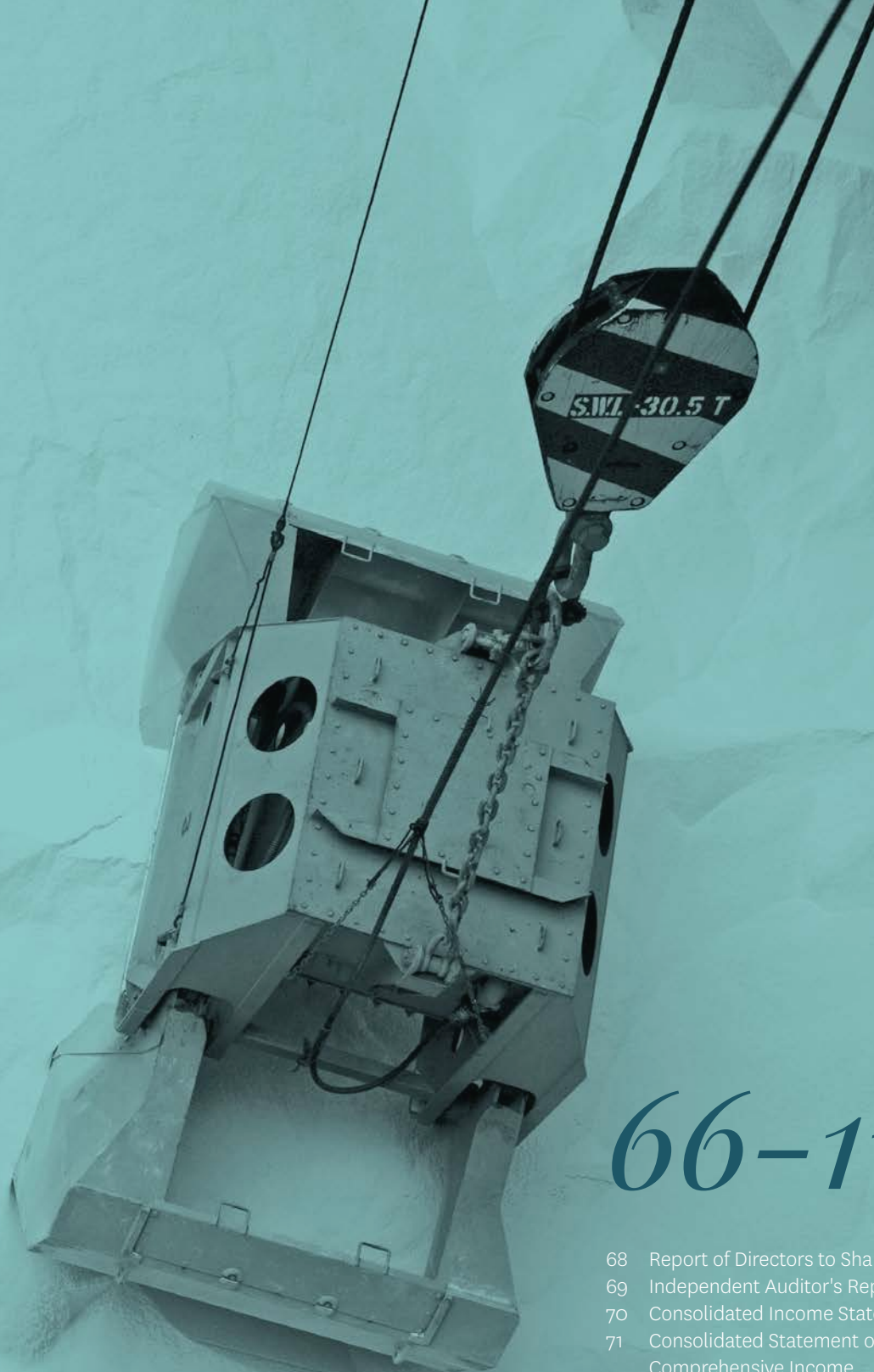


# FINANCIAL STATEMENTS

*Annual  
Report  
2016*

—

—  
*For the Year Ended 30 June 2016:  
Port of Tauranga Limited and Subsidiaries*



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# Report of Directors to Shareholders

For the Year Ended 30 June 2016: Port of Tauranga Limited

Your Directors take pleasure in presenting their Annual Report including the financial statements of the Company and its subsidiaries for the year ended 30 June 2016.

The report includes all information required to be disclosed under the Companies Act 1993 and by NZX.

## ACTIVITIES

The Company operates a port located at Tauranga with an inland port located in Auckland (MetroPort). The main activities undertaken are:

- wharf facilities;
- back up land for the storage and transit of import and export cargo;
- berthage;
- cranes;
- tug and pilotage services for exporters, importers and shipping companies;
- leasing of land and buildings; and
- a container terminal.

On 28 July 2000 Port of Tauranga entered a joint venture with Northland Port Corporation (NZ) Limited (now Marsden Maritime Holdings Limited) to operate a port at Marsden Point which trades as Northport Limited.

Northport Limited has formed a 50:50 venture company (North Tugz Limited) with Ports of Auckland Limited to undertake towage operations within the Whangarei harbour, in particular, providing marine services at Marsden Point.

Port of Tauranga purchased 100% of Quality Marshalling (Mount Maunganui) Limited on 31 January 2013. Quality Marshalling sold its log marshalling activities in May 2016. It provides container terminal services at Timaru and operates the rail siding at the Tauranga Terminal.

On 29 November 2013 Port of Tauranga Limited purchased a 50% shareholding in PrimePort Timaru Limited. PrimePort operates the bulk port and marine fleet, as well as leases the container terminal to Timaru Container Terminal Limited.

On 29 November 2013 Port of Tauranga Limited acquired a 100% shareholding in Timaru Container Terminal Limited, a newly formed company that leases and operates the container terminal at PrimePort Timaru and an inland port at Rolleston. On 1 August 2014 Port of Tauranga Limited sold 49.9% of its shareholding in Timaru Container Terminal Limited to Kotahi.

On 27 May 2014 PortConnect Limited, a 50:50 joint venture company with Ports of Auckland Limited, was set up to operate an online cargo management system, connecting ports to their logistics companies.

On 1 May 2015 Port of Tauranga Limited formed a 50:50 joint venture named the Coda Group Limited Partnership (Coda Group) with freight and logistics management company Kotahi Limited Partnership (Kotahi). Port of Tauranga Limited contributed the assets of Tapper Transport, MetroPack and their 37.5% shareholding in MetroBox. The joint venture is designed to create leaner, more efficient pathways to and from distribution centres and key New Zealand ports. The Coda Group comprises two operating subsidiaries, Coda Services Limited Partnership (Coda Services) and Coda Operations Limited Partnership (Coda Operations).

## RESULTS

Underlying surplus after tax for the year was \$77.314 million (2015: \$79.007 million).

Equity of the Group at year end totalled \$885.684 million, compared with the 2015 year end total of \$887.550 million.

Total net interest bearing debt at year end was \$308.420 million, compared with \$287.379 million in 2015.

## DIVIDENDS

An interim dividend on shares of 23.0 cents per share was paid during the year.

Directors have approved a final dividend of 30.0 cents per share and a special dividend of 25.0 cents per share. The final dividend will be paid on Friday 7 October 2016 to all shareholders on the Company's register at the close of business on Friday 23 September 2016. A solvency certificate has been completed in support of the dividend resolution.

All dividends are fully imputed. Non resident shareholders will receive an additional amount under the foreign investor tax credit regime in lieu of imputation credits.

## DIRECTORS

Messrs Baylis and Ellis are retiring by rotation and are seeking re-election, at the Annual Meeting on Thursday 20 October 2016.

## AUDITORS

Under section 19 of the Port Companies Act 1988, the Audit Office is the Auditor of the Company. The Audit Office has appointed, pursuant to section 32 of the Public Audit Act 2001, the firm of KPMG to undertake the audit on its behalf.

The amount paid as audit fees and for other services provided by the Auditors is set out in the accounts.

For and on behalf of the Board of Directors



Chair



Director

18 August 2016

***Independent Auditor's Report***  
**TO THE SHAREHOLDERS OF PORT OF TAURANGA LIMITED GROUP**  
**REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2016**



The Auditor-General is the auditor of Port of Tauranga Limited Group (the Group). The Auditor-General has appointed me, Glenn Keaney, using the staff and resources of KPMG, to carry out the audit of the consolidated financial statements (the financial statements) of the Group consisting of Port of Tauranga Limited and its subsidiaries and other controlled entities, on her behalf.

#### **OPINION**

We have audited the financial statements of the Group on pages 70 to 103, that comprise the statement of financial position as at 30 June 2016, the income statement, statement of comprehensive income, statement of changes in equity and statement of cash flows for the year ended on that date and the notes to the financial statements that include accounting policies and other explanatory information.

In our opinion, the financial statements of the Group:

- present fairly, in all material respects:
  - its financial position as at 30 June 2016; and
  - its financial performance and cash flows for the year then ended; and
- comply with generally accepted accounting practice in New Zealand in accordance with New Zealand equivalents to International Financial Reporting Standards.

Our audit was completed on 18 August 2016. This is the date at which our opinion is expressed.

The basis of our opinion is explained below. In addition, we outline the responsibilities of the Board of Directors and our responsibilities, and explain our independence.

#### **BASIS OF OPINION**

We carried out our audit in accordance with the Auditor-General's Auditing Standards, which incorporate the International Standards on Auditing (New Zealand). Those standards require that we comply with ethical requirements and plan and carry out our audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

Material misstatements are differences or omissions of amounts and disclosures that, in our judgement, are likely to influence shareholders' overall understanding of the financial statements. If we had found material misstatements that were not corrected, we would have referred to them in our opinion.

An audit involves carrying out procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgement, including our assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the preparation of the Group's financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

An audit also involves evaluating:

- the appropriateness of accounting policies used and whether they have been consistently applied;
- the reasonableness of the significant accounting estimates and judgements made by the Board of Directors;
- the adequacy of the disclosures in the financial statements; and
- the overall presentation of the financial statements.

We did not examine every transaction, nor do we guarantee complete accuracy of the financial statements. Also, we did not evaluate the security and controls over the electronic publication of the financial statements.

We believe we have obtained sufficient and appropriate audit evidence to provide a basis for our audit opinion.

#### **RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

The Board of Directors is responsible for the preparation and fair presentation of financial statements for the Group that comply with generally accepted accounting practice in New Zealand.

The Board of Directors' responsibilities arise from the Port Companies Act 1988 and the Financial Markets Conduct Act 2013.

The Board of Directors is also responsible for such internal control as it determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. The Board of Directors is also responsible for the publication of the financial statements, whether in printed or electronic form.

#### **RESPONSIBILITIES OF THE AUDITOR**

We are responsible for expressing an independent opinion on the financial statements and reporting that opinion to you based on our audit. Our responsibility arises from the Public Audit Act 2001.

#### **INDEPENDENCE**

When carrying out the audit we followed the independence requirements of the Auditor-General, which incorporate the independence requirements of the External Reporting Board.

In addition to the audit we have carried out assignments in the area of security assessment which are compatible with those independence requirements. Other than this assignment, we have no relationship with or interests in the Group.

Glenn Keaney  
KPMG

On behalf of the Auditor-General  
Tauranga, New Zealand

## Consolidated Income Statement

For the Year Ended 30 June 2016: Port of Tauranga Limited and Subsidiaries

	Note	2016 NZ\$000	2015 NZ\$000
<b>Total operating revenue</b>	5	<b>245,521</b>	268,460
Contracted services for port operations		(52,700)	(45,159)
Contracted services for transport operations		0	(6,648)
Employee benefit expenses	6	(32,101)	(42,662)
Direct fuel and power expenses		(6,995)	(10,032)
Maintenance of property, plant and equipment		(10,021)	(15,026)
Other expenses		(13,961)	(16,441)
<b>Operating expenses</b>		<b>(115,778)</b>	(135,968)
<b>Results from operating activities</b>		<b>129,743</b>	132,492
Depreciation and amortisation	11, 13	(23,722)	(23,238)
Reversal of impairment/(impairment) of property, plant and equipment		(30)	160
Impairment of property, plant and equipment on revaluation	3	0	(1,876)
		(23,752)	(24,954)
<b>Operating profit before finance costs and taxation</b>		<b>105,991</b>	107,538
Finance income	8	666	2,259
Finance expenses	8	(17,006)	(17,092)
<b>Net finance costs</b>	8	<b>(16,340)</b>	(14,833)
Share of profit from Equity Accounted Investees	15	13,437	10,298
Net gain on disposal of investments	3	0	8,609
Impairment of goodwill	3, 13	0	(6,221)
		13,437	12,686
<b>Profit before income tax</b>		<b>103,088</b>	105,391
Income tax expense	9	(25,774)	(26,243)
<b>Profit for the period</b>		<b>77,314</b>	79,148
Basic and diluted earnings per share (cents)	18	<b>56.8</b>	58.2
<b>Supplementary (Non Statutory) Disclosure</b>			
<b>Underlying Profit After Tax</b>			
Underlying profit after tax is presented to allow readers to make a more meaningful comparison of the Group's profit after removing one-off and non operational items.			
Underlying profit after tax	3	<b>77,314</b>	79,007
Underlying earnings per share (cents)	18	<b>56.8</b>	58.1

These statements are to be read in conjunction with the notes on pages 76 to 103.



## Consolidated Statement of Comprehensive Income

For the Year Ended 30 June 2016: Port of Tauranga Limited and Subsidiaries

	2016 NZ\$000	2015 NZ\$000
Profit for the period	77,314	79,148
<b>Other comprehensive income</b>		
Items that may be reclassified to profit or loss:		
Cash flow hedge – changes in fair value*	(9,198)	(4,584)
Cash flow hedge – reclassified to profit or loss*	2,126	1,624
Changes in cash flow hedges transferred to property, plant and equipment, net of tax*	(452)	461
Share of net change in cash flow hedge reserves of Equity Accounted Investees	(395)	(269)
Items that will never be reclassified to profit or loss:		
Impairment of property, plant and equipment taken to revaluation reserve, net of tax	(459)	0
Asset revaluation, net of tax*	0	67,587
Share of net change in revaluation reserve of Equity Accounted Investees	(57)	(328)
Total other comprehensive income	(8,435)	64,491
<b>Total comprehensive income</b>	<b>68,879</b>	<b>143,639</b>

\*Net of tax effect as disclosed in notes 9 and 10.

These statements are to be read in conjunction with the notes on pages 76 to 103.

## Consolidated Statement of Changes in Equity

For the Year Ended 30 June 2016: Port of Tauranga Limited and Subsidiaries

	Share Capital NZ\$000	Share Based Payment Reserve NZ\$000	Hedging Reserve NZ\$000	Revaluation Reserve NZ\$000	Retained Earnings NZ\$000	Total Equity NZ\$000
<b>Balance at 30 June 2014</b>	<b>68,397</b>	<b>0</b>	<b>(3,686)</b>	<b>598,897</b>	<b>148,811</b>	<b>812,419</b>
Profit for the period	0	0	0	0	79,148	79,148
Other comprehensive income	0	0	(2,768)	67,259	0	64,491
<b>Total comprehensive income</b>	<b>0</b>	<b>0</b>	<b>(2,768)</b>	<b>67,259</b>	<b>79,148</b>	<b>143,639</b>
Increase/(decrease) in share capital	(130)	0	0	0	0	(130)
Dividends paid during the period (refer to note 17)	0	0	0	0	(69,419)	(69,419)
Equity settled share based payment accrual	0	1,041	0	0	0	1,041
<b>Total transactions with owners in their capacity as owners</b>	<b>(130)</b>	<b>1,041</b>	<b>0</b>	<b>0</b>	<b>(69,419)</b>	<b>(68,508)</b>
<b>Balance at 30 June 2015</b>	<b>68,267</b>	<b>1,041</b>	<b>(6,454)</b>	<b>666,156</b>	<b>158,540</b>	<b>887,550</b>
Profit for the period	0	0	0	0	77,314	77,314
Other comprehensive income	0	0	(7,919)	(516)	0	(8,435)
<b>Total comprehensive income</b>	<b>0</b>	<b>0</b>	<b>(7,919)</b>	<b>(516)</b>	<b>77,314</b>	<b>68,879</b>
Increase/(decrease) in share capital	(5)	0	0	0	0	(5)
Dividends paid during the period (refer to note 17)	0	0	0	0	(72,142)	(72,142)
Equity settled share based payment accrual	0	1,402	0	0	0	1,402
<b>Total transactions with owners in their capacity as owners</b>	<b>(5)</b>	<b>1,402</b>	<b>0</b>	<b>0</b>	<b>(72,142)</b>	<b>(70,745)</b>
<b>Balance at 30 June 2016</b>	<b>68,262</b>	<b>2,443</b>	<b>(14,373)</b>	<b>665,640</b>	<b>163,712</b>	<b>885,684</b>

These statements are to be read in conjunction with the notes on pages 76 to 103.

