

NOTICE OF 2019 ANNUAL MEETING

Notice is given that the Annual Meeting of shareholders of Port of Tauranga Limited will be held at Trustpower Baypark, 81 Truman Lane, Mount Maunganui, and online at www.virtualmeeting.co.nz/pot19 on Friday 25 October 2019 commencing at 1.00pm.

BUSINESS AND AGENDA OF THE MEETING:

- CHAIR'S ADDRESS
- CHIEF EXECUTIVE'S ADDRESS
- RECEIVE AND CONSIDER ANNUAL REPORT

To receive and consider the Annual Report of the Company for the year ended 30 June 2019, including the audit report and financial statements.

- ORDINARY RESOLUTIONS

To consider and if thought fit, to pass the following ordinary resolutions:

1 Re-election of Directors

The Directors advise that:

Messrs Kimmitt Rowland Ellis and Alastair Roderick Lawrence will retire at the meeting, and being eligible offer themselves for re-election. Accordingly, it is proposed to consider, and if thought fit, to:

- (a) re-elect Mr Kimmitt Rowland Ellis; and
- (b) re-elect Mr Alastair Roderick Lawrence;

as Directors of the Company, in each case by separate ordinary resolution of the shareholders (refer to Explanatory Note 1).

2 Increase in Directors' Remuneration

That the Directors' fees pool be increased by \$30,000, from \$750,000 to \$780,000 per annum, with the aggregate amount payable to all Directors of the Company for their services as Directors of the Company, to be divided amongst the Directors as the Board may determine (refer to Explanatory Note 2).

3 Auditors

To record the reappointment of the Audit Office as Auditors of the Company pursuant to section 19 of the Port Companies Act 1988 and to authorise Directors to fix the Auditor's remuneration for the ensuing year.

4 Special Resolution – Constitution

The shareholders resolve as a special resolution, that the Company's existing Constitution be revoked and the revised Constitution in the manner described in the Explanatory Notes (refer to Explanatory Note 3) be adopted as the Company's new Constitution.



- **GENERAL BUSINESS AND SHAREHOLDER QUESTIONS**

Questions for the Annual Meeting:

Shareholders are invited to submit written questions prior to the Annual Meeting. Questions can be submitted online by going to <https://investorcentre.linkmarketservices.co.nz/voting/POT> and completing the online validation process. Alternatively, shareholders can complete the question section on the Proxy Form and return to Link Market Services. Questions will need to be submitted before Wednesday 23 October 2019. The Board will address and answer questions at the Annual Meeting.

By order of the Board



Steve Gray
COMPANY SECRETARY

NOTE:

The resolutions required for agenda item numbers 1 to 3 are ordinary resolutions. An ordinary resolution requires at least 50% of the votes of shareholders entitled to vote and voting on the resolution to be cast in favour of the resolution.

Resolution item number 4 is proposed as a special resolution and to be passed, requires approval by a majority of 75% of votes of shareholders who are entitled to vote on the resolution and exercise their right to vote.

INVITATION:

At the conclusion of the Annual Meeting, afternoon tea will be served. We invite all shareholders to participate in a Port tour at the conclusion. Transport will be provided outside of the function room.

Due to new security regulations, anyone wishing to partake in the port tour must provide photo identification (eg drivers licence or passport).

PROXIES: A shareholder entitled to attend and vote, may appoint a proxy or, in the case of a corporate shareholder, a representative, to attend and vote on his/her behalf. The proxy or representative you appoint need not necessarily be a shareholder of the Company. A form of appointment is enclosed. Address for proxies: Link Market Services Limited, PO Box 91976, Victoria Street West, Auckland 1142, New Zealand. A proxy and the power of attorney or other authority, if any, under which it is signed, or a copy of that power or authority certified by a Notary Public, must be deposited or mailed to be received at the address specified above not later than 1.00pm on Wednesday 23 October 2019.

Shareholders are also able to vote electronically as per the **attached** "Voting Instructions for Shareholders".

