

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

MARKET ANNOUNCEMENT

4 September 2024

Air New Zealand 2024 Notice of Annual Meeting

Air New Zealand shareholders are invited to join the Annual Shareholders' Meeting 2024 which will be held at the Tekapo Room, Novotel, 30 Durey Road, Christchurch Airport, Christchurch on Thursday 26 September 2024 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 Chair 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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Investor Relations email: investor@airnz.co.nz
Investor website: www.airnewzealand.co.nz/investor

AIR NEW ZEALAND 



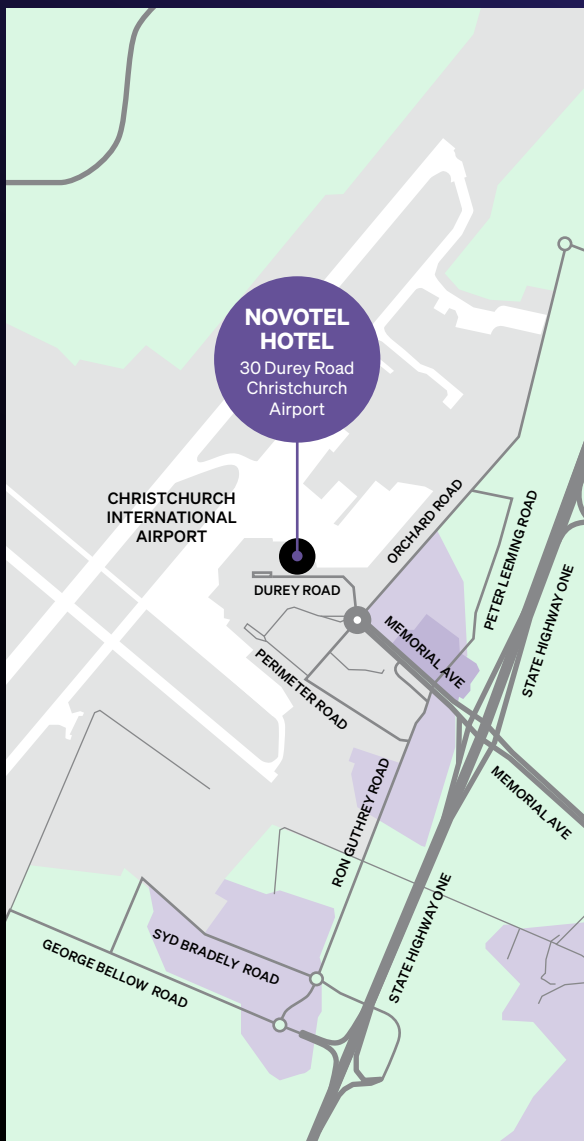
**Notice of
Annual Meeting**
2024

Commencing at: 2:00pm, Thursday 26 September 2024

A STAR ALLIANCE MEMBER 



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:

Tekapo Room – Novotel Hotel
30 Durey Road, Christchurch Airport, Christchurch

on Thursday, 26 September 2024 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 Claudia Batten**
Claudia Batten retires by rotation and, being eligible, stands for re-election (see Explanatory Notes for profile).
 - **Resolution 2: To re-elect Alison Gerry**
Alison Gerry retires by rotation and, being eligible, stands for re-election (see Explanatory Notes for profile).

Jennifer Page

General Counsel and Company Secretary

Auckland, New Zealand
4 September 2024



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 Tuesday 24 September 2024.

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.

Return of Proxy / Postal Voting Forms

Proxy / Postal Voting Forms must be received at the office of the Company's share registrar, MUFG Corporate Markets (a division of Link Market Services Limited trading as MUFG Pension & Market Services), by 2:00pm on Tuesday 24 September 2024.

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, MUFG Corporate Markets: 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.



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, MUFG Corporate Markets 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 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 MUFG Corporate Markets or submitted online by 2:00pm on Tuesday 24 September 2024.

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 and 2)

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:

Claudia Batten

LLB(Hons), BCA

Independent Non-Executive Director
(Appointed 28 October 2021)



Claudia was first appointed to the Board on 28 October 2021 and currently sits on the Audit and Risk Committee. She has a strong background in building and selling successful technology ventures in the United States and contributes strongly to the technology capability of the Board. She is the current Chair of NZX and ASX listed digital travel company Serko, and a Director of NZX and ASX listed Vista Group. She was formerly a digital advisor to the board of Westpac New Zealand.

To view Claudia's full profile, please refer to our website (airnewzealand.co.nz/board-and-executive-team).



Explanatory Notes (continued)

Notes

Resolution 2:

Re-election of:

Alison Gerry

BMS(Hons), MAppFin

Independent Non-Executive Director
(Appointed 28 October 2021)



Alison was first appointed to the Board on 28 October 2021. She has significant experience in the financial services and infrastructure industries. She is currently Chair of Infratil NZ and of Sharesies and is a director of ANZ New Zealand. She is also the former Deputy Chair of Kiwibank and a former director of Spark, TVNZ, NZX, Queenstown Airport and Wellington Airport. Ms Gerry has been Chair of the Board's Audit & Risk Committee since October 2021, and is also on the Health, Safety and Security Committee.

To view Alison's full profile, please refer to our website (airnewzealand.co.nz/board-and-executive-team).

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:
MUFG Corporate Markets, PO Box 91976,
Auckland 1142, New Zealand
- By hand:** MUFG Corporate Markets
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 Thursday 26 September 2024, commencing at 2:00pm.

Attending the Annual Meeting

1. If you do not plan to attend the Annual 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 Annual 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 Tuesday 24 September 2024.
3. Shareholders who appoint a proxy to vote on their behalf can still participate in the Annual 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 Annual 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 Annual 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, MUFG Corporate Markets (a division of Link Market Services Limited trading as MUFG Pension & Market Services), no later than 2:00pm on Tuesday 24 September 2024. 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 MUFG Corporate Markets 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 Meeting of Air New Zealand Limited to be held on **Thursday 26 September 2024 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 Claudia Batten	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
2. To re-elect Alison Gerry	<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 MUFG Corporate Markets 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 Tuesday 24 September 2024.

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:

4 September 2024

Kia Ora Shareholder

2024 Annual Meeting

I am pleased to invite you to attend our Annual Meeting on 26 September 2024. 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 Annual Meeting in Christchurch 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 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