

Darwin
INTERNATIONAL AIRPORT

Alice Springs
AIRPORT

Tennant Creek
AIRPORT

Airport Development Group

2015 – 2016 ANNUAL REPORT

Our vision is to be the most successful airport business in Australasia.

WE WILL ACHIEVE THIS BY

- › developing a commercial non-aviation property portfolio of more than \$200 million
- › growing passengers to 3 million at DIA and 700 000 at ASA
- › maintaining the respect of all of our airline customers
- › creating a positive work environment and making ADG an attractive place to work
- › being recognised as a significant contributor to the NT economy
- › ensuring development is done in accordance with the airport Master Plans and the Airport Environment Strategies
- › securing strong and diverse community support for our airport businesses
- › continuing to outperform other Australasian airports' growth of Total Shareholder Return.

Our purpose is to provide safe, efficient and environmentally sound services that represent value for money for our customers, and optimise the financial returns to our shareholders.

WE WILL DO THIS BY

- › operating safe and secure airports
- › providing outstanding customer service
- › developing a sustainable aviation and non-aviation airport business
- › excelling in environmental and financial management
- › maximising long term value for our shareholders
- › contributing to the NT's economic growth and our community.





Airport Development Group

We recognise that stakeholders and the community judge us by the way we act. Our reputation is paramount and as a result, we will act with honesty and integrity at all times. Our workplace reflects our corporate values.

SAFETY FIRST

Safety is our number one priority.

CUSTOMER FOCUSED

Our customers are important and our focus on their needs will ensure our relevance and success.

HONESTY & INTEGRITY

We are honest, ethical and professional in all that we do.

ACCOUNTABILITY

We will deliver on our commitments and take ownership of our responsibilities.

INNOVATIVE & CREATIVE

We encourage new thinking in our team.

RESPECT FOR EACH OTHER

Our people are our most important resource and we appreciate their values, respect their rights, promote their talents and reward their commitment.

ENVIRONMENTALLY RESPONSIBLE

We take stewardship of our environment seriously.

COMMUNITY ENGAGEMENT

We are an important part of our communities and we will seek to engage with them at all levels.

TEAM WORK

We will work together to achieve the collective goals.



ABOUT ADG

Airport Development Group Pty Ltd (ADG) is the ultimate parent company of the ADG Group. ADG owns 100% of the shares in Northern Territory Airports Pty Ltd (NTA) and Tennant Creek Airport Pty Ltd (TCA). NTA owns 100% of the shares in Darwin International Airport Pty Ltd (DIA) and Alice Springs Airport Pty Ltd (ASA).

ADG has been a member of the Northern Territory (NT) community since 1998. As part of Australia's airport

privatisation program, ADG acquired leases from the Australian federal government for Darwin International Airport, Alice Springs Airport and Tennant Creek Airport. Each airport lease is for a term of 50 years, with an option of a further 49-year lease.

ADG is proudly 100% Australian owned by IFM Investors (77.4%) and Palisade Investment Partners Limited (22.6%).

On average one in three
Territorians benefit from ADG
through returns from their
superannuation funds.

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CHAIRMAN'S REPORT

This is all possible because we have a stable and successful business. In June 2016, NT Airports successfully established \$577million debt facilities, with a first time commitment of \$150million from the USA.

This year, sound performance at our airports in Darwin, Alice Springs and Tennant Creek continued to benefit the community and the economy in the Northern Territory. Airport Development Group's (ADG) ownership of NT Airports is made up of superannuation funds. This means, our airports are indirectly owned by the retirement funds of many Territory workers. On a daily operational basis and through our growing portfolio of development projects, our airports provide employment opportunities for hundreds of people – in fact, our three airports employ over 80 full-time employees and generate indirect jobs for another 1600 Territorians. Contributing to over 1.5% of the Gross State Product of the Northern Territory, NT Airports continues to play a vital role in the Territory.



Since privatisation in 1998, ADG has spent more than \$395 million on capital works. With a strong vision for the future of our business and the Territory, we continue to invest in our airport facilities and infrastructure, while maintaining a 'green' focus and strong relationships with our partners and stakeholders. This includes expanding our terminals, growing our aero and non-aero property portfolio, as well as significant investment in solar energy and commercial partnerships.

This is all possible because we have a stable and successful business. In June 2016, NT Airports successfully established \$577million debt facilities, with a first time commitment of \$150million from the USA. This demonstrates the banking industry's respect and faith in the company. These funds are being used to finance existing maturing debt and fund capital expenditure for NT Airports across the next three years.

DIA's property portfolio has continued to strengthen with the establishment of Darwin Airport Central – a retail, commercial and lifestyle precinct on Darwin International Airport land. 2015-16 saw the completion of Kingpin Family Entertainment Centre, and the Property team also broke dirt for future developments, including the highly-anticipated indoor trampoline arena

Flip Out Darwin. Showroom, logistics and commercial centre Osgood South Commercial also opened its doors providing new business opportunities and facilities for local, interstate and international brands.

In the aviation property area property area, a new operations centre for global powerhouse Babcock International Group opened at DIA in June, representing a significant financial investment of \$11million. Babcock provides world-class offshore energy transportation helicopter services for blue-chip oil and gas companies within the Australasian region. This demonstrates ADG's sound commitment to resource and aviation industries in Australia, and to developing the north – also a strong focus for the Northern Territory Government.

It has been an exciting year for The Red Centre and Alice Springs Airport (ASA) with the approval of its Master Plan, which provides framework to guide the airport's development until 2035. Successfully securing approval for the ASA Master Plan demonstrates community and government support of the future of the airport in Alice Springs. The 20 year Darwin Airport Master Plan is underway and set for release in 2017. Both Master Plans are integral to the future of aviation development and a thriving economy in the Northern Territory.

In recognition of excellence in Australia's airport industry, DIA took home an Airport Innovation and Excellence Award at the National Airport Industry Awards presented by the Australian Airports Association, which represents more than 260 airports and aerodromes across the country. DIA won the Commercial category for its terminal expansion, which was opened by former Prime Minister Tony Abbott earlier in the year. The major project added 16 thousand square metres of terminal ground, thanks to a collaborative approach between DIA and its commercial partners. Airport Development Group is continually looking at ways to improve and grow business in our three airports. Winning this award speaks to our ability to look forward and be innovative in our approach to aviation business.

While the Australian economy experienced some uncertainty during the financial year, ADG increased revenue by 5% to \$116.9 million, making it the ninth consecutive period of growth. This is a direct reflection of the hard work and strong vision of many stakeholders and employees in Darwin, Alice Springs and Tennant Creek.

Thank you to Ian Kew and all of his team. Our Company looks forward to working with our communities, partners and stakeholders to continue our role to provide safe, efficient and world class airports for all Territorians.