EXPLANATORY NOTES

1 Re-election of Directors

Under the new NZX Listing Rule 2.7.1, a Director must not hold office past the later of three years and the third annual meeting after their appointment without being re-elected by shareholders. The Directors to retire, being Kimmitt Rowland Ellis and Alastair Roderick Lawrence, are required to retire from office at the Annual Meeting. Both of these Directors are eligible and are therefore offering themselves for re-election at the Annual Meeting with the unanimous support of the Board.

The Board has determined that both Directors are considered independent as defined in the NZX Listing Rules.

Details of the two Directors are available on our website: <http://www.port-auranga.co.nz/about-port-of-auranga/board-directors>

2 Increase in Directors' Remuneration

The resolution proposes an increase in the total pool of Directors' fees by \$30,000 (4%) from \$750,000 to \$780,000 per annum. The last Directors' fee increase was in 2017 as no fees increase was sought in 2018. The proposed 4% increase is in line with inflation over the last two years and is also aligned with the increase applied to Executives' remuneration over the same period.

3 Special Resolution – Constitution

To comply with the new NZX Listing Rules, the Company needs to amend its Constitution. A copy of Port of Tauranga Limited's existing Constitution and a marked-up copy tracking all proposed changes to the existing Constitution can be viewed on Port of Tauranga Limited's website at: <http://www.port-auranga.co.nz/about-port-of-auranga/corporate-governance>

The key proposed amendments, all of which reflect changes in the new NZX Listing Rules, are as follows:

- Director rotation – clause 27.1: the new Listing Rules now provide that a Director must not hold office (without re-election) past the third annual meeting following that Directors' appointment or three years, whichever is the longer.
- Managing Director clauses 42 and 43 removed: these clauses have been deleted as they concern the concept of a "Managing Director" which has been removed from the new Listing Rules.
- Voting by poll: under the new NZX Listing Rules, voting must be conducted by poll.

Voting Restrictions: Resolution 2

In accordance with the voting restrictions in the Listing Rules and the Company's Constitution, no vote may be cast by the Directors or any of their respective associated persons (as defined in the Listing Rules) in favour of Resolution 2. A Director, or an associated person of a Director, who has been appointed as proxy or representative for another shareholder who is not disqualified from voting in favour of Resolution 2 may exercise that vote only in accordance with the express instructions of that shareholder given in the proxy form. A Director, or an associated person of a Director, may not exercise any discretionary proxy votes in favour of Resolution 2.

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Voting Instructions for Shareholders

Shareholders can vote in the following ways:

- 1 **Attend the meeting in person** – bring your Proxy Form to the meeting as the barcode is required to assist with your registration. Shareholders who wish to vote using their mobile phone during the meeting can download the LinkVote App from the Apple App Store or Google Play Store. The LinkVote App is available for download prior to the Meeting.
- 2 **Attend the meeting online** - Shareholders can attend the Meeting virtually via the online platform at www.virtualmeeting.co.nz/pot19. You will require your CSN/Holder Number for verification purposes. More information regarding online attendance at the Meeting (including how to vote and ask questions during the Meeting) is available in the Virtual Annual Meeting Online Portal Guide, which is available at www.linkissuers.co.nz/virtualmeeting.
- 3 **Appoint a person as your proxy** – complete the Proxy Form including how you wish them to vote and mail back to our registry, Link Market Services Limited (Link) before 1.00pm Wednesday 23 October 2019. Your appointed proxy will receive the voting paper upon registration at the meeting.
- 4 **Electronic proxy appointments** – To appoint your proxy electronically you need go to the website of our registry, <https://investorcentre.linkmarketservices.co.nz/voting/POT> and follow the prompts to complete your proxy appointment. You will be required to enter your CSN/Holder Number and Authorisation Code (FIN). Electronic voting will close at 1.00pm on Wednesday 23 October 2019.

Each method of voting and the way to use the form enclosed with this Notice of Meeting are explained in detail below. Please read this section carefully. Choose only one voting option.

