

31 October 2013

The Registrar
Companies Office
Northern Business Centre
Level 18, ASB Centre
135 Albert Street
Auckland 1010

Directors' certificate – pursuant to clause 10(b) of the Securities Act (Auckland Transport) Exemption notice 2011

I **enclose** for registration a signed copy of the directors' certificate given pursuant to clause 10(b) of the Securities Act (Auckland Transport) Exemption notice 2011.

Attached to the certificate is the annual report of Auckland Transport for the year ended 30 June 2013, which contains the most recent audited annual financial statements of Auckland Transport for the year ended 30 June 2013 (as referenced in the certificate).

Please acknowledge receipt of the above-mentioned documents on the enclosed duplicate of this letter.

Yours sincerely



Maria Taylor

Secondment solicitor, Auckland Transport
maria.taylor@aucklandtransport.govt.nz



Directors' Certificate

Clause 10(b) of the Securities Act (Auckland Transport) Exemption Notice 2011

This certificate is given pursuant to clause 10(b) of the Securities Act (Auckland Transport) Exemption Notice 2011 (**Exemption Notice**), and relates to Auckland Transport's registered prospectus relating to smartcards issued by Auckland Transport as part of the Auckland Integrated Fare System (**Prospectus**).

We certify that:

1. A copy of the most recent audited financial statements of Auckland Transport for the year ended 30 June 2013 is attached to this certificate.
2. In the opinion of the directors of Auckland Transport after due inquiry by them, the Prospectus is not, at the date of this certificate, false or misleading in a material particular by failing to refer or give proper emphasis to adverse circumstances.
3. The information contained in the Prospectus under clause 13 of Schedule 2 of the Securities Regulations 2009 (relating to the ranking of securities) is correct.

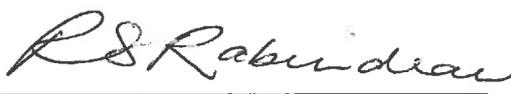
DATED the 30th day of October 2013

SIGNED on behalf of the directors of Auckland Transport by:



Signature of director
Paul Lockey

Name of Director



Signature of director
RABIN RABINDRAN

Name of Director