Chris Barlow

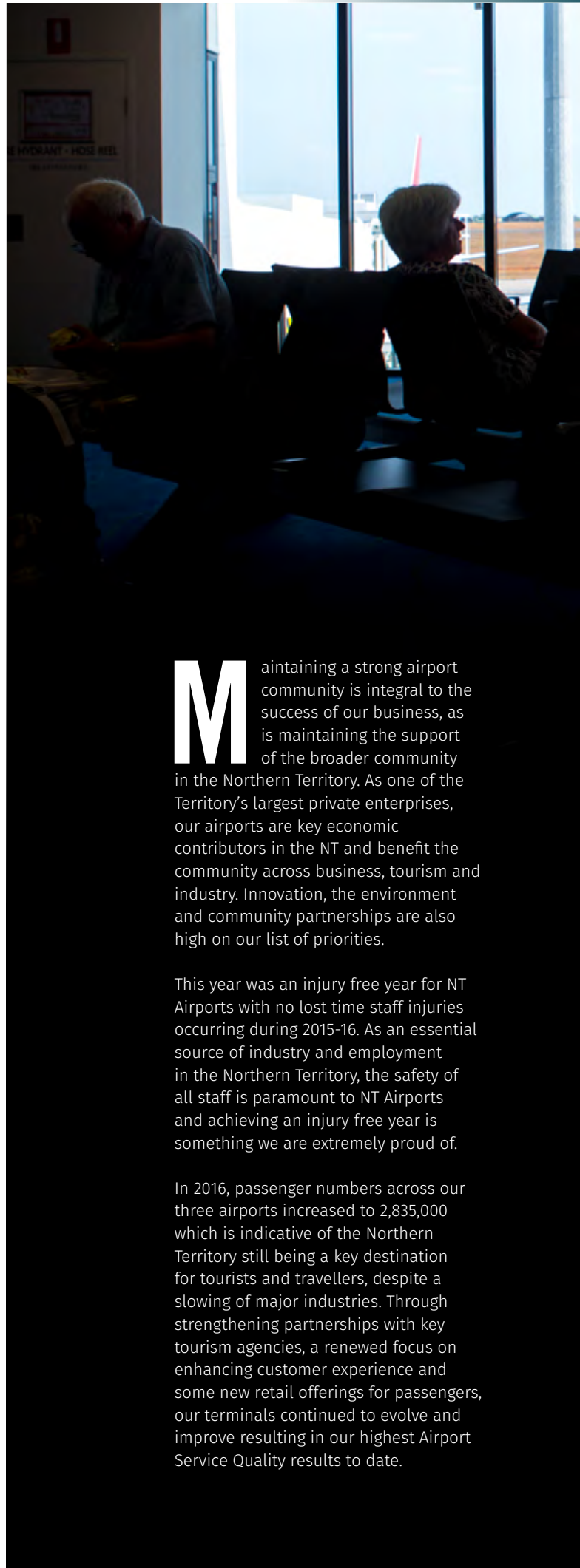
CHAIRMAN





CEO'S REPORT

All of our achievements would not be possible without community support. We work hard to communicate and engage with the community – including stakeholder engagement, sponsoring arts, cultural and environmental events, and corporate giving.



Maintaining a strong airport community is integral to the success of our business, as is maintaining the support of the broader community in the Northern Territory. As one of the Territory's largest private enterprises, our airports are key economic contributors in the NT and benefit the community across business, tourism and industry. Innovation, the environment and community partnerships are also high on our list of priorities.

This year was an injury free year for NT Airports with no lost time staff injuries occurring during 2015-16. As an essential source of industry and employment in the Northern Territory, the safety of all staff is paramount to NT Airports and achieving an injury free year is something we are extremely proud of.

In 2016, passenger numbers across our three airports increased to 2,835,000 which is indicative of the Northern Territory still being a key destination for tourists and travellers, despite a slowing of major industries. Through strengthening partnerships with key tourism agencies, a renewed focus on enhancing customer experience and some new retail offerings for passengers, our terminals continued to evolve and improve resulting in our highest Airport Service Quality results to date.



Our pilot customer experience program *Welcome to Our Place* launched an innovative new approach to enhance customer experience at Darwin International Airport. Taking a multi-stakeholder approach, the program encourages all members of the airport community to treat customers with respect, warmth and friendliness, as they would if they were welcoming a guest into their own home.

At NT Airports, we aim to capture the hearts and minds of all those who pass through our airports. This includes creating a unique 'sense of place' and working with local creative individuals and organisations to enhance our terminals. One such group is Merrepen Arts. The art from this successful Territory-owned Aboriginal art centre, is known for bold design, vibrant colour and modern style. Through a design project with NT Airports, some of this work now adorns the walls in the Darwin Airport terminal.

In May 2016, Darwin International Airport flicked the switch on the first stage of its new 5.5MW (megawatt) photovoltaic (PV) solar array, which provides a significant proportion of the airport's total power needs. The aviation industry is one of the highest consumers of energy and minimising our environmental footprint in Darwin, Alice Springs and Tennant

Creek is something we take seriously. Upon completion of Stage 2, the total value of the solar project in Darwin will be \$13 million, and will be the largest airside photovoltaic (PV) solar array in the world – a significant achievement for ADG. This complements the existing solar facilities in Alice Springs and Tennant Creek, with Alice Springs Airport now being 100% solar powered.

All of NT Airports' achievements would not be possible without community support. We work hard to communicate and engage with the community. This includes running an extensive sponsorship program supporting arts, culture and environmental organisations and a passionate Corporate Giving Committee who regularly provides grants to community groups for one off expenses, from vehicles through to IT equipment or uniforms.

Ian Kew
CEO

BOARD OF DIRECTORS

CHRIS BARLOW



ASHLEY BARKER



BARRY COULTER



JULIAN WIDDUP



MARIGOLD LOOK



TOM GANLEY



Chris Barlow

CHAIRMAN

Chris Barlow has more than 35 years' experience in the aviation industry. From July 2000 until August 2007, Chris was Managing Director and Chief Executive Officer of Australia Pacific Airports Corporation, the operator of Melbourne and Launceston Airports. Prior to that, he held several roles with the United Kingdom airports company BAA (now known as Heathrow Airport Holdings), including Managing Director of Aberdeen Airport and Corporate Development Director. Chris is currently Chairman of the Melbourne Visitor and Convention Bureau and a non-executive director of Australian Rail and Track Corporation and Visit Victoria. Chris has a Bachelor of Science (Honours) in Civil Engineering from London University.

Ashley Barker

DIRECTOR (from October 2014)

Ashley is an Investment Director with IFM Investors. He has 13 years' experience in Mergers and Acquisitions, ten of which were spent originating and executing investment transactions as a principal within corporate development, infrastructure and private equity. Most recently Ashley was Head of M&A at Bupa Australia, a diversified global healthcare business, where he initiated and completed a \$500m+ acquisition in the healthcare sector. Prior to that he was an Investment Director at Hastings Infrastructure and Private Equity, where he drove a number of transactions in Australia and in the UK.

Barry Coulter

DIRECTOR

Barry Coulter has worked in the Northern Territory for more than 35 years. He was elected to the Northern Territory Legislative Assembly in 1983 and served as Deputy Chief Minister from 1986 to 1995. Barry spearheaded the Alice Springs to Darwin Railway Project for almost 14 years, and stepped down from politics in 1999 following the announcement that the project would move ahead.

