



NOTICES OF MEETING 2011

**Thursday 19 May 2011 at 11.00am
Thomas Kenelly Rooms 1 & 2,
Sydney Harbour Marriott Hotel,
30 Pitt Street, Sydney**



1. ANNUAL GENERAL MEETING

The MAp Annual General Meeting will be held on 19 May 2011. The AGM will comprise concurrent meetings of the three entities that make up MAp namely, MAp Airports International Limited (ARBN 099 813 180) (MAIL), MAp Airports Trust 1 (ARSN 099 597 921) (MAT1) and MAp Airports Trust 2 (ARSN 099 597 896) (MAT2). MAp Airports Limited (ACN 075 295 760) (MAPL) is the responsible entity of MAT1 and MAT2.

Section 2 explains the business of the meetings and the notices of meeting are contained in section 3. Voting information is contained in section 4 and proxy forms accompany this document. These can also be lodged online at investorvote.com.au.

Consistent with MAp's usual practice, voting on all resolutions will be conducted by poll and the results announced to the ASX and made available on the MAp website as soon as they are known.

The Chairman intends to vote undirected proxies in favour of all resolutions.

This document is important and requires immediate attention. It should be read in its entirety. If you are in doubt as to the course you should follow, you should consult your stockbroker, solicitor, accountant or professional adviser without delay.

2. EXPLANATORY NOTES TO AGM BUSINESS

2.1 Receive MAp Airports International Limited 2010 audited financial statements

The directors of MAIL are obliged under the Bermuda Companies Act 1981 to lay the audited financial statements before the company at an Annual General Meeting for consideration by the shareholders. The concise financial report was sent to members with the Annual Report and is available on MAp's website www.mapairports.com.au/investor-reports/.

Investors will have an opportunity to ask questions about the financial report and MAp's operations generally but there will be no formal resolution to approve the financial statements.

2.2 Re-appoint KPMG as auditors (MAIL Resolution 1)

KPMG was appointed as MAp's auditor in 2010 following a tender process for the provision of audit services.

The board is of the view that KPMG continues to be best placed to provide audit services to MAp. KPMG is a top tier professional services firm with significant audit experience of ASX-listed stapled groups and of Australian and overseas airport businesses.

MAIL Resolution 1 proposes the re-appointment of KPMG as auditor and, in accordance with standard practice, authorises the directors to fix its remuneration.

To pass this resolution, more than 50% of the votes cast by shareholders entitled to vote on the resolution must be in favour of the resolution.

The MAIL board unanimously recommends that shareholders vote in favour of the reappointment of KPMG as auditor.

2.3 Appointment of directors (MAIL Resolution 2 and MAT2 Resolutions 1 – 3)

MAp's policy is to have a majority of independent directors.

To pass the resolutions to appoint the directors more than 50% of the votes cast by security holders must be in favour of the resolutions. Each of MAT2 Resolutions 1-3 will be put as a separate ordinary resolution.

The boards conducted a review of the performance of the boards, the retiring directors and the committees to which they are appointed. The performance assessment was designed to assess the effectiveness of each of the directors as well as review the skills, knowledge and experience of the board as a whole. On the basis of those reviews the re-election of the retiring directors, Mr Bob Morris, Mr Stephen Ward and Mr Michael Lee is recommended (with each existing director abstaining from the recommendation in relation to his own re-election). To further enhance communication between the two boards, the election of Mr Ward to the MAPL board is proposed following the resignation of Mr John Mullen in February 2011.

Directors standing for re-election

In accordance with the MAIL bye-laws, the MAPL constitution (as applicable) and the ASX Listing Rules, Mr Bob Morris, Mr Michael Lee and Mr Stephen Ward retire by rotation and offer themselves for re-election to the boards of MAPL, in the case of Mr Morris and Mr Lee, and MAIL, in the case of Mr Ward. As required by the ASX Listing Rules and the MAPL constitution, Mr Stephen Ward also stands for election to the MAPL board following his appointment to fill the casual vacancy arising on John Mullen's resignation in February 2011.

