Wellington International Airport Limited
18 March 2019

INDICATIVE TERMS SHEET

11 year fixed rate resetting bonds maturing on 1 April 2030

Joint Lead Managers Co-managers
This Indicative Terms Sheet sets out the key terms of the offer (“Offer”) by Wellington International Airport Limited (“WIA”) of up to NZ$75,000,000 (with the ability to accept oversubscriptions of up to NZ$25,000,000 at WIA’s discretion) unsecured, unsubordinated 11 year fixed rate bonds maturing on 1 April 2030, with the interest rate resetting on 1 April 2025 (“2030 Bonds”).

The 2030 Bonds are offered under WIA’s master trust deed dated 1 December 2008 (as amended and/or restated from time to time) (“Trust Deed”) as modified and supplemented by the supplemental trust deed dated 18 March 2019 (together, “Trust Documents”) entered into between WIA and Trustees Executors Limited (“Supervisor”). Unless the context otherwise requires, capitalised terms used in this Terms Sheet have the same meaning given to them in the Trust Documents.

Important Notice

The offer of debt securities by WIA is made in reliance upon the exclusion in clause 19 of schedule 1 of the Financial Markets Conduct Act 2013 (“FMCA”).

The offer contained in this Terms Sheet is an offer of bonds that have identical rights, privileges, limitations and conditions (except for the interest rate and maturity date) as:

• WIA’s bonds maturing on 15 May 2021, which have a fixed interest rate of 6.25% per annum and are currently quoted on the NZX Debt Market under the ticker code WIA020;

• WIA’s bonds maturing on 12 May 2023, which have a fixed interest rate of 4.25% per annum and are currently quoted on the NZX Debt Market under the ticker code WIA030;

• WIA’s bonds maturing on 5 August 2024, which have a fixed interest rate of 4.00% per annum and are currently quoted on the NZX Debt Market under the ticker code WIA040; and

• WIA’s bonds maturing on 16 June 2025, which have a fixed interest rate of 5.00% per annum and are currently quoted on the NZX Debt Market under the ticker code WIA050,

(together the “Existing Bonds”).

Accordingly, the 2030 Bonds are the same class as the Existing Bonds for the purposes of the FMCA and the Financial Markets Conduct Regulations 2014.

WIA is subject to a disclosure obligation that requires it to notify certain material information to NZX Limited (“NZX”) for the purpose of that information being made available to participants in the market and that information can be found by visiting www.nzx.com/companies/WIA.

The Existing Bonds are the only debt securities of WIA that are currently quoted and in the same class as the 2030 Bonds.

Investors should look to the market price of the Existing Bonds referred to above to find out how the market assesses the returns and risk premium for those bonds.
### KEY TERMS OF THE 2030 BONDS

<table>
<thead>
<tr>
<th><strong>Issuer</strong></th>
<th>Wellington International Airport Limited (&quot;WIA&quot;)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Description</strong></td>
<td>The 2030 Bonds are unsecured, unsubordinated, 11 year resetting fixed rate interest bearing debt obligations of WIA.</td>
</tr>
<tr>
<td><strong>Guarantee</strong></td>
<td>The obligations of WIA with respect to the 2030 Bonds are guaranteed by the Guaranteeing Group Members under the Trust Deed. The Guarantee is an unsecured, unsubordinated obligation of each Guaranteeing Group Member. Currently Wellington Airport Noise Treatment Limited and Whare Manaakitanga Limited are the only Guaranteeing Group Members (in addition to WIA).</td>
</tr>
<tr>
<td><strong>Purpose</strong></td>
<td>The proceeds of the Offer will be used for general corporate purposes including the refinancing of maturing debt and capital expenditure.</td>
</tr>
</tbody>
</table>
| **Credit Ratings** | **Issuer Credit Rating**  
S&P Global Ratings  
BBB+ (Stable)  
A rating is not a recommendation by any rating organisation to buy, sell or hold 2030 Bonds. The above issuer credit rating is current as at the date of this Indicative Terms Sheet and is subject to suspension, revision or withdrawal at any time by S&P Global Ratings. |
| **Issue Amount** | WIA is offering up to NZ$75,000,000 of 2030 Bonds with the ability to accept oversubscriptions of up to NZ$25,000,000 at WIA’s discretion. The offer is not underwritten. |
| **Opening Date** | Monday, 18 March 2019 |
| **Closing Date** | Bids due by 12pm, Friday, 22 March 2019 |
| **Rate Set Date** | Friday, 22 March 2019 |
| **Issue Date and Allotment Date** | Monday, 1 April 2019 |
| **Reset Date** | Tuesday, 1 April 2025 |
| **Maturity Date** | Monday, 1 April 2030 |
| **Interest Rate** | The rate of interest payable on the 2030 Bonds will be:  
• the **Initial Interest Rate** for the first six year period; and  
• the **Reset Interest Rate** for the next five year period. |
| **Change to Interest Rate** | If on any Test Date, Total Interest Bearing Debt exceeds 60% of Total Tangible Assets, then the applicable Interest Rate for the next Interest Period shall increase by 0.50% per annum over the Initial Interest Rate or Reset Interest Rate (as applicable). |
| **Initial Interest Rate** | The initial interest rate ("Initial Interest Rate") will be the sum of:  
• the Issue Margin; and  
• the relevant Base Rate on the Rate Set Date,  
but in any case will be no less than the minimum interest rate of 4.00% per annum.  
The Initial Interest Rate will apply for the six year period from (and including) the Issue Date to (but excluding) the Reset Date, and will be announced by WIA via NZX on or shortly after the Rate Set Date. |
### Indicative Issue Margin
The indicative range of the Issue Margin is 1.95% – 2.05% per annum.