Barry also has significant experience in the seaports and aviation sectors, and was previously Executive Chairman of Sherwin Iron Ore Limited, Chairman of Darwin Port Authority and Chairman of Airnorth. Barry is a Fellow of the Australian Institute for Management.

Julian Widdup

DIRECTOR

Julian Widdup is an Investment Manager with Palisade Investment Partners. He has 17 years investment management and asset consulting experience, including as a Partner and Chief of Investment Operations with Access Capital Advisers and as a senior consultant with Towers Perrin. Previously, Julian held positions with the Bureau of Statistics and the Insurance and Superannuation Commission (now APRA). Julian has specialised in advising Australian superannuation funds on all aspects of investment strategy and has also been involved in building and managing private equity and infrastructure investment portfolios for superannuation funds. At Palisade, Julian is involved primarily in the acquisition and asset management of Australian infrastructure assets.

Julian is a Fellow of the Institute of Actuaries of Australia and holds a Bachelor of Economics from the Australian National University.

Marigold Look

DIRECTOR (from May 2015)

Marigold is an Investment Director with IFM Investors. She has 14 years' experience in infrastructure, investment evaluation, asset management and corporate finance. At IFM Investors, Marigold is responsible for the origination, analysis, structure and execution of fund investments, along with ongoing management of assets within the existing infrastructure portfolio. She has significant experience in the airports and seaports sectors, having been involved in a number of acquisitions as well as asset management activities in both sectors.

Prior to joining IFM Investors, Marigold held roles with Wilson HTM as an equities research analyst and with the Corporate Finance division of PricewaterhouseCoopers.

Marigold is a CFA Charterholder, a Fellow of The Financial Services Institute of Australasia and holds a Bachelor of Accounting from Monash University. Marigold is also a Graduate of the Australian Institute of Company Directors.

Tom Ganley

COMPANY SECRETARY

Tom Ganley is Chief Financial Officer and Company Secretary of ADG, joining the company in June 1998. He has more than 25 years' experience in aviation finance, having previously held various senior finance and commercial management roles at Adelaide and Alice Springs Airports. A Justice of the Peace, he has a Bachelor of Accountancy and a Graduate Diploma in Applied Corporate Governance.

Tom holds the International Airport Professional (IAP 2014 Valedictorian) post nominal designation and Tom holds Fellow memberships with CPA Australia, the Governance Institute of Australia, the Australian Institute of Management and the Australian Institute of Company Directors.

YEAR IN BRIEF

WINNER

AAA AIRPORT INNOVATION AND
EXCELLENCE AWARD
COMMERCIAL CATEGORY | TERMINAL
EXPANSION PROJECT
DARWIN INTERNATIONAL AIRPORT

WINNER

AAA AIRPORT SAFETY WEEK AWARDS
DARWIN INTERNATIONAL AIRPORT &
TENNANT CREEK AIRPORT

WINNER

YOUNG PROJECT MANAGER OF THE YEAR
PROJECT MANAGEMENT
ACHIEVEMENT AWARDS
AUSTRALIAN INSTITUTE OF PROJECT
MANAGEMENT NT
DARWIN INTERNATIONAL AIRPORT

Financial Performance

REVENUE

\$120.6m

(last year \$114.6m)



an increase of

5.2%

2015-2016

2014-2015

Passengers *includes transfers

DIA PASSENGERS

2,216,000

(last year 2,218,000)

ASA PASSENGERS

619,000

(last year 599,000)

International

387,000

1,829,000

Domestic



a decrease of

0.1%



a increase of

3.3%

2015-2016

2014-2015

EARNINGS BEFORE
INTEREST, TAX,
DEPRECIATION AND
AMORTISATION

\$74.6m

(last year \$70.9m)

NET PROFIT BEFORE TAX

\$39.6m

(last year \$41.4m)

\$m

120

110

100

90

80

70

60

50

40

30

20

10



an increase of

5.3%



a decrease of

4.4%



1 OPERATIONS



Projects

In Darwin, a number of key initiatives were implemented to upgrade and improve the terminal facilities and enhance operations. As part of the Ground Transport strategy, a new undercover walkway was constructed to protect passengers from the elements while transiting from the Long Stay Saver car park through to the terminal. This information was updated to the Darwin Airport website and promoted through social media channels for the customers' information.

Minor capital upgrades to Taxiways B2, E and V2 took place, including overlays (or resurfacing) and lighting upgrades.



OUR OPERATIONS TEAMS FACILITATE SAFE MOVEMENT OF LOCAL, INTERSTATE AND INTERNATIONAL PASSENGERS. WE ARE CONTINUALLY WORKING TO ENSURE EXCELLENCE IN CUSTOMER EXPERIENCE ACROSS OUR TERMINALS.

Security was improved in Alice Springs and Darwin airports with upgrades to CCTV (Closed-Circuit Television) and the installation of high quality cameras which were movable and could capture a greater range of footage. In Darwin, another security gate was introduced in accordance with an update to regulations. This additional screening point improved security levels for the the Regular Public Transport (RPT) Apron and impacted on all internal and external stakeholders driving onto the RPT.

In early 2016, Darwin International Airport took the first step towards introducing a common use environment as the first phase of Darwin Airport's focus on getting customers moving, reducing costs to airlines and providing an enhanced customer experience.

To ease the process for check in and at boarding gates, and provide total flexibility to Darwin Airport's airline customers, the latest cloud-based common-use terminal equipment (CUTE) technology will be installed in the second half of 2016.

CUTE technology provides airlines and customers with smarter and faster check-in processes by allowing airlines to increase or decrease the number of desks dependant on passenger numbers. ARINC's Multi-User System Environment (MUSE®) supports more than 300 airlines at over 100 airports worldwide and will soon include Darwin Airport.

Following DIA's major Terminal Expansion Project completed the previous financial year, Darwin Airport focused on improving customer experience through a series of new initiatives. This included the installation of plants throughout the terminal, ambient music, new artwork and Sense Of Place improvements, and upgrading the media screens.

As part of this inclusive customer experience initiative, DIA also renewed partnership agreements with service providers and government agencies integrating KPIs (Key Performance Indicators) to improve standards of cleanliness, service and staff performance, across the board.

Testing the emergency response

In August 2015, Darwin International Airport tested its emergency response in exercise 'Metro Lift'. A simulated aircraft crash and fire enabled DIA Operations and emergency services to take procedures from the pages of a plan into a realistic situation.

The simulated scenario involved a Fairchild Metro operating a flight from Darwin to Kupang, Indonesia. On board were a full load of 18 passengers and two crew.

Similarly, in December 2015, Alice Springs Airport held a tabletop exercise in accordance with the airport's Aerodrome Emergency Plan (AEP). On this occasion, a scenario was worked through where an aircraft has an uncontained engine failure during the take-off run and veers off the runway. There were 156 passengers and 6 crew on board. The aircraft is on fire and engine pieces flying everywhere. This detailed process provided the airport staff and key support agencies the opportunity to consider this scenario as a real life incident and test the emergency response.

As part of Aerodrome Emergency Plan and Civil Aviation Safety Authority (CASA) requirements, exercises are held every two years in both Alice Springs and Darwin. A new scenario is developed each time by Bob Calaby, NT Airports Aerodrome Safety and Standards Manager, in conjunction with airport stakeholders and emergency services.