Bob Morris, BSc, BE, M Eng Sci

Mr Bob Morris is an independent director of MAPL and he is a member of its Audit & Risk Committee. Mr Morris meets the test for independence contained in the ASX Corporate Governance Principles and the MAPL board charter. He has been a director of MAPL for nine years.

Mr Morris is a transport consultant. Prior to 2003 he was an executive director of Leighton Contractors. Mr Morris led the successful Leighton proposals for the Eastern Distributor and the Westlink M7 toll roads.

Prior to Leightons, he was the director of the Sydney region of the Roads and Traffic Authority, where he was closely involved with the M2, M4 and M5 toll roads, as well as the Sydney Harbour Tunnel.

Mr Morris was Chairman of RiverCity Motorway Group until 2011. He is currently a Director of Aspire Schools Financing Services (Qld) (appointed 2009).

Mr Morris is 66 years old and is an Australian citizen.

The MAPL board (with Mr Morris abstaining) recommends that investors vote in favour of Mr Morris's re-election.

Stephen Ward, LLB

Mr Stephen Ward is an independent director of MAIL and he meets the test for independence contained in the ASX Corporate Governance Principles and the board charter. Mr Ward was appointed to the MAIL board in 2006 and he is Chairman of its Audit & Risk Committee. In February 2011 Mr Ward was appointed to fill a casual vacancy arising on the MAPL board and he was appointed to the Nomination & Remuneration Committee.

Mr Ward is Head of Simpson Grierson's Corporate/Commercial Department and is a Simpson Grierson Board member. Simpson Grierson is one of New Zealand's largest commercial law firms.

He advises New Zealand and international corporates on all aspects of business law and overseas investment in New Zealand. He works with many of Simpson Grierson's clients on strategic issues, corporate governance and statutory compliance.

Mr Ward is a member of the New Zealand Law Society Commercial and Business Law Committee and is a trustee of the Life Flight Trust which operates the Westpac rescue helicopter service in the Wellington region and a national air ambulance service. He is also a member of the New Zealand Rugby Union Appeal Council.

Mr Ward is 51 years old and is a New Zealand citizen.

The MAIL board (with Mr Ward abstaining) recommends that investors vote in favour of Mr Ward's re-election. The MAPL board (with Mr Ward abstaining) recommends that investors vote in favour of Mr Ward's election.

Hon. Michael Lee, BSc, BE, FIE Aust

Mr Lee is an independent director of MAPL and he is a member of its Audit & Risk Committee and the Nomination & Remuneration Committee. Mr Lee meets the test for independence contained in the ASX Corporate Governance Principles and the MAPL board charter. He has been a MAPL director for eight years.

Mr Lee is an electrical engineer. He served in the Australian Parliament for 17 years, and held a number of senior positions in both government and opposition. He was Minister for Tourism, Communications and the Arts in the Keating Government.

He is currently a director of Essential Energy (formerly Country Energy), DUET Group and Superpartners, Australia's largest superannuation administrator. Mr Lee is the Chairman of Communications Alliance, the peak communications industry organisation in Australia. He was previously Chairman of the NSW TAFE Commission Board and a Councillor of the City of Sydney.

Mr Lee is 54 years old and an Australian citizen.

The MAPL board (with Mr Lee abstaining) recommends that investors vote in favour of Mr Lee's re-election.

Candidates standing for election

The Nomination & Remuneration Committee consider the qualifications, skills, experience and personal attributes of director candidates and whether they complement the composition of the MAPL board and add value to its deliberations. Mr Stephen Ward was selected for nomination to the board following this process.

3. NOTICES OF MEETING

NOTICE OF ANNUAL GENERAL MEETING

MAp Airports International Limited (ARBN 099 813 180) a company incorporated in Bermuda with registration number 31667

Notice is given that the Annual General Meeting of MAp Airports International Limited (the Company) will be held on 19 May 2011 at 11.00am at the Thomas Keneally Rooms 1 & 2, Sydney Harbour Marriott Hotel, 30 Pitt Street, Sydney to transact the following business:

- (a) to receive and consider the accounts and reports of the directors and auditors of the Company for the year ended 31 December 2010;
- (b) to consider, and if thought fit, pass the following resolutions as ordinary resolutions:

Resolution 1 – Re-appoint KPMG as auditors

To re-appoint KPMG as auditor of the Company and to authorise the directors to determine its remuneration.

