



PORT OF TAURANGA LIMITED

NOMINATION COMMITTEE CHARTER

1 Purpose

The purpose of the Nomination Committee (Committee) of Port of Tauranga Limited (POTL) is to assist the Board to review Board composition, performance and succession planning. This includes the identifying, evaluating and recommending of candidates for the Board.

2 Objectives

The objectives of the Committee include:

- 2.1 reviewing the size, diversity and composition of the Board;
- 2.2 reviewing Board succession plans;
- 2.3 identifying and evaluating Board candidates and recommending to the Board, individuals for Board appointment/shareholder election;
- 2.4 developing the appropriate process for evaluation of the performance of the Board and its Committees, and the Chair;
- 2.5 making annual determinations on the independence status of all Directors in accordance with NZX Listing Rules; and
- 2.6 ensuring letters of engagement are in place for all Directors.

3 Composition of the Committee

The Committee shall comprise the full Board. The Chair of the Board shall be the Chair of the Committee.

4 Meetings

The Committee will meet at least once each year, and at such additional times as the Chair of the Committee shall decide in order to fulfil its duties. The proceedings of all meetings should be minuted.

An agenda and any supporting documentation will be circulated to members of the Committee in advance of each meeting. The Chair of the Committee will report on the deliberations of each meeting of the Committee to the subsequent Board Meeting. Where practicable, copies of agreed minutes of the Committee will be circulated to all Directors.

The quorum for a meeting of the Committee will be three members.

In addition to the members of the Committee, any other Directors wishing to be present are entitled to attend Committee Meetings.

The Committee may extend an invitation to any person to attend all or part of any meeting which it considers appropriate. In particular, the Committee may meet with external advisers, any executive or other employee, and may do so with or without management present.

5 Authority

The Committee is authorised to:

- seek any information it requires in order to perform its duties, from any employee of POTL; and
- obtain, at POTL's expense, external legal or other professional advice on any matter within its charter.

In making approaches to candidates for the Board, the Committee will give due consideration to the appointment of external professional consultants to identify and initially screen candidates based on a set of criteria developed by the Committee as appropriate for the needs of the Board.

The Committee will make recommendations to the Board on all matters requiring a decision by the Board. The Committee does not have the power or authority to make a decision for the Board's name or on its behalf unless all Board Members are present and vote at the Committee Meeting.

6 Duties and Responsibilities

6.1 Board Appointments and Performance

In assisting the Board, the Committee will:

- 6.1.1 assess the necessary and desirable competencies of Directors;
- 6.1.2 ensure the Directors have the appropriate mix of competencies to enable the Board to discharge its responsibilities effectively;
- 6.1.3 ensure that Directors have access to appropriate continuing education to update and enhance their skills and knowledge;
- 6.1.4 develop Board succession plans to ensure an appropriate balance of skills, experience and expertise is maintained;
- 6.1.5 make recommendations to the Board relating to the appointment and retirement of Directors;

- 6.1.6 review the time commitment required from Directors and whether Directors are meeting that commitment; and
- 6.1.7 ensure there is a regular Board performance review.

In reviewing the composition of the Board, the Committee will consider the term served by Directors to ensure that, over time, new Directors are appointed to challenge existing approaches and to incorporate new ideas and energy.

6.2 Procedure for Nomination and Appointment of Directors to the Board

The Committee shall be responsible for recommending to the Board candidates for election as Directors.

In considering potential candidates, the Committee will undertake appropriate checks on the candidate including checks as to the candidate's character, experience, education, criminal record and bankruptcy history.

In selecting and recommending the appointment of new Directors, the Committee will ensure that the candidate has the appropriate range of skills, experience and expertise that will best complement Board effectiveness.

In addition, any candidate must confirm that they have the necessary time to devote to their POTL Board position. In support of this confirmation, the candidate must provide the Committee with details of other commitments and an indication of time involved.

It is the Committee's responsibility to ensure that all material information regarding the candidate, including negative information, is considered. The Committee shall consider whether the candidate would be an "Independent Director", as outlined in the Board Charter.

If the candidate is standing for the first time, the Committee must also consider any material adverse information revealed by the Background Checks, or, if the candidate is being re-elected, information about the term of office served by the Director.

The Committee must ensure that key information about the candidate is available to be provided to shareholders in order to assist shareholders in their decision as to whether or not to elect or re-elect the candidate. Key information includes:

- 6.2.1 biographical details;
- 6.2.2 relevant skills and experience; and
- 6.2.3 other material directorships held.

6.3 Directors' Induction Programme

The Committee should encourage each new Director to undertake an Induction Programme which enables them to gain an understanding of:

6.3.1 the port industry and POTL's operations;

6.3.2 POTL's financial, strategic, operational and risk management position;

6.3.3 their rights, duties and responsibilities; and

6.3.4 the role of Board Committees.

6.4 Committee Membership

When it is considered appropriate, the Committee is to review the composition of Committees and submit recommendations to the Board for changes to those Committees.

6.5 Other

The Committee will consider any other matters referred to the Committee by the Board.

6.6 Reporting

The Committee will report on its meetings to the Board.

6.7 Committee Performance

The Committee shall undertake an evaluation of its performance to determine whether it is functioning effectively, once each year.

7 Review

The Committee's Charter will be reviewed annually.