



# Our Corporate Governance Statement



# Corporate Governance Statement

Effective corporate governance is at the heart of our agenda. The Board considers its governance practices to be consistent with the principles of the NZX Corporate Governance Code dated 31 January 2025.

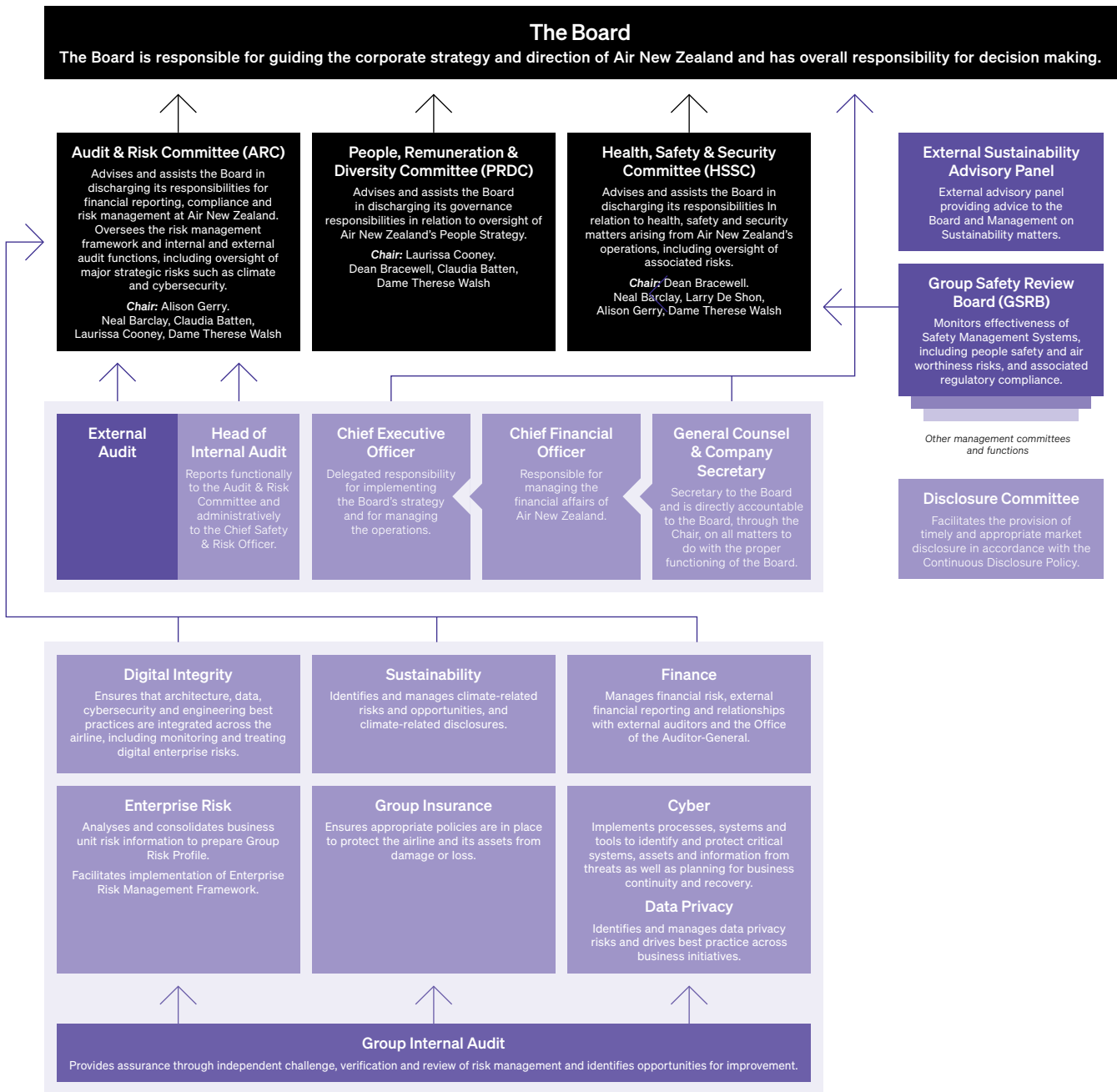
This Corporate Governance Statement was approved by the Board on 28 August 2025.

## Ethical Standards

Air New Zealand is committed to upholding the highest ethical standards across all aspects of its global operations. The Board places strong emphasis on honesty, integrity and transparency, recognising these values as fundamental to effective corporate governance. This is reflected in the Company's Code of Conduct and Ethics (Code), which sets out clear standards of conduct for all employees including Directors. The Code requires compliance with all applicable laws and regulations and promotes a culture of transparency and accountability throughout the organisation. The Code is reviewed periodically and approved by the Board to ensure its ongoing relevance and effectiveness. All new employees complete training on the Code as part of their onboarding, and all staff are required to complete an annual refresher to reinforce and embed these standards.



## Our Governance Structure





## Board / Committee meeting attendance<sup>1</sup> – 1 July 2024 to 30 June 2025

|                           | Board | Audit & Risk Committee | People, Remuneration & Diversity Committee | Health, Safety & Security Committee |
|---------------------------|-------|------------------------|--------------------------------------------|-------------------------------------|
| Dame Therese Walsh        | 10/10 | 4/4                    | 5/5                                        | 4/4                                 |
| Claudia Batten            | 10/10 | 4/4                    | 2/2                                        |                                     |
| Neal Barclay <sup>2</sup> | 2/2   | 1/1                    |                                            | 1/1                                 |
| Dean Bracewell            | 10/10 |                        | 5/5                                        | 4/4                                 |
| Laurissa Cooney           | 10/10 | 4/4                    | 5/5                                        |                                     |
| Larry De Shon             | 10/10 |                        |                                            | 4/4                                 |
| Alison Gerry              | 10/10 | 4/4                    |                                            | 4/4                                 |
| Paul Goulter <sup>2</sup> | 2/2   |                        | 2/2                                        | 1/2                                 |

1. Attendance is the number of meetings attended/number of meetings for which the Director was a member.

2. Paul Goulter retired from the Board on 26 September 2024 and Neal Barclay joined the Board on 1 May 2025.

## Current Directors



**Dame Therese Walsh**

DNZM, BCA, FCA

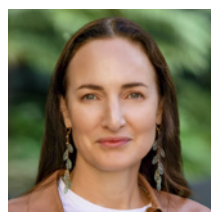
Independent Non-Executive Director  
Appointed 1 May 2016  
Chair



**Neal Barclay**

BCA

Independent Non-Executive Director  
Appointed 1 May 2025



**Claudia Batten**

LLB(Hons), BCA

Independent Non-Executive Director  
Appointed 28 October 2021



**Dean Bracewell**

Independent Non-Executive Director

Appointed 20 April 2020  
Health, Safety & Security Committee Chair



**Laurissa Cooney**

BMS(Hons), FCA, CMInstD

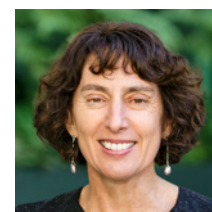
Independent Non-Executive Director  
Appointed 1 October 2019  
People, Remuneration & Diversity  
Committee Chair



**Larry De Shon**

BA Communications, BA Sociology

Independent Non-Executive Director  
Appointed 20 April 2020



**Alison Gerry**

BMS(Hons), MAppFin

Independent Non-Executive Director  
Appointed 28 October 2021  
Audit & Risk Committee Chair



Details of directors' skills and experience can be found at:  
[airnewzealand.co.nz/air-new-zealand-board](https://airnewzealand.co.nz/air-new-zealand-board)

## Corporate Governance Statement (continued)

### Board skills and diversity

|                                                                                                                                                                                                                                                                          | Neal<br>Barclay                                                                     | Claudia<br>Batten                                                                   | Dean<br>Bracewell                                                                   | Laurissa<br>Cooney                                                                    | Larry<br>De Shon                                                                      | Alison<br>Gerry                                                                       | Dame<br>Therese<br>Walsh                                                              |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|
| <b>Financial Expertise</b> Overseeing capital funding and investment decision-making, with experience in financial governance, major programme execution, and evaluation of financial controls.                                                                          |    |    |    |    |    |    |    |
| <b>Health, Safety &amp; Security</b> Leadership in operational health and safety within complex or high-risk environments, reflecting its critical importance at board level in the aviation sector.                                                                     |    |                                                                                     |    |    |    |                                                                                       |    |
| <b>Technology &amp; Digital Innovation</b> Oversight of digital transformation and technology modernisation initiatives, with a focus on customer experience, operational effectiveness, and awareness of cyber risks and emerging technologies.                         |    |    |                                                                                     |                                                                                       |    |    |                                                                                       |
| <b>Sustainability &amp; ESG</b> Experience overseeing sustainability initiatives and programmes relating to climate change, emissions reduction, innovations and responsible sourcing.                                                                                   |  |  |  |   |  |  |  |
| <b>Stakeholder &amp; Government Engagement</b> Experience managing regulatory, policy, and shareholder relationships, with a focus on political engagement and interaction with government and regulators.                                                               |  |  |  |  |                                                                                       |  |  |
| <b>Strategy, Customer &amp; Commercial Leadership</b> Overseeing organisational strategy and transformation with strong commercial judgement, customer insight, and global brand experience.                                                                             |  |  |  |  |  |  |  |
| <b>Aviation Industry Expertise</b> Broad understanding of the aviation sector, including operational experience across airlines, tourism, and logistics, with strong awareness of market trends and industry connections.                                                |                                                                                     |  |  |  |  |  |  |
| <b>People &amp; Culture</b> Experience in people strategy, organisational design, and workplace culture, including large team leadership and union engagement. Knowledge of executive succession and remuneration frameworks, with alignment to organisational strategy. |  |  |  |  |  |  |  |
| <b>Governance, Risk &amp; Compliance</b> Significant governance experience in listed or large-scale commercial organisations, with strong market insight and regulatory awareness.                                                                                       |  |  |  |  |  |  |  |



Leader

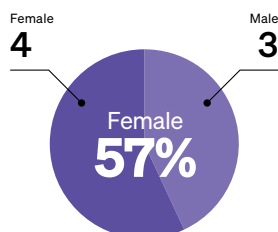


Some experience

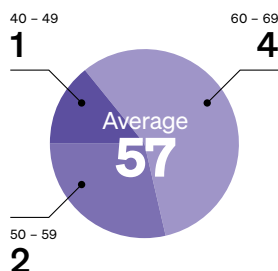


## Board skills and diversity (continued)

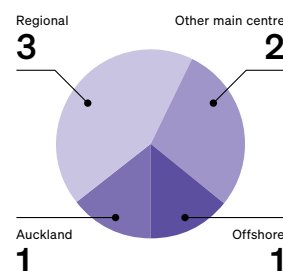
### Gender



### Age



### Residence



## Independence

The Board has identified criteria in its Charter, against which it evaluates the independence of Directors in line with the NZX Listing Rules. These are designed to ensure Directors are not unduly influenced in their decisions and activities by any personal, family or business interests.