A number of organisations are working with ASA and DIA on each exercise, and have an opportunity to test aspects of their Emergency Response Plan. Other agencies participating in the exercises include Aviation Rescue and Fire Fighting, Airlines, NT Police, Australian Federal Police, St John Ambulance, Australian Border Force, NT Fire and Rescue Service and NT Emergency Service.

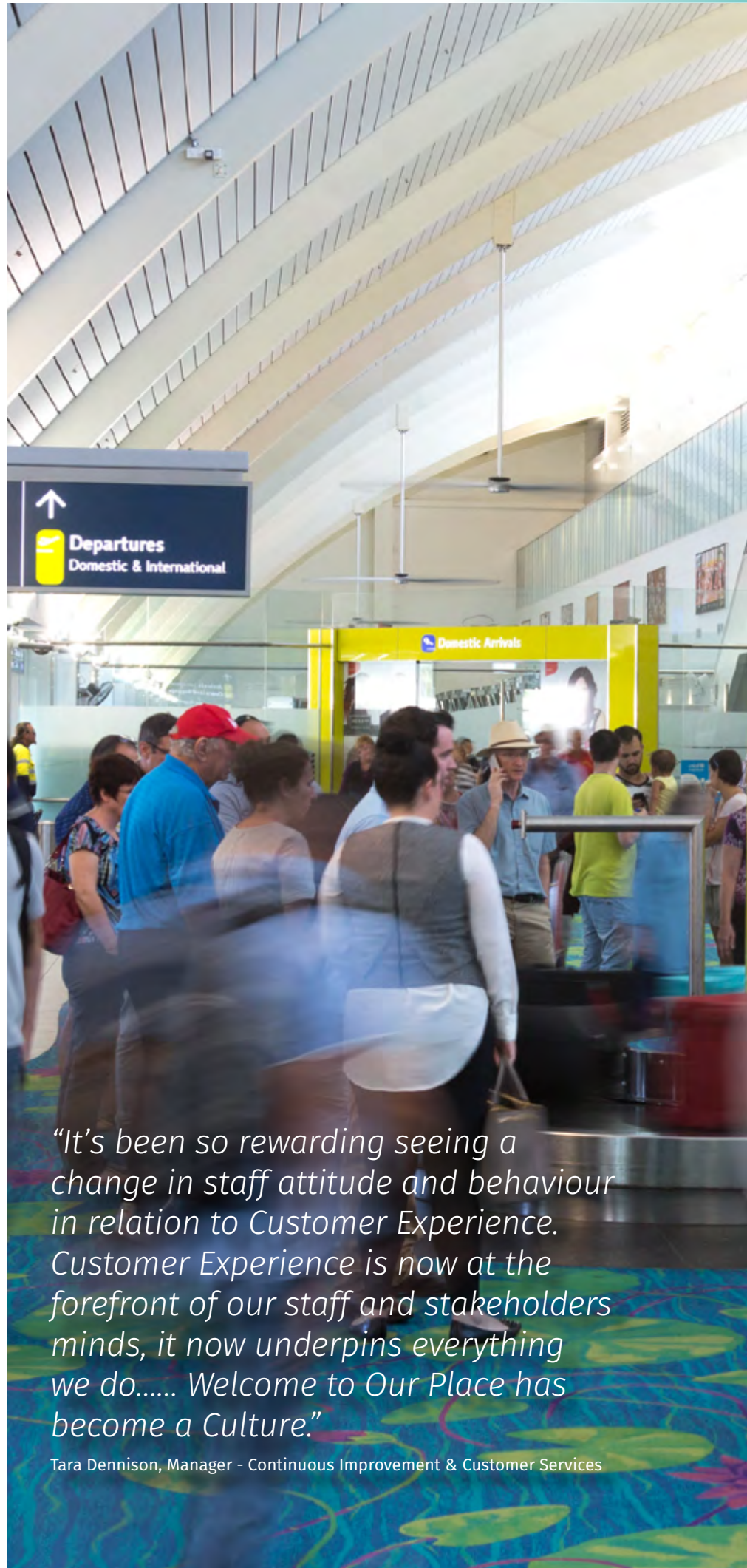
The Customer Experience

This year, ADG continued its focus on enhancing customer experience at all three airports. A pilot program *Welcome to Our Place* was launched at Darwin International Airport to ensure the comfort and satisfaction of all visitors to the airport.

The *Welcome to Our Place* customer experience charter works on the principal that the airport and its surrounds act as a home for everyone who visits. It encourages all members of the airport community to treat customers with respect, warmth and friendliness, as they would if they were welcoming a guest into their own home.

Welcome to Our Place was introduced in April 2016, after an incubation and planning period of some six months. Further to the successful roll out of this program at Darwin International Airport, parent company Airport Development Group intends to implement the *Welcome to Our Place* program at its two other airports – Alice Springs Airport and Tennant Creek Airport.

In conjunction with other improvements, *Welcome to Our Place* has been fundamental to Darwin International Airport's impressive Airport Service Quality results, positioning Darwin Airport as one of the most improved facilities Australia wide. Managed by the Airports Council International, Airport Service Quality (ASQ) is a world-renowned and globally established global benchmarking programme measuring passengers' satisfaction whilst they are travelling through an airport. The results speak for themselves: Darwin International Airport's rating for overall satisfaction has increased from 3.71 (out of 5) to 4.15 (Q1 15 v Q1 16).



"It's been so rewarding seeing a change in staff attitude and behaviour in relation to Customer Experience. Customer Experience is now at the forefront of our staff and stakeholders minds, it now underpins everything we do..... Welcome to Our Place has become a Culture."

Tara Dennison, Manager - Continuous Improvement & Customer Services





2 COMMERCIAL & AVIATION DEVELOPMENT

GROWING STRONG RELATIONSHIPS WITH ITS RETAIL AND AIRLINE PARTNERS MEANS ADG CAN DELIVER BETTER SHOPPING AND DINING OPTIONS, IMPROVED CONNECTIVITY AND MODERN FACILITIES FOR OUR CUSTOMERS.

Retail partners

Continuing to grow the range and quality of retailers in our terminals is not only important for the prosperity of our business, it is integral to the customer experience journey. Further to the Darwin International Airport Terminal Expansion Project last year, there have been a number of new initiatives in this area. International travellers have improved access to foreign currency exchange services through two new Travel Money Oz kiosks, one in the international departures area and one in the baggage reclaim area for arriving passengers. This complements the existing premium duty free retailer JR Duty Free and provides a more complete service for outbound international travellers.



In an exciting development, NT Airports also secured a partnership and funding agreement with the Northern Territory Government and Tourism NT to develop Australia's first airport developed premium international lounge. June 2016 saw the design phase of this project and the Premium Offices, a new suite of second floor offices which will be open for lease in the coming year.