Resolution 2 – Re-elect Stephen Ward

To re-elect Stephen Ward as a director of the Company.

BY ORDER OF THE BOARD

C/- ISIS Fund Services Ltd
Penboss Building
2nd Floor, 50 Parliament Street
Hamilton HM 12
Bermuda



Anne Bennett-Smith
Secretary
19 April 2011

NOTICE OF GENERAL MEETING

MAp Airports Trust 2 (ARSN 099 597 896)

MAp Airports Limited (ACN 075 295 760) (Responsible Entity) gives notice that a meeting of the unitholders of MAp Airports Trust 2 will be held on 19 May 2011 at 11.00am at the Thomas Keneally Rooms 1 & 2, Sydney Harbour Marriott Hotel, 30 Pitt Street, Sydney to transact the following business:

Consider, and if thought fit, pass the following resolutions as separate ordinary resolutions:

Resolution 1 – Re-election of Bob Morris

To approve the re-election of Bob Morris as a director of MAp Airports Limited by its shareholder.

Resolution 2 – Election of Stephen Ward

To approve the election of Stephen Ward as a director of MAp Airports Limited by its shareholder.

Resolution 3 – Re-election of Michael Lee

To approve the re-election of Michael Lee as a director of MAp Airports Limited by its shareholder.

BY ORDER OF THE BOARD OF THE
RESPONSIBLE ENTITY



Sally Webb
Company Secretary
19 April 2011

NOTICE OF GENERAL MEETING

MAp Airports Trust 1 (ARSN 099 597 921)

MAp Airports Limited (ACN 075 295 760) (Responsible Entity) gives notice that a meeting of the unitholders of MAp Airports Trust 1 will be held on 19 May 2011 at 11.00am at the Thomas Keneally Rooms 1 & 2, Sydney Harbour Marriott Hotel, 30 Pitt Street, Sydney to transact the following business:

Investor Briefing

BY ORDER OF THE BOARD OF THE
RESPONSIBLE ENTITY



Sally Webb
Company Secretary
19 April 2011

VOTING INFORMATION

Voting

You can vote in either of two ways:

- attending the meetings and voting in person or, if you are a corporate member, by a corporate representative voting for you; or
- appointing a proxy to attend and vote for you, using the enclosed proxy form or by completing and lodging a proxy form online at www.investorvote.com.au.

Voting in person

If you plan to attend the meetings, we ask that you arrive at the meeting venue at least 15 minutes prior to the time designated for the meeting so that we may check your security holding against our register of members and note your attendance.

The meetings will be held on Thursday 19 May 2011 at 11.00am at the Thomas Keneally Rooms 1 & 2, Sydney Harbour Marriott Hotel, 30 Pitt Street, Sydney.

Voting by corporate representative

If a corporate member plans to attend, it must appoint a person to act as its representative and the appointed person must bring appropriate written evidence of the appointment to the meeting signed under the corporation's common seal or in accordance with s127 of the Corporations Act 2001.

Voting by proxy

If you do not intend to attend the meeting and are entitled to vote on the resolution, you may select a representative or the chairman of the meeting to act as your proxy to attend and vote for you. A representative must be a natural person, but otherwise can be any person you choose and need not be a member of MAp. Your proxy can be appointed in respect of some or all of your votes. If you are entitled to cast 2 or more votes at the meeting, you may appoint 2 proxies each to exercise a specified proportion of your voting rights. Proxy lodgement details are:

Entitlement to vote

MAp has determined that for the purpose of entitlement to vote at the meetings, MAp securities will be taken to be held by those persons recorded on the register as at **7.00pm Tuesday, 17 May 2011**.

Timing

For the appointment of a proxy to be effective, you must ensure that your proxy form (and a certified copy of the relevant authority under which it is signed) is received by the registry, Computershare Investor Services Pty Limited, no later than **11.00am Tuesday, 17 May 2011**.

More information

If you have any questions, please contact the MAp Investor Relations Team on 1800 181 895 or 61 2 9237 3333 (if calling from outside Australia), Monday to Friday between 9.00am and 6.00pm.

