

Committee Charter

FUNDING COMMITTEE

The Board of Air New Zealand Limited has established the Funding Committee (“the Committee”) which is governed by this Charter.

Purpose

The purpose of the Committee is to advise and assist the Board in discharging its responsibilities with respect to funding transactions and associated matters.

Role

The role of the Committee is to consider and approve certain transactions outside management’s delegated authority, and the funding arrangements associated with such transactions.

Responsibilities

- Review and approve transactions within the contemplation and scope of the Debt Plan;
- Review and approve sales and purchases of aircraft and significant aircraft components and related equipment associated with funding transactions.
- Within the above responsibilities, to authorise and implement:
 - any transaction(s) relating to the acquisition, disposition or funding of any aircraft, engine, simulator or any part or component by the Group including any purchase, lease (whether financial or operating), option, disposal or pooling arrangement;
 - any other transaction relating to the raising of finance by any one or more members of the Group for the purposes of funding any of the assets, operations or business of any one or more members of the Group;
 - the granting by the Company of:
 - any guarantee, indemnity or other form of credit support in respect of the obligations of liabilities of any subsidiary of the Company; and
 - any mortgage, charge, encumbrance or other security interest over any of the assets or revenues of the Company.
- Address any other matters referred to the Committee by the Board.

Composition and Appointment

Membership/Appointment/Qualifications

The Committee shall be appointed by the Board and shall consist of at least three (3), and not more than four (4), members.

Chair

The Chairman of the Board shall be the Chairperson of the Committee.

Authority

Unless specifically mandated, the Committee has recommendatory powers only.

The Committee is authorised by the Board to undertake any activity pursuant to its functions and responsibilities defined in this Charter or otherwise assigned to it by the Board. It is authorised to seek any information it requires from any employee and all employees shall be directed to cooperate with any request made by the Committee.

The Committee shall have the authority of the Board to obtain legal or other independent professional advice, and to secure the attendance at meetings of third parties with the relevant experience and expertise if it considers this necessary.

The Committee shall not have nor exercise any power that the Board is prohibited from delegating under s130 of the Companies Act 1993.

The Committee has authority to sub-delegate. The Committee must ensure any activities outside the scope of the Committee are referred to the appropriate responsible body.

Administration

Secretary

The General Counsel and Company Secretary shall act as Secretary of the Committee.

Meetings

The Committee shall meet at such times as the reasonable needs of the Group require (with the expectation that *ad hoc* meetings will be in most instances by telephone). It is anticipated that most business will be conducted electronically, through written resolutions or similar means.

Any Board member may request, through the Board Chair, that the Committee convene to address any matter within the purview of the Committee that is of serious concern.

The Chair of the Committee shall also call a meeting of the Committee if so requested by any Committee member.

The Secretary, in conjunction with the Chair, shall draw up the Agenda.

The Agenda and Committee papers shall be distributed to members at least one (1) week prior to any meeting.

If the Chairperson is absent from a meeting, the members of the Committee participating in that meeting shall elect a chairperson for the meeting from their number.

The contemporaneous linking together by telephone or other means of instantaneous audio or audio-visual communication of sufficient members of the Committee to constitute a quorum and by which all the members participating can simultaneously hear each other throughout the meeting, whether or not one or more of such members of the Committee shall then be out of New Zealand, shall be deemed to constitute a meeting of the Committee.

Quorum

A quorum shall be more than half of the members of the Committee.

Conflicts of Interest

A member of the Committee who has an interest in any matter being determined by the Committee shall excuse themselves from the relevant discussions and shall not vote on that matter. Should this prevent a quorum from being present, the Committee has power to co-opt additional directors as members for that meeting or matter.

Attendees

Meetings shall be attended by such management or others as are appropriate, at the discretion and invitation of the Committee. Adequate notice shall be given to those to be invited.

Invitees may be requested to withdraw from the meeting at any time by the meeting Chairperson.

Written Resolutions

A resolution in writing, signed or assented to by more than half of the members of the Committee, is as valid and effective as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents (including transmissions by facsimile or e-mail or other similar means of written communication) in like form, each signed or assented to by one (1) or more members of the Committee.

Records

The Secretary shall ensure minutes, resolutions, papers and other records of the Committee are retained in accordance with any applicable policies or guidelines issued by the General Counsel and Company Secretary.

Review

The Committee shall undertake a formal review of its objectives and activities regularly, and recommend any consequential changes to this Charter to the Board.

The Committee's objectives and activities shall also be subject to Board review, and review by such other parties (including senior management) as the Board may determine.

Reporting

Minutes

The Committee must ensure that minutes are kept of all proceedings at its meetings.

Minutes shall be confirmed at the subsequent Committee meeting and/or signed as correct by the chairperson of the meeting.

Approved minutes shall be made available to all directors and attendees of the meeting, and to other parties as the Committee Chairperson or the Board directs.

This Charter was last confirmed by the Board of Air New Zealand Limited on 23 May 2018.