In the Darwin Airport domestic terminal, we responded to the needs of our customers and provided two new food and beverage options for travellers. Offering fresh salads, sandwiches and healthy snacks to go; Green Bean Food & Coffee is positioned conveniently at the top of the escalator and near by the new kids' play area. For convenience, quality and value, this is a great option for families. Two Brews joined the retailers in the International Departures area offering a range of snacks, barista coffee and cold beverages for outbound passengers.

Rip Curl Australia also joined the spread of retail outlets offering a range of quality surf, sun and ski gear across clothing, apparel and equipment. This not only caters for those customers travelling south for ocean side holidays, it is the perfect pit stop for those en route to Bali and other beach destinations served by our international airline partners.

Alice Springs Airport welcomes Airnorth to the Red Centre

In October 2015, NT-based aviation operator Airnorth expanded its reach across the Territory with new services between Darwin and Alice Springs. The new 'centre run' connects passengers travelling along the length of the Territory incorporating Alice Springs, Tennant Creek and Katherine. Operating three times per week, this service will make it easier for people living in the Katherine and Barkly regions to travel around Australia and the world from Alice Springs and Darwin.

Refining and developing travel routes for customers continued to be an important focus for the commercial and aviation development team. Malaysia Airlines planned adjustments to their schedule to greatly improve connectivity into new markets. The revised schedule will see improved connectivity to sought after destinations like London, Greater China, Thailand and India.

Traffic data

In Darwin, total domestic passengers were higher than last year – up by 0.48% in total – although slightly below expectations, which can be attributed in part to the slowing resource industry. Arriving and departing international passenger numbers were below the previous year's figures impacting on airline load factors. Efforts to improve the international traveller's experience at Darwin Airport was a focus, including improved retail options and planning for a premium international lounge. Our passenger satisfaction levels continue to improve following completion of our Terminal Expansion Project in 2015, with our overall Airport Service Quality result surpassing 4 (out of 5) for the first time in Q2 2016. ADG is continuing to work with our international carriers Airnorth, SilkAir, Malaysia Airlines, AirAsia Indonesia, Jetstar Asia, and Philippine Airlines to enhance international services.

Alice Springs passenger numbers grew by 3.3% with numbers exceeding the previous year for 11 months of the full 12. This was driven by a full year of Virgin Australia services and increased Qantas loads. Total growth was above the top twenty Australian airports' average.



Passengers

Darwin International Airport

INTERNATIONAL PASSENGERS

Total international Origin/Destination (OD)	296,000
Variance to prior year	(11.6%)
Total international transit passengers*	91,000
Variance to prior year	44.4%
Total international passengers	387,000
Variance to prior year	(2.8%)

DOMESTIC PASSENGERS

Total domestic Origin/Destination (OD)	1,795,000
Variance to prior year	0.4%
Total domestic transit passengers	34,000
Variance to prior year	0.0%
Total domestic passengers	1,829,000
Variance to prior year	0.5%
Total passengers	2,216,000
Variance to prior year	(0.1%)



Passengers

Alice Springs Airport

Total domestic Origin/Destination*	574,000
Variance to prior year	4.4%
Total domestic transit passengers	45,000
Variance to prior year	(8.2%)
Total passengers	619,000
Variance to prior year	3.3%

* includes transfers

Ground Transport

2015-16 saw the planning and development period of a major ground transport equipment upgrade get underway at both Darwin International Airport and Alice Springs Airport with roll-out scheduled for September 2016. In response to customer feedback, parking equipment was upgraded to improve services and infrastructure for the customers and help streamline their visit to the terminal. 80% of passengers arrive and depart from Darwin International Airport by car. This investment in car parking infrastructure was a way of capturing that market and offering excellent facilities for customers.

Through the tender process, German-made Sabar equipment was selected for its superior build quality and usability. Upon completion, the equipment upgrade will be complimented by a strategic marketing campaign and online booking service.

3

PROPERTY

“Our approach to development on the airport aims to create diverse, long-term business opportunities within our community.”

Ross Baynes, Director Property

THIS YEAR ADG FURTHER EXPANDED ITS AERONAUTICAL AND NON-AERONAUTICAL PROPERTY PORTFOLIO MAKING A SOLID COMMITMENT TO INFRASTRUCTURE INVESTMENT AND DEVELOPMENT IN THE NORTHERN TERRITORY.

THE ALICE SPRINGS MASTER PLAN WAS APPROVED OUTLINING A NUMBER OF KEY FUTURE DEVELOPMENTS IN THE RED CENTRE, WHILE IN DARWIN THE PROPERTY TEAM FURTHER DEVELOPED ITS ENTERTAINMENT PRECINCT SIGNALLING A NEW PARADIGM FOR THE TOP END COMMUNITY.

Entertainment and new business

A Territory-first landed at Darwin in August 2015 creating a new destination for entertainment in the Northern Territory. Boasting more than 3800 square metres of family fun, Kingpin Family Entertainment Centre opened as a cornerstone development on the 60 hectares of Darwin International Airport land reserved for a non-aero property development.

The new Darwin centre features a 22 lane bowling alley, a ropes course, laser skirmish arena, an interactive games centre and food and beverage facilities. One of the largest Kingpin facilities in Australia, Ardent's Family Entertainment Centre is a unique addition to the Darwin market and not only strengthens DIA's property portfolio, it provides the community with a entertainment facility unlike any seen before in the NT.

Although the Master Plan of the business park showcases premium brands across big box retail, business and leisure, establishing the entertainment precinct has so far been the focus for Darwin



Airport. The next major addition to the park, scheduled to open in late 2016, is another first for the Northern Territory. FlipOut Darwin broke ground on site in May 2016, causing a ripple effect of excitement throughout the Top End community. Darwin's first and only indoor trampoline arena is scheduled to open in December 2016, just in time for school holidays.

The development of a new premium retail, logistics and showroom centre also began in early 2016, bringing new opportunity for local, interstate and international businesses. Bordered by two main arterial roads, South Osgood Commercial will be a high quality, architecturally designed 3200sqm centre, offering showroom, retails and warehouse solutions for Top End and interstate businesses.

Babcock Helicopters

Darwin International Airport took another step in its aeronautical property development this year with the opening of a new operations centre for global powerhouse Babcock International. Designed and built to house two Sikorsky

S-92 helicopters, Babcock Offshore Services' new home will enable important aerial operations, providing world-class offshore energy transportation helicopter services for blue-chip oil and gas companies within the Australasian region.

Babcock International Group is the UK's leading engineering support services organisation, with revenue of over £3.5billion in 2014 and an order book of circa £12 billion. This global company, now with a base in Darwin, has a business network extending throughout Europe, Asia and Australia.

Babcock's new Operations Centre at Darwin International Airport not only represents a significant financial investment of \$11million, it demonstrates a sound commitment to the resources and aviation industries in Northern Australia. The purpose built facility, developed by Darwin International Airport and constructed by Darwin builder Ahrens, was delivered on time and on budget.

Alice Springs Master Plan

In December 2015, Deputy Prime Minister and Minister for Infrastructure and Regional Development Warren Truss approved Alice Springs Airport's 2015 Master Plan, providing a framework to guide the central Australian airport's development until 2035.

