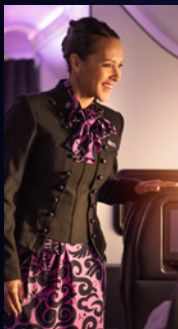


2023



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 Rangī (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.



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