

**AUCKLAND INTERNATIONAL AIRPORT LIMITED**  
("Company")

**DIRECTORS' CERTIFICATE RELATING TO THE ISSUE OF SHARES**  
(Section 47(2) of the Companies Act 1993)

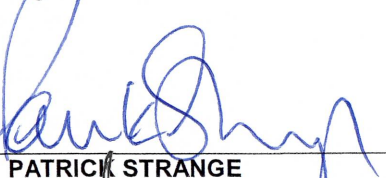
On or about the date of this certificate, the Board passed certain resolutions ("**Resolutions**") relating to the offer of shares under the Company's Dividend Reinvestment Plan ("**DRP Shares**").

We, being all the directors of the Company who voted in favour of the Resolutions, certify that:

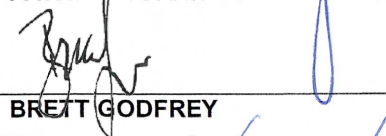
1. The consideration for, and the terms of, the issue of the DRP Shares are as set out in the Company's Dividend Reinvestment Plan Offer Document ("**DRP Offer Document**").
2. The consideration for which the DRP Shares are issued is the volume weighted average sale price of the Company's shares calculated over a period of five Business Days commencing on the "Ex Date" which is one Business Day before the Record Date (as set out in the DRP Offer Document), less a discount of 2.5% and subject to adjustment in accordance with the DRP Offer Document.
3. In our opinion, the consideration for, and the terms of, the issue of the DRP Shares, are fair and reasonable to the Company and to all existing shareholders.

Dated: *21 February 2019*

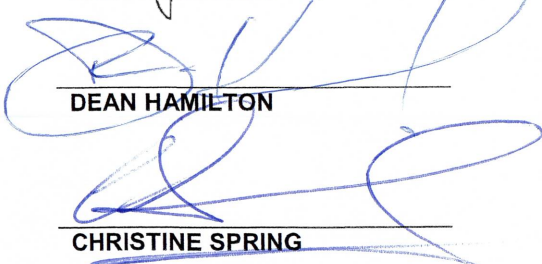
Signed:



PATRICK STRANGE

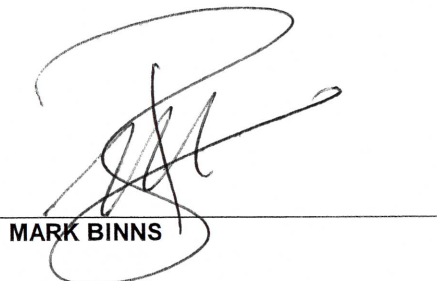


BRETT GODFREY

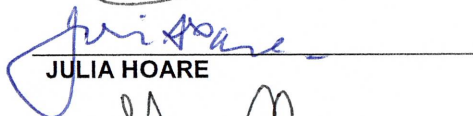


DEAN HAMILTON

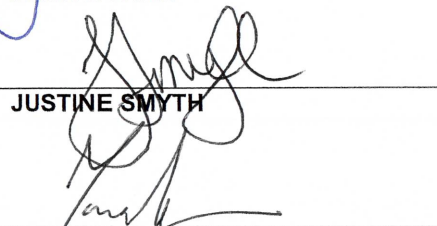
CHRISTINE SPRING



MARK BINNS



JULIA HOARE



JUSTINE SMYTH

TANIA SIMPSON