# Consolidated Statement of Financial Position

As at 30 June 2016: Port of Tauranga Limited and Subsidiaries

	Note	2016 NZ\$000	2015 NZ\$000
<b>Assets</b>			
Property, plant and equipment	11	1,127,386	1,097,401
Intangible assets	13	18,426	21,357
Derivative financial instruments	20	0	280
Investments in Equity Accounted Investees	15	123,290	118,972
Receivables		46	0
<b>Total non current assets</b>		<b>1,269,148</b>	<b>1,238,010</b>
Cash and cash equivalents		11,580	17,918
Receivables and prepayments	16	41,546	39,489
Derivative financial instruments	20	0	1,066
Inventories		93	535
<b>Total current assets</b>		<b>53,219</b>	<b>59,008</b>
<b>Total assets</b>		<b>1,322,367</b>	<b>1,297,018</b>
<b>Equity</b>			
Share capital	17	68,262	68,267
Share based payment reserve		2,443	1,041
Hedging reserve		(14,373)	(6,454)
Revaluation reserve		665,640	666,156
Retained earnings		163,712	158,540
<b>Total equity attributable to owners of the Parent Company</b>		<b>885,684</b>	<b>887,550</b>
<b>Total equity</b>		<b>885,684</b>	<b>887,550</b>
<b>Liabilities</b>			
Loans and borrowings	19	130,200	125,065
Derivative financial instruments	20	17,063	8,384
Provisions	23	1,627	1,607
Deferred tax liabilities	10	55,408	60,357
<b>Total non current liabilities</b>		<b>204,298</b>	<b>195,413</b>
Loans and borrowings	19	190,000	180,297
Deferred consideration		0	500
Derivative financial instruments	20	1,438	977
Trade and other payables	22	30,107	20,242
Provisions	23	2,293	2,120
Income tax payable		8,547	9,919
<b>Total current liabilities</b>		<b>232,385</b>	<b>214,055</b>
<b>Total liabilities</b>		<b>436,683</b>	<b>409,468</b>
<b>Total equity and liabilities</b>		<b>1,322,367</b>	<b>1,297,018</b>
<b>Net tangible assets per share (dollars per share)</b>		<b>6.37</b>	<b>6.36</b>

For and on behalf of the Board of Directors who authorised these financial statements for issue on 18 August 2016.



Chair



Director

These statements are to be read in conjunction with the notes on pages 76 to 103.



## Consolidated Statement of Cash Flows

For the Year Ended 30 June 2016: Port of Tauranga Limited and Subsidiaries

	Note	2016 NZ\$000	2015 NZ\$000
<b>Cash flows from operating activities</b>			
Receipts from customers		248,342	270,150
Interest received		666	740
Payments to suppliers and employees		(115,737)	(135,470)
Taxes paid		(28,991)	(28,886)
Interest paid		(16,211)	(15,980)
<b>Net cash inflow from operating activities</b>		<b>88,069</b>	<b>90,554</b>
<b>Cash flows from investing activities</b>			
Proceeds from sale of property, plant and equipment		11,040	512
Proceeds from sale of marshallings operations (excluding property, plant and equipment)		3,120	0
Proceeds from disposal of Equity Accounted Investee		0	167
Finance lease payments received, including interest		6	2,116
Repayment of advances from Equity Accounted Investees	16	600	0
Dividends from Equity Accounted Investees	15	8,667	8,504
Purchase of property, plant and equipment		(58,863)	(54,327)
Purchase of computer software assets	13	(434)	(196)
Cash transferred to Coda Operations Limited Partnership on disposal of Subsidiary operations		0	(929)
Purchase of Equity Accounted Investees		0	(3,829)
Interest capitalised on property, plant and equipment		(933)	(350)
Payments under finance leases, including interest		0	(197)
Advances to Equity Accounted Investee		0	(6,180)
Payment of deferred and contingent consideration		(500)	0
<b>Total net cash used in investing activities</b>		<b>(37,297)</b>	<b>(54,709)</b>
<b>Cash flows from financing activities</b>			
Proceeds from borrowings		15,157	95,180
Proceeds from close out of foreign exchange derivative		222	0
Dividends paid		(72,142)	(69,419)
Repayment of borrowings		0	(45,000)
Repurchase of shares in the Parent Company		(347)	(248)
<b>Net cash used in financing activities</b>		<b>(57,110)</b>	<b>(19,487)</b>
<b>Net (decrease)/increase in cash held</b>		<b>(6,338)</b>	<b>16,358</b>
Add opening cash brought forward		17,918	1,560
<b>Ending cash and cash equivalents</b>		<b>11,580</b>	<b>17,918</b>

These statements are to be read in conjunction with the notes on pages 76 to 103.

## Reconciliation of Profit After Taxation to Cash Flows from Operating Activities

For the Year Ended 30 June 2016: Port of Tauranga Limited and Subsidiaries

	Note	2016 NZ\$000	2015 NZ\$000
<b>Profit after taxation</b>		<b>77,314</b>	79,148
Items classified as investing/financing activities:			
Finance lease interest revenue	8	(2)	(258)
Finance lease interest expense		0	101
Gain on sale of property, plant and equipment	5	(495)	(95)
		<b>(497)</b>	(252)
Add/(less) non cash items and non operating items:			
Depreciation	11	23,175	22,189
Amortisation expense	13	547	1,049
Decrease in deferred taxation expense	10	(1,845)	(3,282)
Ineffective portion of change in fair value of cash flow hedge		180	(1,261)
Effective portion of change in fair value of ineffective cash flow hedges taken to property, plant and equipment		0	640
Additional provisions net of reversals		0	(546)
Share of surpluses retained by Equity Accounted Investees	15	(13,437)	(10,277)
Impairment of property, plant and equipment		30	(160)
Share based payment reserve		1,402	1,041
Impairment of property, plant and equipment on revaluation		0	1,876
Net gain on disposal of investments		0	(8,609)
Impairment of goodwill		0	6,221
Increase in impairment of trade receivables		0	(29)
		<b>10,052</b>	8,852
Add/(less) movements in working capital:			
Change in trade receivables and prepayments		(2,813)	(4,748)
Change in inventories		444	473
Change in income tax payable		(1,375)	108
Change in trade and other payables		4,944	6,973
		<b>1,200</b>	2,806
<b>Net cash flows from operating activities</b>		<b>88,069</b>	90,554

These statements are to be read in conjunction with the notes on pages 76 to 103.

# Notes to the Consolidated Financial Statements

For the Year Ended 30 June 2016: Port of Tauranga Limited and Subsidiaries

## 1 COMPANY INFORMATION

### Reporting Entity

Port of Tauranga Limited (referred to as the Parent Company), is New Zealand's largest port and natural freight gateway to and from international markets for many of New Zealand's businesses. The Parent Company carries out business through the provision of wharf facilities, land and buildings, for the storage and transit of import and export cargo, berthage, cranes, tugs and pilot services for customers.

Port of Tauranga Limited is the most integrated port in the country, as it holds investments in other New Zealand ports and logistic companies.

The Parent Company is a company domiciled in New Zealand, and registered under the Companies Act 1993 and listed on the New Zealand Stock Exchange (NZX). The Parent Company is a Financial Markets Conduct (FMC) reporting entity for the purposes of the Financial Reporting Act 2013 and Financial Markets Conduct Act 2013. The financial statements comply with these Acts.

The financial statements of the Group for the year ended 30 June 2016 comprise the Parent Company and its Subsidiaries (together referred to as the Group) and the Group's interest in Equity Accounted Investees.

In accordance with the Financial Markets Conduct Act 2013, where a reporting entity prepares consolidated financial statements, parent company disclosures are not required.

## 2 BASIS OF PREPARATION

### Statement of Compliance and Basis of Preparation

These financial statements comply with New Zealand Equivalents to International Financial Reporting Standards (NZ IFRS), and other applicable Financial Reporting Standards, as appropriate for Tier 1 for-profit entities. They also comply with International Financial Reporting Standards.

The financial statements are prepared on the historical cost basis except for the following assets and liabilities which are stated at their fair value: derivative financial instruments, land, buildings, harbour improvements, and wharves and hardstanding.

These financial statements are presented in New Zealand Dollars (NZ\$), which is the Group's functional currency. All financial information presented in New Zealand Dollars has been rounded to the nearest thousand.

Significant accounting policies that are relevant to an understanding of the financial statements are provided throughout the notes to the financial statements.

### Accounting Estimates and Judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have a significant effect on the amount recognised in the financial statements, are detailed below:

- valuation of land, buildings, harbour improvements, and wharves and hardstanding (refer to note 11);
- assessment of control in relation to Equity Accounted Investees (refer to note 15);
- valuation of financial instruments (refer to note 21);
- impairment assessment of intangible assets (refer to note 13); and
- valuation of provisions (refer to note 23).

### Fair Value Hierarchy

Assets and liabilities measured at fair value are classified according to the following levels:

- *Level 1:* quoted prices (unadjusted) in active markets for identical assets or liabilities.
- *Level 2:* inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (prices) or indirectly (derived from prices).
- *Level 3:* inputs for the asset or liability that are not based on observable market data (unobservable inputs).

### New and Amended Accounting Standards Adopted

The following new standard has been early adopted and applied in preparing these financial statements.

- **Disclosure Initiative (Amendments to NZ IAS 1)**  
This standard was issued in February 2015, and applies for reporting periods beginning on or after 1 January 2016. The early adoption of these amendments only affects the presentation and disclosure of the financial statements.
- **NZ IFRS 15 Revenue From Contracts With Customers**  
This standard was issued by the International Accounting Standards Board (IASB) on 28 May 2014. The standard replaces NZ IAS 11 *Construction Contracts*, NZ IAS 18 *Revenue*, IFRS Interpretations Committee (IFRIC) 13 *Customer Loyalty Programmes*, IFRIC 15 *Agreements for the Construction of Real Estate*, IFRIC 18 *Transfer of Assets from Customers* and Standards Interpretations Committee (SIC) 31 *Revenue – Barter Transactions Involving Advertising Services*. The change has had no significant impact on the measurement of the Group's revenue.

## 2 BASIS OF PREPARATION (CONTINUED)

### New Accounting Standards and Interpretations Not Yet Adopted

The following standards and interpretations which are considered relevant to the Group but not yet effective for the year ended 30 June 2016 have not been applied in preparing these financial statements:

- NZ IFRS 9 Financial Instruments**  
 This standard becomes mandatory for the Group's 2019 consolidated financial statements and could change the classification and measurement of financial assets. Management is currently in the process of evaluating the potential effect of the adoption of NZ IFRS 9.
- NZ IFRS 16 Leases**  
 This standard becomes mandatory for the Group's 2020 consolidated financial statements and removes the classification of leases as either operating or finance leases for the lease, effectively treating all leases as finance leases. Management is currently in the process of evaluating the potential effect of the adoption of NZ IFRS 16.

## 3 UNDERLYING PROFIT AFTER TAX (NON STATUTORY DISCLOSURE)

	2016 NZ\$000	2015 NZ\$000
<b>Profit after tax</b>	<b>77,314</b>	79,148
<b>Disposal of investments</b>	<b>0</b>	(8,609)
<b>Profit and loss impact of revaluation of property, plant and equipment</b>		
Impairment of property, plant and equipment on revaluation	0	1,876
Tax effect of impairment of property, plant and equipment on revaluation	0	(297)
<b>Total</b>	<b>0</b>	1,579
<b>Impairment of goodwill</b>		
Impairment of goodwill in Quality Marshalling (Mount Maunganui) Limited	0	6,221
Impairment of goodwill in MetroBox Limited	0	668
<b>Total</b>	<b>0</b>	6,889
<b>Total underlying profit after tax</b>	<b>77,314</b>	79,007

## 4 SEGMENTAL REPORTING

### Operating Segments

The Group determines and presents operating segments based on the information that is internally provided to the Chief Executive, who is the Group's Chief Operating Decision Maker (CODM).

The Group operates in three primary reportable segments, being:

- Port Operations:** This consists of providing and managing port services, and cargo handling facilities through the Port of Tauranga and MetroPort. The Port's terminal and bulk operations have been aggregated together within the Port Operations Segment, due to the similarities in economic characteristics, customers, nature of products and processes, and risks.
- Property Services:** This consists of managing and maintaining the Port's property assets.
- Marshalling Services:** This consists of the contracted terminal operations, stevedoring, marshalling and scaling activities of Quality Marshalling (Mount Maunganui) Limited (Quality Marshalling).

The three primary business segments are managed separately as they provide different services to customers and have their own operational and marketing requirements.

In 2015 the Group also operated an additional segment – Transport Services – which consisted of the road transport and freight handling activities, of Tapper Transport Limited, Tapper SIP Limited and MetroPack Limited. The operations of the Transport Services Segment were disposed of on 1 May 2015.

The remaining activities of the Group are not allocated to individual business segments. Due to the significant shared cost base of the Port, operating costs, measures of profitability, assets and liabilities are aggregated and are not reported to the CODM at a segmental level, but rather at a port level, as all business decisions are made at a "whole port level".

# Notes to the Consolidated Financial Statements

For the Year Ended 30 June 2016: Port of Tauranga Limited and Subsidiaries

## 4 SEGMENTAL REPORTING (CONTINUED)

The Group operates in one geographical area, that being New Zealand.

The Group segment results are as follows:

2016	Port Operations NZ\$000	Property Services NZ\$000	Marshalling Services NZ\$000	Unallocated <sup>(1)</sup> NZ\$000	Group NZ\$000
<b>Total segment revenue (external)</b>	<b>207,948</b>	<b>24,679</b>	<b>12,399</b>	<b>0</b>	<b>245,026</b>
Share of profit from Equity Accounted Investees	0	0	0	13,437	13,437
Interest income	0	0	6	660	666
Other income	0	0	407	88	495
Interest expense	0	0	0	(17,006)	(17,006)
Depreciation and amortisation expense	0	0	(2,163)	(21,559)	(23,722)
Other unallocated expenditure	0	0	(8,775)	(107,033)	(115,808)
Income tax expense	0	0	(499)	(25,275)	(25,774)
<b>Total segment result</b>	<b>207,948</b>	<b>24,679</b>	<b>1,375</b>	<b>(156,688)</b>	<b>77,314</b>

<sup>(1)</sup> Operating costs are not allocated to individual business segments within the Parent Company. Unallocated includes results for Equity Accounted Investees.

2015	Port Operations NZ\$000	Property Services NZ\$000	Marshalling Services NZ\$000	Transport <sup>(1)</sup> Services NZ\$000	Unallocated <sup>(2)</sup> NZ\$000	Group NZ\$000
<b>Total segment revenue (external)</b>	<b>200,135</b>	<b>23,538</b>	<b>12,493</b>	<b>32,199</b>	<b>0</b>	<b>268,365</b>
Share of profit from Equity Accounted Investees	0	0	0	0	10,298	10,298
Transactions relating to the formation of Coda Group	0	0	0	0	3,878	3,878
Fair value gain recognised on the sale of 49.9% shareholding in Subsidiary	0	0	0	0	4,731	4,731
Impairment of property, plant and equipment on revaluation	0	0	0	0	(1,876)	(1,876)
Impairment of Subsidiary	0	0	0	0	(6,221)	(6,221)
Interest income	0	0	0	9	989	998
Other income	0	0	83	0	12	95
Interest expense	0	0	0	(101)	(16,991)	(17,092)
Depreciation and amortisation expense	(5)	0	(2,247)	(1,983)	(19,003)	(23,238)
Other unallocated expenditure	(436)	0	(9,532)	(26,811)	(97,768)	(134,547)
Income tax expense	(3)	0	(166)	(1,037)	(25,037)	(26,243)
<b>Total segment result</b>	<b>199,691</b>	<b>23,538</b>	<b>631</b>	<b>2,276</b>	<b>(146,988)</b>	<b>79,148</b>

<sup>(1)</sup> The operations of the Transport Services Segment were disposed of on 1 May 2015.

<sup>(2)</sup> Operating costs are not allocated to individual business segments within the Parent Company. Unallocated includes results for Equity Accounted Investees.