### Issue Margin
The Issue Margin will be determined by WIA in consultation with the Joint Lead Managers following completion of the book-build process and announced via NZX on or shortly after the Rate Set Date at the same time as the announcement of the Initial Interest Rate.

### Reset Interest Rate
The Interest Rate will be reset on the Reset Date to be the reset interest rate ("Reset Interest Rate"). The Reset Interest Rate will be the sum of:
- the Issue Margin (as determined on the Rate Set Date); and
- the relevant Base Rate on the Reset Date.

The Reset Interest Rate will apply for the five year period from (and including) the Reset Date to (but excluding) the Maturity Date, and will be announced by WIA via NZX on or shortly after the Reset Date.

The minimum Interest Rate is only applicable to the Initial Interest Rate and is not relevant to the calculation of the Reset Interest Rate.

### Base Rate
- **Initial Interest Rate** – The Base Rate will be a 6 year mid-market rate for a NZD interest rate swap from (and including) the Issue Date to (but excluding) the Reset Date, determined on the Rate Set Date as calculated by the Arranger in consultation with WIA; and
- **Reset Interest Rate** – The Base Rate will be a 5 year mid-market rate for a NZD interest rate swap from (and including) the Reset Date to (but excluding) the Maturity Date, determined on the Reset Date as calculated by the Rate Set Calculation Agent in consultation with WIA, in each case according to market convention, with reference to ICAP New Zealand Limited (Bloomberg: ICNI > NZD Interest Rate Swaps) (or its successor page) rounded to 2 decimal places, if necessary, with 0.005 being rounded up.

### Rate Set Calculation Agent
A third party appointed by WIA to calculate the Base Rate on the Reset Date, which may include the Arranger, a Joint Lead Manager or a Co-manager.

### Interest Rate Structure
The 2030 Bonds have an 11 year term. However the Interest Rate will be set for two separate periods comprising an initial six years and then a further five years, with the first fixed rate period being from (and including) the Issue Date to (but excluding) the Reset Date and the second fixed rate period being from (and including) the Reset Date to (but excluding) the Maturity Date.

### Term to Maturity
11 years

<table>
<thead>
<tr>
<th>Key Dates</th>
<th>Issue Date</th>
<th>Reset Date</th>
<th>Maturity Date</th>
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<tbody>
<tr>
<td></td>
<td>1 April 2019</td>
<td>1 April 2025</td>
<td>1 April 2030</td>
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<tr>
<th>Fixed Rate Periods</th>
<th>Initial Interest Rate - 6 Years</th>
<th>Reset Interest Rate - 5 Years</th>
</tr>
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### Interest Rate Calculation

- Interest Rate higher of:
  - Minimum Interest Rate and Issue Margin + Base Rate (Rate Set Date)
  - Issue Margin (Rate Set Date) + Base Rate (Reset Date)

The Interest Rate for the second period referred to above will be determined on the Reset Date, and that rate could be higher, the same or lower than the Initial Interest Rate calculated at the Rate Set Date. The minimum Interest Rate will only apply for the six year period from the Issue Date to the Reset Date.

