



AIR NEW ZEALAND

Air New Zealand Limited

Safety Committee Charter

30 July 2004

(as amended 22 April 2005)

Purpose

The purpose of the Committee is to ensure that at all times, the Company has effective systems and processes in operation to provide the best practicable:

- (a) safety, security and environmental performance and
- (b) management of critical operational and occupational safety issues affecting Air New Zealand Limited and subsidiaries.

Composition

The Safety Committee shall be appointed by the Board and shall consist of at least three members. Meetings will be attended by the Managing Director and CEO, the GGM Airlines, the GGM Ventures the GM Operational Standards and Safety and the General Counsel.

Responsibilities

The duties of the Committee are

- (a) to receive reports on and direct management in relation to:
 - the processes systems and reporting arrangements to ensure the Group's compliance with all relevant safety and associated legal and regulatory requirements;
 - the adequacy and thoroughness of safety management systems including safety performance monitoring
 - any other matters referred to it by the Board
- (b) to report to the Board as and when the Committee deems appropriate on safety related matters.

The Committee shall receive reports from the Executive Safety Committee but this shall not limit the Committee's responsibility or authority to request reports or information from any other sources it considers relevant.

Authority

The Committee is authorised by the Board to seek any relevant information it requires from the CEO and the Executive Safety Committee and from any other source and inform the Board of requests from any other source.

The Committee shall have the authority of the Board to obtain legal or other independent professional advice, and to secure the attendance at meetings of third parties with the relevant experience and expertise if it considers this necessary.

Such other powers as may from time to time be delegated to the Safety Committee by the Board and which the Board is not prohibited by the Companies Act 1993 from delegating to the Safety Committee.

Secretarial and Meetings

A quorum for the transaction of business shall be two members unless otherwise stipulated in writing by the Board.

The Committee shall meet quarterly and otherwise as required.

The Chairperson of the Safety Committee shall be appointed by the Board and if that person is absent from a meeting of the Committee, the members of the Committee participating in that meeting shall elect the chairperson for the meeting.

The GM Operational Standards and Safety shall act as Secretary of the Safety Committee and shall ensure that the Company Secretary is provided with and maintains a complete record of the proceedings of the Committee including agendas, minutes and papers, proposals, advice and reports provided to the Committee.

The contemporaneous linking together by telephone or other means of instantaneous audio or audio-visual communication of sufficient members of the Safety Committee to constitute a quorum and by which all the members participating can simultaneously hear each other throughout the meeting, whether or not one or more of such members of the Safety Committee shall then be out of New Zealand, shall be deemed to constitute a meeting of the Safety Committee.

A resolution in writing, signed or assented to by at least two members of the Safety Committee, is as valid and effective as if it had been passed at a meeting of the Safety Committee duly convened and held. Any such resolution may consist of several documents (including transmissions by facsimile or e-mail or other similar means of written communication) in like form, each signed or assented to by one or more members of the Committee.

The Secretary, in conjunction with Chair, shall draw up the Agenda.

The Agenda and Committee papers shall be distributed to members at least one week prior to each meeting.

Review of the Safety Committee

The Committee shall undertake an annual review of its objectives and activities.

The objectives and activities of the Committee shall also be reviewed by the Board, which shall consider recommendations from the Committee, the Chief Executive Officer or the Executive Safety Committee and by other parties the Board deems appropriate.

All directors shall have unfettered access to the records of the Committee upon request to the Company Secretary with notification to the Chairman.

Reporting Procedures

The Chair of the Committee shall make a report to the Board after each Committee meeting on the findings and recommendations of the Committee.

The Minutes of all Committee meetings shall be circulated to all directors, the Chief Executive Officer and Managing Director, the GGM Airlines, the GGM Ventures, the GM Operational Standards and Safety, the General Counsel and Company Secretary and to other parties as the Board directs.

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