## 5 OPERATING REVENUE

	2016 NZ\$000	2015 NZ\$000
<b>Revenue</b>		
Port services revenue	207,948	200,135
Rental revenue	24,679	23,538
Marshalling services revenue	12,399	12,493
Transport services revenue	0	32,199
<b>Total revenue</b>	<b>245,026</b>	<b>268,365</b>
<b>Other income</b>		
Gain on sale of property, plant and equipment	495	95
<b>Total other income</b>	<b>495</b>	<b>95</b>
<b>Total operating revenue</b>	<b>245,521</b>	<b>268,460</b>

Policies	
	Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities. Revenue is shown, net of GST, rebates and discounts. Revenue is recognised as follows:
	<ul style="list-style-type: none"> <li>• <i>Port services, marshalling services and transport services revenues:</i> are recognised when the related service is performed. If at reporting date, the service is in progress, then the portion performed, determined using the percentage completion method, is recognised in the current year.</li> <li>• <i>Rental revenue:</i> from property leased under operating leases is recognised in the income statement on a straight line basis over the term of the lease. Lease incentives provided are recognised as an integral part of the total lease income, over the term of the lease.</li> </ul>

## 6 EMPLOYEE BENEFIT EXPENSES

	2016 NZ\$000	2015 NZ\$000
Wages and salaries	30,738	40,784
ACC levy	20	439
KiwiSaver contribution	1,027	1,220
Medical subsidy	316	219
<b>Total employee benefit expenses</b>	<b>32,101</b>	<b>42,662</b>



# Notes to the Consolidated Financial Statements

For the Year Ended 30 June 2016: Port of Tauranga Limited and Subsidiaries

## 7 OTHER EXPENSES

The following items of expenditure are included in other expenses:

	2016 NZ\$000	2015 NZ\$000
Operating lease payments	1,496	3,880
Directors' fees	514	506
Auditors fees:		
Audit fees paid to principal auditor	133	164
Review of half year financial statements	12	13
Fees paid for other services provided by the principal auditor:		
Accounting advisory	0	76
Payments data analysis review	0	22
Security assessment and awareness	23	0

## 8 FINANCIAL INCOME AND EXPENSE

	2016 NZ\$000	2015 NZ\$000
Interest on finance lease	2	258
Interest income on bank deposits	664	740
Ineffective portion of changes in fair value of cash flow hedges	0	1,261
<b>Finance income</b>	<b>666</b>	<b>2,259</b>
Interest expense on borrowings	(17,730)	(17,291)
Less:		
Interest capitalised to property, plant and equipment	933	350
	<b>(16,797)</b>	<b>(16,941)</b>
Interest on finance leases	0	(101)
Interest on deferred consideration	(29)	(50)
Ineffective portion of changes in fair value of cash flow hedges	(180)	0
<b>Finance expenses</b>	<b>(17,006)</b>	<b>(17,092)</b>
<b>Total net finance costs</b>	<b>(16,340)</b>	<b>(14,833)</b>

<b>Policies</b>	<p>Finance income comprises interest income on bank deposits, finance lease interest and gains on hedging instruments that are recognised in the income statement. Interest income is recognised as it accrues, using the effective interest method. Finance lease interest is recognised over the term of the lease using the net investment method, which reflects a constant periodic rate of return.</p> <p>Finance expenses comprise interest expense on borrowings, finance lease interest expense, unwinding of the discount of provisions and losses on hedging instruments that are recognised in the income statement. Except for interest capitalised directly attributable to the purchase or construction of qualifying assets, all borrowing costs are recognised in the income statement using the effective interest method.</p>
<b>Capitalised Interest</b>	The average weighted interest rate for interest capitalised to property, plant and equipment, was 5.35% for the current period (2015: 5.36%).

## 9 INCOME TAX

### Components of Tax Expense

	2016 NZ\$000	2015 NZ\$000
<b>Profit before income tax for the period</b>	<b>103,088</b>	105,391
Income tax on the surplus for the period at 28.0 cents	<b>28,865</b>	29,509
Tax effect of amounts which are non deductible/(taxable) in calculating taxable income:		
Net gain on disposal of investments	<b>0</b>	(2,411)
Share of Equity Accounted Investees after tax income, excluding Coda Group	<b>(2,918)</b>	(2,883)
Impairment of goodwill	<b>0</b>	1,742
Other	<b>(173)</b>	286
<b>Total income tax expense</b>	<b>25,774</b>	26,243
The income tax expense is represented by:		
<b>Current tax expense</b>		
Tax payable in respect of the current period	<b>27,477</b>	29,460
Adjustment for prior period	<b>142</b>	65
<b>Total current tax expense</b>	<b>27,619</b>	29,525
<b>Deferred tax expense</b>		
Adjustment for prior period	<b>43</b>	(64)
Origination/reversal of temporary differences	<b>(1,888)</b>	(3,218)
<b>Total deferred tax expense (refer to note 10)</b>	<b>(1,845)</b>	(3,282)
<b>Total income tax expense</b>	<b>25,774</b>	26,243

Income tax recognised in other comprehensive income:

	2016 NZ\$000	2015 NZ\$000
Impairment of property, plant and equipment	<b>(178)</b>	0
Revaluation of property, plant and equipment	<b>0</b>	15,808
Cash flow hedges	<b>(2,926)</b>	(971)
<b>Total income tax recognised in other comprehensive income (refer to note 10)</b>	<b>(3,104)</b>	14,837

<b>Policies</b>	Income tax expense comprises current and deferred tax, calculated using the rate enacted or substantively enacted at balance date and any adjustments to tax payable in respect to prior years. Income tax expense is recognised in the income statement except to the extent that it relates to items recognised in other comprehensive income or equity.
<b>Imputation Credits</b>	Total imputation credits available for use in subsequent reporting periods are \$59.094 million at 30 June 2016 (2015: \$67.943 million).

# Notes to the Consolidated Financial Statements

For the Year Ended 30 June 2016: Port of Tauranga Limited and Subsidiaries

## 10 DEFERRED TAXATION

	Assets		Liabilities		Net	
	2016 NZ\$000	2015 NZ\$000	2016 NZ\$000	2015 NZ\$000	2016 NZ\$000	2015 NZ\$000
<b>Deferred tax (asset)/liability</b>						
Property, plant and equipment	0	0	61,788	63,675	61,788	63,675
Intangible assets	0	0	422	354	422	354
Finance lease receivables	0	0	2	0	2	0
Derivatives	(5,310)	(2,384)	0	0	(5,310)	(2,384)
Provisions and accruals	(1,494)	(1,288)	0	0	(1,494)	(1,288)
<b>Total</b>	<b>(6,804)</b>	<b>(3,672)</b>	<b>62,212</b>	<b>64,029</b>	<b>55,408</b>	<b>60,357</b>

	Derecognised in the Statement of Financial Position on the Sale of 49.9% Shareholding in Subsidiary		Recognised in the Income Statement		Recognised in Other Comprehensive Income	
	2016 NZ\$000	2015 NZ\$000	2016 NZ\$000	2015 NZ\$000	2016 NZ\$000	2015 NZ\$000
Property, plant and equipment	0	84	(1,709)	(2,484)	(178)	15,808
Intangible assets	0	0	68	(497)	0	0
Finance lease receivables	0	0	2	(520)	0	0
Derivatives	0	0	0	0	(2,926)	(971)
Trade receivables	0	0	0	8	0	0
Provisions and accruals	0	0	(206)	201	0	0
Finance lease payables	0	0	0	10	0	0
<b>Total</b>	<b>0</b>	<b>84</b>	<b>(1,845)</b>	<b>(3,282)</b>	<b>(3,104)</b>	<b>14,837</b>

<b>Policies</b>	<p>Deferred tax is recognised on temporary differences that arise between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.</p> <p>Deferred tax is not recognised for the initial recognition of goodwill.</p> <p>Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse.</p> <p>A deferred tax asset is recognised only to the extent it is probable it will be utilised.</p> <p>Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.</p>
<b>Unrecognised Tax Losses or Temporary Differences</b>	<p>There are no material unrecognised income tax losses or temporary differences carried forward. There are no material unrecognised temporary differences associated with the Group's investments in Subsidiaries or Equity Accounted Investees.</p>

**11 PROPERTY, PLANT AND EQUIPMENT**

	Freehold Land NZ\$000	Freehold Buildings NZ\$000	Wharves and Hardstanding NZ\$000	Harbour Improvements NZ\$000	Plant and Equipment NZ\$000	Work in Progress NZ\$000	<b>Total NZ\$000</b>
<b>Gross carrying amount:</b>							
Balance at 1 July 2014	477,895	84,886	217,587	122,755	183,738	5,027	<b>1,091,888</b>
Additions	27	333	0	1,152	5,919	48,596	<b>56,027</b>
Disposals	0	(3,371)	0	0	(17,036)	(58)	<b>(20,465)</b>
Transfers from work in progress	15,059	685	4,058	796	11,206	(31,804)	<b>0</b>
Transferred to intangible assets (refer to note 13)	0	0	0	0	0	(238)	<b>(238)</b>
Transfers to profit or loss	0	0	0	0	0	(103)	<b>(103)</b>
Transfers between asset classes	(2,100)	2,100	0	0	0	0	<b>0</b>
Derecognised on the sale of 49.9% shareholding in Subsidiary	0	0	0	0	(913)	0	<b>(913)</b>
Revaluation	25,934	(2,476)	30,146	(4,697)	0	0	<b>48,907</b>
<b>Balance at 30 June 2015</b>	<b>516,815</b>	<b>82,157</b>	<b>251,791</b>	<b>120,006</b>	<b>182,914</b>	<b>21,420</b>	<b>1,175,103</b>
Balance at 1 July 2015	516,815	82,157	251,791	120,006	182,914	21,420	<b>1,175,103</b>
Additions	43	12	117	16	1,734	62,737	<b>64,659</b>
Disposals	0	(246)	0	0	(21,222)	0	<b>(21,468)</b>
Transfers from work in progress	0	624	9,746	1,074	18,983	(30,427)	<b>0</b>
Transferred to intangible assets (refer to note 13)	0	0	0	0	0	(349)	<b>(349)</b>
<b>Balance at 30 June 2016</b>	<b>516,858</b>	<b>82,547</b>	<b>261,654</b>	<b>121,096</b>	<b>182,409</b>	<b>53,381</b>	<b>1,217,945</b>
<b>Accumulated depreciation and impairment:</b>							
Balance at 1 July 2014	0	(3,950)	(14,120)	(3,152)	(71,924)	0	<b>(93,146)</b>
Depreciation expense	0	(2,317)	(7,604)	(1,740)	(10,528)	0	<b>(22,189)</b>
Reversal of impairment	0	0	0	0	160	0	<b>160</b>
Disposals	0	216	0	0	4,603	0	<b>4,819</b>
Derecognised on the sale of 49.9% shareholding in Subsidiary	0	0	0	0	42	0	<b>42</b>
Revaluation	0	5,996	21,724	4,892	0	0	<b>32,612</b>
<b>Balance at 30 June 2015</b>	<b>0</b>	<b>(55)</b>	<b>0</b>	<b>0</b>	<b>(77,647)</b>	<b>0</b>	<b>(77,702)</b>
Balance at 1 July 2015	0	(55)	0	0	(77,647)	0	<b>(77,702)</b>
Depreciation expense	0	(3,283)	(8,757)	(1,519)	(9,616)	0	<b>(23,175)</b>
Impairment	0	(637)	0	0	(30)	0	<b>(667)</b>
Disposals	0	53	0	0	10,932	0	<b>10,985</b>
<b>Balance at 30 June 2016</b>	<b>0</b>	<b>(3,922)</b>	<b>(8,757)</b>	<b>(1,519)</b>	<b>(76,361)</b>	<b>0</b>	<b>(90,559)</b>
<b>Carrying amounts:</b>							
<b>Total net book value as at 30 June 2015</b>	<b>516,815</b>	<b>82,102</b>	<b>251,791</b>	<b>120,006</b>	<b>105,267</b>	<b>21,420</b>	<b>1,097,401</b>
<b>Total net book value as at 30 June 2016</b>	<b>516,858</b>	<b>78,625</b>	<b>252,897</b>	<b>119,577</b>	<b>106,048</b>	<b>53,381</b>	<b>1,127,386</b>

# Notes to the Consolidated Financial Statements

For the Year Ended 30 June 2016: Port of Tauranga Limited and Subsidiaries

## 11 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

For each revalued class of property, plant and equipment, the notional carrying amount that would have been recognised, had the assets been carried under the cost model, would be:

	2016 Notional Carrying Amount NZ\$000	2015 Notional Carrying Amount NZ\$000
Freehold land	117,748	117,705
Freehold buildings	54,324	57,849
Wharves and hardstanding	92,958	88,729
Harbour improvements	28,534	28,814
<b>Total notional carrying amount</b>	<b>293,564</b>	<b>293,097</b>

<b>Policies</b>	<p>Property, plant and equipment is initially measured at cost, and subsequently stated at either fair value or cost, less depreciation and any impairment losses.</p> <p>Subsequent expenditure that increases the economic benefits derived from the asset is capitalised.</p> <p>Land, buildings, harbour improvements, and wharves and hardstanding are measured at fair value, based upon periodic valuations by external independent valuers.</p> <p>Depreciation of property, plant and equipment, other than freehold land and capital dredging (included within harbour improvements), is calculated on a straight line basis and expensed over their estimated useful lives.</p> <p>Major useful lives are:</p> <table style="margin-left: 20px;"> <tbody> <tr> <td>Freehold buildings</td> <td>33 to 85 years</td> </tr> <tr> <td>Maintenance dredging</td> <td>3 years</td> </tr> <tr> <td>Wharves</td> <td>10 to 60 years</td> </tr> <tr> <td>Wharf rocks</td> <td>150 to 200 years</td> </tr> <tr> <td>Wharf piles</td> <td>60 to 130 years</td> </tr> <tr> <td>Basecourse</td> <td>50 years</td> </tr> <tr> <td>Asphalt</td> <td>15 years</td> </tr> <tr> <td>Gantry cranes</td> <td>10 to 40 years</td> </tr> <tr> <td>Floating plant</td> <td>10 to 25 years</td> </tr> <tr> <td>Other plant and equipment</td> <td>5 to 25 years</td> </tr> <tr> <td>Electronic equipment</td> <td>3 to 5 years</td> </tr> </tbody> </table> <p>Capital and maintenance dredging are held as harbour improvements. Capital dredging has an indefinite useful life and is not depreciated as the channel is maintained via maintenance dredging to its original depth and contours. Maintenance dredging is depreciated over three years.</p> <p>Work in progress relates to self constructed assets or assets that are being acquired which are under construction at balance date. Once the asset is fit for intended service, it is transferred to the appropriate asset class and depreciation commences. Software developed undertaken as part of a project is transferred to intangibles on completion.</p> <p>An item of property, plant and equipment is derecognised when it is sold or otherwise disposed of, or when its use is expected to bring no future economic benefit. Upon disposal or derecognition, any revaluation reserve relating to the particular asset being disposed or derecognised is transferred to retained earnings.</p>	Freehold buildings	33 to 85 years	Maintenance dredging	3 years	Wharves	10 to 60 years	Wharf rocks	150 to 200 years	Wharf piles	60 to 130 years	Basecourse	50 years	Asphalt	15 years	Gantry cranes	10 to 40 years	Floating plant	10 to 25 years	Other plant and equipment	5 to 25 years	Electronic equipment	3 to 5 years
Freehold buildings	33 to 85 years																						
Maintenance dredging	3 years																						
Wharves	10 to 60 years																						
Wharf rocks	150 to 200 years																						
Wharf piles	60 to 130 years																						
Basecourse	50 years																						
Asphalt	15 years																						
Gantry cranes	10 to 40 years																						
Floating plant	10 to 25 years																						
Other plant and equipment	5 to 25 years																						
Electronic equipment	3 to 5 years																						
<b>Restriction on Title</b>	An area of 8,000 square metres of land located between the Sulphur Point wharves and the Parliamentary approved reclamation does not have formal title. Actions are being taken to resolve the issue and obtain title. The resolution lies with the Government.																						
<b>Security</b>	Certain items of property, plant and equipment have been pledged as security against certain loans and borrowings of the Group (refer to note 19).																						
<b>Occupation of Foreshore</b>	The Parent Company holds consent to occupy areas of the Coastal Marine Area to enable the management and operation of port related commercial undertakings that it acquired under the Port Companies Act 1988. The consented area includes a 10 metre radius around navigation aids and a strip from 30 to 60 metres wide along the extent of the wharf areas at both Sulphur Point and Mount Maunganui.																						
<b>Capital Commitments</b>	The estimated capital expenditure for property, plant and equipment contracted for at balance date but not provided for is \$40.150 million (2015: \$23.798 million).																						

## 11 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

### Judgements

All land, buildings, harbour improvements, and wharves and hardstanding, have been revalued to fair value, being market value, for non specialised assets and depreciated replacement cost (DRC) for specialised assets. The last valuation was carried out as at 30 June 2015 by Opus International Consultants Limited (wharves and hardstanding, and harbour improvements), Preston Rowe Paterson Tauranga Pty Limited, CBRE Limited and Colliers International New Zealand Limited (land and buildings).

The fair value measurement has been categorised as a level 3 fair value based on the inputs for the assets which are not based on observable market data (unobservable inputs), (refer to note 2 for fair value measurement hierarchy).

Wharves and hardstanding, and harbour improvements assets owned by the Parent Company are classified as specialised assets and have accordingly been valued on a depreciated replacement cost basis.

The significant assumptions applied in the valuation of these assets are:

- *Replacement unit cost – replacement unit costs were calculated taking into account:*
  - Port of Tauranga Limited's historic cost data including any recent competitively tendered construction works.
  - Published cost information.
  - The Opus construction cost database.
  - Long run price trends.
  - Historic costs adjusted for changes in price levels.
  - An allowance which has been included for costs directly attributable to bringing assets into working condition, management costs and the financing cost of capital held over construction period.
- *Depreciation – the calculated remaining lives of assets were reviewed, taking into account:*
  - Observed and reported condition, performance and utilisation of the asset.
  - Expected changes in technology.
  - Consideration of current use, age and operational demand.
  - Discussions with the Parent Company's operational officers.
  - Opus Consultants in-house experience from other infrastructure valuations.
  - Residual values.
- *Highest and best use of land:* Subject to relevant local authority's zoning regulations.
- *Current market expectations:* This is based on yield and recent local sales.
- *Market value of buildings:* This is made on a depreciated replacement cost basis with that assessment compared against actual or likely market rental capitalised at an appropriate rate of return between 5% and 10%.
- *Current occupancy rates of premises.*
- *Future Port plans:* The impact of major building relocation and demolition planned by the Parent Company to facilitate better utilisation of the wharf areas, including the prospect of increased berthage at Sulphur Point.
- *No restriction of title:* Valuation is made on the assumption that having no legal title to the Tauranga harbour foreshore does not impact on the value of the Parent Company's assets.