All Directors have been determined to be Independent Directors under these criteria, and for the purposes of the NZX Listing Rules. Directors are required to inform the Board of all relevant information that may affect their independence such that the Board continually considers the independence of its members.

The Board Charter makes explicit that the Chair and the Chief Executive Officer roles are separate.

## Director appointments

There has been one new Director appointed during the 2025 financial year, being Neal Barclay on 1 May 2025.

The Board is responsible for nominating and appointing Directors, ensuring alignment with the Board Charter, the Company's Constitution, NZX requirements, and broader governance and strategic objectives. The director appointment process includes assessing Board skills and diversity, identifying suitable candidates, and, if necessary, engaging external consultants. Candidates undergo extensive interviews and reference checks to confirm their suitability.

Appointments must meet constitutional and NZX independence requirements and are subject to shareholder approval at the next Annual Shareholders' Meeting. New Directors receive a formal appointment letter outlining key terms and complete an induction programme covering governance, company operations, and conflict management.

Directors are expected to acquire a shareholding in the Company equivalent to 50 percent of the annual base Director fee. All Directors have met this requirement.

## Key governance documents are available on the Air New Zealand website. These include:

- The **Company's Code of Conduct and Ethics**, stating the guiding principles of ethical and legal conduct, applicable to everyone working at or for Air New Zealand – directors, executives, employees, contractors and agents;
- **Charters for the Board and each of its Committees**, detailing authorities, responsibilities, membership and operation;
- The **Securities Trading Policy**, identifying behaviours that could be illegal for individuals, or otherwise unacceptable or risky in relation to dealings in Air New Zealand's securities by directors, employees or their associated persons;
- The **Continuous Disclosure Policy**, addressing compliance with continuous disclosure obligations and the timely treatment of Material Information.



Air New Zealand's key Governance documents can be found at:  
[airnewzealand.co.nz/corporate-governance](https://airnewzealand.co.nz/corporate-governance)

# Corporate Governance Statement (continued)

## Diversity, Equity & Inclusion

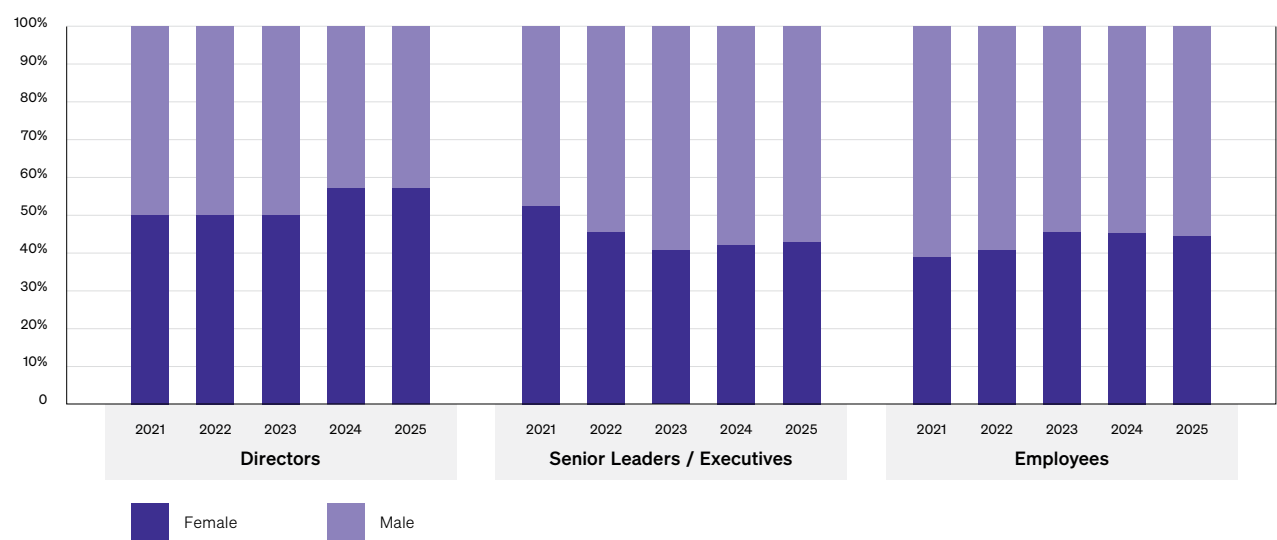
The Company's Diversity, Equity & Inclusion strategy recognises the strength of a workforce that reflects the richness and diversity of Aotearoa New Zealand. The strategy aims to foster an open, inclusive environment where our employees, customers, whānau and communities can thrive. The Board will continue to play an active role in endorsing the strategy, monitoring progress and evaluating outcomes.

Diversity is considered across a number of measures, including gender, ethnicity, disability, age, and sexual identity. There is a focus on recruitment practices that promote the retention and attraction of diverse talent, as well as a broad range of employee initiatives to reflect, support and develop the diversity we have across the airline. Air New Zealand's 10 Employee Networks play a key role in supporting and advocating for employees and ensuring the success of the airline's Diversity, Equity & Inclusion strategy.

With a target of 50 percent women in the senior leaders forum (which includes the Executive), the Company achieved 43 percent as at 30 June 2025, up from the previous year. The Board will continue to monitor progress and is comfortable that recruitment, retention, and management of talent pipelines are all operating well. The 50 percent target will be maintained for the 2026 financial year with continued focus on building a pipeline of female leaders at all levels of the company to help us achieve this.



Gender representation as at 30 June



The Executive Team comprises the Chief Executive Officer and their direct reports. It corresponds to “Officers” as defined in the Listing Rules.

Air New Zealand also has a target of 21 percent of the Company's people leadership roles being held by Māori and Pasifika employees by 2026, as at 30 June 2025 the result was 17.6 percent. The 21 percent target will be maintained for the 2026 financial year, with ongoing support for graduates of our Mangōpare leadership development programme, and continued focus on initiatives that support the recruitment, retention and development of Māori and Pasifika.



Laurissa Cooney discusses the activities of the People, Remuneration & Diversity Committee:  
<https://youtu.be/dw9CsF7I-tA>

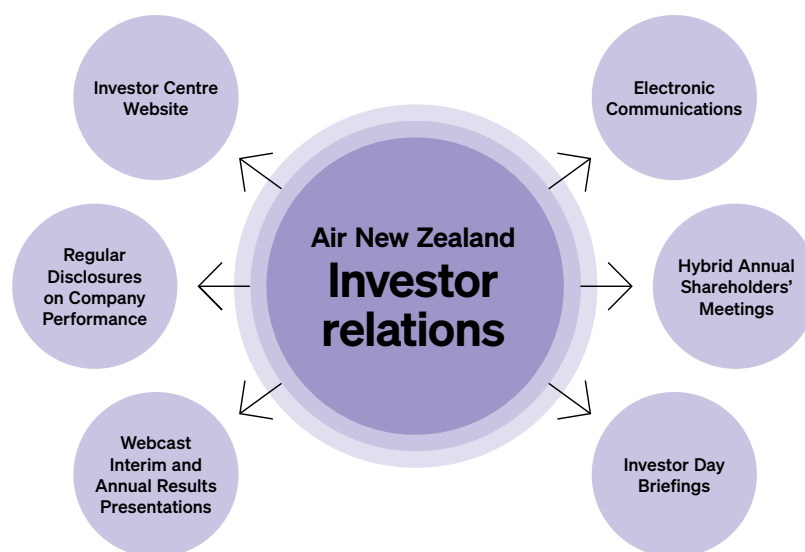


## Shareholder Engagement

Air New Zealand is committed to regular and transparent engagement with its shareholders through multiple channels. Material information is disclosed via announcements to the NZX and ASX, and significant matters are referred to shareholders for approval in accordance with legal requirements, the Constitution and the Listing Rules.



Air New Zealand's Investor Centre can be found at:  
[airnewzealand.co.nz/investor-centre](https://airnewzealand.co.nz/investor-centre)



The Company's Investor Centre provides access to important information including operational updates, shareholder meeting materials, governance documents, and the Annual Report and Climate Statement. It also features a comprehensive FAQ section and allows shareholders to submit enquiries via a dedicated Investor Relations email ([investor@airnz.co.nz](mailto:investor@airnz.co.nz)) and sign up for investor news alerts. Our Head of Investor Relations manages scheduled engagement with investors, analysts and market stakeholders, including biannual conference calls hosted by the CEO and CFO following interim and annual results announcements. Transcripts of these calls are made available on the Investor Centre, and retail investors can also engage through biannual podcasts covering financial results and Company strategy.

Shareholders are encouraged to participate in the Company's hybrid Annual Shareholders' Meeting, with notices published on the website at least four weeks in advance. In addition to engaging with shareholders, Air New Zealand maintains open communication with brokers, the broader investment community, the New Zealand Shareholders' Association (NZSA), regulators and others.

## Differences in Practice to NZX Code

The Board has not set protocols to be followed in the event of a takeover offer. The Board considers a takeover offer to be extremely unlikely in light of the Crown's continued majority shareholding in the Company. Should circumstances change and a takeover offer was received, Air New Zealand would have adequate time to implement protocols and procedures and communicate those to shareholders.

On that basis, the Board considers it reasonable and appropriate for Air New Zealand not to follow Recommendation 3.6 of the Code at this time. Notwithstanding this, the Board agrees with the principles behind this recommendation, being good communication with shareholders and independent Directors leading matters that require appropriate independence.

