

Market Announcement

28 August 2025

Air New Zealand 2025 Notice of Annual Meeting

Air New Zealand shareholders are invited to attend the 2025 Annual Shareholders' Meeting, which will be held at The Cloud, 89 Quay Street, Auckland Central, on Thursday, 25 September 2025 at 1.00pm. Shareholders can also join the meeting via an online platform.

The Notice of Meeting and Voting Form are attached. An electronic copy of these documents is available on the company's website: airnewzealand.co.nz/annual-meeting.

The Notice of Meeting and Voting Form are being emailed to shareholders who have provided the company's share registrar with an email address and will be mailed in hard copy where the share registrar does not hold a shareholder's email address.

Guidance on meeting participation is included in the Notice of Meeting. Shareholders attending online will be able to access the meeting link and Portal Guide from the Company's website: airnewzealand.co.nz/annual-meeting.

Shareholders joining via the online platform will be able to vote and ask questions during the meeting. You will require your shareholder number (found on your proxy form) for verification purposes. Questions can be submitted in advance of the meeting using the proxy form, or during the meeting by asking questions via the online platform. The Chair will answer as many of the most frequently asked questions as possible during the meeting.

Shareholders can also appoint a proxy and direct their votes in advance of the meeting. Please see the Notice of Meeting for instructions.

Ends.

This announcement is authorised for release on the NZX and ASX by:

Jennifer Page

General Counsel & Company Secretary

jennifer.page@airnz.co.nz

For investor relations questions, please contact:

Kim Cootes

Head of Investor Relations

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AIR NEW ZEALAND 

Notice of Annual Meeting 2025

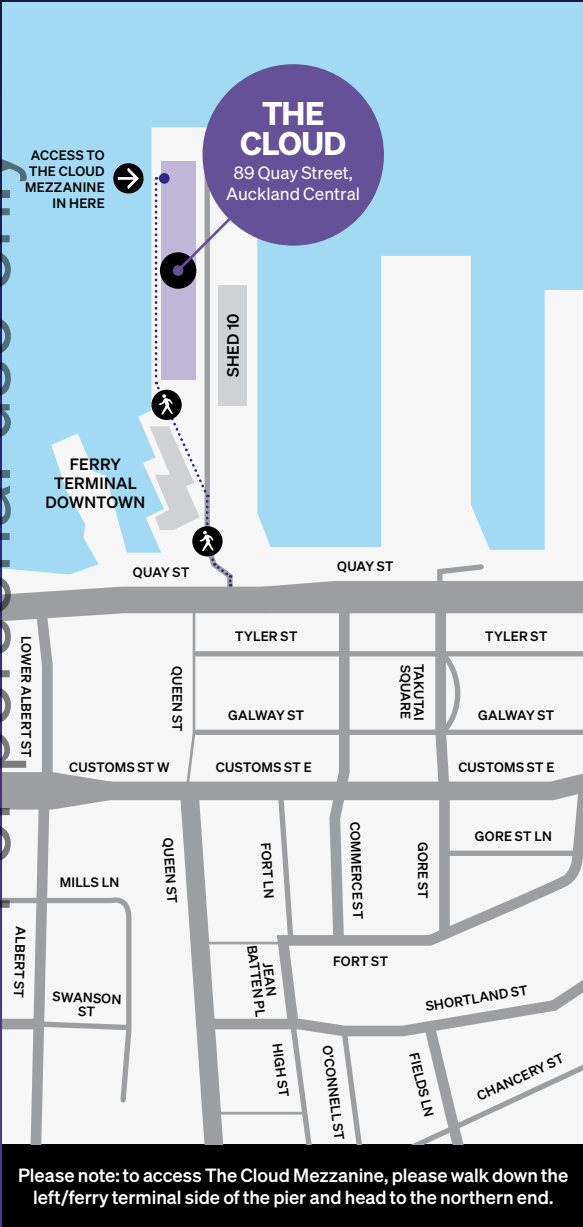
Commencing at: 1:00pm, Thursday, 25 September 2025

A STAR ALLIANCE MEMBER 

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Location Map



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:

The Cloud - Mezzanine
89 Quay Street, Auckland Central

on Thursday, 25 September 2025 commencing at 1:00pm.

** For map please see page opposite.*

Business

- **Chair’s Address**
- **Board Committee Chairs’ Reports**
- **Chief Executive Officer’s Address**
 - **Resolution 1: To re-elect Dame Therese Walsh**
Therese Walsh retires by rotation and being eligible, stands for re-election (see Explanatory Notes for profile).
 - **Resolution 2: To elect Neal Barclay**
Neal Barclay has been nominated and is eligible for election (see Explanatory Notes for profile).

Jennifer Page
General Counsel and Company Secretary

Auckland, New Zealand
28 August 2025



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, 23 September 2025.

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 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, including her own re-election under Resolution 1.