## Notes to the Consolidated Financial Statements

For the Year Ended 30 June 2016: Port of Tauranga Limited and Subsidiaries

### 12 OPERATING LEASES

#### Operating Leases Where the Group is the Lessor

Included in the financial statements are land, buildings, and plant and equipment, leased to customers under operating leases.

	2016 Valuation NZ\$000	2016 Accumulated Depreciation NZ\$000	2015 Valuation NZ\$000	2015 Accumulated Depreciation NZ\$000
Land	267,109	0	236,772	0
Buildings	47,904	2,123	51,662	0
<b>Total</b>	<b>315,013</b>	<b>2,123</b>	<b>288,434</b>	<b>0</b>

Future minimum lease receivables from non cancellable operating leases where the Group is the lessor are as follows:

	2016 NZ\$000	2015 NZ\$000
Within one year	13,673	16,768
One year to two years	12,779	17,161
Two years to five years	14,120	17,264
Greater than five years	13,800	18,522
<b>Total</b>	<b>54,372</b>	<b>69,715</b>

#### Policies

Where the Group is the Lessor, assets leased under operating leases are included in property, plant and equipment, in the statements of financial position, as appropriate.

Payments and receivables made under operating leases are recognised in the income statement on a straight line basis over the term of the lease.

Lease incentives are recognised as an integral part of the total lease expense, over the term of the lease.

## 13 INTANGIBLE ASSETS

	Goodwill NZ\$000	Computer Software NZ\$000	Rail Services Agreement NZ\$000	Total NZ\$000				
<b>Cost:</b>								
Balance at 1 July 2014	38,444	10,104	10,000	58,548				
Additions	0	196	0	196				
Disposals	0	(3,576)	0	(3,576)				
Transfers from work in progress (refer to note 11)	0	238	0	238				
Impairment	(6,221)	0	0	(6,221)				
Transport Services Segment goodwill derecognised	(13,613)	0	0	(13,613)				
<b>Balance at 30 June 2015</b>	<b>18,610</b>	<b>6,962</b>	<b>10,000</b>	<b>35,572</b>				
Balance at 1 July 2015	18,610	6,962	10,000	35,572				
Additions	0	434	0	434				
Disposals	(3,120)	(108)	0	(3,228)				
Transfers from work in progress (refer to note 11)	0	349	0	349				
<b>Balance at 30 June 2016</b>	<b>15,490</b>	<b>7,637</b>	<b>10,000</b>	<b>33,127</b>				
<b>Accumulated amortisation:</b>								
Balance at 1 July 2014	0	(5,994)	(8,681)	(14,675)				
Amortisation expense	0	(711)	(338)	(1,049)				
Disposals	0	1,509	0	1,509				
<b>Balance at 30 June 2015</b>	<b>0</b>	<b>(5,196)</b>	<b>(9,019)</b>	<b>(14,215)</b>				
Balance at 1 July 2015	0	(5,196)	(9,019)	(14,215)				
Amortisation expense	0	(424)	(123)	(547)				
Disposals	0	61	0	61				
<b>Balance at 30 June 2016</b>	<b>0</b>	<b>(5,559)</b>	<b>(9,142)</b>	<b>(14,701)</b>				
<b>Carrying amounts:</b>								
<b>Total net book value 30 June 2015</b>	<b>18,610</b>	<b>1,766</b>	<b>981</b>	<b>21,357</b>				
<b>Total net book value 30 June 2016</b>	<b>15,490</b>	<b>2,078</b>	<b>858</b>	<b>18,426</b>				
<b>Policies</b>	<p>Goodwill that arises upon the acquisition of Subsidiaries is included in intangible assets. The Group measures goodwill as the fair value of consideration transferred, less the fair value of the net identifiable assets and liabilities assumed at acquisition date.</p> <p>Goodwill is measured at cost less accumulated impairment losses.</p> <p>Other intangible assets acquired by the Group, which have finite useful lives, are measured at cost less accumulated amortisation and accumulated impairment losses.</p> <p>The estimated useful lives for the current and comparative periods are as follows:</p> <table border="0"> <tr> <td style="padding-left: 40px;">Rail services agreement</td> <td style="padding-left: 40px;">10 to 15 years</td> </tr> <tr> <td style="padding-left: 40px;">Computer software</td> <td style="padding-left: 40px;">1 to 10 years</td> </tr> </table> <p>The carrying amounts of the Group's intangibles other than goodwill are reviewed at each reporting date to determine whether there is any objective evidence of impairment.</p> <p>Goodwill is tested for impairment annually, based upon the value in use of the cash generating unit to which the goodwill relates. Value in use was determined by discounting five year future cash flows, generated from the continuing use of the units.</p>				Rail services agreement	10 to 15 years	Computer software	1 to 10 years
Rail services agreement	10 to 15 years							
Computer software	1 to 10 years							
<b>Judgements</b>	<p>Goodwill relates to goodwill arising on the acquisition of Quality Marshalling.</p> <p>On 27 May 2016, Quality Marshalling sold its forestry marshalling operations to Qube Logistics Limited. As a result of this transaction \$3.120 million of goodwill relating to forestry marshalling operations has been derecognised.</p> <p>The remaining goodwill was tested for impairment at 30 June 2016 and confirmed that no adjustment was required.</p> <p>For impairment testing the calculation of value in use was based upon the following key assumptions:</p> <ul style="list-style-type: none"> <li>• Cash flows were projected using management forecasts over the five year period.</li> <li>• The anticipated growth rates used in the cash flow projections average 6% over the period.</li> <li>• Terminal cash flows were estimated using a constant growth rate of 2% after year five.</li> <li>• A pre-tax discount rate of 12% was used.</li> </ul>							

## Notes to the Consolidated Financial Statements

For the Year Ended 30 June 2016: Port of Tauranga Limited and Subsidiaries

### 14 INVESTMENTS IN SUBSIDIARIES

Investments in Subsidiaries Comprises:

Name of Entity	Principal Activity	2016 %	2015 %	Balance Date
MetroPack Limited	Entity amalgamated into Parent Company entity	0	100.00	30 June
Port of Tauranga Trustee Company Limited	Holding company for employee share scheme	100.00	100.00	30 June
Quality Marshalling (Mount Maunganui) Limited	Marshalling and terminal operations services	100.00	100.00	30 June
Tapper SIP Limited	Entity amalgamated into Parent Company entity	0	100.00	30 June
Tapper Transport Limited	Entity amalgamated into Parent Company entity	0	100.00	30 June

<b>Policies</b>	<p>Subsidiaries are entities controlled by the Group. Control exists when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. In assessing control, potential voting rights that presently are exercisable, are taken into account. The financial statements of Subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.</p> <p>Intra-group balances, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.</p>
<b>Amalgamation of Subsidiaries</b>	<p>On 30 June 2016 subsidiary shell companies, MetroPack Limited, Tapper SIP Limited and Tapper Transport Limited, were amalgamated into the Parent Company.</p>

## 15 INVESTMENTS IN EQUITY ACCOUNTED INVESTEES

### Investments in Equity Accounted Investees Comprises:

Name of Entity	Principal Activity	2016 %	2015 %	Balance Date
Coda Group Limited Partnership	Freight logistics and warehousing	50.00	50.00	30 June
Northport Limited	Sea port	50.00	50.00	30 June
PortConnect Limited	On line cargo management	50.00	50.00	30 June
PrimePort Timaru Limited	Sea port	50.00	50.00	30 June
Timaru Container Terminal Limited	Sea port	50.10	50.10	30 June
			<b>2016 NZ\$000</b>	2015 NZ\$000
<b>Carrying value of investments in Equity Accounted Investees</b>				
Balance at 1 July			118,972	71,079
Group's share of net profit after tax			13,437	10,298
Group's share of hedging reserve			(395)	(269)
Group's share of revaluation reserve			(57)	(328)
<b>Group's share of total comprehensive income</b>			<b>12,985</b>	9,701
Disposals			0	(3,491)
Purchase of interest in Coda Group Limited Partnership			0	43,285
Group's investment in Timaru Container Terminal Limited			0	5,003
Purchase of shares in MetroBox Limited			0	1,899
Dividends received			(8,667)	(8,504)
<b>Balance at 30 June</b>			<b>123,290</b>	118,972

## Notes to the Consolidated Financial Statements

For the Year Ended 30 June 2016: Port of Tauranga Limited and Subsidiaries

### 15 INVESTMENTS IN EQUITY ACCOUNTED INVESTEES (CONTINUED)

The following table summarises the financial information of individually material Equity Accounted Investees, Northport Limited and Coda Group Limited Partnership, and the combined value of individually immaterial Equity Accounted Investees as included in their own financial statements, adjusted for fair value adjustments at acquisition and differences in accounting policies.

#### Summarised Financial Information of Equity Accounted Investees:

2016	Northport Limited NZ\$000	Coda Group Limited Partnership NZ\$000	Individually Immaterial Equity Accounted Investees NZ\$000	Total NZ\$000
Cash and cash equivalents	321	2,875	2,692	5,888
<b>Total current assets</b>	<b>4,612</b>	<b>23,734</b>	<b>6,989</b>	<b>35,335</b>
<b>Total non current assets</b>	<b>131,548</b>	<b>24,173</b>	<b>84,256</b>	<b>239,977</b>
<b>Total assets</b>	<b>136,160</b>	<b>47,907</b>	<b>91,245</b>	<b>275,312</b>
Current financial liabilities excluding trade and other payables and provisions	1,994	1,588	8,319	11,901
<b>Total current liabilities</b>	<b>6,651</b>	<b>16,758</b>	<b>12,727</b>	<b>36,136</b>
Non current financial liabilities excluding trade and other payables and provisions	36,450	0	27,391	63,841
<b>Total non current liabilities</b>	<b>36,450</b>	<b>0</b>	<b>27,391</b>	<b>63,841</b>
<b>Total liabilities</b>	<b>43,101</b>	<b>16,758</b>	<b>40,118</b>	<b>99,977</b>
<b>Net assets</b>	<b>93,059</b>	<b>31,149</b>	<b>51,127</b>	<b>175,335</b>
<b>Group's share of net assets</b>	<b>46,530</b>	<b>15,575</b>	<b>25,569</b>	<b>87,674</b>
<b>Goodwill acquired on acquisition of Equity Accounted Investees</b>	<b>0</b>	<b>30,754</b>	<b>4,862</b>	<b>35,616</b>
<b>Carrying amount of Equity Accounted Investees</b>	<b>46,530</b>	<b>46,329</b>	<b>30,431</b>	<b>123,290</b>
Revenues	38,829	204,761	29,140	272,730
Depreciation and amortisation	(4,186)	(1,477)	(1,731)	(7,394)
Interest expense	(1,858)	0	(809)	(2,667)
<b>Net profit before tax</b>	<b>22,590</b>	<b>6,026</b>	<b>5,565</b>	<b>34,181</b>
Tax expense	(5,730)	0	(1,525)	(7,255)
<b>Net profit after tax</b>	<b>16,860</b>	<b>6,026</b>	<b>4,040</b>	<b>26,926</b>
Other comprehensive income	(1,464)	0	560	(904)
<b>Total comprehensive income</b>	<b>15,396</b>	<b>6,026</b>	<b>4,600</b>	<b>26,022</b>
<b>Group's share of net profit after tax</b>	<b>8,430</b>	<b>3,013</b>	<b>1,994</b>	<b>13,437</b>
<b>Group's share of total comprehensive income</b>	<b>7,698</b>	<b>3,013</b>	<b>2,274</b>	<b>12,985</b>

15 INVESTMENTS IN EQUITY ACCOUNTED INVESTEEES (CONTINUED)

2015	Northport Limited NZ\$000	Coda Group Limited Partnership NZ\$000	Individually Immaterial Equity Accounted Investees NZ\$000	Total NZ\$000
Cash and cash equivalents	320	1,953	3,167	5,440
<b>Total current assets</b>	<b>4,963</b>	<b>22,465</b>	<b>8,496</b>	<b>35,924</b>
<b>Total non current assets</b>	<b>129,795</b>	<b>22,077</b>	<b>60,440</b>	<b>212,312</b>
<b>Total assets</b>	<b>134,758</b>	<b>44,542</b>	<b>68,936</b>	<b>248,236</b>
Current financial liabilities excluding trade and other payables and provisions	2,698	1,240	8,919	12,857
<b>Total current liabilities</b>	<b>5,624</b>	<b>18,853</b>	<b>13,692</b>	<b>38,169</b>
Non current financial liabilities excluding trade and other payables and provisions	35,442	1,949	7,450	44,841
<b>Total non current liabilities</b>	<b>35,442</b>	<b>1,949</b>	<b>7,450</b>	<b>44,841</b>
<b>Total liabilities</b>	<b>41,066</b>	<b>20,802</b>	<b>21,142</b>	<b>83,010</b>
<b>Net assets</b>	<b>93,692</b>	<b>23,740</b>	<b>47,794</b>	<b>165,226</b>
<b>Group's share of net assets</b>	<b>46,846</b>	<b>11,870</b>	<b>23,897</b>	<b>82,613</b>
<b>Goodwill acquired on acquisition of Equity Accounted Investees</b>	<b>0</b>	<b>31,497</b>	<b>4,862</b>	<b>36,359</b>
<b>Carrying amount of Equity Accounted Investees</b>	<b>46,846</b>	<b>43,367</b>	<b>28,759</b>	<b>118,792</b>
Revenues	36,799	27,943	48,884	113,626
Depreciation and amortisation	(3,939)	(535)	(1,117)	(5,591)
Interest expense	(2,039)	(9)	(97)	(2,145)
<b>Net profit before tax</b>	<b>21,823</b>	<b>164</b>	<b>6,274</b>	<b>28,261</b>
Tax expense	(5,495)	0	(2,149)	(7,644)
<b>Net profit after tax</b>	<b>16,328</b>	<b>164</b>	<b>4,125</b>	<b>20,617</b>
Other comprehensive income	(2,012)	0	818	(1,194)
<b>Total comprehensive income</b>	<b>14,316</b>	<b>164</b>	<b>4,943</b>	<b>19,423</b>
<b>Group's share of net profit after tax</b>	<b>8,164</b>	<b>82</b>	<b>2,052</b>	<b>10,298</b>
<b>Group's share of total comprehensive income</b>	<b>7,158</b>	<b>82</b>	<b>2,461</b>	<b>9,701</b>

<b>Policies</b>	<p>The Group's interests in Equity Accounted Investees comprise interests in Joint Ventures.</p> <p>A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.</p> <p>Equity Accounted Investees are accounted for using the equity method.</p> <p>In respect of Equity Accounted Investees, the carrying amount of goodwill is included in the carrying amount of the investment and not tested for impairment separately.</p>
<b>Tax Treatment of Coda Group</b>	<p>Coda Group is treated as a partnership for tax purposes and is not taxed at the partnership level. Fifty percent of the income and expense flow through the limited partnership to the Parent Company who is then taxed.</p>
<b>Judgements</b>	<p>It has been determined that the Group has joint control over its investees, due to the existence of contractual agreements which require the unanimous consent of the parties sharing control over relevant business activities.</p> <p>The investment in Coda Group was tested for impairment at 30 June 2016 and confirmed that no adjustment was required.</p> <p>For impairment testing the calculation of value in use was based upon the following key assumptions:</p> <ul style="list-style-type: none"> <li>• Cash flows were projected using management forecasts over the five year period.</li> <li>• Terminal cash flows were estimated using a constant growth rate of 2% after year five.</li> <li>• A pre-tax discount of 14% was used.</li> </ul>



## Notes to the Consolidated Financial Statements

For the Year Ended 30 June 2016: Port of Tauranga Limited and Subsidiaries

### 16 RECEIVABLES AND PREPAYMENTS

	2016 NZ\$000	2015 NZ\$000
Trade receivables	30,640	28,696
Less:		
Provision for impairment of trade receivables	0	0
Trade receivables from Equity Accounted Investees and related parties	434	758
	<b>31,074</b>	29,454
Advances to Equity Accounted Investees (refer to note 24)	6,919	7,519
Prepayments and sundry receivables	3,553	2,516
<b>Total receivables and prepayments</b>	<b>41,546</b>	39,489

The ageing of trade receivables at reporting date was:

	2016 NZ\$000	2015 NZ\$000
Not past due	25,841	23,946
Past due 0 – 30 days	3,002	4,030
Past due 30 – 60 days	795	591
Past due 60 – 90 days	454	126
More than 90 days	548	3
<b>Total of ageing of trade receivables</b>	<b>30,640</b>	28,696

<b>Policies</b>	Receivables and prepayments are initially recognised at fair value. They are subsequently measured at amortised cost, and adjusted for impairment losses. Receivables with a short duration are not discounted.
<b>Fair Values</b>	The nominal value less impairment provision of trade receivables are assumed to approximate their fair values due to their short term nature.
<b>Judgements</b>	A provision for impairment is recognised when there is objective evidence that the Group will be unable to collect amounts due. The amount provided for is the difference between the expected recoverable amount and the receivable's carrying value.
<b>Advances to Equity Accounted Investees</b>	The Parent Company makes advances to Equity Accounted Investees for short term funding purposes. These advances are repayable on demand and interest rates charged on these advances are varied.