# Corporate Governance Statement (continued)



## Board Activities

The Board remains focused on Air New Zealand's long-term success and resilience. The Board approved Kia Mau strategy (see pages 16 and 17 of this report), provides a strong framework to drive future growth and continued service excellence. Monitoring safety (see pages 45 and 46) as well as progress against strategic priorities continues to be central to the Board's activities.

### Key areas of activity during the year include:

#### Infrastructure

Safe, efficient and future-focused infrastructure remains critical to the airline's operations and to delivering a quality experience for customers. The Board maintains oversight of key infrastructure investments including Hangar 4, a new state-of-the-art engineering and maintenance facility that will boost domestic capability, support the evolving fleet and long-term growth, and improve operational efficiency.

#### Fleet, Network and Engines

The Board maintains oversight of the airline's fleet and network strategy, recognising its importance to operational resilience, customer experience, capital allocation and climate goals. This includes reviewing and approving major fleet investments to ensure alignment with financial priorities, long-term value creation and shareholder interests. The Board also oversees governance frameworks across key enterprise risks, including safety, regulatory compliance, and technology. Network decisions, both near- and longer-term, are regularly considered to ensure they support strategic and commercial objectives.

A particular area of focus this year has been the prolonged engine availability challenges related to both Rolls-Royce and Pratt & Whitney. The Board continues to monitor this issue closely, with emphasis on securing appropriate compensation arrangements and advocating for improved certainty on delivery timelines to help mitigate the number of aircraft out of service.

The Board has also considered the timings for delivery, and the configuration, of new widebodied aircraft.

#### Cost Inflation

The airline continues to face sustained inflationary cost pressure across key parts of the aviation supply chain, including airport and security charges and other regulated costs. These increases have consistently outpaced CPI levels, placing ongoing pressure on margins.

The Board maintains oversight of the airline's response to this cost inflation, focusing on long-term financial sustainability, disciplined capital allocation, and the effectiveness of strategic transformation initiatives. This includes monitoring progress against cost efficiency programmes, understanding external inflationary drivers, and ensuring appropriate investment in digital and operational levers to mitigate their impact.

#### Sustainability

The Board remains committed to advancing the airline's sustainability initiatives and overseeing progress on climate-related impacts and disclosures. This includes management's climate scenario analysis, which supports both regulatory compliance and strategic planning.

Directors have endorsed initiatives to source alternative jet fuel and approved the purchase of a new battery electric 'demonstrator' aircraft, which is expected to operate a short regional route in the future.

The airline's transition to a low emissions operating model remains a key focus and is aligned with its net zero 2050 carbon emissions target. In early 2025, Air New Zealand released its 2030 Emissions Guidance, which will be updated annually within the Climate Statement. For more details see page 24 onwards of this report.

#### Customer and Employee Initiatives

Enhancing the customer experience remains a key focus for the Board. Directors oversee and approve significant investments in customer-facing initiatives, including fleet upgrades, digital capability, and service innovation. The Board monitors customer satisfaction trends, reviews progress on priority programmes and supports continued investment in areas that drive long-term brand strength.

The Board also recognises the central role employees play in delivering Air New Zealand's customer promise and takes active interest in culture, engagement and service outcomes, reflected in recent external recognition across both employee and customer experience, including:

- **New Zealand's Most Attractive Employer 2025** – Randstad Award
- **Best Premium Economy Class Onboard Catering in Australia & Pacific** – Skytrax
- **Air New Zealand's international lounge at Auckland, Best Business Class Lounge in Australia and Pacific** – Skytrax

## Further Afield

When visiting the United States this year, the Board engaged directly with key suppliers, stakeholders and staff, providing oversight of key relationship and innovation opportunities. They met with key international partners including BETA Technologies, Boston Dynamics, Boeing, as well as Google, Open AI and Starlink.

## Regional Initiatives

Supporting the regions remains a key focus for the Board. Over the year, directors visited the West Coast, Tairāwhiti Gisborne, and Hawke's Bay, meeting with local leaders, tourism operators, businesses, and airport teams to better understand regional priorities. These visits also included engagement with local employees as well as health and safety site inspections.



Board members and local staff at Gisborne airport.



## Risk management/strategic risks

Our complex operating environment means that we are inherently exposed to a range of strategic, financial, legal, regulatory and operational risks which cannot always be eliminated. It is important to the Board that material risks are identified, and appropriate risk mitigation strategies are implemented and monitored to avoid unintended consequences and to enable effective delivery of our strategy.

The whole airline operates under an Enterprise-wide Risk Management Framework and has well-established safety management systems. See page 45 for further commentary on safety risk management.



For more detail on risk identification and tools, please see page 7 of the airline's 2025 Climate statement:  
<https://p-airnz.com/cms/assets/PDFs/airnz-2025-climate-statement.pdf>

There is a regular cadence of risk reporting to relevant management, Board Committees and the Board, including targeted deep dives on strategic risk areas of particular focus every six months. Strategic risks are identified through both top-down and bottom-up processes and informed with enterprise-wide insights from specialist risk functions. These are presented on Air New Zealand's Group Risk Profile and confirmed by the Audit & Risk Committee every six months, and ranked based on risk rating. Risk ratings reflect an assessment of the likelihood and impact of an event, after considering the effectiveness of existing mitigations. Details of risk mitigations and Risk Control Effectiveness are also regularly presented to, and overseen by, the Board and its Committees.

Given their significance, strategic risks are assigned to members of the Executive as Risk Owners, who ensure appropriate management of the risk in line with target risk ratings set by the Board in the Risk Appetite Statement (detailed over page).

The Board remains particularly focused on climate risks and cybersecurity, guided by advice from both internal and external experts. It is also closely monitoring the wider impacts of domestic and global uncertainty and rising costs on business resilience, social licence to operate, and reputation.

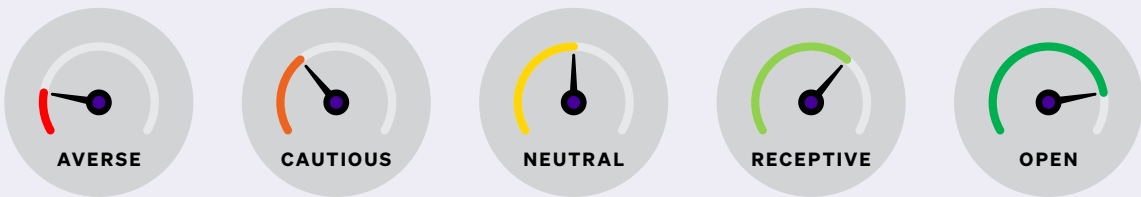
# Corporate Governance Statement (continued)

## Risk Appetite

The Board’s Risk Appetite Statement (RAS) gives clarity to decision makers on the extent of risk and opportunity the airline is prepared to take in the pursuit of its strategy. The Board formally reviews the RAS annually alongside the airline’s top Strategic Risks, with interim updates as needed to reflect changes in the operating environment and ensure ongoing relevance. The last annual review of the RAS was undertaken in December 2024. The Risk Appetite is explicitly addressed in matters presented to the Board where relevant.

Risk Appetite ranges from ‘Averse’ for risks such as operational or people safety, to ‘Open’ for innovation, reflecting the airlines ambition to embrace risk that leads to innovation in customer experience and technology, while maintaining a clear boundary that there is no appetite for innovation that creates safety or compliance risks.

### 5 Point Risk Appetite



Alison Gerry discusses the activities of the Audit & Risk Committee:  
<https://youtu.be/FKD6vABWSCg>

| Strategic Risk                                                                                                                                                                                                                      | Examples of Mitigating Actions                                                                                                                                                                                                                                                                                                                                                                                  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Aeronautical Infrastructure Constraints</b> Lack of prudent third-party investment in aeronautical infrastructure aligned with our growth plans may constrain capacity, growth and financial performance.                        | Infrastructure demand planning, capital investment plans, stakeholder engagement and advocacy efforts, network and scheduling strategy.                                                                                                                                                                                                                                                                         |
| <b>Business Resilience</b> A significant unmanaged event or crisis may result in sustained operational disruption and adverse safety, compliance, financial and reputational outcomes.                                              | Crisis, emergency management and business resilience frameworks and governance, established response teams, business continuity planning and testing, including event-specific contingency plans. Comprehensive Emergency Management Plan and System to guide response efforts.<br><br>Digital: Incident Support rosters and Major Incident Management processes, Problem Management and DR testing activities. |
| <b>Climate Change</b> Climate-related physical and transitional risks and opportunities may affect financial and operational performance, social licence to operate, reputation, competitiveness and investor expectations.         | 2050 Transition Plan, decarbonisation target and strategy, regulator and investor engagement, transparent climate disclosures, and customer emissions reporting.                                                                                                                                                                                                                                                |
| <b>Competition</b> Ineffective response to competitor capacity growth, changes to alliance relationships and/or a disruption to the airline-customer relationship may negatively impact market share, growth and profitability.     | Competitive analysis, alliance partners and other key stakeholder strategic partnerships, pricing strategies, brand strategy and development, loyalty programme. Research and insights inform strategic decisions, innovation and product/service differentiation.<br><br>Investment in new aircraft/retrofit, dry lease investment options, lounges and technology-enabled solutions.                          |
| <b>Cost Escalation</b> Financial performance may be impacted by ongoing cost increases for example from fuel, labour and costs from broader aviation sector including airports, aviation authorities, infrastructure and suppliers. | Driving productivity gains and cost efficiencies, digital investment, procurement synergies, network adjustments and pricing strategies.                                                                                                                                                                                                                                                                        |
| <b>Cyber Compromise and Attack</b> Inadequate or insufficient identification, prevention, detection or response to cyber threats may result in business disruption, privacy breaches, financial loss or reputational damage.        | Cybersecurity programme delivered by a dedicated Cybersecurity function, supported by organisation wide training, including privacy training, breach response processes, insurance, testing and evaluation.                                                                                                                                                                                                     |