Potential investors should consult their financial adviser about this risk before investing in the 2030 Bonds.
### Interest Payment Dates and Interest Periods

Interest will accrue from the Issue Date and will be payable semi-annually in arrear in equal amounts on 1 April and 1 October of each year up to and including the Maturity Date. The first Interest Payment Date will be 1 October 2019. If an Interest Payment Date is not a Business Day, the due date for the payment to be made on that date will be the next following Business Day and no adjustment will be made to the amount payable as a result of the delay in payment. Each Interest Period in respect of an Interest Payment Date is the period from, and including, the preceding Interest Payment Date (or the Issue Date) to, but excluding, that Interest Payment Date.

### Business Days

A day (other than a Saturday or Sunday) on which registered banks are generally open for banking business in Wellington and Auckland.

### Early Redemption

WIA may elect to redeem some or all of the 2030 Bonds by giving written notice to the Supervisor and the Holders of the 2030 Bonds no later than five Business Days prior to any Record Date. Such notice must be given at a date not less than 25 Business Days before the Maturity Date. On early redemption, WIA will pay to Holders of the 2030 Bonds the greater of:

(a) the Principal Amount plus accrued interest for the period from, and including, the preceding Interest Payment Date to, but excluding, the redemption date (less any withholding taxes and other deductions); and

(b) the average price, weighted by volume, of all trades of 2030 Bonds through NZX over the 10 Business Days up to the fifth Business Day before the relevant redemption date (except that if 2030 Bonds have not been sold through NZX on at least five of the 10 Business Days referred to above, the average price will be determined by an independent adviser selected by the Supervisor and approved by the Issuer).

Holders of the 2030 Bonds have no right to require WIA to redeem their 2030 Bonds prior to the Maturity Date, except in accordance with the Trust Documents following an Event of Default.

### Brokerage

WIA will pay brokerage of 0.50% of the aggregate principal amount of 2030 Bonds issued plus 0.50% on firm allocations. Such amounts will be paid to the Arranger who will distribute them as appropriate to primary market participants and approved financial intermediaries.

### Record Date

The tenth calendar day before the due date for that payment or, if that day is not a Business Day, the preceding Business Day or such other date as is advised by the Registrar to Holders from time to time.

### Issue Price

NZ$1.00 per 2030 Bond.

### Minimum Application

The minimum application is NZ$10,000, with multiples of NZ$1,000 thereafter.

### Registrar and Paying Agent

Link Market Services Limited

The 2030 Bonds will be accepted for settlement within the NZClear system.

### Further Indebtedness

WIA may, without the consent of the Holders of the 2030 Bonds, issue additional securities or other debt obligations on such other terms and conditions as WIA may think fit.

### Financial Covenants

WIA shall ensure that, on each Test Date:

(a) Total Secured Debt does not exceed 10% of Total Tangible Assets; and

(b) Total Interest Bearing Debt does not exceed 70% of Total Tangible Assets,

(as those terms are defined in the supplemental trust deed for the 2030 Bonds).