## 17 EQUITY

### Share Capital

	2016	2015
<b>Ordinary shares issued</b>		
Balance as at 1 July	136,068,776	134,071,596
Shares issued during year	30,640	2,014,460
Shares repurchased by the Group during the year	(22,220)	(17,280)
<b>Balance as at 30 June</b>	<b>136,077,196</b>	<b>136,068,776</b>

### Dividends

The following dividends were declared and paid during the period:

	2016 NZ\$000	2015 NZ\$000
Final 2015 dividend paid 30.0 cents per share (2014: 29.0 cps)	40,835	39,474
Interim 2016 dividend paid 23.0 cents per share (2015: 22.0 cps)	31,307	29,945
<b>Total dividends</b>	<b>72,142</b>	<b>69,419</b>

<b>Policies</b>	<p><i>Capital Management</i></p> <p>The Parent Company's policy is to maintain a strong capital base, which the Group defines as total shareholders' equity, so as to maintain investor, creditor and market confidence, and to sustain the future business development of the Group.</p> <p>The Group has established policies in capital management, including the specific requirements that interest cover is to be maintained at a minimum of three times and that the [debt/(debt + equity)] ratio is to be maintained at a 40% maximum. It is also Group policy that the dividend payout is maintained between a level of between 70% and 100% of profit for the period.</p> <p>The Group has complied with all capital management policies during the reporting periods.</p>
<b>Share Capital</b>	<p>All shares are fully paid and have no par value. All shares rank equally with one vote attached to each fully paid ordinary share.</p> <p>During the year 30,640 shares at \$11.17 per share were issued to employees from the Port of Tauranga Trustee Company Limited as part of the Employee Share Ownership Plan (2015: 14,460 shares at \$8.09 per share). In 2016 nil shares (2015: 2,000,000 shares) were also issued to Kotahi as a 10 year volume rebate.</p> <p>During the year 22,220 shares were repurchased on market and transferred to the Port of Tauranga Trustee Company Limited as part of the Employee Share Ownership Plan (2015: 17,280 shares).</p>
<b>Dividends</b>	<p>The dividends are fully imputed. Supplementary dividends of \$374,868 (2015: \$373,275) were paid to shareholders that are not tax residents in New Zealand, for which the Group received a foreign tax credit entitlement.</p>
<b>Share Based Payment Reserve</b>	<p>On 1 August 2014 the Parent Company issued 2,000,000 shares as a volume rebate to Kotahi as part of a 10 year freight alliance. The shares are subject to a call option allowing the Parent Company to "call" shares back at zero cost if Kotahi fails to meet the volume commitments specified in the 10 year Container Volume Commitment Agreement.</p> <p>The increase in the reserve recognises the shares earned based on containers delivered during the period.</p> <p><i>Equity Settled Share Based Payments</i></p> <p>The grant-date fair value of equity settled share based payments is recognised as a rebate against revenue, with a corresponding increase in equity, over the vesting period. The amount recognised as a rebate is adjusted to reflect the number of awards for which the related service is expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service conditions at the vesting date.</p>
<b>Hedging Reserve</b>	<p>The hedging reserve comprises the effective portion of the cumulative net change in fair value of cash flow hedging instruments, related to hedged transactions that have not yet occurred.</p>
<b>Revaluation Reserve</b>	<p>The revaluation reserve relates to the revaluation of land, buildings, wharves and hardstanding, and harbour improvements.</p>

# Notes to the Consolidated Financial Statements

For the Year Ended 30 June 2016: Port of Tauranga Limited and Subsidiaries

## 18 EARNINGS PER SHARE

	2016	2015
<b>Earnings per share</b>		
Net profit attributable to ordinary shareholders (NZ\$000)	77,314	79,148
Weighted average ordinary shares on issue of the Parent Company	136,116,246	135,946,383
<b>Earnings per share (cents)</b>	<b>56.8</b>	<b>58.2</b>
<b>Underlying earnings per share</b>		
Underlying net profit attributable to ordinary shareholders (NZ\$000)	77,314	79,007
Weighted average ordinary shares on issue of the Parent Company	136,116,246	135,946,383
<b>Underlying earnings per share (cents)</b>	<b>56.8</b>	<b>58.1</b>
<b>Policies</b>	The Group presents basic earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Parent Company by the weighted average number of ordinary shares outstanding for the Parent Company during the period. There are no potential dilutive ordinary shares.	

## 19 LOANS AND BORROWINGS

This note provides information about the contractual terms of the Group's interest bearing loans and borrowings.

2016	Maturity	Coupon	Committed Facilities NZ\$000	Undrawn Facilities NZ\$000	Carrying Value NZ\$000
<b>Non current</b>					
Fixed rate bond – 2 <sup>nd</sup> issue	2021	4.792%	75,000	0	75,000
Standby revolving cash advance facility	2020	Floating	80,000	80,000	0
Fixed rate bond – 1 <sup>st</sup> issue	2019	5.865%	50,000	0	50,000
Standby revolving cash advance facility	2019	Floating	100,000	100,000	0
Standby revolving cash advance facility	2018	Floating	100,000	95,000	5,000
Revolving cash advance facility	2017	Floating	30,000	30,000	0
Advances from employees	Various	0%	0	0	200
<b>Total non current</b>			<b>435,000</b>	<b>305,000</b>	<b>130,200</b>
<b>Current</b>					
Multi option facility	2016	Floating	5,000	5,000	0
Commercial papers	<3 months	Floating	0	0	190,000
<b>Total current</b>			<b>5,000</b>	<b>5,000</b>	<b>190,000</b>
<b>Total</b>			<b>440,000</b>	<b>310,000</b>	<b>320,200</b>

19 **LOANS AND BORROWINGS (CONTINUED)**

2015	Maturity	Coupon	Committed Facilities NZ\$000	Undrawn Facilities NZ\$000	Carrying Value NZ\$000
<b>Non current</b>					
Fixed rate bond – 2 <sup>nd</sup> issue	2021	4.792%	75,000	0	75,000
Fixed rate bond – 1 <sup>st</sup> issue	2019	5.865%	50,000	0	50,000
Standby revolving cash advance facility	2019	Floating	130,000	130,000	0
Standby revolving cash advance facility	2017	Floating	50,000	50,000	0
Revolving cash advance facility	2016	Floating	30,000	30,000	0
Advances from employees	Various	0%	0	0	65
<b>Total non current</b>			<b>335,000</b>	<b>210,000</b>	<b>125,065</b>
<b>Current</b>					
Standby revolving cash advance facility	2016	Floating	100,000	100,000	0
Multi option facility	2015	Floating	5,000	5,000	0
Commercial papers	<3 months	Floating	0	0	180,000
Advances from employees	Various	0%	0	0	297
<b>Total current</b>			<b>105,000</b>	<b>105,000</b>	<b>180,297</b>
<b>Total</b>			<b>440,000</b>	<b>315,000</b>	<b>305,362</b>

<b>Policies</b>	<p>Loans and borrowings are recognised at fair value, plus any directly attributable transaction costs, if the Group becomes a party to the contractual provisions of the instrument. Loans and borrowings are derecognised if the Group's obligations as specified in the contract expire or are discharged or cancelled.</p> <p>Subsequent to initial recognition, loans and borrowings are measured at amortised cost using the effective interest method, less any impairment losses.</p>
<b>Fixed Rate Bonds</b>	<p>The Parent Company has issued two six-year fixed rate bonds, a \$50 million fixed rate bond with a final maturity on 29 October 2019 and a \$75 million fixed rate bond with final maturity on 29 January 2021.</p> <p>The Parent Company incurred costs of \$0.244 million in connection with the issuance of bonds which is being amortised over the term of the bonds.</p>
<b>Commercial Papers</b>	<p>Commercial papers are secured, short term discounted debt instruments issued by the Parent Company for funding requirements as a component of its banking arrangements. The commercial paper programme is fully backed by committed term bank facilities.</p> <p>At 30 June 2016 the Group had \$190.000 million of commercial paper debt that is classified within current liabilities (2015: \$180.000 million). Due to this classification, the Group's current liabilities exceed the Group's current assets. Despite this fact, the Group does not have any liquidity or working capital concerns as a result of the commercial paper debt being interchangeable with direct borrowings within the standby revolving cash advance facility which is a term facility.</p>
<b>Standby Revolving Cash Advance Facility Agreement</b>	<p>The Parent Company has a \$280.000 million (2015: \$280.000 million) financing arrangement with ANZ Bank New Zealand Limited, Bank of New Zealand Limited and the Commonwealth Bank of Australia, New Zealand branch. The facility, which is secured, provides for both direct borrowings and support for issuance of commercial papers.</p>
<b>Revolving Cash Advance Facility</b>	<p>The Parent Company has a \$30.000 million (2015: \$30.000 million) revolving cash advance facility with ANZ Bank New Zealand Limited, used for headroom purposes. The facility expires 13 months after the date of notice given by the Parent Company or ANZ Bank New Zealand Limited.</p>
<b>Security</b>	<p>Bank facilities and fixed rate bonds are secured by way of a ships' mortgage over certain floating plant assets (\$19.271 million, 2015: \$1.981 million), mortgages over the land and building assets (\$595.341 million, 2015: \$598.559 million), and by a general security agreement over the assets of the Parent Company (\$1,286.675 million, 2015: \$1,272.926 million).</p>
<b>Covenants</b>	<p>The Parent Company has complied with all covenants during the reporting periods.</p>
<b>Fair Values</b>	<p>The fair value of fixed rate loans and borrowings is calculated by discounting the future contractual cash flows at current market interest rates that are available for similar financial instruments. The amortised cost of variable rate loans and borrowings is assumed to closely approximate fair value as debt facilities mature every 90 days.</p>
<b>Interest Rates</b>	<p>The average weighted interest rate of interest bearing loans was 3.616% at 30 June 2016 (2015: 4.326%).</p>

# Notes to the Consolidated Financial Statements

For the Year Ended 30 June 2016: Port of Tauranga Limited and Subsidiaries

## 20 DERIVATIVE FINANCIAL INSTRUMENTS

	2016 NZ\$000	2015 NZ\$000
<b>Current assets</b>		
Foreign currency derivatives – cash flow hedges	0	1,066
<b>Total current assets</b>	<b>0</b>	<b>1,066</b>
<b>Non current assets</b>		
Foreign currency derivatives – cash flow hedges	0	280
<b>Total non current assets</b>	<b>0</b>	<b>280</b>
<b>Total assets</b>	<b>0</b>	<b>1,346</b>
<b>Current liabilities</b>		
Foreign currency derivatives – cash flow hedges	(983)	0
Interest rate derivatives – cash flow hedges	(455)	(977)
<b>Total current liabilities</b>	<b>(1,438)</b>	<b>(977)</b>
<b>Non current liabilities</b>		
Interest rate derivatives – cash flow hedges	(17,063)	(8,384)
<b>Total non current liabilities</b>	<b>(17,063)</b>	<b>(8,384)</b>
<b>Total liabilities</b>	<b>(18,501)</b>	<b>(9,361)</b>

<b>Policies</b>	<p>The Group uses derivative financial instruments to hedge its exposure to foreign exchange, commodity and interest rate risks arising from operational, financing and investment activities. In accordance with its Treasury Policy, the Group does not hold or issue derivative financial instruments for trading purposes. However, derivatives that do not qualify for hedge accounting are accounted for as trading instruments.</p> <p>Derivative financial instruments qualifying for hedge accounting are classified as non current if the maturity of the instrument is greater than 12 months from reporting date and current if the instrument matures within 12 months from reporting date. Derivatives accounted for as trading instruments are classified as current.</p> <p>Derivative financial instruments are recognised initially at fair value and transaction costs are expensed immediately. Subsequent to initial recognition, derivative financial instruments are stated at fair value. The gain or loss on remeasurement to fair value is recognised immediately in the income statement. However, where derivatives qualify for hedge accounting, recognition of any resultant gain or loss depends on the nature of the hedging relationship.</p>								
<b>Cash Flow Hedges</b>	<p>Changes in the fair value of the derivative hedging instrument designated as a cash flow hedge are recognised directly in the cash flow hedge reserve to the extent that the hedge is effective. To the extent that the hedge is ineffective, changes in fair value are recognised in the income statement.</p> <p>If the hedging instrument no longer meets the criteria for hedge accounting, expires, or is sold, terminated or exercised, then hedge accounting is discontinued prospectively. The cumulative gain or loss previously recognised in the hedging reserve remains there until the highly probable forecast transaction, upon which the hedging was based, occurs. When the hedged item is a non financial asset, the amount recognised in the hedging reserve is transferred to the carrying amount of the asset when it is recognised. In other cases the amount recognised in the hedging reserve is transferred to the income statement in the same period that the hedged item affects the income statement.</p>								
<b>Fair Values</b>	<p>The fair value of derivatives traded in active markets is based on quoted market prices at the reporting date. The fair value of derivatives that are not traded in active markets (for example over-the-counter derivatives), are determined by using market accepted valuation techniques incorporating observable market data about conditions existing at each reporting date.</p> <p>The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows. The fair value of forward exchange contracts is determined using quoted forward exchange rates at the reporting date.</p> <p>Valuation inputs for valuing derivatives are as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Valuation Input</th> <th style="text-align: left;">Source</th> </tr> </thead> <tbody> <tr> <td>Interest rate forward price curve</td> <td>Published market swap rates</td> </tr> <tr> <td>Foreign exchange forward prices</td> <td>Published spot foreign exchange rates and interest rate differentials</td> </tr> <tr> <td>Discount rate for valuing interest rate and foreign exchange derivatives</td> <td>Published market interest rates as applicable to the remaining life of the instrument adjusted for the credit risk of the counterparty for assets and the credit risk of the Group for liabilities</td> </tr> </tbody> </table> <p>All financial instruments held by the Group and designated fair value are classified as level 2 under the fair value measurement hierarchy (refer to note 2).</p>	Valuation Input	Source	Interest rate forward price curve	Published market swap rates	Foreign exchange forward prices	Published spot foreign exchange rates and interest rate differentials	Discount rate for valuing interest rate and foreign exchange derivatives	Published market interest rates as applicable to the remaining life of the instrument adjusted for the credit risk of the counterparty for assets and the credit risk of the Group for liabilities
Valuation Input	Source								
Interest rate forward price curve	Published market swap rates								
Foreign exchange forward prices	Published spot foreign exchange rates and interest rate differentials								
Discount rate for valuing interest rate and foreign exchange derivatives	Published market interest rates as applicable to the remaining life of the instrument adjusted for the credit risk of the counterparty for assets and the credit risk of the Group for liabilities								

## 21 FINANCIAL INSTRUMENTS

The following tables show the classification, fair value and carrying amount of financial instruments held by the Group at reporting date:

	Designated at Fair Value NZ\$000	Loans and Receivables NZ\$000	Other Amortised Cost NZ\$000	Total Carrying Amount NZ\$000	Fair Value NZ\$000
<b>2016</b>					
<b>Assets</b>					
Receivables	0	46	0	46	46
<b>Total non current assets</b>	<b>0</b>	<b>46</b>	<b>0</b>	<b>46</b>	<b>46</b>
Cash and cash equivalents	0	11,580	0	11,580	11,580
Receivables	0	37,993	0	37,993	37,993
<b>Total current assets</b>	<b>0</b>	<b>49,573</b>	<b>0</b>	<b>49,573</b>	<b>49,573</b>
<b>Total assets</b>	<b>0</b>	<b>49,619</b>	<b>0</b>	<b>49,619</b>	<b>49,619</b>
<b>Liabilities</b>					
Loans and borrowings	0	0	130,200	130,200	139,269
Derivative financial instruments	17,063	0	0	17,063	17,063
<b>Total non current liabilities</b>	<b>17,063</b>	<b>0</b>	<b>130,200</b>	<b>147,263</b>	<b>156,332</b>
Loans and borrowings	0	0	190,000	190,000	190,000
Derivative financial instruments	1,438	0	0	1,438	1,438
Trade and other payables	0	0	10,874	10,874	10,874
<b>Total current liabilities</b>	<b>1,438</b>	<b>0</b>	<b>200,874</b>	<b>202,312</b>	<b>202,312</b>
<b>Total liabilities</b>	<b>18,501</b>	<b>0</b>	<b>331,074</b>	<b>349,575</b>	<b>358,644</b>
<b>2015</b>					
<b>Assets</b>					
Derivative financial instruments	280	0	0	280	280
<b>Total non current assets</b>	<b>280</b>	<b>0</b>	<b>0</b>	<b>280</b>	<b>280</b>
Cash and cash equivalents	0	17,918	0	17,918	17,918
Receivables	0	36,973	0	36,973	36,973
Derivative financial instruments	1,066	0	0	1,066	1,066
<b>Total current assets</b>	<b>1,066</b>	<b>54,891</b>	<b>0</b>	<b>55,957</b>	<b>55,957</b>
<b>Total assets</b>	<b>1,346</b>	<b>54,891</b>	<b>0</b>	<b>56,237</b>	<b>56,237</b>
<b>Liabilities</b>					
Loans and borrowings	0	0	125,065	125,065	128,869
Derivative financial instruments	8,384	0	0	8,384	8,384
<b>Total non current liabilities</b>	<b>8,384</b>	<b>0</b>	<b>125,065</b>	<b>133,449</b>	<b>137,253</b>
Loans and borrowings	0	0	180,297	180,297	180,297
Deferred consideration	0	0	500	500	519
Derivative financial instruments	977	0	0	977	977
Trade and other payables	0	0	7,139	7,139	7,139
<b>Total current liabilities</b>	<b>977</b>	<b>0</b>	<b>187,936</b>	<b>188,913</b>	<b>188,932</b>
<b>Total liabilities</b>	<b>9,361</b>	<b>0</b>	<b>313,001</b>	<b>322,362</b>	<b>326,185</b>