| Strategic Risk (continued)                                                                                                                                                                                                                  | Examples of Mitigating Actions (continued)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Domestic and Global Uncertainty</b> Heightened socioeconomic, geopolitical and market volatility, may adversely impact supply and demand planning, revenue optimisation and growth.                                                      | Economic monitoring, market research, revenue and demand forecasting, financial modelling, capacity management, fuel price hedging.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>Safety and Security</b> Constraints in capability, capacity and culture may lead to harm to our employees, assets or the environment, reputational damage and compliance breaches.                                                       | Airline Safety Management System (SMS), Health, Safety, Environment, Wellbeing Management System (HSEW MS/ People Safety Engine) and Security Management System (SeMS) supplemented by Safety roadmap and management and Board oversight of safety, security and compliance performance.<br><br>Safety, Assurance, and Investigation squads focused on effective safety assurance and enablement. Internal/external reviews and audits and self-assessments.<br><br>Risk management plans for change initiatives, supplemented with safety guardrails to integrate safety into initiatives.<br><br>Safety Incident reporting and management, with monitoring and reporting of key safety indicators.<br><br>Various employee wellbeing support channels, safety training/awareness. |
| <b>Social License and Corporate Reputation</b> Failure to deliver our purpose and promise may result in long-term damage to our social licence, brand strength and corporate reputation resulting in diminished competitiveness and growth. | Stakeholder engagement plan, brand strategy investment, sentiment monitoring, Māori strategy, Sustainable Procurement Programme and supply chain due diligence.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>Supply Chain</b> Reliance on a limited number of strategic and essential third-party suppliers may result in significant operational disruption, reputational damage and financial impacts.                                              | Supplier due diligence and risk monitoring, Supplier Code of Conduct, performance audits, alternative supply arrangements.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>Workforce:</b> Industry disruption, constrained pipeline for critical technical skills, talent attraction/retention challenges or deterioration in union relationships may constrain the ability to deliver strategy.                    | Talent and leadership development and succession planning, resource planning, collaborative union engagement, employee engagement surveys including feedback and action planning. Recruitment strategies e.g. cadetship programmes for specialist roles.<br><br>Remuneration, reward, and recognition programmes, Employee Value Proposition enhancements and ongoing change management strategies.<br><br>Support initiatives including the Sustainable Jobs Strategy and Manaaki Fund.                                                                                                                                                                                                                                                                                            |

## Safety

Safety at Air New Zealand is our top priority. Our goal of achieving a Zero-Harm work environment reflects our commitment to safety and continuous improvement, ensuring the wellbeing of our people, customers, and communities. Our Kia Mau strategy and our promise of manaaki, taking care further than any other airline, prioritises people and safety, recognising it as essential to our business success.

The Board has set an 'averse' risk appetite for inadequate safety, security, and health management systems. This is supported by the dedicated Health, Safety & Security Committee. The Committee oversees safety management and promotes a safety culture. Directors regularly engage with employees throughout the business, as well as formal engagement with management and frontline representatives quarterly in Committee meetings, reviewing safety performance and operational risk. These engagements involve detailed reporting, operational site visits, and discussions with key stakeholders. Directors also conduct domestic and international visits to observe operations firsthand.

To maintain effective oversight, Board members and management receive ongoing training in Health and Safety Governance and Due Diligence, in line with the Health and Safety at Work Act.

Geopolitical uncertainty, supply chain disruptions, increased weather volatility, and a competitive market continue to pose challenges to the aviation sector. Air New Zealand addresses these through integrated safety and security management systems, proactive risk management, advanced technologies, and ongoing personnel training.



Dean Bracewell discusses the activities of the Health, Safety & Security Committee:  
[https://youtu.be/HW\\_0PKcNmLO](https://youtu.be/HW_0PKcNmLO)

## Corporate Governance Statement (continued)

### Safety (continued)

Temporary aircraft unavailability from delays in sourcing and overhauling aircraft and engine components has led to the airline leasing additional aircraft and pausing some routes.

Beyond regulatory compliance, we embrace best practices to identify, assess, and manage safety and security risks. A unified operational risk framework enhances our ability to anticipate, respond to, and recover from disruptions, building operational resilience.

Quarterly meetings of the Group Safety Review Board promote shared risk awareness and cross-functional decision-making.

Safety is embedded in business planning and continuity processes, supported by a refreshed Safety Roadmap which outlines a clear path for maturing our systems, capabilities, and culture.

Supporting our employees remains central to our safety approach. Employee wellbeing is prioritised through a mature Peer Support Network, Employee Assistance Programme, confidential Speak Up line, and 10 Employee Networks.

Our internal safety investigations and audits are complemented by rigorous external oversight. The Civil Aviation Authority conducts regular inspections including renewing our Air Operator Certificate in May 2025.

We benchmark our performance through the ACC Partnership Programme, with action plans in place to achieve Tertiary status this year. Air New Zealand also retains IATA Operational Safety Audit registration, having successfully completed the latest audit in March 2025.

Air New Zealand's commitment to safety has been recognised through repeated success at the New Zealand Workplace Health & Safety Awards. In 2025, two Air New Zealanders were named finalists in the Safety Leadership and Emerging Practitioner categories.

The airline was also again named the World's Safest Airline by AirlineRatings.com.

### Internal Audit

The internal audit function helps the Board and management maintain accountability and transparency in risk management and internal control processes through independent assurance activity. This group objectively and systematically assesses, assures and recommends enhancements to the business's management of risk, contributing to the overall robustness of the airline's corporate governance.

Internal audit acts for the Board and reports to the Audit & Risk Committee. Recommendations made by internal audit, and the status of management's adoption of these, are reported to and monitored by the Audit & Risk Committee.

### External Audit

As a Public Entity, Air New Zealand is subject to the Public Audit Act 2001. The Auditor-General is the auditor but may appoint an independent auditor to conduct the audit process. Jason Stachurski of Deloitte Limited has been appointed in this respect, from the 2025 financial year.

The Audit & Risk Committee liaises with the Auditor-General on the appointment and re-appointment of the external auditors, to ensure the independence of the external auditor is maintained, and to approve the performance of any non-audit services in accordance with the Audit Independence Policy.

Air New Zealand's external auditor rotates its lead audit partner at least every five years, with suitable succession planning to ensure consistency.

On a regular basis the Audit & Risk Committee meets with the external auditor to discuss any matters that either party believes should be discussed confidentially. The Chair of the Audit & Risk Committee will call a meeting of that Committee if requested by the external auditor.

The appointed external auditor attends the Annual Shareholders' Meeting and is available to answer relevant questions from shareholders at that meeting.



## Remuneration

### Director Remuneration

In accordance with the Constitution, shareholder approval must be sought for any increase in the pool available to pay Directors' fees. Approval was last sought in 2015, when the pool limit was set at \$1,100,000 per annum. This approval was based on 7 Directors; with a Board comprising 8 Directors the pool limit is \$1,232,333 per annum consistent with NZX Listing Rule 2.11.3.

Where the pool permits, the Board may amend the actual fees paid to reflect market conditions or other relevant factors. The Board has determined the following allocation of the pool.



## Director Remuneration (continued)

|                                                       | Position           | Fees (Per Annum) |
|-------------------------------------------------------|--------------------|------------------|
| <b>Board of Directors</b>                             | Chair <sup>1</sup> | \$270,000        |
|                                                       | Member             | \$100,000        |
| <b>Audit &amp; Risk Committee</b>                     | Chair              | \$40,000         |
|                                                       | Member             | \$20,000         |
| <b>Health, Safety &amp; Security Committee</b>        | Chair              | \$40,000         |
|                                                       | Member             | \$20,000         |
| <b>People, Remuneration &amp; Diversity Committee</b> | Chair              | \$30,000         |
|                                                       | Member             | \$10,000         |

1. The Chair receives no additional Committee fees.

Air New Zealand's Independent Non-Executive Directors do not participate in executive remuneration or employee share schemes, nor do they receive options, bonuses, or any form of incentive-based pay. They are entitled to reimbursement for reasonable travel and related expenses incurred in connection with Board or Committee duties. In addition, Directors receive a limited number of complimentary flights per year of service, as outlined in the Director Travel Policy.

Remuneration and benefits of directors and former directors in the reporting period are set out below.

|                             | Board Fees       | ARC              | HSSC             | PRDC             | Total Fees         | Value of Travel Entitlement <sup>1,5</sup> |
|-----------------------------|------------------|------------------|------------------|------------------|--------------------|--------------------------------------------|
| Dame Therese Walsh (Chair)  | \$270,000        | -                | -                | -                | \$270,000          | \$33,699                                   |
| Neal Barclay <sup>2</sup>   | \$16,667         | \$3,333          | \$3,333          | -                | \$23,333           | \$710                                      |
| Claudia Batten <sup>3</sup> | \$100,000        | \$20,000         | -                | \$1,667          | \$121,667          | \$19,642                                   |
| Dean Bracewell              | \$100,000        | -                | \$40,000 (Chair) | \$10,000         | \$150,000          | \$13,307                                   |
| Laurissa Cooney             | \$100,000        | \$20,000         | -                | \$30,000 (Chair) | \$150,000          | \$44,496                                   |
| Larry De Shon               | \$100,000        | -                | \$20,000         | -                | \$120,000          | \$4,937                                    |
| Alison Gerry                | \$100,000        | \$40,000 (Chair) | \$20,000         | -                | \$160,000          | \$28,670                                   |
| Paul Goulter <sup>4</sup>   | \$25,000         |                  | \$5,000          | \$2,500          | \$32,500           | \$2,462                                    |
| <b>Total</b>                | <b>\$811,667</b> | <b>\$83,333</b>  | <b>\$88,333</b>  | <b>\$44,167</b>  | <b>\$1,027,500</b> | <b>\$147,923</b>                           |

Amounts stated as FBT and GST exclusive where applicable.

1. Includes value of travel benefits for related parties and benefits accrued in prior years utilised in the current year.

2. Neal Barclay joined as a Director from 1 May 2025.

3. Claudia Batten served on the PRDC from 1 May 2025.

4. Paul Goulter served as a Director until 26 September 2024.

5. The value of the travel entitlements utilised by former directors during the 2025 financial year, using the taxable value of subsidised transport as provided in the Income Tax Act 2007 and reported to Inland Revenue, was as follows:

Paul Goulter (served as a director until 26 September 2024) (remaining value of travel entitlement for the 2025 financial year: \$1,672), Jonathan Mason (\$11,551), Tony Carter (\$19,165), Roger France (\$1,550), Jan Dawson (\$3,919), Robert Jager (\$19,579), Linda Jenkinson (\$1,742), Bob Matthew (\$265) and Paul Bingham (\$17,934). These amounts total \$77,377 and are not included in the total column in the table above.