It's projected that by 2035, the number of annual passenger movements at ASA will increase from 580,000 to 750,000 and that between now until the end of the planning period, combined airline and General Aviation (GA) aircraft movements are expected to grow from 19,000 to 23,000 movements per year.

Key features of the airport's Master Plan included aviation activity forecasts, social, economic and regional significance, the airport's environment strategy and land use, and includes commercial and development objectives.

Not only does approval of the Master Plan establish much-needed framework for the airport's plans moving forward, it paves the way for ADG to further grow development on airport land providing business and employment opportunities and creating key infrastructure in The Red Centre.

4

SOLAR TECHNOLOGY

Airport Development Group is 'lighting the way' towards a more sustainable future.

Lighting The Way

Airport Development Group has made a long-term commitment to using renewable energy across its three Northern Territory based airports in Darwin, Alice Springs and Tennant Creek. The Board is mindful of the contribution the aviation industry makes to greenhouse gas emissions, and is keen to lead the way for other airports – both national and international – by reducing its carbon footprint. This continued focus aims to minimise the environmental impact of its three airports, optimize airside land use, increase non-aeronautical revenue and showcase new solar technologies, for the benefit of the organisation, stakeholders, community and the environment. The series of solar power facilities across its three airports lead the way in development, innovation and investment.

In May 2016, Darwin International Airport flicked the switch on its new 4MW (megawatt) photovoltaic (PV) solar

array, which now provides a significant proportion of the airport's power. This marked the end of Stage 1 of the solar project and sees the organisation progress to Stage 2 with a further 1.5MW. By June 2016, Darwin Solar Stage 1 was the largest airside PV solar array in the world. It was also Australia's most northern multi-megawatt PV array and the largest BTM (behind the meter) system designed and built for a single building/facility in Australia.

The DIA solar project was developed in two stages and will result in an impressive 5.5MW facility by late 2016. The development is being managed entirely by the airport from beginning to end. This includes feasibility, design, construction and operation. Darwin Airport consumes all the solar power generated for its own use.

This facility generates 25 per cent of the airport's overall energy needs and meets 100% of the daily peak demand. Not only do the environmental benefits manifest with a 25% reduction in carbon emissions from stationary energy,



the significant investment of capital towards this project, enables Darwin International Airport to hedge the exposure of the airport to fluctuations in electricity prices thus providing greater certainty for the broader airport community and interested investors, partners and stakeholders.

This facility in Darwin complements the impressive solar farms based at Alice Springs Airport which inaugurated ADG's interest and investment in solar energy. In December 2015, ASA introduced the third stage of its project which utilised 2004 photovoltaic panels on top of 198 shaded long-term parking spots, harnessing the sun's rays to power the airport.

This third stage of the airport's solar project increased generating capacity to more than 800kW, providing 85% of the airport's power, or the equivalent of 90 average Australian households, and will offset 1270 tonnes of carbon dioxide a year.

Investment

Northern Territory Airports is one of the Territory's largest private sector investors, with its parent group Airport Development Group owning and operating airports in Darwin, Alice Springs and Tennant Creek.

Along with its substantial investment in the past 20 years in growing aviation capacity, Northern Territory Airports has invested strongly in community partnerships and environmental stewardship.

Its pioneering investment in solar energy is unparalleled for an airport operator in the southern hemisphere. The \$13 million investment in the solar array in Darwin is entirely financed by private sector investment and is expected to reduce the airport's power bills by \$2 million per annum based on current peak tariff rates.

The project is the largest 100 per cent private sector investment in a solar PV installation in Australia.

Achievements

Acknowledging the hard work of one of NT Airports' project managers, intrinsic to the solar development in Darwin, DIA staff member Samantha Hayden was awarded the Young Project Manager of the Year presented at the Project Management Achievement Awards by the NT chapter of the Australian Institute of Project Management in August 2015.

5

OUR ENVIRONMENT

In addition to its major investment in solar energy, the company ensures its airports in Darwin, Alice Springs and Tennant Creek show environmental stewardship and guide continual improvement in environmental management across its airports.

Responsible environmental management is something ADG is committed to long term. In addition to its major investment in solar energy, the company ensures its airports in Darwin, Alice Springs and Tennant Creek are not only compliant with all relevant standards and legislation, but that the airports show environmental stewardship and guide continual improvement in environmental management across its airports. To guide, help and monitor the environment surrounding the airports, each entity has an Airport Environment Strategy (AES) which covers water, soil and land management, biodiversity and conservation management, air quality and emissions, noise, hazardous materials, hazardous substances and dangerous goods, waste and resource management, climate change, sustainability, cultural heritage, the impacts of development, tenants' and contractors responsibilities and working with the community on environmental management. The AES is updated on a 5 yearly basis to ensure the content is relevant and in accordance with airport developments.



Stakeholder relations

Working collaboratively on environmental conservation with key community stakeholders remains a priority for NT Airports. Key initiatives engaging NT Airports' staff include tree planting, taking part in filming for environmental short films, Switch off and Save, Ride to Work Day and Clean Up Australia Day.

DIA interacts with a number of other federally leased airports and their environmental managers through the Inter Airport Environment Forum, collaborating on ideas and approaches to the similar environmental issues that are faced at airports Australia wide. DIA is also affiliated with the Asia Pacific Airports Council International and engaged in the uptake of the Airport Carbon Accreditation program.

DIA is a driving force behind the Rapid Creek Advisory Committee. DIA's Community partnerships remain strong between Darwin Airport and Landcare groups, Greening Australia and Charles Darwin University (CDU). On an annual basis, Darwin Airport sponsors the Territory Natural Resource Management Conference and NT Natural Management Awards. As part of this sponsorship

package, the airport provides an opportunity for students from CDU to attend and take part in the events.

To mark the beginning of a short film project spanning two years, NT Airports worked with a local filmmaker to create two short films about environmental stewardship. The first was about NTA's commitment to solar, and the second was about the conservation of Rapid Creek. The short films aim to educate and inform the community about the airports across a range of topics including the environment, aviation history, sponsorship and customer experience.

Upgrades & Improvements

DIA is committed to the continual improvement of the surrounding landscape and natural environment. This is demonstrated through the significant ongoing works in the space of natural resource management programs including weed control, water quality monitoring and management, and land conservation management.

One of the focus areas for these activities is Rapid Creek being one

of one of Darwin's largest and most significant urban waterways of which part traverses the lease border of Darwin Airport. Darwin Airport has taken a range of measures – including introducing a 75 metre development free buffer zone – to protect the precious ecosystem of the creek for future generations to enjoy.

In conjunction with ongoing improvements in these areas, Darwin Airport began the upgrade of the Gurumbai Walking Trail by removing the degrading timber panels and resurfacing the pathways for tourists and locals. Working with the Northern Territory Government, Darwin Airport also made a commitment to undertake flood mitigation measures in the DIA lease area to help reduce mitigate Rapid Creek flooding in Darwin's Northern suburbs.

To help reduce waste and minimise environmental impacts in the terminal and management centres, key infrastructure was developed such as carbon dioxide monitoring system installed so the terminal air conditioning responded to area occupancy and expanding the existing the Building Management System (BMS) to help reduce power and water use.