# Notes to the Consolidated Financial Statements

For the Year Ended 30 June 2016: Port of Tauranga Limited and Subsidiaries

## 21 FINANCIAL INSTRUMENTS (CONTINUED)

<b>Financial Risk Management</b>	<p>The Group's overall financial risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group.</p> <p>The Board of Directors has overall responsibility for the establishment and oversight of the Group's financial risk management framework. The Audit Committee is responsible for developing and monitoring the Group's financial risk management policies, and reports regularly to the Board of Directors on its activities.</p> <p>The Group's financial risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Financial risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.</p> <p>The Board of Directors oversees how management monitors compliance with the Group's financial risk management policies and procedures and reviews the adequacy of the financial risk management framework in relation to the risks faced by the Group.</p>
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### (a) Credit Risk

#### Exposure to Credit Risk

The carrying amount of financial assets represents the maximum credit exposure. The Group's maximum exposure to credit risk at reporting date was:

	2016 NZ\$000	2015 NZ\$000
Derivative financial instruments	0	1,346
Receivables	38,039	36,973
Cash and cash equivalents	11,580	17,918
<b>Total</b>	<b>49,619</b>	<b>56,237</b>

<b>Credit Risk Management Policies</b>	<p>Counterparty credit risk is the risk of losses (realised or unrealised) arising from a counterparty failing to meet its contractual obligations. Financial instruments which potentially subject the Group to credit risk, principally consist of bank balances, trade receivables, advances to Equity Accounted Investees and derivative financial instruments.</p> <p>The Group only transacts in treasury activity (including investment, borrowing and derivative transactions) with Board approved counterparties. Unless otherwise approved by the Board, counterparties are required to be New Zealand registered banks with a Standard &amp; Poor's credit rating of A+ or above. The Group continuously monitors the credit quality of the financial institutions that are counterparties and does not anticipate any non performance.</p> <p>The Group adheres to a credit policy that requires each new customer to be analysed individually for credit worthiness before the Group's standard payment terms and conditions are offered. Customer payment performance is constantly monitored with customers not meeting creditworthiness being required to transact with the Group on cash terms. The Group generally does not require collateral.</p>
<b>Concentration of Credit Risk</b>	<p>The only significant concentration of credit risk at reporting date relates to bank balances and advances to Equity Accounted Investees. The nature of the Group's business means that the top ten customers account for 56.5% of total Group revenue (2015: 49.6%). The Group is satisfied with the credit quality of these debtors and does not anticipate any non performance.</p>

## 21 FINANCIAL INSTRUMENTS (CONTINUED)

### (b) Liquidity Risk

The following table sets out the contractual cash outflows for all financial liabilities (including estimated interest payments) and derivatives:

2016	Statement of Financial Position NZ\$000	Contractual Cash Flows NZ\$000	6 Months or Less NZ\$000	6 – 12 Months NZ\$000	1 – 2 Years NZ\$000	2 – 5 Years NZ\$000	More Than 5 Years NZ\$000
<b>Non derivative financial liabilities</b>							
Loans and borrowings	(320,200)	(351,364)	(199,092)	(3,737)	(7,398)	(141,137)	0
Trade and other payables	(10,874)	(10,874)	(10,874)	0	0	0	0
<b>Total non derivative financial liabilities</b>	<b>(331,074)</b>	<b>(362,238)</b>	<b>(209,966)</b>	<b>(3,737)</b>	<b>(7,398)</b>	<b>(141,137)</b>	<b>0</b>
<b>Derivatives</b>							
<b>Interest rate derivatives</b>							
Cash flow hedges – outflow	(17,518)	(20,426)	(2,279)	(1,988)	(3,527)	(7,618)	(5,014)
<b>Foreign currency derivatives</b>							
Cash flow hedges – outflow	(983)	(17,232)	(16,669)	(563)	0	0	0
Cash flow hedges – inflow	0	16,244	15,726	518	0	0	0
<b>Total derivatives</b>	<b>(18,501)</b>	<b>(21,414)</b>	<b>(3,222)</b>	<b>(2,033)</b>	<b>(3,527)</b>	<b>(7,618)</b>	<b>(5,014)</b>
<b>Total</b>	<b>(349,575)</b>	<b>(383,652)</b>	<b>(213,188)</b>	<b>(5,770)</b>	<b>(10,925)</b>	<b>(148,755)</b>	<b>(5,014)</b>
2015	Statement of Financial Position NZ\$000	Contractual Cash Flows NZ\$000	6 Months or Less NZ\$000	6 – 12 Months NZ\$000	1 – 2 Years NZ\$000	2 – 5 Years NZ\$000	More Than 5 Years NZ\$000
<b>Non derivative financial liabilities</b>							
Loans and borrowings	(305,362)	(343,062)	(184,209)	(3,706)	(7,272)	(69,281)	(78,594)
Deferred consideration	(500)	(529)	(25)	(504)	0	0	0
Trade and other payables	(7,139)	(7,139)	(7,139)	0	0	0	0
<b>Total non derivative financial liabilities</b>	<b>(313,001)</b>	<b>(350,730)</b>	<b>(191,373)</b>	<b>(4,210)</b>	<b>(7,272)</b>	<b>(69,281)</b>	<b>(78,594)</b>
<b>Derivatives</b>							
<b>Interest rate derivatives</b>							
Cash flow hedges – outflow	(9,361)	(10,509)	(1,746)	(1,739)	(2,941)	(3,501)	(582)
<b>Foreign currency derivatives</b>							
Cash flow hedges – outflow	0	(15,771)	(5,801)	(6,621)	(3,349)	0	0
Cash flow hedges – inflow	1,346	17,149	6,300	7,209	3,640	0	0
<b>Total derivatives</b>	<b>(8,015)</b>	<b>(9,131)</b>	<b>(1,247)</b>	<b>(1,151)</b>	<b>(2,650)</b>	<b>(3,501)</b>	<b>(582)</b>
<b>Total</b>	<b>(321,016)</b>	<b>(359,861)</b>	<b>(192,620)</b>	<b>(5,361)</b>	<b>(9,922)</b>	<b>(72,782)</b>	<b>(79,176)</b>



# Notes to the Consolidated Financial Statements

For the Year Ended 30 June 2016: Port of Tauranga Limited and Subsidiaries

## 21 FINANCIAL INSTRUMENTS (CONTINUED)

<b>Liquidity and Funding Risk Management Policies</b>	<p>Liquidity risk is the risk that the Group will not be able to meet its financial obligations as and when they fall due. The Group's approach to managing liquidity risk is to ensure, as far as possible, that it will always have sufficient cash and borrowing facilities available to meet its liabilities when due, under both normal and adverse conditions. The Group's cash flow requirements and the utilisation of borrowing facilities are continuously monitored, and it is required that committed bank facilities are maintained at a minimum of 10% above maximum forecast usage.</p> <p>Funding risk is the risk that arises when either the size of borrowing facilities or the pricing thereof is not able to be replaced on similar terms, at the time of review with the Group's banks. To minimise funding risk it is Board policy to spread the facilities' renewal dates and the maturity of individual loans. Where this is not possible, extensions to, or the replacement of, borrowing facilities are required to be arranged at least six months prior to each facility's expiry.</p>
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### (c) Market Risk

#### Interest Rate Risk

At reporting date, the interest rate profile of the Group's interest bearing financial assets/(liabilities) were:

	Carrying Amount	
	2016 NZ\$000	2015 NZ\$000
<b>Fixed rate instruments</b>		
Fixed rate bond	(125,000)	(125,000)
Deferred consideration	0	(500)
Interest rate derivatives	(17,519)	(9,361)
<b>Total</b>	<b>(142,519)</b>	<b>(134,861)</b>
<b>Variable rate instruments</b>		
Commercial papers	(190,000)	(180,000)
Standby revolving cash advance facility	(5,000)	0
Cash balances	11,580	17,918
<b>Total</b>	<b>(183,420)</b>	<b>(162,082)</b>

#### Sensitivity Analysis

If, at reporting date, bank interest rates had been 100 basis points higher/lower, with all other variables held constant, the result would increase/(decrease) post tax profit or loss and the hedging reserve by the amounts shown below. The analysis is performed on the same basis for 2015.

	Profit or Loss		Cash Flow Hedge Reserve	
	100 bp Increase NZ\$000	100 bp Decrease NZ\$000	100 bp Increase NZ\$000	100 bp Decrease NZ\$000
Variable rate instruments	(1,284)	1,309	0	0
Interest rate derivatives	1,570	(1,570)	6,716	(7,430)
<b>Total as at 30 June 2016</b>	<b>286</b>	<b>(261)</b>	<b>6,716</b>	<b>(7,430)</b>
Variable rate instruments	(1,023)	1,046	0	0
Interest rate derivatives	1,360	(1,111)	5,161	(6,064)
<b>Total as at 30 June 2015</b>	<b>337</b>	<b>(65)</b>	<b>5,161</b>	<b>(6,064)</b>

<b>Market Risk Management Policies</b>	<p>Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and commodity prices, will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.</p> <p>The Group uses derivative financial instruments such as interest rate swaps and foreign currency options to hedge certain risk exposures. All derivative transactions are carried out within the guidelines set out in the Group's Treasury Policy which has been approved by the Board of Directors. Generally the Group seeks to apply hedge accounting in order to manage volatility in the income statement.</p>
<b>Interest Rate Risk</b>	<p>Interest rate risk is the risk of financial loss, or impairment to cash flows in current or future periods, due to adverse movements in interest rates on borrowings or investments. The Group uses interest rate derivatives to manage its exposure to variable interest rate risk by converting variable rate debt to fixed rate debt.</p>

## 22 TRADE AND OTHER PAYABLES

	2016 NZ\$000	2015 NZ\$000
Accounts payable	10,823	7,134
Accrued employee benefit liabilities	3,530	3,055
Accruals	15,720	10,048
Payables due to Equity Accounted Investees and related parties	34	5
<b>Total trade and other payables</b>	<b>30,107</b>	<b>20,242</b>

**Fair Values** The nominal value of trade and other payables are assumed to approximate their fair values due to their short term nature.

## 23 PROVISIONS

	Long Service Leave NZ\$000	Management Long Term Incentive Scheme NZ\$000	Profit Sharing and Bonuses NZ\$000	<b>Total NZ\$000</b>
Balance at 30 June 2015	1,212	737	1,778	<b>3,727</b>
Additional provision	314	107	2,050	<b>2,471</b>
Unused amounts reversed	(5)	0	0	<b>(5)</b>
Utilised during the period	(143)	(342)	(1,788)	<b>(2,273)</b>
<b>Balance at 30 June 2016</b>	<b>1,378</b>	<b>502</b>	<b>2,040</b>	<b>3,920</b>
<b>Total current provisions</b>	<b>0</b>	<b>253</b>	<b>2,040</b>	<b>2,293</b>
<b>Total non current provisions</b>	<b>1,378</b>	<b>249</b>	<b>0</b>	<b>1,627</b>

<b>Policies</b>	A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.
<b>Employee Benefits – Long Service Leave</b>	Underlying assumptions for provisions relate to the probabilities of employees reaching the required vesting period to qualify for long service leave. Probability factors for reaching long service leave entitlements are based on historic employee retention information.
<b>Employee Benefits – Management Long Term Incentive Scheme</b>	Members of the Parent Company's Executive Management Team are eligible to receive payment under the Management Long Term Incentive Scheme. The scheme is classified as a cash settled share based payment scheme and is based upon a combination of total shareholder return versus an index and earnings per share growth, both over a three year period.  The amount recognised in the income statement during the period is \$0.107 million, (2015: \$0.333 million).
<b>Employee Benefits – Profit Sharing and Bonuses</b>	The Profit Sharing and Bonus Scheme rewards eligible employees based on a combination of Company performance against budget and personal performance. The incentive is generally paid biannually.

## Notes to the Consolidated Financial Statements

For the Year Ended 30 June 2016: Port of Tauranga Limited and Subsidiaries

### 24 RELATED PARTY TRANSACTIONS

Related party transactions with related parties:

	2016 NZ\$000	2015 NZ\$000
<b>Transactions with Equity Accounted Investees</b>		
Services provided to Port of Tauranga Limited	386	300
Services provided by Port of Tauranga Limited	2,126	741
Accounts receivable by Port of Tauranga Limited	138	1,733
Accounts payable by Port of Tauranga Limited	34	836
Advances by Port of Tauranga Limited	6,919	7,519
Services provided to Quality Marshalling (Mount Maunganui) Limited	45	49
Services provided by Quality Marshalling (Mount Maunganui) Limited	3,210	2,738
Accounts receivable by Quality Marshalling (Mount Maunganui) Limited	292	575
Accounts payable by Quality Marshalling (Mount Maunganui) Limited	0	4
Accounts receivable by Port of Tauranga Trustee Company Limited	4	0
<b>Transactions with key management personnel</b>		
Directors' fees recognised during the period	513	506
Executive officers' salaries and short term employee benefits recognised during the period	2,654	3,266
Executive officers' share based payments recognised in the income statement during the period	107	333

**Related Parties** Related parties of the Group include the joint ventures disclosed in note 15 and the Controlling Entity (Quayside Securities Limited) or Ultimate Controlling Party (Bay of Plenty Regional Council).

Quayside Securities Limited owns 54.14% (2015: 54.14%) of the ordinary shares in Port of Tauranga Limited. Quayside Securities Limited is beneficially owned by Bay of Plenty Regional Council.

Transactions with the Ultimate Controlling Party during the period include services provided to Port of Tauranga Limited, \$0.018 million (2015: \$0.016 million).

No related party debts have been written off, forgiven or provided for as doubtful during the year.

**Transactions With Key Management Personnel** During the year, the Group entered into transactions with companies in which Group Directors hold directorships. These directorships have not resulted in the Group having a significant influence over the operations, policies, or key decisions of these companies.

The Group does not provide any non cash benefits to Directors and Executive Officers in addition to their Directors' fees or salaries. All Executive Officers participate in a cash settled share based incentive scheme.

**25 CONTINGENT LIABILITIES**

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<b>Disclosures</b>	No material contingent liabilities or assets have been identified.
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**26 SUBSEQUENT EVENTS**

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<b>Approval of Financial Statements</b>	The financial statements were approved by the Board of Directors on 18 August 2016.
<b>Final Dividend</b>	A final dividend of 30 cents (2015: 30 cents) per share to a total of \$40,834,874 (2015: \$40,834,874) and a special dividend of 25 cents per share to a total of \$34,029,061 has been approved subsequent to reporting date. The final dividend was not approved until after year end, therefore it has not been accrued in the current year financial statements.

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# Corporate Governance Statement

For the Year Ended 30 June 2016: Port of Tauranga Limited

The Board and the Senior Management Team of Port of Tauranga Limited recognise the importance of good corporate governance and consider it is core to ensuring the creation, protection and enhancement of shareholder value. Together they are committed to ensuring that the Company applies and adheres to practices and principles that ensure good governance and the highest ethical standards are maintained to protect the interests of shareholders and all stakeholders.

The Board has the ultimate responsibility for all decision making within the Company.

For the reporting period to 30 June 2016, the Board considers Port of Tauranga's corporate governance practices reflect and satisfy the NZX (New Zealand Exchange) Corporate Governance Best Practice Code and the Financial Markets Authority Corporate Governance Principles. The Board of Port of Tauranga chooses to also comply (except where noted) with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations as it considers these standards to be relevant to any large New Zealand listed company whether ASX listed or not.

Port of Tauranga's corporate governance documents are available on the Corporate Governance page of the Company's website <http://www.port-tauranga.co.nz/Investors/Corporate-Structure>.

These documents should be read in conjunction with this Statement.

- Constitution
- Audit Committee Charter
- Board Charter
- Code of Ethics
- Nomination Committee Charter
- Remuneration Committee Charter
- Director Tenure and Re-appointment Policy
- Continuous Disclosure and Communication Policy
- Discretionary Expenditure – Standard Operating Procedure Policy
- Diversity Policy
- Health and Safety Policy
- Insider Trading Policy and Guidelines
- Protected Disclosures Act 2000 Whistleblowing Policy

Port of Tauranga Limited and its operating divisions are referred to in this Statement as the Company. References to the Group are to Port of Tauranga Limited, its operating divisions and its Subsidiaries and Associates.

## PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT BY THE BOARD

**The Board:** The primary role of the Board is the protection and enhancement of shareholder value while respecting the rights of other stakeholders.

The Board oversees the business and affairs of the Company, establishes the strategies and financial objectives with management and monitors the performance of management directly and through Board Committees. It monitors compliance and risk management, ensuring the Company has the appropriate controls and policies. Comprehensive reporting on the Company's health and safety programmes is a priority within the Board's risk reporting framework.

The practices adopted by the Board are prescribed in the Board Charter, which sets out the protocols for operation of the Board, Board Committee Charters and the Constitution. Certain laws, regulations, codes and guidelines are also relevant to the Board's practices.