In addition to the director remuneration provisions above, the remuneration of the Chief Executive Officer is discussed in the remuneration report on the next page.

# Remuneration Report

## Key highlights from the People, Remuneration and Diversity Committee

The role of the People, Remuneration and Diversity Committee is to advise and assist the Board in discharging its responsibilities with respect to oversight of our People strategy. As part of that role, the Board has generally delegated authority for rewards and remuneration to the PRDC.

Air New Zealand's remuneration philosophy is aligned with its recruitment, leadership development philosophies and performance management approaches to ensure the attraction, development, and retention of key talent. The PRDC is kept apprised of relevant market information and best practice, obtaining advice from external advisors where necessary. Remuneration levels are reviewed annually for market competitiveness and alignment with strategic priorities and Company performance objectives.

In the 2025 financial year, the PRDC reviewed both the short-term incentive as well as the Diversity, Equity & Inclusion (DE&I) strategy:

- Short-term incentive (STI):** For the 2025 financial year, the PRDC expanded the sustainability component of the STI scorecard by introducing a new environmental performance measure: reduction in landfill waste per full-time equivalent (FTE). This builds upon the previous year's carbon intensity measure and reinforces our commitment to embedding sustainability into core performance objectives. Waste reduction is a leading environmental concern for New Zealanders and, according to global aviation industry benchmarks, ranks as the second most important sustainability priority for airlines after carbon emissions.
- Leadership, DE&I and Culture:** The PRDC continued to play an active role in overseeing Air New Zealand's investment in leadership development across all levels of the organisation. Recognising the critical role that leadership plays in driving performance and transformation, the PRDC supported initiatives that build capability, resilience, and future-readiness among current and emerging leaders. The Committee also maintained a strong focus on the advancement of our DE&I agenda, ensuring that programmes and policies remain aligned with our ambition to reflect and serve the diversity of Aotearoa New Zealand. In parallel, the PRDC regularly reviewed insights from the Company's employee engagement surveys, using these findings to monitor cultural health, track progress, and identify opportunities to enhance the employee experience and reinforce a high-performance, inclusive culture.

## Executive Remuneration

CEO and Executive remuneration packages comprise both fixed and variable components.

- Fixed remuneration consists of base salary and superannuation contributions, which are matched by an employer superannuation contribution of up to four percent of gross taxable earnings. Fixed remuneration is reviewed periodically based on market data from external independent remuneration sources. The PRDC approves the proposed remuneration packages for the CEO and the Executive team. The proposed budget for the annual remuneration review and changes to salaries (if any) are approved by the PRDC.
- Variable pay consists of a STI and a Long-Term Incentive (LTI). Both of these incentive schemes are performance-based in accordance with the schemes' terms. These discretionary payments are awarded only if specific financial and non-financial metrics are achieved and are always at the discretion of the PRDC. More details about the terms can be found below.

### STI and outcomes for 2025

The STI performance targets are the same for all participants and consist of a broad range of measures designed to promote collaboration through shared objectives.

For the 2025 financial year, 50 percent of this incentive related to Group financial targets and the remaining 50 percent comprised measures for customer, people safety, on-time performance and sustainability. The PRDC's review determined that the customer satisfaction, people safety and sustainability targets were met. The Group financial targets were partially met and on-time performance was not achieved. The STI outcome for the financial year as approved by the PRDC is summarised as follows:

| Performance measure                              | Weighting | Minimum Threshold | Target   | Maximum Threshold | 2025 Performance | 2025 STI % Outcome versus weighting | Commentary                 |
|--------------------------------------------------|-----------|-------------------|----------|-------------------|------------------|-------------------------------------|----------------------------|
| Return on Invested Capital (ROIC) <sup>1</sup>   | 25%       | 7%                | 13%      | 19%               | 8%               | 25% of the 25%                      | Minimum threshold exceeded |
| Controllable Cost / Revenue <sup>2</sup>         | 25%       | 66%               | 61%      | 56%               | 65%              | 28% of the 25%                      | Minimum threshold exceeded |
| Customer Satisfaction <sup>3</sup>               | 15%       | 83                | 84       | 87                | 84               | 100% of the 15%                     | Target achieved            |
| People Safety <sup>4</sup>                       | 10%       | 87%               | 90%      | 95%               | 92%              | 120% of the 10%                     | Target exceeded            |
| On-time Performance <sup>5</sup>                 | 10%       | 56%               | 58%      | 60%               | 55%              | 0% of the 10%                       | Target not achieved        |
| Carbon Intensity <sup>6</sup>                    | 10%       | 890g              | 860-870g | 840g              | 861g             | 100% of the 10%                     | Target achieved            |
| Reduction in landfill waste per FTE <sup>7</sup> | 5%        | 5%                | 6%       | 10%               | 11%              | 150% of the 5%                      | Target exceeded            |
| Total                                            | 100%      |                   |          |                   |                  | 58%                                 |                            |



## Executive Remuneration (continued)

### STI and outcomes for 2025 (continued)

1. ROIC is the return the Company earns on capital invested. A full definition of ROIC can be found on page 109 of the Five Year Statistical Review.
2. Controllable Cost are costs the Company can directly control, excluding fuel and foreign exchange. A percentage that is lower than the target percentage indicates stronger performance.
3. Customer Satisfaction is measured via the MyVoice Customer Survey, an optional post-flight survey completed by passengers via an email link.
4. People Safety is comprised of Risk Control Effectiveness (RCE) which focuses on our critical people safety risks and ensuring the Company has the controls in place to operate safely.
5. In any given year, even if the On-time performance target is met, a payment will only be made for that performance measure if the People Safety target is also met.
6. Carbon intensity is measured via grams of Well-to-Wake emissions (CO<sub>2</sub>-e) generated for each revenue tonne kilometre (RTK). To achieve a payment for this measure, the CO<sub>2</sub>-e per RTK and ASK target range must be 860g-870g (target) to 890g (minimum). The metric is calculated by dividing total Well-to-Wake jet fuel emissions from flying activity by the total payload flown.
7. Waste management is measured via reduction in kilograms of landfill waste per FTE in sites where Air New Zealand controls the landfill waste. The metric is calculated by dividing landfill waste per month for Corporate, Cargo and Engineering & Maintenance sites in kilograms by the total number of full-time equivalent employees working at the Air New Zealand site in New Zealand.
8. The result of each performance measure is compared to a range of minimum, target and maximum values set by the PRDC and used to calculate the payout for each measure which is then multiplied by the weighting of the measure to give the percentage payout for each performance measure.

### 2026 STI target

Each year, the PRDC reviews the STI scorecard to ensure it remains aligned with annual business priorities and reflects the outcomes most critical to the Company's success. For the 2026 financial year, the PRDC has retained the overall framework and approach from the prior year, other than refinement of a small number of performance measures and weightings to ensure the scorecard continues to set clear stretch targets that drive performance against our strategic priorities.

### LTI

The LTI plan is designed to align the interests of the CEO and Executives with those of our shareholders and to incentivise participants in the plan (Participants) to enhance long-term shareholder value. Additionally, offering participation seeks to motivate and retain top executive talent. Participation in any year is by annual invitation at the discretion of the PRDC. Details on how this plan works and the outcomes for the 2025 financial year are set out below. Details of how this plan worked in prior financial years can be found in previous Annual Reports.

### Share Rights

Participants are eligible to receive a grant of share rights, which gives them the right to receive ordinary shares in the Company subject to certain vesting conditions being achieved over a three-year performance period (Share Rights). Grant of Share Rights is at the discretion of the PRDC, but in the normal course of events, is expected to equate to a value of 55 percent of fixed remuneration for the CEO and 40 percent of fixed remuneration for Executives. The number of Share Rights to be allocated to Participants is determined by an independent valuation of the share rights each year at the time of issue.

Share Rights are divided into two equal tranches, each measured against a separate performance hurdle. No testing against those hurdles will occur unless Total Shareholder Return (TSR) over the three-year performance period is greater than zero. If TSR is zero or negative, the Share Rights will lapse without the two performance hurdles being tested and no value will accrue to the Participants.

If the TSR hurdle is achieved, the number of vesting Share Rights will depend on Air New Zealand's TSR relative to (i) the NZX 50 index for the first tranche, and (ii) the Bloomberg World Airline index for the second tranche.

In each of the two tranches, 50 percent of Share Rights will vest if the Company's TSR has matched the comparison index over the performance period. For each one percent the TSR outperforms the comparison index, a further 2.5 percent of share rights will vest up to a maximum of 100 percent.

### Mandatory Shareholding

For as long as they remain employed, the CEO and Executives must hold an amount of shares through vesting of Share Rights which equate to a value of 55 percent of the fixed remuneration for the CEO, and 40 percent of fixed remuneration for other Executives. There is no requirement to purchase shares outside of the LTI to satisfy this mandatory shareholding requirement. Until the mandatory shareholding is reached, any shares issued to the CEO and Executives from vested rights must be retained.

### CEO Retention Plan

The Board approved a cash-based retention plan for the CEO for the 2024 to 2026 financial years (CEO Plan). The rationale for the CEO Plan was to maintain stable leadership and incentivise delivery of key strategic priorities which are critical to the execution of the Kia Mau strategy.

