies or representatives) registered as holding ordinary shares¹ on the Company's share register at 5:00pm on Friday 22 September 2023.

There are no restrictions on any shareholder or group of shareholders (including the Crown) 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 Annual Meeting may appoint a proxy or, in the case of a corporate shareholder, a 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 Chair 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. If the Chair is not instructed how to vote, she will vote in favour of all resolutions.

Postal voting

Shareholders entitled to attend and vote at the Annual 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 Annual Meeting. A [Proxy / Postal Voting Form](#), with which you can cast a postal vote, is enclosed with this Notice of Meeting.

Procedural Notes (continued)

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 2:00pm on Friday 22 September 2023.

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 Limited:

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

All of the resolutions to be considered at the Annual Meeting will be considered as separate ordinary resolutions. To be passed, each of the resolutions requires the approval of a simple majority of the votes cast by the holders of the ordinary shares entitled to vote and voting.

¹ Other than the Kiwi Share



Procedural Notes (continued)

Virtual Annual Meeting

Shareholders and proxy holders entitled to attend and vote at the Annual Meeting will be able to attend the Annual Meeting in person, or participate in the Annual Meeting virtually via an online platform provided by the Company's share registrar, Link Market Services Limited at airnewzealand.co.nz/annual-meeting

Shareholders attending and participating in the Annual Meeting virtually via the online platform will be able to vote and ask questions during the Annual Meeting. More information regarding virtual attendance at the Annual 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 Annual 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 Limited in the reply paid envelope enclosed, or online by going to: vote.linkmarketservices.com/AIR. After completing the online validation process choose 'Questions'. Questions must be received by Link Market Services Limited or submitted online by 2:00pm on Friday 22 September 2023.

The Company's external auditor, Deloitte, will be available at the Annual Meeting to answer questions from shareholders relevant to their audit of the Company's financial statements.

Explanatory Notes

Re-election of Directors

(Resolutions 1, 2 and 3)

The Constitution and the NZX Listing Rules identify the directors who must retire by rotation at the Annual Meeting.

The Board has determined that each of the directors seeking re-election at the Annual Meeting is an independent director as defined in the NZX Listing Rules.

Resolution 1:

Re-election of:

Dean Bracewell

*Independent Non-Executive
Director (Appointed 20 April 2020)*



Dean has significant experience in the freight and logistics industry, with the majority of his career spent at Freightways Limited (Freightways) where he held a number of senior leadership and Executive roles, including most recently as Managing Director from 1999 to 2017.

During his over 30-year career at Freightways he led the business through its successful initial public offering in 2003 and as it diversified its business and extended its geographical footprint into Australia.

Dean is a Director of Tainui Group Holdings Limited, Property for Industry Limited, Port of Tauranga Limited and the Halberg Foundation. He was also a director of the public policy think tank The New Zealand Initiative and its predecessor the New Zealand Business Roundtable from 2011 to 2015.

Dean is of Ngāti Maniapoto and Ngāi Te Rangi descent.



Explanatory Notes (continued)

Resolution 2:

Re-election of:

Laurissa Cooney

BMS (Hons), FCA, CMInstD

*Independent Non-Executive
Director (Appointed 1 October 2019)*



Laurissa is a Fellow of the New Zealand Institute of Chartered Accountants, and a Chartered Member of the Institute of Directors in New Zealand. She has previously held senior manager, auditing and consulting roles with Deloitte in New Zealand and Deloitte Touche in London and was the Chief Financial Officer for Te Whare Wānanga o Awanuiārangī.

Laurissa currently serves as the Chair of Tourism Bay of Plenty, and is an Independent Non-Executive Director for Goodman Property Ltd, Accordant Group Ltd and Aotearoa Circle and a Trustee on the Charitable Investment Trust for Ngāi Tai ki Tāmaki. She also holds a role as co-chair for the Tourism Industry Transformation Plan for the environment with MBIE. Laurissa is also a Committee Member of the Chapter Zero NZ Steering Group and was a 2017 recipient of the Institute of Directors Emerging Director Award.

Laurissa is of Te Āti Hau Nui a Pāpā Rangi (Whanganui) descent.

Explanatory Notes (continued)

Resolution 3:

Re-election of:

Larry De Shon

BA Communications, BA Sociology

*Independent Non-Executive
Director (Appointed 20 April 2020)*



Larry has more than 40 years' experience in the Aviation and transportation industries.

Prior to joining Air New Zealand's Board in April 2020, he was Chief Executive Officer of Avis Budget Group Inc where he was responsible for more than 30,000 employees globally.

He also spent 28 years with United Airlines where he held a number of Executive roles across key business areas such as Airport Operations, Marketing and On-Board Service. During his time as the head of United's worldwide Airport Operations, he oversaw the airline's ground operations, logistics, safety, customer service, product development and internal communications teams.

Larry is a non-executive director for The Hartford Financial Services Group Inc, a US-based Fortune 500 investment and insurance company, and for United Rentals Inc, the largest equipment rental company in the world.