The Board delegates the day-to-day affairs and responsibilities to the Chief Executive to deliver the strategic direction and goals determined by the Board. A Delegation of Authority Policy sets out the decision making authority limits on the Chief Executive and other employees, and achieves individual accountability which is strictly monitored in the audit programme.

The Board Charter sets out a list of specific responsibilities that are reserved for the Board.

**Board Committees:** The Board has established an Audit Committee, a Nomination Committee and a Remuneration Committee. The role, responsibilities and decision making authority of each committee is set out in its Charter. The Charters are available in the Investors section of the Company's website (under Corporate Structure).

All Directors are able to attend any Committee Meeting.

**Induction:** Each new Director is inducted to enable them to gain an understanding of the port industry and the Group's operations; the Company's financial, strategic, operational and risk management position; Directors' rights, duties and responsibilities; and the role of the Board, Board Committees and the Senior Management Team.

New executives will receive an induction programme based on similar elements and include health and safety training but without financial documents or other sensitive information that is not relevant to their role.

**Senior Management Team Evaluation:** Role descriptions and any agreed key performance metrics are included in employment agreements and provide a framework against which to evaluate executive performance. Written employment agreements setting out the terms of appointment are provided to all Group staff. Formal performance reviews are conducted for all staff at least on an annual basis. The Senior Management Team's performance reviews for the financial year ended 30 June 2016 were conducted in July 2016.

The Board through the Remuneration Committee reviews the performance, remuneration and terms of employment of the Chief Executive and makes recommendations to the Board of any changes required in those matters.

The Chief Executive reviews the performance of those staff who report directly to him.

The framework for senior executive performance evaluation is based on specific personal criteria, together with the Group's financial and operational performance and achievement of strategic objectives.

## PRINCIPLE 2 – STRUCTURE THE BOARD TO ADD VALUE

**Composition of the Board:** The Constitution states that there shall be between six and nine Directors of whom no more than two shall be members or employees of the shareholding authority.

The Board currently comprises of seven non executive Directors of whom five are independent. All are elected by shareholders.

As at 30 June 2016 the Board comprised seven Directors:

- David Pilkington (Chair of Board and Nomination Committee)
- Bill Baylis (Chair of Audit Committee)
- Kim Ellis
- Julia Hoare
- Alastair Lawrence
- Doug Leeder
- Michael Smith (Chair of Remuneration Committee)

The Directors bring a wide range of skills to the Board including governance, senior executive management experience, marketing, international business, corporate and commercial law and supply chain logistics. Collectively, the Directors have professional qualifications in law, accounting, engineering, finance, business, economics, agriculture and management. The Board considers that individually and collectively, the Directors have an appropriate mix of skills, qualifications and experience to enable them to appropriately discharge their duties effectively. Biographies of the current Board members are set out on page 16 and are also available in the Investors section of the Company's website (under Corporate Structure/Board of Directors).

**Audit Committee:** Details about the Audit Committee, its membership and its responsibilities are included under Principle 4. The Audit Committee's Charter is approved by the Board and reviewed by external auditors each year. The Charter is provided in the Investors section of the Company's website (under Corporate Structure).

The Audit Committee has five members of whom four, including the Chair, are independent Directors. The Chair of Port of Tauranga Limited is an ex-officio member of the Audit Committee.

**Nomination Committee:** The Nomination Committee operates under a Charter which requires it to review the composition of the Board, to ensure that the Board has the appropriate mix of expertise and experience. The Charter is available in the Investors section of the Company's website (under Corporate Structure).

All Directors are members of the Nomination Committee. The Committee is chaired by David Pilkington and has five independent Directors and two non-independent Directors.

**Remuneration Committee:** Details about the Remuneration Committee and its responsibilities are included under Principle 8.

The Committee has four members of whom three are independent Directors.

**Selection and Role of Chair and Deputy Chair:** The Chair must be a Director who is independent and not the Chief Executive of the Company. The Chair is selected by the full Board at the Board Meeting following the Annual Meeting. David Pilkington, an independent Director, has been appointed Chair.

The Chair has a key role in leading the Board and overseeing relations with shareholders and other stakeholders. He maintains a close professional relationship with the Chief Executive and the Senior Management Team.

A Deputy Chair may be appointed, however no appointment has been made.

**Director Independence:** Independence is defined in the Board Charter. The Board has set a 10% materiality threshold in line with NZX guidelines in determining independence. In addition to the quantitative case-by-case assessment, the Board will consider whether there are any factors or considerations which may mean that the Director's interest, business or relationship could, or could be reasonably perceived to, materially interfere with the Director's ability to act in the best interests of the Company.

Directors are required to ensure that they immediately advise the Board of any relevant new or changed relationships to enable the Board to consider and determine the materiality of the relationships. The Board determines annually on a case-by-case basis, who in its view, are independent Directors following a review by each Director of their declared interests.

As at 30 June 2016 David Pilkington (Chair), Bill Baylis, Kim Ellis, Julia Hoare and Alastair Lawrence were considered by the Board to be independent Directors in accordance with the Constitution, NZX Listing Rules and ASX Corporate Governance Guidelines.

The Board considers that David Pilkington's role as Director of Zespri Group Limited, a major customer of the Port, does not preclude him from being considered an independent Director. Mr Pilkington has no involvement in matters regarding tariffs and has no ability to influence decisions on such matters. The Port of Tauranga is not a material supplier of services to Zespri.

The Board considers that Kim Ellis's role as Director of Ballance Agri-Nutrients Limited, a major customer of the Port, does not preclude him from being considered an independent Director. Mr Ellis has no involvement in matters regarding tariffs and has no ability to influence decisions on such matters. The Port of Tauranga is not a material supplier of services to Ballance.

Doug Leeder, Chair of Bay of Plenty Regional Council, and Michael Smith, the Chair of Quayside Group of Companies, are not considered by the Board to be independent Directors, given their relationship with Quayside Securities Limited, which holds over 54% of the shares in Port of Tauranga Limited.

**Conflicts of Interest:** The Board Charter outlines the Board's policy on conflicts of interest. Where any Director has a conflict of interest or is otherwise interested in any transaction, that Director is required to disclose his or her conflict of interest to the Company, and thereafter will normally not be able to participate in the discussion, nor vote in relation to the relevant matter. The Company maintains a register of disclosed interests.

**Attendance:** The individual attendances of Directors at Board and Committee Meetings for the 2016 financial year are as follows:

	Board	Audit	Nomination	Remuneration
A W Baylis	7	2	2	
J M Cronin*	3		2	
K R Ellis	7	2	2	1
J C Hoare**	4	1	1	
A R Lawrence	7	2	2	
D W Leeder***	4		1	
D A Pilkington	7	2	2	1
M J Smith	6	2	2	1
K Tempest*	1			1
<b>Total meetings held</b>	<b>7</b>	<b>2</b>	<b>2</b>	<b>1</b>

\*Retired 22 October 2015.

\*\*Appointed 20 August 2015 (and appointed to Audit and Nomination Committees 18 December 2015).

\*\*\*Appointed 22 October 2015 (and appointed to Nomination and Remuneration Committees 18 December 2015).

All Directors are members of the Nomination Committee. The Nomination Committee met in April and August to address those matters for which it has responsibility.

**Director Appointments:** The provisions regarding the election and retirement of Directors are contained in the Constitution, the Board Charter and in the Director Tenure and Re-appointment Policy, a policy which applies only to Directors of Port of Tauranga Limited not appointed by Quayside Holdings or Bay of Plenty Regional Council.

The Board has determined that good governance requires regular renewal of the Board to ensure that, over time, new Directors are appointed to challenge existing approaches and to incorporate new ideas and energy. Subject to continued Board and shareholder support, the normal tenure for non executive Directors will be nine years or three terms from the first date of election by the shareholders. Three current Directors have served more than nine years on the Board.



## Corporate Governance Statement (Continued)

For the Year Ended 30 June 2016: Port of Tauranga Limited

When a vacancy arises or additional skills are determined to be needed, the Nomination Committee will identify and evaluate Board candidates and recommend to the Board, individuals for Board appointment. In selecting and recommending the appointment of a new Director, the Committee will ensure that the candidate has the appropriate range of skills, experience and expertise that will best complement Board effectiveness and that the candidate is able to commit the necessary time to the appointment. Background checks will be conducted.

An individual being appointed as an independent must be independent according to the NZX Listing Rules and not have any disqualifying relationships as defined in the Board Charter.

The Company's Constitution and NZX Listing Rules require a newly appointed Director to stand for election at the next Annual Meeting. Thereafter, appointments will be undertaken in accordance with the Constitution and NZX Listing Rules. All material information in the Board's possession relevant to a Director is disclosed in the Notice of Meeting.

New Directors will receive a Letter of Appointment that sets out the terms and conditions of appointment and associated remuneration. It also sets out the expectations of the Company, the Director's duties and powers, insurance and indemnity arrangements, and rights of access to information.

**Retirement and Re-election:** Bill Baylis and Kim Ellis are eligible for re-election at the 2016 Annual Meeting and will be seeking re-election. Profiles are contained in the Notice of Meeting which will be sent to shareholders.

**Board, Committee and Director Evaluation:** The Board annually reviews its performance, policies and practices, and reviews the performance of its Committees.

The Audit, Nomination and Remuneration Committees each review their Charters and evaluate their performance on an annual basis with feedback reported to the Board. The Audit, Nomination and Remuneration Committees' reviews of their Charters and performance were undertaken during the year. The results of the reviews were discussed at the subsequent Board Meeting.

The Chair meets with each Director on an annual basis to discuss and assess individual performance, contribution and ongoing professional development in order to maintain each Director's skills and knowledge. Ad hoc discussions are also held.

**Board Secretariat:** The Company Secretary is appointed by and reports directly to the Board, through the Chair, on all matters relating to the proper functioning of the Board. All Directors have access to the Company Secretary to discuss issues or to obtain information on specific areas in relation to items to be considered at Board Meetings or other areas as they consider appropriate. Directors also have unrestricted access to Group records and information. Steve Gray, Chief Financial Officer, has been appointed as the Company Secretary.

**External Advice:** With the approval of the Chair, a Director or a Committee is entitled to seek independent professional advice on any aspect of the Director's or the Committee's duties, at the Company's expense.

**Director Share Ownership:** There is no requirement for Directors to own shares in the Company or to reinvest a portion of Director remuneration in Company shares, however non executive Directors are encouraged to own shares. All Directors and employees must comply with the Company's Insider Trading Policy and seek the approval of the Chief Financial Officer before any trading is undertaken. The table of Directors' shareholdings is shown on page 114.

**Indemnities and Insurance:** In accordance with Section 162 of the Companies Act 1993 and the Company's Constitution, the Group has arranged policies of Directors' Liability Insurance, which together with a Deed of Indemnity, ensures that generally Directors will incur no monetary loss as a result of actions undertaken by them as Directors. Certain actions are specifically excluded, for example the incurring of penalties and fines, which may be imposed in respect of breaches of the law.

### PRINCIPLE 3 – PROMOTE ETHICAL AND RESPONSIBLE DECISION MAKING

**Code of Ethics:** The Company requires the highest standards of honesty and integrity from its Directors, Senior Management Team and employees. The Code of Ethics has been developed and approved by the Board which sets out the ethical and behavioural standards expected by the Company's Directors, Senior Management Team and employees. The policy guides and facilitates decision making that is consistent with the Company's values, business goals, and legal and policy obligations. The Code of Ethics is located in the Investors section of the Company's website (under Corporate Structure).

**Discretionary Expenditure – Standard Operating Procedure Policy:** The policy sets out the Company's expectations on discretionary or sensitive expenditure incurred by Directors or employees. The Discretionary Expenditure – Standard Operating Procedure Policy is located in the Investors section of the Company's website (under Corporate Structure).

**Diversity Policy:** The Company and its Board are committed to providing a workplace that recognises and values different skills, abilities, genders, ethnicity and experiences. They are also committed to providing equal employment opportunities with all appointments being merit-based. A copy of the Diversity Policy is available in the Investors section of the Company's website (under Corporate Structure).

The Board has not set measurable objectives for achieving gender diversity because the Board considers that merit based appointments are the appropriate approach for selection of employees and Directors. The Company does not therefore comply with ASX Corporate Governance Recommendation 1.5.

As at 30 June 2016, the gender balance of the Company's Directors, officers and all permanent employees was as follows:

	Female		Male	
	Number	%	Number	%
Directors	1	14	6	86
Officers	1	20	4	80
All permanent employees	35	18	160	82
<b>Total</b>	<b>37</b>	<b>18</b>	<b>170</b>	<b>82</b>

"Officers" has the meaning under the Securities Markets Act 1988. As at 30 June 2016, the officers were the Chief Executive and his four direct reports.

**Insider Trading Policy:** The Company's Insider Trading Policy governs trading in the Company's securities by:

- all Directors;
- all officers;
- all members of the Senior Management Team; and
- any employee who the Chief Executive deems this policy should apply to.

A copy of the Insider Trading Policy is available in the Investors section of the Company's website (under Corporate Structure).

**Whistleblowing Policy (Protected Disclosure Act 2000):** The Board is committed to ensuring the Company's practices and procedures are safe and the behaviour of all employees is of the highest ethical standard. The Company's Whistleblowing Policy provides an internal procedure for staff to report any serious wrongdoing. Staff will be protected from any retaliatory action by the Company if the report of serious wrongdoing is made in accordance with this policy and the Protected Disclosures Act. The Whistleblowing Policy (Protected Disclosure Act 2000) is located in the Investors section of the Company's website (under Corporate Structure).

#### **PRINCIPLE 4 – SAFEGUARD INTEGRITY IN FINANCIAL REPORTING**

**Audit Committee:** The Audit Committee operates under a Charter which requires it to assist the Board in fulfilling its responsibilities regarding management's accounting practices, policies and controls, relative to the Group's financial position, and to review and make appropriate inquiry into the audit of the Group's financial statements by external auditors. The Charter is approved by the Board and reviewed by the external auditor each year.

**Membership:** The Audit Committee comprises five Directors, all of them are non executive Directors and four are independent. The independent Directors are Bill Baylis, Kim Ellis, Julia Hoare and Alastair Lawrence. Michael Smith is Chair of Quayside Securities Limited and is not independent. David Pilkington, Chair of the Board, is an ex-officio member of the Committee and independent. Bill Baylis, the Chair of the Audit Committee, is a qualified accountant and is not the Chair of the Board. Details of the relevant qualifications and experience of all Audit Committee members are disclosed in their biographies which are available on page 16 and on the Company's website in the Investors section (under Corporate Structure/Board of Directors).

The external auditors, Chief Executive and Chief Financial Officer attend Audit Committee meetings.

**Meetings:** The Audit Committee meets at least twice a year and has direct access to the Company's auditors and Senior Management Team. The Committee meets with the auditors without management being present. In the 2016 financial year, the Audit Committee met two times.

The individual attendances of the members at those meetings are set out on page 105.

**Certified Accounts:** ASX Recommendation 4.2 is not applicable as the provisions of Chapter 2M of the Corporations Act do not apply to the Company, which is a New Zealand registered entity. Accordingly, the Company will not seek or obtain the assurance from management ordinarily required by section 295A of the Corporations Act relating to certifications of the accounts. The Company will not comply with Recommendation 7.3 on an ongoing basis. The Chief Executive and Chief Financial Officer have, however, confirmed in writing to the Audit Committee that the Company's financial statements are in accordance with the accounting standards.

**External Auditor:** The Company's external auditors will attend the Company's Annual Meeting and will be available to answer questions from shareholders in relation to the conduct of the audit, the preparation and content of the independent audit report and the accounting policies adopted by the Company.

#### **PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE**

The Company is subject to the disclosure and reporting obligations imposed under the NZX Listing Rules and legislation including the Companies Act and the Port Companies Act. The disclosure framework through which the Company will communicate its goals, strategies and performance and comply with its reporting obligations including continuous disclosure is outlined in its Continuous Disclosure and Communication Policy. This policy is located in the Investors section of the Company's website (under Corporate Structure).

The Board is committed to ensuring that shareholders are informed of the Company's major developments and announcements affecting the Company and that:

- all investors will have equal and timely access to material information concerning the Company, including its financial situation, performance, ownership and governance;
- announcements will be factual and comprehensive; and
- any material information will be announced first to the market through NZX.

At each Board Meeting Directors discuss whether there is an obligation under the Continuous Disclosure and Communication Policy that needs to be released to the NZX.

The Board has appointed the Chief Financial Officer as its Market Disclosure Officer with responsibility for ensuring the timely release of information to NZX.

**Authorised Spokesmen:** Communications with shareholders and financial analysts are conducted by the Chair, Chief Executive and Chief Financial Officer.

**Website:** Operational and financial results announcements are available on the website together with Interim and Annual Reports and analyst presentations. Shareholders can receive media announcements automatically by joining the mailing list on the Media Room and Publications section of the Company's website.

#### **PRINCIPLE 6 – RESPECT THE RIGHTS OF SHAREHOLDERS**

The Board is committed to engaging with shareholders and market participants in order that timely and accurate information is provided and two way communication is facilitated. Corporate information is made available through periodic market announcements, investor briefings, shareholder reports, the Annual Meeting and associated documents, and the Company's website.