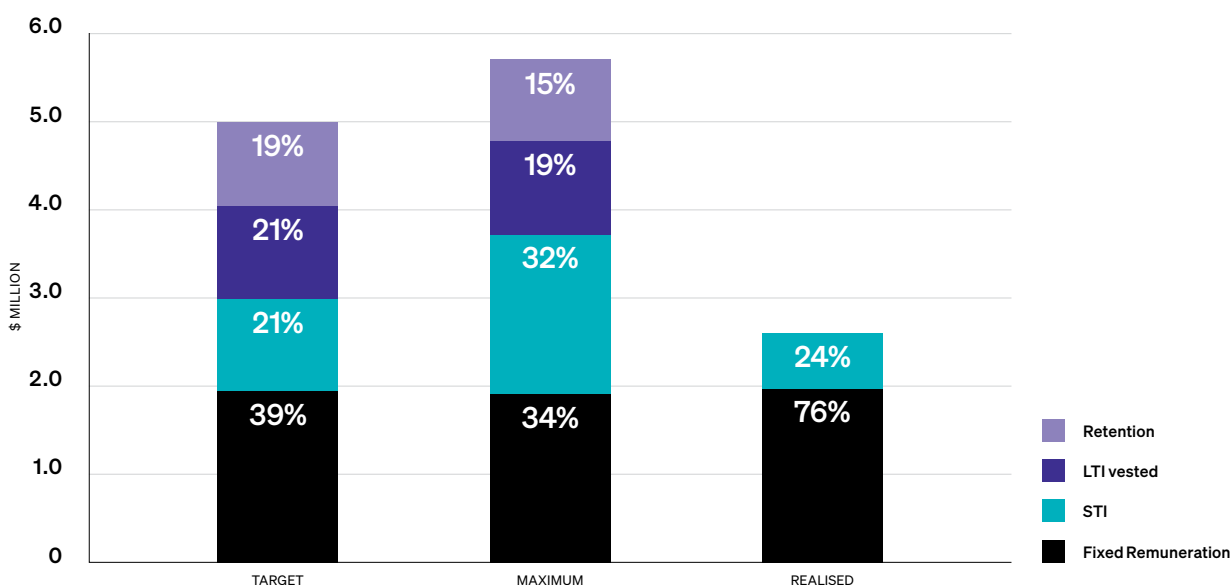
The CEO Plan consists of three equal payments of up to \$900,000 (gross) payable for each of those three financial years. Each payment is subject to (i) PRDC approval, (ii) the CEO not having given notice by 30 June and maintaining standards of performance and conduct; and (iii) the CEO's actual remuneration not exceeding 130 percent of the total target remuneration (including the retention payment). The payment was made for the 2024 financial year. The payment for the 2025 financial year was not made due to the resignation of the CEO in March 2025.

## Remuneration Report (continued)

### CEO Remuneration

#### CEO Remuneration Structure for the 2025 financial year

The CEO remuneration structure is consistent with the executive management remuneration structure described above. The chart below depicts the total remuneration mix for the CEO (excluding benefits) at target, maximum and the amount realised for the 2025 financial year.



#### CEO Remuneration Outcomes

| Financial Year | Base Salary | Benefits <sup>1</sup> | Target STI  | STI Earned <sup>2</sup> | STI Earned as % of Target | Shares vested <sup>3</sup> | Market value at vesting | Retention Earned <sup>4</sup> | Total Earned       | Share Rights allocated and at risk <sup>5</sup> |
|----------------|-------------|-----------------------|-------------|-------------------------|---------------------------|----------------------------|-------------------------|-------------------------------|--------------------|-------------------------------------------------|
| 2025           | \$1,996,448 | \$154,071             | \$1,074,150 | \$623,007               | 58%                       | -                          | -                       | -                             | <b>\$2,773,526</b> | 3,836,250                                       |
| 2024           | \$1,928,478 | \$162,484             | \$1,037,850 | \$518,925               | 50%                       | 1,003,976                  | \$677,684               | \$900,000                     | <b>\$4,187,571</b> | 2,471,072                                       |
| 2023           | \$1,839,029 | \$171,239             | \$990,000   | \$1,123,650             | 113.5%                    | -                          | -                       | -                             | <b>\$3,133,918</b> | 2,408,759                                       |

1. Benefits include superannuation and travel. As a member of the Group's superannuation scheme, the CEO is eligible to contribute and receive a matching Company contribution of up to four percent of gross taxable earnings (including STI). The CEO and eligible beneficiaries are entitled to an agreed number of trips for personal purposes at no cost to the individual.
2. STI earned in the reporting period reflects the cash value of amounts received following achievement of performance measures related to the current period.
3. No shares vested in the reporting period. In the 2024 reporting period LTI Share Rights issued in 2020 partially vested (57.2 percent) and converted to Ordinary Shares in the 2024 financial year as the performance conditions were partly met. The value is based on the closing price on 1 November 2023 (\$0.675) and consistent with the value reported to the Inland Revenue.
4. No Retention payment was awarded for the reporting period. See CEO Retention Plan section above.
5. LTI Share Rights allocation refers to the number of Share Rights issued in October 2024 for the 2024 financial year and remaining at risk.



# Employee Remuneration

|                       | Total remuneration paid in the 2025 financial year <sup>1</sup> |                                          |
|-----------------------|-----------------------------------------------------------------|------------------------------------------|
|                       | New Zealand Management                                          | Aircrew, Engineering, Overseas and Other |
| 100,000 - 110,000     | 247                                                             | 563                                      |
| 110,000 - 120,000     | 207                                                             | 342                                      |
| 120,000 - 130,000     | 190                                                             | 283                                      |
| 130,000 - 140,000     | 211                                                             | 220                                      |
| 140,000 - 150,000     | 164                                                             | 204                                      |
| 150,000 - 160,000     | 127                                                             | 167                                      |
| 160,000 - 170,000     | 143                                                             | 184                                      |
| 170,000 - 180,000     | 106                                                             | 178                                      |
| 180,000 - 190,000     | 99                                                              | 160                                      |
| 190,000 - 200,000     | 72                                                              | 156                                      |
| 200,000 - 210,000     | 51                                                              | 171                                      |
| 210,000 - 220,000     | 49                                                              | 127                                      |
| 220,000 - 230,000     | 33                                                              | 114                                      |
| 230,000 - 240,000     | 22                                                              | 87                                       |
| 240,000 - 250,000     | 34                                                              | 81                                       |
| 250,000 - 260,000     | 18                                                              | 59                                       |
| 260,000 - 270,000     | 24                                                              | 68                                       |
| 270,000 - 280,000     | 9                                                               | 71                                       |
| 280,000 - 290,000     | 10                                                              | 55                                       |
| 290,000 - 300,000     | 9                                                               | 46                                       |
| 300,000 - 310,000     | 7                                                               | 42                                       |
| 310,000 - 320,000     | 8                                                               | 36                                       |
| 320,000 - 330,000     | 3                                                               | 39                                       |
| 330,000 - 340,000     | 6                                                               | 56                                       |
| 340,000 - 350,000     | 3                                                               | 38                                       |
| 350,000 - 360,000     | 4                                                               | 16                                       |
| 360,000 - 370,000     | 3                                                               | 25                                       |
| 370,000 - 380,000     | 5                                                               | 14                                       |
| 380,000 - 390,000     | 4                                                               | 26                                       |
| 390,000 - 400,000     | 1                                                               | 11                                       |
| 400,000 - 410,000     | 1                                                               | 15                                       |
| 410,000 - 420,000     | 2                                                               | 32                                       |
| 420,000 - 430,000     | 1                                                               | 30                                       |
| 430,000 - 440,000     | 2                                                               | 26                                       |
| 440,000 - 450,000     | 2                                                               | 15                                       |
| 450,000 - 460,000     | 2                                                               | 15                                       |
| 460,000 - 470,000     | 3                                                               | 14                                       |
| 470,000 - 480,000     | 1                                                               | 14                                       |
| 480,000 - 490,000     | 2                                                               | 5                                        |
| 490,000 - 500,000     | 1                                                               | 5                                        |
| 500,000 - 510,000     | -                                                               | 2                                        |
| 510,000 - 520,000     | 1                                                               | 7                                        |
| 520,000 - 530,000     | 1                                                               | 9                                        |
| 530,000 - 540,000     | 1                                                               | 14                                       |
| 540,000 - 550,000     | 1                                                               | 11                                       |
| 550,000 - 560,000     | -                                                               | 8                                        |
| 560,000 - 570,000     | -                                                               | 4                                        |
| 570,000 - 580,000     | -                                                               | 3                                        |
| 580,000 - 590,000     | -                                                               | 3                                        |
| 590,000 - 600,000     | -                                                               | 3                                        |
| 600,000 - 610,000     | 1                                                               | 3                                        |
| 610,000 - 620,000     | 1                                                               | 1                                        |
| 620,000 - 630,000     | -                                                               | 4                                        |
| 630,000 - 640,000     | -                                                               | 2                                        |
| 640,000 - 650,000     | -                                                               | 2                                        |
| 660,000 - 670,000     | -                                                               | 1                                        |
| 670,000 - 680,000     | -                                                               | 1                                        |
| 680,000 - 690,000     | -                                                               | 2                                        |
| 690,000 - 700,000     | 1                                                               | 4                                        |
| 700,000 - 710,000     | -                                                               | 1                                        |
| 710,000 - 720,000     | -                                                               | 4                                        |
| 720,000 - 730,000     | -                                                               | 1                                        |
| 760,000 - 770,000     | -                                                               | 1                                        |
| 770,000 - 780,000     | -                                                               | 1                                        |
| 790,000 - 800,000     | 1                                                               | -                                        |
| 800,000 - 810,000     | -                                                               | 1                                        |
| 810,000 - 820,000     | -                                                               | 1                                        |
| 890,000 - 900,000     | 1                                                               | 1                                        |
| 900,000 - 910,000     | 1                                                               | -                                        |
| 910,000 - 920,000     | 1                                                               | -                                        |
| 1,040,000 - 1,050,000 | 1                                                               | -                                        |
| 1,050,000 - 1,060,000 | 2                                                               | -                                        |
| 1,110,000 - 1,120,000 | 1                                                               | -                                        |
| 1,140,000 - 1,150,000 | 1                                                               | -                                        |
| 1,550,000 - 1,560,000 | 1                                                               | -                                        |
| 3,600,000 - 3,610,000 | 1                                                               | -                                        |
| <b>Total</b>          | <b>1,904</b>                                                    | <b>3,905</b>                             |

1. This information is provided under the Companies Act 1993, section 211.1(g). These numbers reflect total remuneration and benefits received in the financial year including base salary; short-term incentive payments for the 2024 financial year performance paid in the 2025 financial year; travel benefits; superannuation employer contributions; the value of any long-term incentives which have vested in the financial year; and any other cash payment received in the year. The Company does not include in these numbers the value of any long-term incentive rights issued in the financial year which have not vested, and therefore remain at risk.