OUR STAFF ARE THE FACE OF OUR BUSINESS. ADG AIMS TO PROVIDE A SAFE, HEALTHY AND POSITIVE WORKPLACE IN WHICH PERSONNEL CAN THRIVE AND SUCCEED IN.

6

OUR PEOPLE



Workplace giving

ADG aims to contribute meaningfully and positively to the communities in which its staff work and live. This is intrinsic to the culture at our airports in Darwin, Alice Springs and Tennant Creek. NT Airports Workplace Giving Program is voluntary and enables staff the opportunity to contribute part of their salary towards community causes including charities and not-for-profit groups which are NT based. Staff select the amount to donate and ADG match the contribution dollar for dollar.

Each year, those who take part in the program decide upon which charity they would like to support. A range of charities including Carers NT, RSPCA and Down Syndrome Association of the NT have all benefited through the generosity of the airports staff.

In 2015-16, the staff chose to donate the funds towards Alzheimers NT. This valuable organisation supports those living with dementia and the people involved in their care. This year, the combined staff contribution from staff across ASA and DIA was \$5840 which ADG matched bringing the total donation up to \$11,680.



Workplace Health and Safety

Safety is our number one priority – we put the safety and security of our staff, stakeholders and passengers first. In 2015-16, ADG had an injury free year testimony to a stringent safety program, strong management and awareness program.

Australian Airports Association acknowledged the safety standards of NT Airports by awarding two NT Airports staff members with safety awards. This was a particularly high achievement considering there are only six safety awards issued across Australia each year – in 2015-16, NT Airports picked up two of the six awards Australia wide.

The Individual Safety Initiative for a Regional Airport award was given to Ian Slade at Tennant Creek Airport. Ian successfully implemented the 'Sentenced to a Job' program at Tennant Creek Airport which supports low-risk inmates by providing meaningful work while helping improve the safety standards at the airport.

Darwin Airport staff member Rhett Nothling won the Safety Team Award for a Major Airport. Rhett successfully identified a range of safety enhancements to the roof area during the airport's terminal expansion project. This enabled safe access for tradespeople and for the area to be serviced from purpose built walkways without the need for specialized training, dramatically reducing the risk to users.

Gateway to Health

ADG's Gateway to Health program is delivered by the human resources team and aims to provide an opportunity for staff to learn about good health and wellbeing. Held regularly, staff workshops led by experienced health professionals traverse a range of areas including Sleep Awareness and Mental Health, while at times presenting an opportunity for staff to access health assessments and information.

The airport staff also take part in national health campaigns including National Pain Week, Mental Health Week and National Dental Week through a range of presentations, workshops and information sessions.

Yoga and Tai Chi lunchtime classes continued to be popular amongst Darwin Airport staff providing an opportunity to get out of the office and get active. In Alice Springs, the staff enjoyed a team bonding activity of Bubble Soccer which proved positive for staff interacting in a social environment while having a few laughs along the way.

Our staff

NT Airports staff celebrated a number of milestones in 2015-16. Two senior staff members, both based at Alice Springs Airport, retired after a combined 70 years in the industry. The commitment, longevity and significant contribution of these staff members was acknowledged by management and the broader airport communities. In Darwin, an experienced Airport Projects and Maintenance Manager moved on after 15 years service.

From long-term staff to new, NT Airports continued to host a range of work experience students. Darwin Airport supported students from a number of secondary colleges in the NT offering students an opportunity to gain work experience and exposure to airport activities.

Through Charles Darwin University, Darwin Airport offered placement to accounting students seeking professional hours within the Corporate Services team. The airport also helped source an Equity Training grant through NT Department of Business to roll out a Skills 21 pilot program for Down Syndrome Association NT.

Milestones

Throughout the course of the year, four staff members including CEO Ian Kew reached 15 years of service, while another reached 10 years. ADG is grateful for the ongoing service of its staff.



7

OUR COMMUNITY

ADG AIMS TO SUPPORT THE COMMUNITY IN THE NORTHERN TERRITORY – AS THE COMMUNITY SUPPORTS OUR AIRPORTS. THIS MEANS MORE THAN JUST PROVIDING SHAREHOLDER BENEFITS. ADG HAS A LONG HISTORY OF INVESTING IN NOT-FOR-PROFIT ARTS AND CULTURAL COMMUNITY ORGANISATIONS AND EVENTS WHICH HELP ENHANCE THE CULTURAL AND SOCIAL VITALITY OF THE NORTHERN TERRITORY.

Each year, the annual Darwin International Airport Charity Golf Day not only attracts an enthusiastic crowd of the airport's friends, staff and stakeholders, it helps raise much needed funds for a worthy cause. In 2015, Darwin International Airport and Golf Day supporters raised \$30,000 for aero-medical charity CareFlight. The money helped this critical air medical service operator purchase a new car crash simulator for its Darwin operations. The custom-built training equipment is used in CareFlight's MediSim program, which provides free trauma care workshops to the Territory's emergency services first responders. Together we helped build CareFlight's capacity to save lives and support emergency service workers in our remote regions.



Through its programs in Alice Springs and Darwin, Northern Territory Airports was also a proud supporter of iconic theatre venues, of festivals large and small, sporting events, tourism awards and companies with community at their heart.

In Darwin, this included supporting the grass roots theatre development program Build Up through iconic Top End theatre Brown's Mart. This program supports emerging and established playwrights to develop ideas into fully-fledged productions.

Speaking of fully-fledged productions, Darwin Festival is the premiere arts and cultural event in the Northern Territory, if not Northern Australia. This exciting 18 days and nights of local and touring performances and events includes outdoor concerts, workshops, theatre, dance music, comedy and cabaret, film and visual arts. In 2015, NT Airports continued our support as a major sponsor for Darwin Festival providing crucial funding to help grow the festival.

Northern Territory Airports is very proud to witness the ways in which Darwin Festival fosters local talent and develops the interstate and international connections that will benefit Darwin and the Territory for years to come.

In The Red Centre, the sponsorship program diversified to include support for Chamber of Commerce NT, as well as key tourism and sporting events. Charity golf days are a reoccurring sponsorship interest for NT Airports demonstrated through Alice Springs and Tennant Creek airport's participation and support at the Chamber of Commerce NT's Annual Golf Days. In 2015, Alice Springs also supported Tourism Central Australia Awards ceremony – an event to recognise significant contributions to this key industry in the NT.

In both Darwin and Alice Springs, corporate giving was again a focus for staff and management. Not only did NT Airports continue a workplace donation

system established to help raise continuous funds for much-needed charities throughout the year, the Corporate Giving Committees also supported a range of organisations and individuals requiring assistance for particular events, pieces of equipment or venue support. This included but was not limited to YMCA Top End, Darwin Roller Girls, Relay for Life, Cancer Council and Alzheimer's NT – to name only a few!

Community engagement is at the heart of the Airport Development Group. Sponsorships and corporate giving help us stay connected to the people living in the Northern Territory.

