Capital Change Notice

This notice is given under NZX Listing Rule 3.13.1 and relates to the issue of unlisted share rights (**Share Rights**) in Air New Zealand Limited (**Air New Zealand**) to its senior executives under a Long-Term Incentive Share Rights Plan (as amended from time to time, the **Plan**).

Under the Plan, executives may be issued with 3-year share rights. There is no cost to Air New Zealand or to the employee when these Share Rights are issued. If future prescribed targets, known as 'vesting conditions', are met then these Share Rights will see participants receive ordinary shares in Air New Zealand at a future date, typically around 3 years after the Share Rights were issued. If targets are not met, the rights lapse and no ordinary shares are awarded to the executives participating in the Plan.

Section 1: Issuer information	
Name of issuer	Air New Zealand Limited
NZX ticker code	AIR
Class of financial product	Share Rights
ISIN (If unknown, check on NZX website)	N/A – not quoted
Currency	N/A
Section 2: Capital change details	
Number issued	35,261,808 Share Rights (Note: 12,309,520 Share Rights issued in 2023 are lapsing because the vesting conditions were not met, taking the total number of Share Rights on issue following this issuance to 76,022,286 Share Rights).
Nominal value (if any)	N/A
Issue/acquisition/redemption price per security	Nil
Nature of the payment (for example, cash or other consideration)	Non-cash consideration is provided in the form of services rendered and to be rendered by the holders as employees of Air New Zealand.
Amount paid up (if not in full)	N/A
Percentage of total class of Financial Products issued/acquired/redeemed/ (calculated on the number of Financial Products of the Class, excluding any Treasury Stock, in existence)	86.51%
For an issue of Convertible Financial Products or Options, the principal terms of Conversion (for example the Conversion price and Conversion date and the ranking of the Financial Product in relation to other Classes of Financial Product) or the Option (for example, the exercise price and exercise date)	The conversion price is Nil. These Share Rights give participants the right to receive ordinary shares in Air New Zealand in late 2029, subject to certain vesting conditions being achieved over a performance period (commencing on 28 September 2026 and ending on the date which is 20 NZX trading days after Air New Zealand has issued its annual results for the financial year ending 30 June 2029) (**Performance Period**).

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Reason for issue and specific authority for issue	The Plan is part of the broader remuneration package for senior executives and is designed to incentivise management to outperform over time for the benefit of all shareholders, employees and customers. Directors' resolution dated 28 October 2026.
Total number of Financial Products of the Class after the issue (excluding Treasury Stock) and the total number of Financial Products of the Class held as Treasury Stock after the issue	76,022,286 Share Rights No Share Rights held as treasury stock.
In the case of an acquisition of shares, whether those shares are to be held as treasury stock	N/A
Specific authority for the issue, including a reference to the rule pursuant to which the issue, redemption is made	NZX Listing Rule 4.6.1
Terms or details of the issue	The terms of the Share Rights are set out in the Plan. These 2026 Share Rights are divided into three tranches, and each tranche will be measured independently against a separate performance hurdle. This means that Share Rights in one tranche may vest even if the performance hurdle applying to another tranche is not satisfied. In particular: (1) <u>Tranche 1</u> • 50% of the share rights awarded. • Subject to meeting a performance hurdle based on Air New Zealand's absolute total shareholder return (**Absolute TSR**). • The Absolute TSR performance hurdle is based on Air New Zealand's Absolute TSR over the Performance Period. No share rights in this tranche will vest if performance is below 8% per annum. Vesting will range from 50% at 8% per annum to 100% at 10% per annum, with straight-line vesting between these levels. (2) <u>Tranche 2</u> • 25% of the share rights awarded. • Subject to meeting a performance hurdle based on Air New Zealand's Net Profit After Tax (NPAT).

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	• The NPAT performance hurdle is based on Air New Zealand's cumulative Statutory NPAT for the financial years ending 30 June 2028 and 30 June 2029, as reported in its audited annual financial statements. Performance will be assessed against minimum and target levels approved by the Board and linked to the five-year strategic plan. • Vesting in this tranche will range from 50% at the minimum level to 100% at the target level, with straight-line vesting between these levels. No share rights in this tranche will vest if performance is below the minimum level. (3) <u>Tranche 3:</u> • 25% of the share rights awarded. • Subject to a performance measurement against the delivery of three strategic initiatives. • The Strategic Transformation performance hurdle measures delivery by Air New Zealand against three equally weighted strategic initiatives. • The three outcomes will be assessed separately and then equally weighted to determine the overall outcome for the transformation component, with 50% vesting for partial achievement and 100% for full achievement, and no straight-line vesting between these levels.
Date of issue	18 November 2026 (Grant Date: 28 September 2026)
Section 3: Authority for this announcement and contact person	
Name of person authorised to make this announcement	Jennifer Page
Contact person for this announcement	Jennifer Page
Contact phone number	027 909 0691
Contact email address	jennifer.page@airnz.co.nz
Date of release through MAP	20 November 2026

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