



# NOTICE OF ANNUAL MEETING

2016

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## Air Force Museum of New Zealand

45 Harvard Avenue  
Wigram  
Christchurch  
Commencing at 2:00pm  
Friday 30 September 2016



# Notice of Meeting

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Notice is given that the Annual Meeting of Air New Zealand Limited (the "Company") will be held at the Air Force Museum of New Zealand, 45 Harvard Avenue, Wigram, Christchurch, on Friday 30 September 2016 commencing at 2:00pm

\*For map please see inside back cover.

## Business

CHAIRMAN'S ADDRESS

CHIEF EXECUTIVE OFFICER'S REVIEW

ITEM 1: TO RE-ELECT Jan Dawson

In accordance with Clause 24.10 of the Constitution, Janice Dawson retires by rotation and, being eligible, stands for re-election.

(See Explanatory Notes for profile)

ITEM 2: TO RE-ELECT Jonathan Mason

In accordance with Clause 24.10 of the Constitution, Jonathan Mason retires by rotation and, being eligible, stands for re-election.

(See Explanatory Notes for profile)

ITEM 3: TO ELECT Dame Therese Walsh

Dame Therese Walsh was appointed to the Board as a director on 1 May 2016 and in accordance with Clause 24.8 of the Constitution, retires and stands for election.

(See Explanatory Notes for profile)

By Order of the Board

JOHN BLAIR  
General Counsel and Company Secretary  
Auckland, New Zealand  
25 August 2016

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# Procedural Notes

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## Persons entitled to vote

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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 Wednesday 28 September 2016.

## Proxies and Corporate Representatives

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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 and Postal Voting form, with which you can appoint a proxy, is enclosed with this Notice of Meeting.

## Postal voting

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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 and Company Secretary has been authorised by the Board to receive and count postal votes at the Meeting. A Proxy and Postal Voting form, with which you can cast a postal vote, is enclosed with this Notice of Meeting.

Proxy and Postal Voting forms must be received at the office of the Company's share registrar, Link Market Services Limited, by 2:00pm on Wednesday 28 September 2016. 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

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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](http://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.

# Procedural Notes (continued)

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## Ordinary resolutions

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Each resolution 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

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Shareholders and proxy holders entitled to attend and vote at the Meeting will be able to attend the Meeting in person, or participate in the Meeting virtually via an online platform provided by Air New Zealand's share registrar, Link Market Services at [www.airnewzealand.co.nz/annual-meeting](http://www.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 ([www.airnewzealand.co.nz/annual-meeting](http://www.airnewzealand.co.nz/annual-meeting)).

## Shareholder questions prior to the Meeting

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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 to Link Market Services in the reply paid envelope enclosed, or online by going to: [vote.linkmarketservices.com/AIR](http://vote.linkmarketservices.com/AIR). After completing the online validation process choose 'Questions'. Questions will need to be submitted by 2:00pm on Wednesday 28 September 2016.

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

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## Election of Directors (items 1 and 2)

The Constitution requires that one third of the directors (or the number nearest to one-third) must retire by rotation at each annual meeting.

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

### Item 1: RE-ELECTION OF JAN DAWSON

**Jan Dawson** CNZM, BCOM, FCA

Appointed 1 April 2011.  
Last elected 30 September 2014.  
Chair of the Audit Committee



Ms Dawson is Chairman of Westpac New Zealand Limited and a director of AIG Insurance New Zealand Limited, Beca Group Limited, and Meridian Energy Limited. Ms Dawson is a member of the University of Auckland Council, the Capital Investment Committee of the National Health Board and a Trustee of the New Zealand Maritime Museum.

Ms Dawson was a partner of KPMG for 30 years, specialising in audit and risk advisory, and the Chair and Chief Executive of KPMG New Zealand from 2006 until 2011.