By Internet:	Log on to www.investorvote.com.au . If you are a custodian and an Intermediary Online subscriber, you can log on to www.intermediaryonline.com
By post:	Computershare Investor Services Pty Limited GPO Box 242 Melbourne, Victoria 3001 Australia
By fax:	(within Australia) 1800 783 447 (outside Australia) +61 3 9415 2555
By hand:	Computershare Investor Services Pty Limited Level 4, 60 Carrington Street, Sydney NSW

Corporate Directory

MAp Airports Limited

ABN 85 075 295 760/AFSL 236 875

Level 13, 20 Hunter Street
Sydney NSW 2000

Investor Relations: +61 2 9237 3333

Toll free: 1800 181 895

Facsimile: +61 2 9237 3399

www.mapairports.com.au

MAp Airports Limited is the responsible entity of MAp Airports Trust 1 and MAp Airports Trust 2

Directors of MAp Airports Limited

Max Moore-Wilton (Chairman)

Trevor Gerber

Bob Morris

The Hon Michael Lee

John Roberts

Stephen Ward

Kerrie Mather

MAp Airports International Limited

RN 31667/ABRN 099 813 760

Penboss Building

2nd Floor, 50 Parliament Street

Hamilton HM 12

Bermuda

Directors of MAp Airports International Limited

Jeffrey Conyers (Chairman)

Sharon Beesley

Stephen Ward

Max Moore-Wilton

Lawyers

Allens Arthur Robinson

Deutsche Bank Place

Cnr Hunter & Phillip Streets

Sydney NSW 2000

Cox Hallett Wilkinson Limited

Cumberland House, 9th Floor

1 Victoria Street

Hamilton HM 11

Bermuda

Registry

Computershare Investor Services Pty Limited

GPO Box 2975 Melbourne VIC 3001

Telephone: 1800 102 368 or +61 3 9415 4195

Facsimile: +61 2 8234 5050



MAp Airports Limited (ABN 85 075 295 760)
(AFSL 236875) as responsible entity for
MAp Airports Trust 1 (ARSN 099 597 921) and
MAp Airports Trust 2 (ARSN 099 597 896)
MAp Airports International Limited
(ARBN 099 813 180)

MR JOHN SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



Online:
www.investorvote.com.au



By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1800 102 368
(outside Australia) +61 3 9415 4195

Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au

- ☒ Cast your proxy vote
- ☒ Access the annual report
- ☒ Review and update your security holding

Your secure access information is:

Control Number: 123456

SRN/HIN: 11234567890 **PIN:** 123456



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 11:00am on Tuesday 17 May 2011

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meetings and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a security holder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the security holder must sign.

Joint Holding: Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meetings

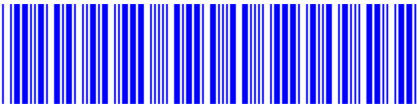
Bring this form to assist registration. If a representative of a corporate security holder or proxy is to attend the meetings you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for MAp, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

MR JOHN SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Security holders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 1234567890 I N D

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of MAp Airports Trust 1 (MAT 1), MAp Airports Trust 2 (MAT 2) and MAp Airports International Limited (MAIL) and entitled to attend and vote hereby appoint

☐ the Chairman of the meeting OR

PLEASE NOTE: Leave this box blank if you have selected the chairman of the meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the chairman of the meeting, as my/our proxy to act generally at the meetings on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of MAIL and the General Meetings of MAT 1 and MAT 2 to be held at the Thomas Keneally Rooms 1 & 2, Sydney Harbour Marriott Hotel, 30 Pitt Street, Sydney on Thursday, 19 May 2011 at 11.00am (Sydney time) and at any adjournment of these meetings.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

MAIL

		For	Against	Abstain
1	Re-appoint KPMG as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-elect Stephen Ward as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

MAT 2

1	Re-elect Bob Morris as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Elect Stephen Ward as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-elect Michael Lee as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The chairman of the meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Security holder(s) This section must be completed.

Individual or security holder 1

Sole director and sole company secretary

Security holder 2

Director

Security holder 3

Director/company secretary

Contact Name

Contact Daytime Telephone Date / /