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 Pension & Market Services, by 1:00pm on Tuesday, 23 September 2025.

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 Pension & Market Services: vote.cm.mpms.mufg.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 may attend in person or participate virtually via the online platform provided by the Company's share registrar, MUFG Pension & Market Services 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 Meeting 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.cm.mpms.mufg.com/AIR. After completing the online validation process choose 'Questions'. Questions must be received by MUFG Pension & Market Services or submitted online by 1:00pm on Tuesday, 23 September 2025.

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

Election and 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.

One Director is seeking election and another is seeking re-election at the Annual Meeting. The Board has determined that both Directors are independent Directors as defined in the NZX Listing Rules.

Resolution 1:

Re-election of:

Dame Therese Walsh

DNZM, BCA, FCA

Independent Non-Executive Director
Appointed 1 May 2016



Dame Therese Walsh was first appointed to the Board on 1 May 2016 and has been the Chair for 6 years. She currently chairs ASB Bank Ltd, and the nominations committee for the Climate Change Commission, and serves as a Director of On Being Bold Ltd and is a member of the Fonterra Independent Assessment Panel.

She was formerly Head of New Zealand for the ICC Cricket World Cup 2015, Chief Operating Officer for Rugby New Zealand 2011 Ltd, and Chief Financial Officer at NZ Rugby. Her previous governance roles include Chair of TVNZ Ltd and Chapter Zero NZ, and directorships at NZX Ltd, Contact Energy, Antarctica New Zealand, NZ Cricket, Save the Children NZ and Pro chancellor at Victoria University.

Dame Therese is a Fellow of the Chartered Accountants Australia and NZ and a commerce graduate of Victoria University. She was named the inaugural supreme winner of the Women of Influence Awards in 2013, received a Sir Peter Blake Trust Leadership Award in 2014, and was appointed a Dame Companion of the NZ Order of Merit in 2015.

To view Therese's full profile, please refer to our website (airnewzealand.co.nz/board-and-executive-team).



Explanatory Notes (continued)

Notes

Resolution 2:

Election of:

Neal Barclay

BCA

Independent Non-Executive Director
Appointed 1 May 2025



Neal brings significant commercial, sustainability, and leadership experience, having most recently served as Chief Executive Officer of Meridian Energy, New Zealand's largest electricity generator and retailer.

Neal was with Meridian for 17 years and prior to stepping up to CEO in 2018 he held several other senior roles including Chief Financial Officer, General Manager of Wholesale and Generation, and General Manager of Retail. He led major cultural transformation initiatives, advanced customer-centric business strategies, and oversaw substantial growth in renewable energy.

Neal also spent 13 years with Telecom New Zealand in a range of senior finance leadership roles, and is currently a Non-Executive Director of Chorus Ltd.

Neal is a Chartered Accountant Fellow (FCA), Chartered Accountants Australia and New Zealand.

To view Neal's full profile, please refer to our website (airnewzealand.co.nz/board-and-executive-team).



Notes (continued)

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The new uniform prints have been designed to tell a story around the heritage and culture of Aoteroa, curated to reflect Air New Zealand and its people.

Kōwhai o te rangi

The kōwhai tree blooms as a living symbol of renewal, resilience and the first light of creation.

Woven into the pattern, the koru represents new beginnings and the mangōpare signifies strength.

Lodge your Proxy / Postal vote

Online: vote.cm.mpms.mufig.com/AIR

Email: meetings.nz@cm.mpms.mufig.com

(Please use 'AirNZ Proxy Form' as the subject for easy identification)

Mail: (in New Zealand):
Use the enclosed reply paid envelope

(outside New Zealand):
Use a pre-addressed envelope and affix the postage required or address to:
MUFG Pension & Market Services, PO Box 91976,
Auckland 1142, New Zealand

By hand: MUFG Pension & Market Services
Level 30, PwC Tower
15 Customs Street West,
Auckland 1010
New Zealand

General enquiries:

+64 9 375 5998 or email:
enquiries.nz@cm.mpms.mufig.com

Air New Zealand Limited Annual Meeting Proxy or Postal Voting Form

The Air New Zealand Annual Meeting will be held on Thursday, 25 September 2025, commencing at 1:00pm.

Attending the Annual Meeting

1. If you do not plan to attend the Annual Meeting but wish to vote by postal vote or appoint a proxy, please complete and post this form or complete either process online. Please do not appoint a proxy if you are voting by postal vote. Please read the instructions overleaf before completing this form.
2. The persons who will be entitled to vote at the Annual Meeting are those persons (or their proxies or representatives) registered as holding Ordinary Shares on Air New Zealand's share register at 5:00pm on Tuesday, 23 September 2025.
3. Shareholders who appoint a proxy to vote on their behalf can still participate in the Annual Meeting virtually via the online platform, although those shareholders will be unable to vote if a proxy is so appointed.
4. 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 Annual Meeting.