## Interests Register

No disclosures were made of interests in transactions under s140(1) of the Companies Act 1993.

Directors have made general disclosures of interests in accordance with s140(2) of the Companies Act. Current interests, and those which ceased during the year, are set out below.

|                    |                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                                            |
|--------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Dame Therese Walsh | Antarctica New Zealand (ceased on 1 May 2025)<br>ASB Bank Limited<br>Climate Change Commission – nomination panel<br>Institute of Directors' Chapter Zero – Steering Committee (ceased on 28 March 2025)<br>On Being Bold Limited<br>Therese Walsh Consulting Limited<br>Wellington Homeless Women's Trust                                   | Director<br>Chair<br>Chair<br>Chair<br>Director and Shareholder<br>Director and Shareholder<br>Ambassador                                                                  |
| Neal Barclay       | Chorus Limited                                                                                                                                                                                                                                                                                                                               | Director                                                                                                                                                                   |
| Claudia Batten     | Michael Hill International Limited<br>Pyper Vision Limited<br>Serko Limited<br>Vista Group International Limited<br>Wonderful Investments Limited                                                                                                                                                                                            | Deputy Chair<br>Shareholder<br>Chair<br>Director<br>Director and Shareholder                                                                                               |
| Dean Bracewell     | Ara Street Investments Limited<br>Dean Bracewell Limited<br>Freightways Limited<br>Halberg Trust<br>Northport Group Limited and subsidiaries<br>Port of Tauranga Limited<br>Property for Industry Limited                                                                                                                                    | Director and Shareholder<br>Director and Shareholder<br>Shareholder<br>Director<br>Director<br>Director<br>Chair                                                           |
| Laurissa Cooney    | Chapter Zero Steering Group Institute of Directors<br>GMT Bond Issuer Limited<br>Goodman (NZ) Limited<br>Goodman Property Aggregated Limited<br>Goodman Property Services (NZ) Limited<br>Ngāi Tai ki Tāmaki Charitable Investment Trust<br>Rabobank New Zealand<br>The Aotearoa Circle Trust                                                | Member<br>Director<br>Director<br>Director<br>Director<br>Audit Committee Chair<br>Director<br>Trustee and Co-Chair                                                        |
| Larry De Shon      | Nominating and Governance Committee for United Rentals International<br>The Hartford Financial Services Group, Inc<br>The Hartford's Finance, Investment, Risk Management Committee<br>United Rentals, Inc                                                                                                                                   | Chair<br>Director<br>Chair<br>Director                                                                                                                                     |
| Alison Gerry       | ANZ Bank of New Zealand Limited and subsidiaries<br>Glendora Avocados Limited<br>Glendora Holdings Limited<br>Infratil Limited<br>On Being Bold Limited<br>Sharesies AU Group Limited<br>Sharesies Financial Limited<br>Sharesies Group Limited<br>Sharesies Investment Management Limited<br>Sharesies Limited<br>Sharesies Nominee Limited | Director<br>Director and Shareholder<br>Director and Shareholder<br>Chair<br>Director and Shareholder<br>Director<br>Director<br>Chair<br>Director<br>Director<br>Director |

There have been no interest register entries in respect of use of Company information by Directors.



## Directors' Interests in Air New Zealand Securities

Directors had relevant interests in shares as at 30 June 2025 as below:

|                              | Interest   | Shares    |
|------------------------------|------------|-----------|
| Dame Therese Walsh           | Beneficial | 650,000   |
| Neal Barclay                 | Beneficial | 175,394   |
| Claudia Batten               | Beneficial | 64,377    |
| Dean Bracewell <sup>1</sup>  | Beneficial | 125,000   |
| Laurissa Cooney <sup>2</sup> | Beneficial | 146,570   |
| Larry De Shon                | Beneficial | 1,002,514 |
| Alison Gerry                 | Beneficial | 84,393    |

1. Dean Bracewell holds his interest through an associated entity, Ara Street Investments Limited.

2. Laurissa Cooney has an interest in 107,570 shares through a Craigs' KiwiSaver Scheme, and 39,000 shares personally held.

## Indemnities and Insurance

Pursuant to section 162 of the Companies Act 1993 and the Constitution, Air New Zealand has entered into deeds of access, insurance and indemnity with the Directors of the Group to indemnify them to the maximum extent permitted by law, against all liabilities which they may incur in the performance of their duties as Directors of any company within the Group. Insurance cover extends to Directors and officers for the expenses of defending legal proceedings and the cost of damages incurred. Specifically excluded are proven criminal liability and fines and penalties other than those pecuniary penalties which are legally insurable. In accordance with commercial practice, the insurance contract prohibits further disclosure of the terms of the policy. All Directors who voted in favour of authorising the insurance certified that in their opinion, the cost of the insurance is fair to the Company.

## Subsidiary Companies

The following people were Directors of Air New Zealand's subsidiary companies in the financial year to 30 June 2025. These companies are New Zealand incorporated companies except where otherwise indicated.

No director of any subsidiary received beneficially any director's fees or other benefits except as an employee.

|                                                                            |                                                  |
|----------------------------------------------------------------------------|--------------------------------------------------|
| <b>Air Nelson Limited</b>                                                  | Jennifer Page, Michael Williams                  |
| <b>Air New Zealand Aircraft Holdings Limited</b>                           | Jennifer Page, Baden Smith, Richard Thomson      |
| <b>Air New Zealand Associated Companies Limited</b>                        | Jennifer Page, Leila Peters, Richard Thomson     |
| <b>Air New Zealand Express Limited</b>                                     | Jennifer Page, Richard Thomson                   |
| <b>Air New Zealand Regional Maintenance Limited</b>                        | Hamish Curson, Brendon McWilliam                 |
| <b>ANNZES Engines Christchurch Limited</b>                                 | Jennifer Page, Richard Thomson                   |
| <b>Mount Cook Airline Limited</b>                                          | Jennifer Page, Michael Williams                  |
| <b>TEAL Insurance Limited</b>                                              | Katrina Meredith, Jennifer Page, Hannah Ringland |
| <b>Air New Zealand (Australia) Pty Limited</b> (incorporated in Australia) | Kathryn O'Brien, Jennifer Page                   |

# Other Disclosures

## Donations

The Air New Zealand Group has made no donations in the financial year to 30 June 2025. No donations were made to any political party. It is Air New Zealand's policy not to make donations, in cash or in kind, or to provide free of charge travel to political parties.

## Substantial product holders

The following information is provided in compliance with Section 293 of the Financial Markets Conduct Act 2013 and is stated as at 30 June 2025. The total number of listed Ordinary shares of Air New Zealand Limited at that date was 3,306,993,443.

| Substantial Product Holder                                                          | Quoted voting products in the Company in which a relevant interest is held                                          |
|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|
| The Sovereign in Right of New Zealand acting by and through the Minister of Finance | 1,686,990,261 ordinary shares as reported in the Substantial Security Holder notice dated 30 June 2025 <sup>1</sup> |

1. In the financial year, the Company executed a buyback programme involving on market purchases and off market settlements with the Crown pro rata to their shareholding. Those off market settlements settled on a T+3 basis, so the Crown holding as at 30 June 2025 reflects only settled transactions. On 1 July 2025, the number of shares held by the Crown was 1,686,649,747.

In 1989, the Crown issued a Notice that arises through its holding of a special rights Convertible Share, the "Kiwi Share" and the power of the Kiwi Shareholder under the Constitution. Full details of the rights pertaining to this share is set out in the Company's Constitution. The Kiwi Share does not confer any right on its holder to vote at a shareholders' meeting unless the Kiwi Share has been converted into an Ordinary Share by its holder. The Kiwi Share is not listed on any stock exchange.

# Operating Fleet Statistics

As at 30 June 2025

## Boeing 777-300ER

Number: 10  
 Average Age: 13.3 years  
 Maximum Passengers: 342\*  
 Cruising Speed: 910 km/hr  
 Average Daily Utilisation: 14.47 hrs



## Boeing 787-9 Dreamliner

Number: 14  
 Average Age: 8.8 years  
 Maximum Passengers: 272, 275 or 302  
 Cruising Speed: 910 km/hr  
 Average Daily Utilisation: 13.24 hrs



## Airbus A321neo\*\*

Number: 13  
 Average Age: Short-haul: 5.5 years  
                   Domestic: 2.1 years  
 Maximum Passengers: Short-haul: 214  
                               Domestic: 217  
 Cruising Speed: 850 km/hr  
 Average Daily Utilisation: Short-haul: 9.57 hrs  
                                      Domestic: 9.23\* hrs



## Airbus A320neo

Number: 6  
 Average Age: 5.3 years  
 Maximum Passengers: 165  
 Cruising Speed: 850 km/hr  
 Average Daily Utilisation: 10.38 hrs



## Airbus A320ceo

Number: 17  
 Average Age: 11.4 years  
 Maximum Passengers: 171  
 Cruising Speed: 850 km/hr  
 Average Daily Utilisation: 7.32 hrs



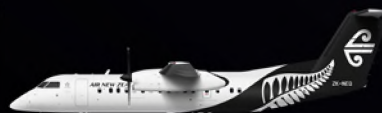
## ATR 72-600

Number: 30  
 Average Age: 8.0 years  
 Maximum Passengers: 68  
 Cruising Speed: 518 km/hr  
 Average Daily Utilisation: 6.35 hrs



## Bombardier Q300

Number: 23  
 Average Age: 18.4 years  
 Maximum Passengers: 50  
 Cruising Speed: 520 km/hr  
 Average Daily Utilisation: 5.24 hrs



\* Short-term leased Boeing 777-300ER aircraft have either 294 or 368 seats.

\*\* The Airbus A321neo domestic fleet has been parked for the 2025 financial year due to the continuing Pratt & Whitney PW1100 Geared Turbo Fan engine issues and lack of engine availability. One aircraft was reactivated in late June 2025 and daily utilisation numbers reflect current flying for that aircraft as at 30 June 2025.