Ms Dawson holds a Bachelor of Commerce from the University of Auckland. She is a Fellow of the New Zealand Institute of Chartered Accountants, a Fellow of the Institute of Directors in New Zealand, a Paul Harris Fellow and a North Shore Business Hall of Fame Laureate (2010). Ms Dawson was named Chartered Accountant of the Year in 2011 by the New Zealand Institute of Chartered Accountants and was made a Companion of the New Zealand Order of Merit in June 2016 for services to governance.

# Explanatory Notes (cont'd)

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### Item 2 RE-ELECTION OF JONATHAN MASON

**Jonathan Mason** BBA, MA, MBA

Appointed 1 March 2014.  
Last elected 30 September 2014.  
Chair of the People, Remuneration and Diversity Committee



Mr Mason has more than 30 years' experience in the financial sector, with an emphasis on emerging markets.

Prior to joining Air New Zealand's Board in March 2014, he was Fonterra Co-operative Group's Chief Financial Officer.

He joined Fonterra in 2009 from US-based chemicals company Cabot Corporation where he was Executive Vice-President and Chief Financial Officer. Prior to this he was employed as the Chief Financial Officer at forest products company Carter Holt Harvey Limited and also served in senior financial management positions at US based International Paper Company.

Mr Mason has had governance experience with organisations in both New Zealand and the US. His current directorships include Vector Limited, Westpac New Zealand Limited and Zespri Group Limited. Mr. Mason also serves as an Adjunct Professor of Management at the University of Auckland, specialising in international finance.



# Explanatory Notes (cont'd)

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## Election of Directors (item 3)

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### Item 3: ELECTION OF DAME THERESE WALSH

**Dame Therese Walsh** DNZM, BCA, FCA

Appointed 1 May 2016.  
Member of the Audit Committee



Dame Walsh is an Independent director and is currently Deputy Chairman of Television New Zealand Limited, a Director of NZX Limited, and ASB Bank Limited, a Trustee of Wellington Regional Stadium, and a Victoria University Council Member. She also sits on a number of Government panels including Charing MFAT's International Advisory and Selection Panel.

Previously she was the Head of New Zealand for the ICC Cricket World Cup 2015, and the Chief Operating Officer for Rugby New Zealand 2011 Limited. She has also been a Director of NZ Cricket and Save the Children NZ, CFO at the New Zealand Rugby Union and part of the team that worked on the winning bid to host RWC 2011. Prior to this she was an auditor with KPMG.

Dame Walsh is a Fellow of the New Zealand Institute of Chartered Accountants and a commerce graduate from Victoria University. In 2013, she was named the inaugural supreme winner of the Women of Influence Awards and was awarded a Sir Peter Blake Trust Leadership Award in 2014. She became a Dame Companion of the New Zealand Order of Merit in June 2015 for services to sports administration.

# Statutory Notices

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## Electronic Annual Reports

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(Notice under Section 209 of the Companies Act)

Air New Zealand wants to ensure that our shareholders receive useful and interesting information. Our Annual and Interim Shareholder Reviews bring you the key financial information and keep you up to date with major developments in the Company.

We will send a detailed annual report including the full financial statements to those Shareholders who specifically ask us to.

We do not produce a statutory Concise Annual Report, but if you would like more detail, our Annual Shareholder Review and Annual Financial Report (which together comprise the Annual Report) and, when available in March, our Interim Report are available on our website <http://www.airnzinvestor.com> any time you want to view or download them. However we will still send you the traditional printed copy as well if you like – at no cost to you. If you would like a printed Annual Report, and Interim Report, when available, please write to Link Market Services Limited before Friday 23 September 2016 so we know how many copies to print. Remember to include your name, postal address and shareholder number. After Friday 23 September 2016, we may not be able to meet your request but you will be registered to receive the Annual Report for the following year onwards.

### Address to request a printed copy:

Link Market Services Limited  
PO Box 91976  
Auckland 1142  
New Zealand

Or fax request to: **+64 9 375 5990**

Or email: [operations@linkmarketservices.com](mailto:operations@linkmarketservices.com)



# Location Map

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