FINANCIAL PERFORMANCE REPORT*

Income statement

	2014 \$'000	2015 \$'000	2016 \$'000
REVENUE			
Aeronautical	68,017	72,004	70,807
Trading	15,205	15,632	19,315
Property	16,473	18,465	19,545
Other income	9,217	8,542	10,948
Total Revenue	108,911	114,643	120,615
Operating Expenses	43,994	43,771	45,565
EBITDA**	64,916	70,872	75,050
Margin	59.6%	61.8%	62.2%
Increments/(decrements) in fair value of investment properties	14,514	7,337	5,833
Net gain on interest rate swap contracts	182	59	1649
Depreciation and amortisation	(14,964)	(16,657)	(19,022)
Impairment expense - infrastructure assets	(1,613)	(6)	(171)
Finance costs	(18,495)	(20,178)	(23,340)
Net Profit/(Loss) Before Tax Total ADG	44,540	41,428	39,999
Income Tax (Expense) Benefit	(12,526)	(11,031)	(8,932)
Net Profit/(Loss) After Tax	32,014	30,397	31,067

* All figures inclusive of AFP site development trust.

REVENUE

\$120.6m

(last year \$114.6m)

EBITDA**

\$74.6m

(last year \$70.9m)



an increase of

5.3%

NET PROFIT BEFORE TAX

\$39.6m

(last year \$41.4m)



a decrease of

4.4%

INCREASE IN FAIR VALUE OF INVESTMENT PROPERTIES

\$5.8m

(last year \$7.3m)

Interest Rate Management

The consolidated entity refinanced its debt facilities in June 2016, securing longer term to maturity debt with a US Private Placement issuance and entering into a Syndicated Facility Agreement comprised of both domestic and international banks. The weighted average term to maturity of the entity's debt facilities is now over six years.

The loan facilities are interest only and include a mix of fixed and floating rate debt. The floating rate is charged at the bank bill rate plus a margin. Interest is

generally payable quarterly and the Group managed its exposure to interest rate fluctuations using interest rate swaps. The loans are governed by covenants including interest cover ratio, leverage ratio and the maintenance of a hedging strategy.

The loans are used to fund the aeronautical capital expenditure requirements of the Group.

** EBITDA represents Earnings before Interest expense, Tax, Fair value adjustment on Investment Property, Unrealised gains, Depreciation and Amortisation.

Balance sheet

year end 30 June

	2014 \$'000	2015 \$'000	2016 \$'000
Cash	37,229	10,797	11,704
Total assets	534,444	554,670	860,089
Interest Bearing Liabilities	362,773	404,375	443,149
Total Liabilities	459,413	487,542	609,078
Total Equity	75,031	67,128	251,011

There has been a net increase in Total Assets resulting from:

An increase in the fair value of Investment Properties of \$5.8million.

A increase in infrastructure, plant and equipment being the net impact of fair valuation of assets, additions/disposals and depreciation.

Cash Flow**NET CASH FLOWS FROM OPERATING ACTIVITIES****\$40.2m**

(last year \$34.0m)

After funding capital expenditure cash balances increased by \$0.9million to \$11.7million (last year decreased by \$26.4million).

REVENUE GROWTH**5.21%**

on the previous year

(2015: 5.3%)

INCREASE IN EXPENDITURE**4.1%**

compared to last year

(2015: Increase 0.5%)

POSITIVE PASSENGER GROWTH**0.6%**

(2015: Negative 6.0%)

INVESTED MORE THAN**\$393M**

in capital works since 1998

Annual Report for the 12 months to 30 June 2016

The Annual Report for the 12 Months to the 30 June 2016 comprises:

- directors report
- auditors independence declaration
- financial report
- directors declaration

independent auditors report to members is available on the company's website

www.ntairports.com.au

Alternatively a copy may be obtained from NT Airports Pty Ltd.

FAST FACTS

<i>Financial year ending</i>	<i>2014</i> \$'000	<i>2015</i> \$'000	<i>2016</i> \$'000
PASSENGERS			
DIA	2,302,000	2,218,000	2,216,000
ASA	694,000	599,000	619,000
Total	2,996,000	2,817,000	2,835,000
LANDED TONNES			
DIA	1,048,000	960,000	930,000
ASA	252,000	230,000	249,000
TCA	5,000	8,500	7,600
Total	1,305,000	1,198,500	1,186,600
AERONAUTICAL CHARGES (EX GST)			
<i>Passenger facilitation Charge (\$/pax) **</i>			
DIA	9.24	9.51	9.80
ASA	8.60	8.86	9.13
TCA	N/A	N/A	N/A
<i>Airport Services Charge (\$/pax) **</i>			
DIA	7.90	8.14	8.38
ASA	8.19	8.44	8.69
TCA	18.00	18.00	18.00
<i>Landing Charges General Aviation \$/MTOW **</i>			
DIA	22.95	23.64	24.35
ASA	22.95	23.64	24.35
TCA***	24.40	25.13	25.88
REVENUE \$000 ***			
DIA	75,146	80,419	84,178
ASA	18,343	17,491	18,560
TCA	1,373	667	685
Other	(77)	(76)	(45)
Total ADG	94,786	98,501	103,378
AFP Trust	2,291	3,280	3,729
Total all entities	97,077	101,782	107,107
EBITDA \$000			
DIA	49,003	55,043	59,722
ASA	13,287	12,811	13,333
TCA	1,096	384	384
Other	0	0	(1,472)
Total ADG	63,387	68,238	71,967
AFP Trust	1,529	2,634	2,674
Total all entities	64,916	70,872	74,641

** as at 30 June *** excludes safety and security charge revenue

Financial year ending

	2014 \$'000	2015 \$'000	2016 \$'000
NET PROFIT BEFORE TAX			
DIA	35,925	32,771	32,907
ASA	4,057	3,461	5,340
TCA	(524)	366	201
Other	3,602	1,049	178
Total ADG	43,061	37,647	38,626
AFP Trust	1,479	3,780	964
Total all entities	44,540	41,428	39,591
CAPITAL EXPENDITURE \$000			
DIA	82,368	39,104	29,560
ASA	2,278	2,187	4,388
TCA	1,617	81	193
Total ADG	86,263	41,372	34,141
AFP Trust	151	8,654	3,510
INVESTMENT PROPERTY MOVEMENT IN FAIR VALUE			
DIA	13,869	5,781	5,139
ASA	(117)	(335)	1,312
Total ADG	13,752	5,446	6,451
AFP trust	762	1,892	(618)
Total all entities	14,514	7,337	5,833
AIRPORT DEVELOPMENT GROUP			
Cash	36,835	10,499	11,503
Total assets	512,204	521,406	825,177
Interest Bearing Liabilities	350,608	387,331	427,370
Total Liabilities	446,732	467,618	587,197
Total Equity	65,472	53,788	237,980
Net cash from operating activities	40,509	33,028	37,945
AFP TRUST			
Cash	394	298	202
Total assets	22,240	33,264	34,912
Interest Bearing Liabilities	12,165	17,044	15,780
Total Liabilities	12,681	19,924	21,881
Total Equity	9,559	13,340	13,031
Net cash from operating activities	746	1,001	2,245
EMPLOYEES (equivalent FTE)			
DIA	70	74	66
ASA	14	14	14
TCA	1	1	1
Total ADG	85	89	81

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