# Securities Statistics

## Top Twenty Shareholders – as at 1 August 2025

| Investor Name                                                                          | Number of Ordinary Shares | % of Ordinary Shares |
|----------------------------------------------------------------------------------------|---------------------------|----------------------|
| The Sovereign In Right of New Zealand, acting by and through their Minister of Finance | 1,685,207,131             | 51.01                |
| New Zealand Depository Nominee                                                         | 208,045,778               | 6.30                 |
| HSBC Nominees (New Zealand) Limited                                                    | 107,238,710               | 3.25                 |
| Citibank Nominees (NZ) Ltd                                                             | 95,051,789                | 2.88                 |
| BNP Paribas Nominees NZ Limited Bpss40                                                 | 69,644,168                | 2.11                 |
| HSBC Nominees (New Zealand) Limited                                                    | 64,066,614                | 1.94                 |
| JPMORGAN Chase Bank                                                                    | 54,202,743                | 1.64                 |
| Citicorp Nominees Pty Limited                                                          | 51,423,728                | 1.56                 |
| BNP Paribas Nominees NZ Limited                                                        | 39,996,998                | 1.21                 |
| Accident Compensation Corporation                                                      | 28,926,567                | 0.88                 |
| HSBC Custody Nominees (Australia) Limited                                              | 24,291,693                | 0.74                 |
| J P Morgan Nominees Australia Pty Limited                                              | 23,788,800                | 0.72                 |
| Public Trust                                                                           | 21,920,908                | 0.66                 |
| Tea Custodians Limited                                                                 | 20,021,553                | 0.61                 |
| Private Nominees Limited                                                               | 13,247,024                | 0.40                 |
| Custodial Services Limited                                                             | 12,612,270                | 0.38                 |
| BNP Paribas Nominees Pty Ltd                                                           | 10,655,928                | 0.32                 |
| FNZ Custodians Limited                                                                 | 7,454,345                 | 0.23                 |
| BNP Paribas Noms Pty Ltd                                                               | 7,443,740                 | 0.23                 |
| BNP Paribas Nominees (NZ) Limited                                                      | 7,334,718                 | 0.22                 |
| <b>Total</b>                                                                           | <b>2,552,575,205</b>      | <b>77.29</b>         |

## Shareholder Statistics – as at 1 August 2025

| Size of Holding  | Investors <sup>1</sup> | % Investors   | Shares               | % Issued      |
|------------------|------------------------|---------------|----------------------|---------------|
| 1-1,000          | 16,661                 | 35.51         | 7,463,108            | 0.23          |
| 1,001-5,000      | 14,253                 | 30.38         | 36,209,322           | 1.10          |
| 5,001-10,000     | 5,515                  | 11.76         | 41,222,327           | 1.25          |
| 10,001-50,000    | 7,895                  | 16.83         | 177,646,747          | 5.38          |
| 50,001-100,000   | 1,347                  | 2.87          | 96,361,938           | 2.92          |
| 100,001 and Over | 1,242                  | 2.65          | 2,944,921,258        | 89.12         |
| <b>Total</b>     | <b>46,913</b>          | <b>100.00</b> | <b>3,303,824,700</b> | <b>100.00</b> |


**Top Twenty Bondholders – as at 1 August 2025**

| Investor Name                                      | Number of Bonds   | % of Bonds   |
|----------------------------------------------------|-------------------|--------------|
| Forsyth Barr Custodians Limited                    | 41,610,000        | 41.61        |
| FNZ Custodians Limited                             | 6,463,000         | 6.46         |
| HSBC Nominees (New Zealand) Limited                | 4,830,000         | 4.83         |
| Investment Custodial Services Limited              | 4,191,000         | 4.19         |
| BNP Paribas Nominees NZ Limited Bpss40             | 3,923,000         | 3.92         |
| Private Nominees Limited                           | 2,942,000         | 2.94         |
| JPMORGAN Chase Bank                                | 2,467,000         | 2.47         |
| Mt Nominees Limited                                | 2,070,000         | 2.07         |
| Forsyth Barr Custodians Limited                    | 1,723,000         | 1.72         |
| JBWERE (NZ) Nominees Limited                       | 1,714,000         | 1.71         |
| Forsyth Barr Custodians Limited                    | 1,542,000         | 1.54         |
| Custodial Services Limited                         | 1,522,000         | 1.52         |
| Pin Twenty Limited                                 | 793,000           | 0.79         |
| HSBC Nominees (New Zealand) Limited                | 661,000           | 0.66         |
| Forsyth Barr Custodians Limited                    | 465,000           | 0.47         |
| Adminis Custodial Nominees Limited                 | 452,000           | 0.45         |
| Citibank Nominees (NZ) Ltd                         | 408,000           | 0.41         |
| I J Investments Limited                            | 400,000           | 0.40         |
| Malaghan Institute of Medical Research Trust Board | 400,000           | 0.40         |
| JBWERE (NZ) Nominees Limited                       | 300,000           | 0.30         |
| <b>Total</b>                                       | <b>78,876,000</b> | <b>78.88</b> |

**Bondholder Statistics – as at 1 August 2025**

| Size of Holding  | Holders    | % Holders     | Bonds              | % Issued      |
|------------------|------------|---------------|--------------------|---------------|
| 1-1,000          | -          | -             | -                  | -             |
| 1,001-5,000      | 56         | 8.60          | 280,000            | 0.28          |
| 5,001-10,000     | 135        | 20.74         | 1,263,000          | 1.26          |
| 10,001-50,000    | 357        | 54.84         | 9,647,000          | 9.65          |
| 50,001-100,000   | 56         | 8.60          | 4,237,000          | 4.24          |
| 100,001 and Over | 47         | 7.22          | 84,573,000         | 84.57         |
| <b>Total</b>     | <b>651</b> | <b>100.00</b> | <b>100,000,000</b> | <b>100.00</b> |

**On-market Share Buybacks**

In 2025, Air New Zealand commenced a share buyback programme of up to \$100 million, reflecting the Board's confidence in the Company's long-term strategy and capital position. The buyback is being undertaken in accordance with relevant NZX and ASX listing rules and within parameters set by the Board, and includes both an on-market component and an off-market component in order to maintain the Crown's shareholding. The purpose of the programme is to return surplus capital to shareholders while maintaining flexibility to support future growth and investment opportunities.

## General Information

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### Stock Exchange Listings

NZX Debt Market (ticker code AIRO30).

Air New Zealand's Ordinary Shares are listed on ASX (ticker code AIZ) as a Foreign Exempt Listing. The Foreign Exempt Listing means that Air New Zealand is expected to comply primarily with the Listing Rules of the NZX Main Board (being the rules of its home exchange) and is exempt from complying with most of ASX's Listing Rules.

Neither NZX nor ASX has taken any disciplinary action against the Company during the financial year ended 30 June 2025. In particular there was no other exercise of powers by NZX under NZX Listing Rule 9.9.3 (relating to powers to cancel, suspend or censure an issuer) with respect to Air New Zealand during the reporting period.

On 20 July 2017, Air New Zealand launched a sponsored Level 1 American Depositary Receipt (ADR) programme. Air New Zealand's American Depositary Shares, each representing five Ordinary Air New Zealand shares and evidenced by ADRs, are traded over-the-counter in the United States (ticker code ANZLY).

### Place of Incorporation

#### New Zealand

In New Zealand, the Company's Ordinary Shares are listed with a "non-standard" (NS) designation. This is due to particular provisions of the Company's Constitution, including the rights attaching to the Kiwi Share<sup>1</sup> held by the Crown and requirements regulating ownership and transfer of Ordinary Shares.

### New Zealand Exchange

#### Waivers:

Waivers from the NZX Listing Rules granted to the Company or relied upon by the Company during the financial year ended 30 June 2025 may be found at [www.airnz.co.nz/nzx-waivers](http://www.airnz.co.nz/nzx-waivers).

#### Compliance with Listing Rules:

For the purposes of ASX Listing Rule 1.15.3, Air New Zealand Limited confirms the Company continues to comply with the NZX Listing Rules.



# Shareholder Directory

## New Zealand

MUFG Pension and Market Services (NZ) Limited  
Level 7, PwC Tower,  
15 Customs Street West, Auckland 1142  
New Zealand

Investor Enquiries:  
Phone: (64 9) 375 5998  
Fax: (64 9) 375 5990  
Email: enquiries.nz@cm.mpms.mufig.com

## Australia

MUFG Pension and Market Services  
Level 12, 680 George Street  
Sydney NSW 2000, Australia  
Locked Bag A14, Sydney South  
NSW 1235  
Australia

Investor Enquiries:  
Phone: (61) 1300 554 474  
Fax: (61 2) 9287 0303

## Investor Relations

Investor Relations Office  
Private Bag 92007, Auckland 1142  
New Zealand  
Phone: (64 9) 336 2607  
Email: investor@airnz.co.nz  
Website: airnzinvestor.com

## Annual Shareholders' Meeting

Date: 25 September 2025  
Time: 1:00pm  
Venue: The Cloud  
89 Quay Street  
Auckland Central

## Current Credit Rating

Moody's rate Air New Zealand Baa1

## Auditor

Deloitte Limited (on behalf of the  
Auditor-General)  
Deloitte Centre  
1 Queen Street, Auckland Central  
PO Box 115033, Shortland Street  
Auckland 1140  
New Zealand

## Lawyers

Bell Gully  
Deloitte Centre  
1 Queen Street, Auckland 1010  
PO Box 4199, Auckland 1140  
New Zealand

## Registered Offices

### New Zealand

Air New Zealand Limited  
Air New Zealand House  
185 Fanshawe Street  
Auckland 1010  
Postal: Private Bag 92007  
Auckland 1142, New Zealand  
Phone: (64 9) 336 2400  
Fax: (64 9) 336 2401  
NZBN: 9429040402543

### Australia

Air New Zealand Limited  
Level 12  
7 Macquarie Place  
Sydney  
Postal: GPO 3923, Sydney  
NSW 2000, Australia  
Phone: (61 2) 8235 9999  
Fax: (61 2) 8235 9946  
ABN: 70 000 312 685

## Board of Directors

Dame Therese Walsh – Chair  
Neal Barclay  
Claudia Batten  
Dean Bracewell  
Laurissa Cooney  
Larry De Shon  
Alison Gerry

### Chief Executive Officer

Greg Foran

### Chief Financial Officer

Richard Thomson

### General Counsel and Company Secretary

Jennifer Page