Notes

[illegible]

Notes

[illegible]

Lodge your Proxy / Postal vote

- Online:** vote.linkmarketservices.com/AIR
- Email:** meetings@linkmarketservices.com
(Please use 'AirNZ Proxy Form' as the subject for easy identification)
- Mail:** (in New Zealand):
Use the enclosed reply paid envelope

(outside New Zealand):
Use a pre-addressed envelope and affix the postage required or address to:
Link Market Services PO Box 91976,
Auckland 1142, New Zealand
- By hand:** Link Market Services Limited
Level 30, PwC Tower
15 Customs Street West, Auckland 1010
New Zealand
- General enquiries:**

+64 9 375 5998 or email:
enquiries@linkmarketservices.com

Air New Zealand Limited Annual Meeting Proxy or Postal Voting Form

The Air New Zealand Annual Meeting will be held on Tuesday 26 September 2023, commencing at 2:00pm.

Attending the Meeting

1. If you propose not to attend the meeting but wish to vote by postal vote or appoint a proxy, please complete and post this form or complete either process online. Please do not appoint a proxy if you are voting by Postal Vote. Please read the instructions overleaf before completing this form.
2. The persons who will be entitled to vote at the Meeting are those persons (or their proxies or representatives) registered as holding Ordinary Shares on Air New Zealand's share register at 5:00pm on Friday 22 September 2023.
3. Shareholders who appoint a proxy to vote on their behalf can still participate in the Meeting virtually via the online platform, although those shareholders will be unable to vote if a proxy is so appointed.
4. 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.

Postal Vote

5. As a shareholder entitled to vote at the Annual Meeting you are entitled to vote by postal vote. The General Counsel & Company Secretary has been authorised by the Board to receive and count postal votes at the Meeting.

6. You can cast your postal vote online in accordance with the instructions above.
7. If you return your postal vote without indicating on any resolution how you wish to vote, you will be deemed to have abstained from voting on that resolution.
8. If you complete the postal vote section and also appoint a proxy your postal vote will take priority over your proxy appointment.

Proxy Appointment

9. A shareholder entitled to attend and vote at the Annual Meeting is entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend and vote instead of him/her. A proxy or representative need not also be a shareholder. A proxy appointment may be delivered or completed online as detailed above.
10. If this Proxy has been signed under a power of attorney, a copy of the power of attorney and a signed certificate of non-revocation of the power of attorney must be produced with this Proxy (this cannot be done online).
11. If you wish, you may appoint the Chair of the Meeting as your proxy. To do so, please write 'Chair of the Meeting' in the box marked 'full name of proxy'. The Chair will vote according to your instructions. If the Chair is not instructed how to vote she will vote in favour of all resolutions.

12. If you return this form without directing the proxy how to vote on any particular resolution, you will be deemed to have given your proxy discretion as to whether and how to vote on that resolution.

General

13. For your postal vote or proxy appointment to be valid you must return this form completed and signed to be received by our share registrar, Link Market Services, no later than 2:00pm on Friday 22 September 2023. Instructions on how to return this form, or how to vote online are noted in the section above.

If you have any questions regarding your voting please call Link Market Services Investor Helpline between 8:00am and 5:00pm on: **+64 9 375 5998**

Go online to vote.linkmarketservices.com/AIR to vote, appoint a proxy, give directions to your proxy.

OR, turn over to complete the form.

Postal Voting Form (To use if you will not attend the meeting and are not submitting your postal vote online)

☐ I wish to vote by postal vote (please tick the box). My voting intentions are indicated in the resolutions section below.

Appointment of a Proxy (For use if you will not attend the meeting but wish someone to represent you and vote on your behalf at the meeting)

I/We the above named shareholder/shareholders of
Air New Zealand Limited hereby appoint:

of

(full name of proxy)

(email)

Or failing that person

of

(full name of proxy)

(email)

as my/our proxy to vote for me/us on my/our behalf as directed below and on any other matter to be put to the Annual Shareholder Meeting of Air New Zealand Limited to be held on **Tuesday 26 September 2023 at 2:00pm** and at any adjournment or postponement thereof.

Resolutions (for postal and proxy voting). Tick only ONE box in respect of each resolution.

Cast a Postal Vote, or instruct a proxy to vote, by placing a tick (✓) in the relevant box. If you have appointed a proxy and want him/her to decide how to vote on the resolution, please mark the box 'Proxy's Discretion'

Proxy's discretion is not applicable in the case of a postal vote.

	For	Against	Abstain	Proxy's Discretion
1. To re-elect Dean Bracewell	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
2. To re-elect Laurissa Cooney	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
3. To re-elect Larry De Shon	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Shareholder Questions

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 filling in the section below and returning to Link Market Services in the reply paid envelope enclosed. Alternatively you may go online to: vote.linkmarketservices.com/AIR. After completing the online validations process choose 'Questions'. Questions will need to be submitted by 2:00pm Friday 22 September 2023.

Question:

Signature of Shareholder(s) This section **must** be completed.

Security Holder 1:

Security Holder 2:

Security Holder 3:

Contact name:

Daytime telephone:

Date:

Electronic Investor Communication

If you received the Notice of Meeting and Proxy **by mail** and you would like to receive your future communications **by email** please provide your email address below:

Email address for future communications: