AIR NEW ZEALAND

Notice of Annual Meeting 2026

Commencing at 2:00pm
Thursday 24 September 2026

STAR ALLIANCE

Notice of Meeting

Notice is given that the Annual Meeting of Air New Zealand Limited (the "Company" or "Air New Zealand") will be held online only on Thursday 24 September 2026 commencing at 2:00pm.

Business

- **Chair's Address**
- **Board Committee Chairs' Reports**
- **Chief Executive Officer's Address**
  - **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 elect Robert McDonald**

    Robert McDonald, having been appointed by the Board prior to the Annual Meeting, retires and being eligible, stands for election (see Explanatory Notes for profile).
  - **Resolution 4: To elect Campbell Wilson**

    Campbell Wilson, having been appointed by the Board prior to the Annual Meeting, retires and being eligible, stands for election (see Explanatory Notes for profile).

Jennifer Page
General Counsel and Company Secretary

Auckland, New Zealand
26 August 2026

Procedural Notes

Persons entitled to vote

The persons who will be entitled to vote at the online Annual Meeting are those persons (or their proxies or representatives) registered as holding ordinary shares[1] on the Company's share register at 5:00pm on Tuesday 22 September 2026.

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 online 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.

Online Annual Meeting and Voting

The Annual Meeting will be held online only. Shareholders and proxy holders may attend and participate through the online platform provided by the Company's share registrar, MUFG Corporate Markets, **airnewzealand.co.nz/annual-meeting**

Shareholders and proxy holders participating through the online platform will be able to vote and ask questions during the online Annual Meeting. Further information about attending and participating online is set out in the Virtual Meeting Guide available on our website (**airnewzealand. co.nz/annual-meeting**).

Postal Voting

Shareholders entitled to attend and vote at the online Annual Meeting may cast a postal vote instead of attending the online meeting or appointing a proxy to attend and vote on their behalf.

1. Other than the Kiwi Share

Procedural Notes (continued)

The General Counsel and Company Secretary has been authorised by the Board to receive and count postal votes at the online Annual Meeting.

A **Proxy / Postal Voting Form**, with which you can cast a postal vote, is enclosed with this Notice of Meeting.

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.

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 22 September 2026.

If a **Proxy / Postal Voting Form** is completed under a power of attorney and the power of attorney, or a certified copy of it, has not previously been provided to MUFG Corporate Markets, it must accompany the completed form when it is returned by post or email.

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.cm.mpms.mufg.com/AIR/Home

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.

As part of the online process, shareholders will be required to agree to MUFG Corporate Markets' online declaration, including confirming their authority to submit the proxy appointment or postal voting instructions.

Ordinary resolutions

All of the resolutions to be considered at the online 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.

Shareholder questions prior to the online Annual Meeting

If you cannot attend the online 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/Home. After completing the online validation process choose 'Questions'. Questions must be received by MUFG Corporate Markets or submitted online by 2:00pm on Tuesday 22 September 2026.

The Company's external auditor, Deloitte Limited, will be available at the online 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.

Dean Bracewell and Laurissa Cooney retire by rotation and seek re-election at the Annual Meeting.

Election of Directors

(Resolutions 3 and 4)

The Constitution and the NZX Listing Rules require directors who have been appointed by the Board to retire from office at the next annual meeting, but those directors are eligible to stand for election by shareholders at that meeting.

Due to the Constitution limiting the number of directors to a maximum of eight directors, Robert McDonald and Campbell Wilson were appointed as directors by the Board with effect from the resignation of Larry De Shon prior to the commencement of the Annual Meeting on 24 September 2026. Following such appointment, Robert McDonald and Campbell Wilson retire and seek election by shareholders at the Annual Meeting.

Independence

The Board has determined that all four Directors are independent Directors 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 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 at Property for Industry Limited, Port of Tauranga Limited, NorthPort Group Limited and the Halberg Foundation. He has previously been a Director of Tainui Group Holdings Limited, and the Public Policy think-tank The New Zealand Initiative and its predecessor The Business Roundtable.

Dean is of Ngāti Maniapoto and Ngāi Te Rangi descent.

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

Explanatory Notes (continued)

Resolution 2:

Re-election of:
Laurissa Cooney

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 Awanuiārangi.

Laurissa currently serves as an Independent Non-Executive Director for Goodman Property Ltd, Rabobank NZ Ltd and is the Co-Chair for Aotearoa Circle. Laurissa is also a Committee Member of the Chapter Zero NZ Steering Group and Chair of the Ngāi Tai ki Tāmaki Audit & Risk Committee.

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

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

Resolution 3:

Election of:
Robert McDonald

BCom, FCA, CMInstD

Rob's finance career spans more than 30 years, including roles in industry and chartered accounting and periods working in Australia, the United Kingdom and South Africa. He served as Chief Financial Officer of Air New Zealand for 13 years from 2004 to 2017.

Rob is Chair of Suncorp New Zealand, a Director of FleetPartners Group Limited and Pro-Chancellor of the University of Auckland. His previous governance roles include Chair of Contact Energy (which he will retire from on 16 September 2026) and Director of Fletcher Building, Chartered Accountants Australia and New Zealand and AIA New Zealand. He was also formerly Vice Chair of the IATA Financial Committee.

Rob holds a Bachelor of Commerce from the University of Auckland, completed the Management Development Program at Harvard Business School, and is a Chartered Accountant.

Explanatory Notes (continued)

Resolution 4:

Election of:
Campbell Wilson
MCom (Hons)

Campbell has over three decades of experience in aviation and was previously Chief Executive Officer and Managing Director of Air India. He held multiple senior executive roles at Singapore Airlines, including Senior Vice President Sales and Marketing, and was also the founding Chief Executive Officer of its low-cost carrier, Scoot.

Campbell has been a member of the Board of Governors of the International Air Transport Association and an Executive Committee member of both the Association of Asia Pacific Airlines and Star Alliance.

Notes