Postal Vote

5. As a shareholder entitled to vote at the Annual Meeting you are entitled to vote by postal vote. The General Counsel & Company Secretary has been authorised by the Board to receive and count postal votes at the Annual Meeting.

6. You can cast your postal vote online in accordance with the instructions above.
7. If you return your postal vote without indicating on any resolution how you wish to vote, you will be deemed to have abstained from voting on that resolution.
8. If you complete the postal vote section and also appoint a proxy your postal vote will take priority over your proxy appointment.

Proxy Appointment

9. A shareholder entitled to attend and vote at the Annual Meeting is entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend and vote instead of him/her. A proxy or representative need not also be a shareholder. A proxy appointment may be delivered or completed online as detailed above.
10. If this Proxy has been signed under a power of attorney, a copy of the power of attorney and a signed certificate of non-revocation of the power of attorney must be produced with this Proxy (this cannot be done online).
11. If you wish, you may appoint the Chair of the Meeting as your proxy. To do so, please write 'Chair of the Meeting' in the box marked 'full name of proxy'. The Chair will vote according to your instructions. If the Chair is not instructed how to vote she will vote in favour of all resolutions including her own re-election under Resolution 1.

12. If you return this form without directing the proxy how to vote on any particular resolution, you will be deemed to have given your proxy discretion as to whether and how to vote on that resolution.

General

13. For your postal vote or proxy appointment to be valid you must return this form completed and signed to be received by our share registrar, MUFG Pension & Market Services, no later than 1:00pm on Tuesday, 23 September 2025. Instructions on how to return this form, or how to vote online are noted in the section above.

If you have any questions regarding your voting please call MUFG Pension & Market Services Investor Helpline between 8:00am and 5:00pm on: **+64 9 375 5998**

Go online to vote.cm.mpms.mufig.com/AIR to vote, appoint a proxy, give directions to your proxy.

OR, turn over to complete the form.

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Postal Voting Form (To use if you will not attend the meeting and are not submitting your postal vote online)

☐ **I wish to vote by postal vote** (please tick the box). My voting intentions are indicated in the resolutions section below.

Appointment of a Proxy (For use if you will not attend the meeting but wish someone to represent you and vote on your behalf at the meeting)

I/We the above named shareholder/shareholders of Air New Zealand Limited hereby appoint:

of

(full name of proxy)

(email)

Or failing that person

of

(full name of proxy)

(email)

As my/our proxy to vote for me/us on my/our behalf as directed below and on any other matter to be put to the Annual Meeting of Air New Zealand Limited to be held on **Thursday, 25 September 2025 at 1:00pm** and at any adjournment or postponement thereof.

Resolutions (for postal and proxy voting). Tick only ONE box in respect of each resolution.

Cast a Postal Vote, or instruct a proxy to vote, by placing a tick (✓) in the relevant box. If you have appointed a proxy and want him/her to decide how to vote on the resolution, please mark the box 'Proxy's Discretion'.

Proxy's discretion is not applicable in the case of a postal vote.

	For	Against	Abstain	Proxy's Discretion
1. To re-elect Therese Walsh	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
2. To elect Neal Barclay	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Shareholder Questions

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 filling in the section below and returning to MUFG Pension & Market Services in the reply paid envelope enclosed. Alternatively you may go online to: vote.cm.mpms.mufg.com/AIR. After completing the online validations process choose 'Questions'. Questions will need to be submitted by 1:00pm Tuesday, 23 September 2025.

Question:

Signature of Shareholder(s) This section **must** be completed.

Security Holder 1:

Security Holder 2:

Security Holder 3:

Contact name:

Daytime telephone:

Date:

Electronic Investor Communication

If you received the Notice of Meeting and Proxy **by mail** and you would like to receive your future communications **by email** please provide your email address below:

Email address for future communications:

28 August 2025

Kia Ora Shareholder

2025 Annual Meeting

I am pleased to invite you to attend our Annual Meeting on 25 September 2025. This meeting is your chance to hear directly from our Board and senior executives and to ask questions about the business you have invested in.

In addition to the important task of electing directors, as shareholders you will have the opportunity to hear from us and ask questions about the events of the past year, as well as our plans for the future.

We are delighted to be holding our Annual Meeting in Auckland, providing shareholders in that region the opportunity to join our directors in person.

The meeting will be a hybrid meeting and shareholders who are unable to attend in person will have the ability to participate virtually.

All shareholders, regardless of location, can participate in the meeting online at airnewzealand.co.nz/annual-meeting. At this site you will also find meeting materials, including guides for online attendance and smartphone voting options. You will be able to hear and view the meeting on your own computer or mobile device, vote on resolutions and ask questions.

Thank you for your continued support of Air New Zealand.

Ngā mihi nui



Dame Therese Walsh

Chair

Air New Zealand