Non-compliance with material obligations (which would include a breach of a financial covenant) is an Event of Default, subject to remedy where the non-compliance is capable of remedy. Please refer to the Trust Documents for more detail.
<table>
<thead>
<tr>
<th>Section</th>
<th>Details</th>
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<tbody>
<tr>
<td><strong>How to apply</strong></td>
<td>All of the 2030 Bonds, including oversubscriptions, are reserved for clients of the Joint Lead Managers, Co-managers, institutional investors and other primary market participants invited to participate in the book-build. There will be no public pool for the offer. Accordingly, retail investors should contact a Joint Lead Manager, Co-manager, their financial adviser or any primary market participant for details on how they may acquire 2030 Bonds. You can find a primary market participant by visiting <a href="https://www.nzx.com/services/market-participants/find-a-participant">https://www.nzx.com/services/market-participants/find-a-participant</a>. In respect of oversubscriptions or generally, any allotment of 2030 Bonds will be at WIA's discretion, in consultation with the Joint Lead Managers. WIA reserves the right to refuse all or any part of an application without giving any reason. Each investor’s financial adviser will be able to advise them as to what arrangements will need to be put in place for the investors to trade the 2030 Bonds including obtaining a common shareholder number (CSN), an authorisation code (FIN) and opening an account with a primary market participant as well as the costs and timeframes for putting such arrangements in place.</td>
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<tr>
<td><strong>Transfers</strong></td>
<td>Holders are entitled to sell or transfer their 2030 Bonds at any time subject to the terms of the Trust Documents, the Selling Restrictions set out below and applicable securities laws and regulations. WIA may decline to register a transfer of 2030 Bonds for the reasons set out in the Trust Documents. The minimum amount of 2030 Bonds a Holder can transfer is NZ $1,000, and integral multiples of NZ $1,000 thereafter. No transfer of 2030 Bonds will be registered if the transfer would result in the transferee holding or continuing to hold 2030 Bonds with an aggregate principal amount of less than the minimum holding of NZ $10,000 (other than zero).</td>
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<tr>
<td><strong>ISIN</strong></td>
<td>NZWIAD0060L5</td>
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<tr>
<td><strong>NZX Quotation</strong></td>
<td>WIA will take any necessary steps to ensure that the 2030 Bonds are, immediately after issue, quoted on the NZX Debt Market. Application has been made to NZX for permission to quote the 2030 Bonds on the NZX Debt Market and all the requirements of NZX relating thereto that can be complied with on or before the distribution of this Indicative Terms Sheet have been duly complied with. However, NZX accepts no responsibility for any statement in this Indicative Terms Sheet. NZX is a licensed market operator and the NZX Debt Market is a licensed market under the FMCA.</td>
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<tr>
<td><strong>Quotation Date</strong></td>
<td>Expected to be 2 April 2019.</td>
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<tr>
<td><strong>NZX Debt Market Ticker Code</strong></td>
<td>WIA060</td>
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<tr>
<td><strong>Selling restrictions</strong></td>
<td>This is an offer of 2030 Bonds to institutional investors and members of the public who are resident in New Zealand only. WIA has not taken and will not take any action which would permit a public offering of 2030 Bonds, or possession or distribution of any offering material in respect of the 2030 Bonds, in any country or jurisdiction where action for that purpose is required (other than New Zealand). The 2030 Bonds may only be offered for sale or sold in a jurisdiction other than New Zealand in compliance with all applicable laws and regulations in any jurisdiction in which they are offered, sold or delivered. By purchasing any 2030 Bonds, each Holder agrees to indemnify the Issuer, the Arranger, the Joint Lead Managers, the Co-managers, the Supervisor and each of their respective directors, officers and employees (as applicable) for any loss, cost, liability or expenses sustained or incurred by the Issuer, the Arranger, the Joint Lead Managers, the Co-managers and the Supervisor, as the case may be, as a result of the breach by that Holder of these selling restrictions.</td>
</tr>
<tr>
<td><strong>Governing Law</strong></td>
<td>New Zealand</td>
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</table>
The dates set out in this Indicative Terms Sheet are indicative only and are subject to change. WIA has the right in its absolute discretion and without notice to close the Offer early, to accept late applications, to extend the Closing Date or to choose not to proceed with the Offer. If the Closing Date is extended, subsequent dates may be extended accordingly.

Other Information

Copies of the Trust Documents are available on the New Zealand Companies Office Register at https://companies-register.companiesoffice.govt.nz/

Any internet site addresses provided in this Indicative Terms Sheet are for reference only and, except as expressly stated otherwise, the content of any such internet site is not incorporated by reference into, and does not form part of, this Indicative Terms Sheet.

Investors should seek qualified independent financial and taxation advice before deciding to invest. In particular, you should consult your tax adviser in relation to your specific circumstances. Investors will also be personally responsible for ensuring compliance with relevant laws and regulations applicable to them (including any required registrations).

For further information regarding WIA, visit www.nzx.com/companies/WIA.
Issuer
Wellington International Airport Limited
Wellington Airport Terminal
Stewart Duff Drive
PO Box 14 175
Wellington

Registrar
Link Market Services Limited
Level 11, Deloitte Centre
80 Queen Street
Auckland

Arranger and Joint Lead Manager
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Level 10, ANZ Centre
171 Featherston Street
Wellington 6011
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Joint Lead Managers
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0800 226 263
Forsyth Barr Limited
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The Octagon
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0800 367 227

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Legal advisers to WIA
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Level 14, 10 Customhouse Quay
Wellington 6011

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0800 742 737