

2020

NOTICE OF ANNUAL MEETING



COMMENCING AT 1:00PM

Tuesday 29 September 2020



NOTICE OF MEETING

Notice is given that the Annual Meeting of Air New Zealand Limited (the “Company”) will be held on Tuesday 29 September 2020 commencing at 1:00pm.

This will be a virtual only meeting.

BUSINESS

- **Chairman’s Address**

- **Chief Executive Officer’s Review**

Resolution 1: **TO RE-ELECT Linda Jenkinson**

Linda Jenkinson 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 Dean Bracewell**

Dean Bracewell retires by rotation and, being eligible, stands for re-election. (See Explanatory Notes for profile)

Resolution 4: **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**

By Order of the Board

A handwritten signature in black ink that reads "Jennifer Page".

Jennifer Page

General Counsel & Company Secretary
Auckland, New Zealand
8 September 2020

PROCEDURAL NOTES

PERSONS ENTITLED TO VOTE

The persons who will be entitled to vote at the Meeting are those persons (or their proxies or representatives) registered as holding Ordinary Shares (other than the Kiwi Share) on Air New Zealand's share register at 5:00pm on Friday 25 September 2020. Voting will be by way of poll.

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.

PROXIES AND CORPORATE REPRESENTATIVES

Shareholders entitled to attend and vote at the Meeting may appoint a proxy or, in the case of a corporate shareholder, 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 Chairman 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. The Chairman will vote according to your instructions. If the Chairman is not instructed how to vote, she will vote in favour of all resolutions.

POSTAL VOTING

Shareholders entitled to attend and vote at the Meeting may cast a Postal Vote instead of attending in person or appointing a Proxy to attend. The General Counsel & Company Secretary has been authorised by the Board to receive and count postal votes at the 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, Link Market Services Limited, by 1:00pm on Friday 25 September 2020. Please see the front page of the **Proxy / Postal Voting Form** on how to return your proxy or postal vote.



PROCEDURAL NOTES (CONTINUED)

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: **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

Each of resolutions 1-4 is to be considered as a separate ordinary resolution. To be passed, each of these resolutions requires the approval of a simple majority of the votes cast by the holders of the Ordinary Shares entitled to vote and voting.

VIRTUAL ANNUAL MEETING

Shareholders and proxy holders entitled to attend and vote at the Meeting will not be able to attend the Meeting in person.

Participation in the Meeting will be virtual only, via an online platform provided by Air New Zealand's share registrar, Link Market Services at **airnewzealand.co.nz/annual-meeting**.

Shareholders attending and participating in the Meeting virtually via the online platform will be able to vote and ask questions during the Meeting. More information regarding virtual attendance at the 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 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 in the reply paid envelope enclosed, or online by going to: **vote.linkmarketservices.com/AIR**. After completing the online validation process choose 'Questions'. Questions will need to be submitted by 1:00pm on Friday 25 September 2020.

The Company's External Auditor, Deloitte will be available at our Annual Shareholder Meeting to answer questions from Shareholders relevant to the External Audit.

EXPLANATORY NOTES

ELECTION OF DIRECTORS RESOLUTION 1

The Constitution and the Listing Rules identify the directors who must retire by rotation at the annual meeting.

The Board has determined that all directors seeking re-election are Independent Directors as defined in the NZX Listing Rules.

Resolution 1:

RE-ELECTION of Linda Jenkinson

Linda Jenkinson MBA., BBS

Appointed 1 June 2014

Last elected 28 September 2017



Ms Jenkinson is a proven global entrepreneur who has started three multi-national companies, one of which listed on the NASDAQ. Most recently she was the co-founder of John Paul, a global concierge services and digital solutions company that services some of the world's leading customer facing businesses. Prior to that Linda was the first New Zealand woman to list on the NASDAQ, where she listed a global on-demand transportation company with more than 6,000 workers in 80 cities.

Ms Jenkinson currently chairs Guild Super, Jaxsta (JXT.AX) and Unicef Aotearoa NZ. She is a director of the Eclipz Group (ECX.AX) in Australia, a director of Harbour Asset Management and a trustee and secretary of the Massey University Foundation in the United States. Ms Jenkinson is the Founder of LevelUp, working with high-growth companies which includes Valocity, where she chairs the Advisory Board.

Previously Ms Jenkinson was a partner at A.T. Kearney in their Global Financial Services Practice and was a leader in A.T. Kearney's Global Sourcing Practice. Ms Jenkinson holds a Master of Business Administration from The Wharton School, University of Pennsylvania and a Bachelor of Business Studies from Massey University. In 2016, Ms Jenkinson was named a World Class New Zealander by Kea and was named as one of the most influential women in the Bay Area for 2014 by the San Francisco Business Times. In 2014 Ms Jenkinson was a recipient of Massey University's Sir Geoffrey Peren Award, which recognises a graduate who has reached the highest level of achievement or who has been of significant service to the university, community or nation.



EXPLANATORY NOTES (CONTINUED)

ELECTION OF DIRECTORS RESOLUTION 2

Resolution 2:

RE-ELECTION of Laurissa Cooney

Laurissa Cooney BMS (Hons), FCA, CMInstD
Appointed 1 October 2019



Ms Cooney 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 Awanuiārangi.

Ms Cooney currently serves as the Chair of Tourism Bay of Plenty, and is an Independent Non-Executive Director for AWF Madison Group and a Trustee on the Charitable Investment Trust for Ngāi Tai ki Tāmaki. She also holds a role as an independent director on the Audit & Risk board of Ngā Tāngata Tiaki and was previously a committee member for the Institute of Directors Bay of Plenty Branch. She was a 2017 recipient of the Institute of Directors Emerging Director Award.

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

EXPLANATORY NOTES (CONTINUED)

ELECTION OF DIRECTORS RESOLUTION 3

Resolution 3:

RE-ELECTION of Dean Bracewell

Dean Bracewell
Appointed 20 April 2020



Mr Bracewell 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.

Mr Bracewell is a Director of Tainui Group Holdings Limited, Property for Industry Limited and the Halberg Foundation. He is also a member of the Government's Future of Rail Steering Group and was a director of the public policy think tank "The New Zealand Initiative" and its predecessor the "New Zealand Business Roundtable" from 2011 to 2015.

Mr Bracewell is of Ngāti Maniapoto and Ngāi Te Rangi descent.



EXPLANATORY NOTES (CONTINUED)

ELECTION OF DIRECTORS RESOLUTION 4

Resolution 4:

RE-ELECTION of Larry De Shon

Larry De Shon BA Communications, BA Sociology
Appointed 20 April 2020



Mr De Shon 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.

Mr De Shon is a non-executive director for The Hartford Financial Services Group Inc, a US-based Fortune 500 investment and insurance company, where he serves on the board's Audit Committee and the Finance, Investment and Risk Management Committee.

Mr De Shon has bachelor's degrees in both communications and sociology from the University of Missouri, Kansas.





**HE TĀNGATA,
HE TĀNGATA,
HE TĀNGATA.**