Full details on how to return your Proxy Form/s to the registry is available at the end of this section.

1 IF YOU WISH TO ATTEND AND VOTE DURING THE ANNUAL MEETING:

Attendance in person

If you wish to **attend the meeting**, you must register at the registration desk prior to entering the meeting. The registration and poll will be managed by our registry, Link.

Please bring your Proxy Form with you to the meeting to present at the registration desk as the **barcode on your form is required to assist with your registration**.

Upon registration you will receive a separate voting card to complete and mark the way you wish to vote at the time that each poll is put to the meeting by the Chairperson. Once the voting is completed, Link will collect your voting cards from you. Shareholders who wish to vote using their mobile phone during the meeting can download the LinkVote App from the Apple App Store or Google Play Store. The LinkVote App is available for download prior to the Meeting.

Attendance online

If you wish to **attend the meeting online**, please go to www.virtualmeeting.co.nz/pot19. You will require your CSN/Holder Number for verification purposes. More information regarding online attendance at the Meeting (including how to vote and ask questions during the Meeting) is available in the Virtual Annual Meeting Online Portal Guide, which is available at www.linkissuers.co.nz/virtualmeeting.

2 IF YOU WISH TO APPOINT A PROXY TO ATTEND THE ANNUAL MEETING AND VOTE ON YOUR BEHALF:

(a) Appointing a Proxy by Mail

If you wish to appoint another person as your proxy, you will need to complete your enclosed Proxy Form.

Please read the information on your Proxy Form carefully. Insert the name of the person you wish to appoint in the area provided. Complete the voting boxes by indicating on the Proxy Form how you wish the proxy to vote.

If you return the Proxy Form without indicating how you wish to vote, your proxy will vote as s/he sees fit or abstain from voting.

Please advise your proxy that s/he must register at the registration desk prior to entering the meeting room to obtain the necessary voting papers to vote on your behalf.

The Proxy/Representative Form must be completed, signed and received by Link, no later than 1.00pm Wednesday 23 October 2019.

(b) Appointing a Proxy Electronically

You can appoint your proxy electronically. To appoint your proxy electronically you need to go to the website of our registry, <https://investorcentre.linkmarketservices.co.nz/voting/POT> and follow the prompts. You will be required to enter your CSN/Holder Number and Authorisation Code (FIN).

You will be required to select or enter the name of the person who you wish to nominate as your proxy in the required field and specify how you wish your proxy to vote on your behalf.

Please advise your proxy that s/he must register at the registration desk prior to entering the meeting room to obtain the necessary voting papers to vote on your behalf.

Electronic proxy appointments and voting will close at 1.00pm on Wednesday 23 October 2019.

YOU CAN RETURN YOUR PROXY FORM TO OUR REGISTRY, LINK, IN ONE OF THE FOLLOWING WAYS:

- **mail** it to Link in the reply-paid envelope provided, or
- **address** it to Link Market Services Limited, PO Box 91976, Victoria Street West, Auckland 1142, New Zealand, or
- **deliver** it to Link Market Services Limited, Level 11, Deloitte Centre, 80 Queen Street, Auckland, or
- **fax** it to +64 9 375 5990, or
- **scan and email** it to meetings@linkmarketservices.co.nz (please put the words "POT Proxy Form" in the subject line for easy identification), or
- **vote online** as per the instructions in the section above.

The Proxy Form must be received by Link no later than 1.00pm Wednesday 23 October 2019, which is 48 hours prior to the meeting, to be valid.

If you have any questions regarding the voting, please contact the Link helpline on (phone) 09 375 5998.

PLEASE NOTE THAT ALL SHAREHOLDERS / PROXY HOLDERS / VISITORS OR ANY OTHER PERSON(S) WHO WISH TO ATTEND PORT OF TAURANGA LIMITED'S ANNUAL MEETING, MUST REGISTER AT THE REGISTRATION DESK PRIOR TO ENTERING THE MEETING ROOM.

PLEASE CHOOSE ONLY ONE VOTING OPTION.