

AIR NEW ZEALAND 



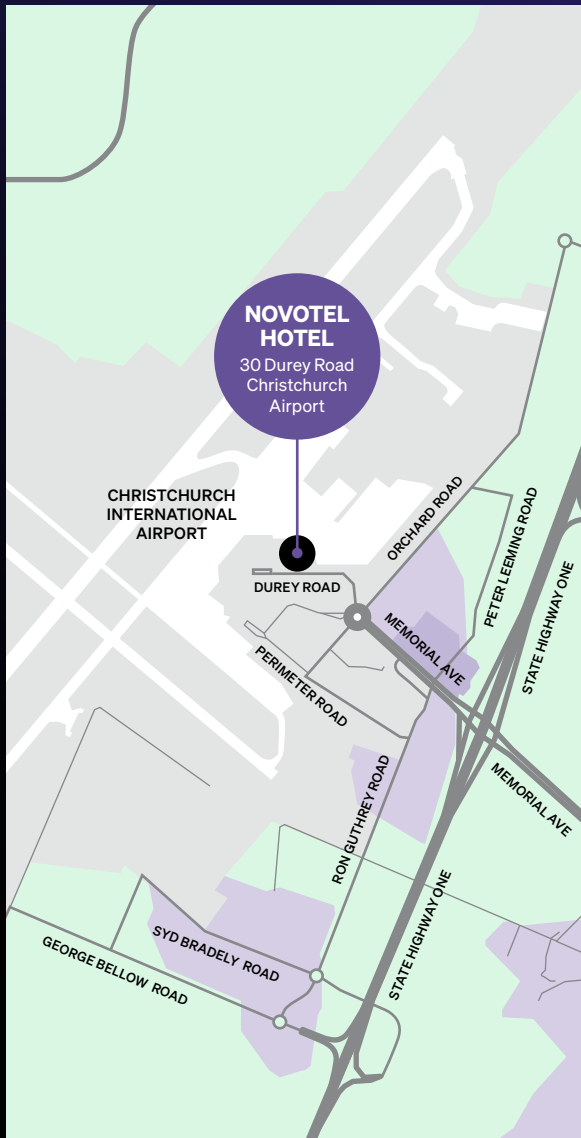
**Notice of
Annual Meeting**
2024

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).

