



Announcement Summary

Entity name

AUCKLAND INTERNATIONAL AIRPORT LIMITED

Announcement Type

New announcement

Date of this announcement

16/9/2024

The Proposed issue is:

An offer of securities under a securities purchase plan

A placement or other type of issue

Total number of +securities proposed to be issued for an offer of securities under a securities purchase plan

ASX +security code	+Security description	Maximum Number of +securities to be issued
AIA	ORDINARY FULLY PAID FOREIGN EXEMPT NZX	28,776,978

+Record date

13/9/2024

Offer closing date

4/10/2024

+Issue date

11/10/2024

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
AIA	ORDINARY FULLY PAID FOREIGN EXEMPT NZX	172,661,870

Proposed +issue date

20/9/2024

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

AUCKLAND INTERNATIONAL AIRPORT LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ARBN

Registration Number

085819156

1.3 ASX issuer code

AIA

1.4 The announcement is

New announcement

1.5 Date of this announcement

16/9/2024

1.6 The Proposed issue is:

An offer of +securities under a +securities purchase plan

A placement or other type of issue



Part 4 - Details of proposed offer under securities purchase plan

Part 4A - Conditions

4A.1 Do any external approvals need to be obtained or other conditions satisfied before the offer of +securities under the +securities purchase plan issue can proceed on an unconditional basis?

No



Part 4B - Offer details

+Class or classes of +securities that will participate in the proposed issue and +class or classes of +securities proposed to be issued

ASX +security code and description

AIA : ORDINARY FULLY PAID FOREIGN EXEMPT NZX

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ASX +security code and description

AIA : ORDINARY FULLY PAID FOREIGN EXEMPT NZX

Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted

28,776,978

Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?

No

Will the offer be conditional on applications for a maximum number of +securities being received or a maximum amount being raised (i.e. a maximum subscription condition)?

No

Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?

No

Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?

Yes

Is the maximum acceptance unit based or dollar based?

Dollar based (\$)

Please enter the maximum acceptance value

\$ 150,000

Describe all the applicable parcels available for this offer in number of securities or dollar value

Not applicable.

Offer price details

Has the offer price been determined?

No

In what currency will the offer



be made?

NZD - New Zealand Dollar

How and when will the offer price be determined?

Lower of NZ\$6.95 & a 2.5% discount to 5 day VWAP during the last 5 trading days of the retail offer period. AIA will convert the NZD offer price to AUD at the NZ\$:A\$ exchange rate on RBNZ website at 7.00pm (NZ) on the closing date of the retail offer

Oversubscription & Scale back details

Will a scale back be applied if the offer is over-subscribed?

Yes

Describe the scale back arrangements

Auckland Airport reserves the right to scale back at its absolute discretion any application for shares under the retail offer on a proportionate basis in accordance with the number of shares held by the applicant.

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Part 4C - Timetable

4C.1 Date of announcement of +security purchase plan

16/9/2024

4C.2 +Record date

13/9/2024

4C.3 Date on which offer documents will be made available to investors

19/9/2024

4C.4 Offer open date

19/9/2024

4C.5 Offer closing date

4/10/2024

4C.7 +Issue date and last day for entity to announce results of +security purchase plan offer

11/10/2024

Part 4E - Fees and expenses

4E.1 Will there be a lead manager or broker to the proposed offer?

Yes

**4E.1a Who is the lead manager/broker?**

Jarden Securities Limited

4E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

0.50% of the gross proceeds of the Retail Offer (excluding NZ GST).

4E.2 Is the proposed offer to be underwritten?

No

4E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

No

4E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Standard share registry, external advisers and NZX/ASX administrative fees.

Part 4F - Further Information**4F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue**

To reduce net debt, repay NZ\$150M Oct 2024 bond maturity and NZ\$100M of unhedged drawn facilities and provide flexibility to fund AIAs planned capital investment programme over PSE4 and PSE5 whilst maintaining its A-S&P credit rating and dividend policy.

4F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?

No

4F.2 Countries in which the entity has +security holders who will not be eligible to accept the proposed offer

All countries other than Australia and New Zealand.

4F.3 URL on the entity's website where investors can download information about the proposed offerwww.aucklandairportshares.co.nz**4F.4 Any other information the entity wishes to provide about the proposed offer**

With respect to item 4B.3, the number of shares to be issued pursuant to the share purchase plan (¿retail offer¿) is dependent on take up by eligible shareholders and the price at which shares are ultimately issued in the retail offer, and subject to the ability of Auckland Airport to accept oversubscriptions and/or scale back all applications on a proportionate basis in accordance with the number of shares held by the applicant (at its complete discretion). The retail offer is seeking to raise up to NZ\$200 million but may be more or less as it is not underwritten.

The figure stated in 4B.3 is calculated based on the price payable by investors in Auckland Airport¿s placement, however if a 2.5% discount to the five day VWAP during the last five trading days of the retail offer period is lower than price payable by investors in Auckland Airport¿s Placement, it will be used as the offer price for the retail offer and the maximum number of shares to be issued may be higher than the figure stated in 4B.3. Please refer to item 4B.11b for further information on pricing.



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?

No

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ASX +security code and description

AIA : ORDINARY FULLY PAID FOREIGN EXEMPT NZX

Number of +securities proposed to be issued

172,661,870

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

Yes

In what currency is the cash consideration being paid?

NZD - New Zealand Dollar

What is the issue price per +security?

NZD 6.95000

AUD equivalent to issue price amount per +security

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes



Part 7C - Timetable

7C.1 Proposed +issue date

20/9/2024

Part 7D - Listing Rule requirements

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

Yes

7E.1a Who is the lead manager/broker?

Jarden Securities Limited and Macquarie Capital (New Zealand) Limited (together, the ¿Lead Managers¿)

7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

The Lead Managers/Underwriters will be paid a combined fee by Auckland Airport for their services in connection with their acting as lead manager and underwriter in respect of the Placement consisting of:

- ¿ 1.3% of the amount equal to the number of Placement shares multiplied by the issue price (excluding NZ GST); and
- ¿ in certain circumstances an incentive fee of up to 0.30% of the gross proceeds of the Placement and the Retail Offer. The amount of the incentive fee, if paid, will be determined at the absolute discretion of Auckland Airport.

7E.2 Is the proposed issue to be underwritten?

Yes

7E.2a Who are the underwriter(s)?

Jarden Partners Limited and Macquarie Securities (NZ) Limited (together, the ¿Underwriters¿)

7E.2b What is the extent of the underwriting (ie the amount or proportion of the proposed issue that is underwritten)?

Fully underwritten

7E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?

Refer to response in section 7E.1b.

7E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.

An Underwriter may terminate its obligations under the Underwriting Agreement in customary circumstances, including by reason of events which have, or are likely to have, a material adverse effect on Auckland Airport, the shares or the equity raise. These may be as a result of events related to Auckland Airport or as a result of external events, such as disruptions affecting certain financial markets or hostilities in certain countries.

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Standard share registry, external advisers and NZX/ASX administrative fees.



Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

To reduce net debt, repay NZ\$150M Oct 2024 bond maturity and NZ\$100M of unhedged drawn facilities and provide flexibility to fund AIAs planned capital investment programme over PSE4 and PSE5 whilst maintaining its A-S&P credit rating and dividend policy.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No

7F.2 Any other information the entity wishes to provide about the proposed issue

None.

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

An applicable ASIC instrument or class order