**Investor Communications:** The protocols that apply to communications with analysts, investors and the media are set out in the Continuous Disclosure and Communication Policy which is available in the Investors section of the Company's website (under Corporate Structure).

**Annual Meeting:** The Annual Meeting provides shareholders with the opportunity to ask questions of the Board and of the external auditors, who attend the Annual Meeting.

**Electronic Communications:** Shareholders have the option to receive communications from, and send communications to, the Company and its security registry electronically.



## Corporate Governance Statement (Continued)

For the Year Ended 30 June 2016: Port of Tauranga Limited

### PRINCIPLE 7 – RECOGNISE AND MANAGE RISK

Management of risk is a high priority to ensure the protection of the Group's staff, the environment, Company assets and reputation. The Company has a comprehensive risk management system in place which is used to identify and manage all business risks. The system identifies the key risks facing the Company and the status of initiatives employed to reduce them.

One of the key responsibilities of the Board is to ensure that proper risk management systems and internal controls are in place, including the review of material risk exposures and the steps management has taken to monitor, control and report all such exposures including health and safety practices. Management reports to the Board annually on the effectiveness of the Company's management of material risks. The independent reviewer's and management's recommendations were accepted and agreed at the October 2015 meeting of the Board. The whole Board has the responsibility for risk management.

The Board has made the Chief Executive accountable for all operational and compliance risk across the Group. The Chief Financial Officer has management accountability for the effective implementation of the risk framework across all of the Company's businesses.

Each year the Audit Committee reviews the internal audit programme and identifies what areas need to be subject to an internal audit.

Areas subject to internal audit include:

- IT systems;
- payroll;
- IT disaster recovery;
- security;
- data analysis;
- procurement; and
- cyber risk.

The Company is also exposed to financial market risks. These may arise from interest rate, foreign currency, liquidity and credit risk. These risks are managed in accordance with the Company's Treasury Policy that sets out procedures to minimise financial market risk. The Audit Committee reviews the Treasury Policy annually with the review including taking advice from an external adviser.

The Board does not believe that the Company has any material exposure to economic, environmental or social sustainability risks that are not appropriately managed. The material risks which may impact the Company's ability to achieve its strategic objectives and secure its future financial prospects, are managed through the strategic planning process.

### PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY

The Board, through the Remuneration Committee, establishes remuneration policies and practices for executives of the Company. The Committee's objectives and responsibilities are set out in the Committee's Charter and relate to setting and reviewing the remuneration package for the Chief Executive and having oversight of senior executive remuneration packages and terms of employment, incentive plans and Director remuneration. The members of the Remuneration Committee are Michael Smith (Chair), Kim Ellis, Doug Leeder and David Pilkington.

The Company's Remuneration Policy has been set to ensure that the remuneration of Directors and all staff properly reflects each person's accountabilities, duties and their level of performance and will attract, motivate and retain staff of the highest quality.

All remuneration packages are reviewed at least annually, taking into account individual and Company performance, market movements and expert advice.

ASX Recommendation 8.2 is not applicable as the provisions of Chapter 2M of the Corporations Act do not apply to the Company which is a New Zealand registered entity. Accordingly, the Company has not provided a separate remuneration report. The Company may not fully comply with Recommendation 8.2 on an ongoing basis.

**Director Remuneration:** Non executive Directors are paid a fixed fee in accordance with the determination of the Board and are entitled to reimbursement of reasonable travel and other expenses incurred by them in connection with their attendance at Board or Annual Meetings, or otherwise in connection with the Group's business. There is no entitlement to retirement or superannuation benefits. The Director fee pool has been set at \$506,479. Increases in the Director fee pool must be approved by shareholders at an Annual Meeting. The Remuneration Committee considers Directors' fees annually and makes a recommendation to the Board. The Board seeks to increase the pool at the 2016 Annual Meeting by 50.2%.

The non executive Directors receive \$59,089 per annum and the Chair receives \$118,178 per annum. The Chair of the Audit Committee, receives an additional \$8,742 per annum. Other members of the Audit Committee, receive an additional \$4,371 per annum. The Chair of the Remuneration Committee, receives an additional \$4,371 per annum. Other Members of the Remuneration Committee, receive an additional \$2,186 per annum. Director remuneration was set at a level advised by an independent Board remuneration consultant.

Disclosure of each Director's remuneration is included in this report at page 111.

**Senior Management Team:** The Company's Senior Management Team's total remuneration is made up of a mix of fixed remuneration (FR), short term incentive (STI) and long term incentive (LTI). An independent adviser reviews the remuneration framework.

#### Chief Executive Remuneration

The FR is determined in relation to the market for comparable sized and performing companies, and includes all benefits, allowances and deductions. The position in the market will normally be comparable to the median. Adjustments are not automatic and are determined by performance which is reviewed annually by the Remuneration Committee.

#### Short Term Incentive Plan

The STI is set at 60% of FR. Seventy percent of the STI is linked to the Company's financial performance with the actual opportunity in the range of 0% to 110%. Thirty percent is based on achieving strategic objectives with the actual opportunity in the range of 0% to 100%. Objectives are set each year by the Remuneration Committee and for the 2016 year included financial and Group targets for the Company overall, as well as personal objectives and targets, appropriate for each individual's role.

#### Long Term Incentive Plan

The LTI is a three year overlapping synthetic (phantom) share scheme which commenced on 1 July 2010, where, subject to performance, cash earned must be committed to acquiring Company shares. The LTI is set at 40% of FR. Fifty percent of the opportunity will be earned by achieving Total Shareholder Return (TSR) targets measured by the ranking of Port of Tauranga Limited

against the NZX50 less Australian listed stocks. The second 50% will be earned by achieving target earnings per share growth. The LTI targets are detailed below as follows:

TSR Percentile Ranking	Earned
Below 40	Nil
At 50	50%
Above 50 to below 75	50 – 99%
At 75 or above	100%

EPS* 3 Year CAGR**	Earned
0%	Nil
3.5%	50%
7.0%	100%
8.0%	110%
9.0%	120%

\*Earnings per share

\*\*Compounded annual growth rate

As at 30 June 2016 \$0.502 million has been accrued for LTI for the Chief Executive and direct reports (30 June 2015: \$0.737 million).

The Chief Executive's remuneration for the year ended 30 June 2016 was made up as follows:

	\$000
Fixed Remuneration (FY16)	739,025
Short Term Incentive (FY15)	288,003
Long Term Incentive (2012 Vesting)	178,203
<b>Total</b>	<b>\$1,205,231</b>

# Statutory Information

As at 30 June 2016: Port of Tauranga Limited

## INTERESTS REGISTER

The Company is required to maintain an Interests Register in which particulars of certain transactions and matters involving the Directors must be recorded.

The matters set out below were recorded in the Interests Register of the Company during the financial year.

## GENERAL NOTICE OF INTEREST BY DIRECTORS

The Directors of the Company have declared interests in the following identified entities as at 30 June 2016:

Director	Interest	Entity
<b>Arthur William Baylis</b>	Chair – resigned during the year	Blackhead Quarries Limited
	Chair – resigned during the year	Dairy Holdings Limited and subsidiaries
	Director / Shareholder	Edincorp Equities Limited
	Director	Edincorp Business Services Limited
	Director	PrimePort Timaru Limited
<b>John Michael Cronin</b> (retired 22 October 2015)	Chair / Trustee	South Waikato Investment Trust
	Councillor	Bay of Plenty Regional Council
	Director	Heretaunga Water Limited
	Director	Piccadilly Investments Limited
	Trustee	South Waikato Development Trust
<b>Kimmitt Rowland Ellis</b>	Chair	Metlifecare Limited
	Chair	NZ Social Infrastructure Fund Limited
	Director	Ballance Agri-Nutrients Limited
	Director	EnviroWaste Services Limited
	Director	Fonterra Shareholders Fund (FSF) Management Company
	Director	Freightways Limited
	Trustee	Wanganui Collegiate School
<b>Julia Cecile Hoare</b> (appointed 20 August 2015)	Director	AWF Madison Group Limited
	Director	New Zealand Post Limited
	Director	The A2 Milk Company Limited
	Director	Watercare Services Limited
	Member	Auckland Committee, Institute of Directors
	Member	External Reporting Advisory Panel
	Member	Institute of Directors Council
<b>Alastair Roderick Lawrence</b>	Chair	Brittain Wynyard Limited
	Chair	Glenorchy Pastoral Management Limited
	Director	Antipodes Properties Limited and subsidiaries
	Director	CBS Advisory Limited
	Director	Retail Dimension Limited
	Director	Coda GP Limited
	Trustee	JAB Hellaby Trust

Director	Interest	Entity
<b>Douglas William Leeder</b> (appointed 22 October 2015)	Chair	Bay of Plenty Regional Council
<b>David Alan Pilkington</b>	Chair	Hellers Limited
	Chair	Rangatira Limited
	Director / Shareholder	Excelsa Associates Limited
	Director	Douglas Pharmaceuticals Limited
	Director	Northport Limited
	Director	Port of Tauranga Trustee Company Limited
	Director	PrimePort Timaru Limited
	Director	Tuatara Brewing Company Limited
	Director	Zespri Group Limited
	Trustee	New Zealand Community Trust
<b>Michael John Smith</b>	Chair	Craigs Investment Partners Superannuation Management Limited
	Chair	Quay Street Asset Management Limited
	Chair	Quayside Group of Companies
	Chair / Trustee	FC Beazley Trust
	Director	Aurora Limited
	Director	Bethlehem Country Club Limited
	Director	Custodial Services Limited
	Director	First Mortgage Managers Limited
	Director	Norfolk Southern Cross Limited
	Director	NZ Golf
	Director	The Body Corporate Chair Limited
	Director	The Cascades Retirement Resort Limited
	Director	The Takahoa Bay Company Limited
	Consultant (no proprietary interest)	Holland Beckett
<b>Keith Tempest</b> (retired 22 October 2015)	Director	Bay Venues Limited
	Director	Crown Fibre Holdings
	Director	NZ Bus Limited
	Director	Transpower Limited

## REMUNERATION OF DIRECTORS

Directors' fees received or due and receivable during the year, are as follows:

	PARENT COMPANY	
	2016 \$	2015 \$
A W Baylis	67,335	65,377
J M Cronin*	19,266	56,951
K R Ellis	65,167	59,766
J C Hoare**	46,502	0
A R Lawrence	62,998	59,073
D W Leeder***	40,484	0
D A Pilkington	123,828	120,223
M J Smith	67,338	65,377
K Tempest*	20,343	59,059

\*Retired 22 October 2015.

\*\*Appointed 20 August 2015.

\*\*\*Appointed 22 October 2015.

## Statutory Information (Continued)

As at 30 June 2016: Port of Tauranga Limited

### REMUNERATION OF EMPLOYEES

The number of employees whose total annual remuneration including salary, performance bonuses, employer's contributions to superannuation and health schemes, and other sundry benefits received in their capacity as employees, was within the specified bands as follows:

Remuneration Range \$000	PARENT COMPANY	
	Number of Employees 2016	Number of Employees 2015
100 – 109	25	18
110 – 119	17	18
120 – 129	13	13
130 – 139	9	9
140 – 149	15	8
150 – 159	4	6
160 – 169	3	5
170 – 179	2	2
180 – 189	2	2
190 – 199	1	2
200 – 209	3	1
210 – 219	5	7
220 – 229	2	4
230 – 239	4	2
240 – 249	2	0
250 – 259	0	1
360 – 369	0	1
370 – 379	1	0
400 – 409	0	1
410 – 419	1	1
470 – 479	1	0
540 – 549	1*	0
580 – 589	1*	1*
620 – 629	0	1*
1,200 – 1,210	1*	0
1,320 – 1,329	0	1*

\*Includes vesting of Long Term Incentive Scheme and payment of Short Term Incentive.

### DIRECTORS' LOANS

There were no loans by the Company to Directors.

### DIRECTORS' INSURANCE

The Group has arranged policies of Directors' Liability Insurance, which together with a Deed of Indemnity, ensures that generally Directors will incur no monetary loss as a result of actions undertaken by them as Directors. Certain actions are specifically excluded, for example the incurring of penalties and fines, which may be imposed in respect of breaches of the law.

## SHAREHOLDER INFORMATION

The ordinary shares of Port of Tauranga Limited are listed on NZX. The information in the disclosures below has been taken from the Company's registers as at 18 August 2016.

### TWENTY LARGEST ORDINARY EQUITY HOLDERS

Holder	Number of Shares Held	% of Issued Equity
Quayside Securities Limited	73,687,536	54.14
New Zealand Central Securities Depository Limited	13,810,784	10.15
Custodial Services Limited (3 a/c)	4,740,609	3.48
Custodial Services Limited (2 a/c)	2,059,088	1.51
Kotahi Logistics LP	2,000,000	1.47
FNZ Custodians Limited	1,749,842	1.29
Custodial Services Limited (4 a/c)	1,523,620	1.12
Custodial Services Limited (18 a/c)	1,274,139	0.94
Investment Custodial Services Limited	998,426	0.73
Forsyth Barr Custodians Limited	615,163	0.45
Masfen Securities Limited	545,000	0.40
Custodial Services Limited (1 a/c)	543,028	0.40
Custodial Services Limited (16 a/c)	485,950	0.36
JBWere (NZ) Nominees Limited (55215 a/c)	425,000	0.31
New Zealand Depository Nominee Limited	308,813	0.23
Lloyd James Christie	307,000	0.23
Karen Maureen Pensabene	260,000	0.19
ASB Nominees Limited (729140-ML)	203,125	0.15
Fraser Grant McKenzie and Dorothy Ann McKenzie	200,306	0.15
Colin John Boocock	192,900	0.14
<b>Total</b>	<b>105,930,329</b>	<b>77.84</b>

### DISTRIBUTION OF EQUITY SECURITIES

Range of Equity Holdings	Number of Holders	Number of Shares Held	% of Issued Equity
1 – 5,000	9,168	13,470,969	9.90
5,001 – 10,000	825	6,088,615	4.47
10,001 – 50,000	430	8,160,905	6.00
50,001 – 100,000	17	1,194,231	0.88
100,001 and over	29	107,201,526	78.76
<b>Total</b>	<b>10,469</b>	<b>136,116,246</b>	<b>100.00</b>

## Statutory Information (Continued)

As at 30 June 2016: Port of Tauranga Limited

### SUBSTANTIAL SECURITY HOLDERS

The following information is given in accordance with section 26 of the Securities Amendment Act 1988. According to notices received, the following persons were substantial security holders in the Company as at 18 August 2016.

Holder	Number of Shares Held	%
Quayside Securities Limited	73,687,536	54.14

The total number of issued voting securities of the Company as at 18 August 2016 was 136,116,246.

### DIRECTORS' SECURITY HOLDINGS

	Beneficially Held		Held by Associated Persons	
	30.06.16	30.06.15	30.06.16	30.06.15
A W Baylis	0	0	10,000	10,000
K R Ellis	0	0	12,550	12,550
J C Hoare*	0	0	0	0
A R Lawrence	0	0	0	0
D W Leeder**	0	0	0	0
D A Pilkington	0	0	0	0
M J Smith	0	0	22,370	22,370

\*Appointed 20 August 2015.

\*\*Appointed 22 October 2015.

### DONATIONS

Donations of \$28,490 were made during the year ended 30 June 2016.

### STOCK EXCHANGE LISTING

The Company's shares are listed on the New Zealand Stock Exchange.

### NEW ZEALAND EXCHANGE (NZX) WAIVERS

The Company currently has no NZX waivers.

### CREDIT RATING

The Company during the year ended 30 June 2016 had a Standard and Poor's rating of BBB+/Stable/A-2.

# Financial and Operational Five Year Summary

As at 30 June 2016: Port of Tauranga Limited

## FINANCIAL

	Year 2016 \$000	Year 2015 \$000	Year 2014 \$000	Year 2013 \$000	Year 2012 \$000
Operating income	245,521	268,460	266,538	244,147	227,242
EBITDA	143,180	143,161	141,642	134,992	128,898
Surplus after taxation – reported	77,314	79,148	78,252	112,123	73,469
Surplus after taxation – underlying	77,314	79,007	78,252	77,228	73,469
Dividends paid related to earnings	72,142	69,419	63,035	63,035	44,258
Total equity	885,684	887,550	812,419	793,878	733,874
Net interest bearing debt	308,420	287,379	254,471	190,787	187,183
Total assets	1,322,367	1,297,018	1,154,883	1,112,581	1,033,878
Interest cover (times)	7.0	7.2	7.8	8.3	8.2
Shareholders' equity (%)	67.0	68.4	70.3	71.4	71.0
Return on average equity (%)	8.7	9.3	9.7	10.1	10.2
Share price (\$)	19.50	17.30	15.45	13.90	11.08
Market capitalisation (\$)	2,654,267	2,354,811	2,072,096	1,864,215	1,486,008
Net asset backing per share (\$)	6.51	6.52	6.06	5.92	5.47
Underlying earnings per share (cents per share)	56.8	58.1	58.3	57.6	54.8

The Board approved a final dividend of 30.0 cents per share (\$40.8 million) and a special dividend of 25.0 cents per share (\$34.0 million) after year end payable on 7 October 2016.

## OPERATIONAL

	Year 2016	Year 2015	Year 2014	Year 2013	Year 2012
Cargo throughput (000 tonnes)	20,120	20,179	19,737	19,065	18,452
Containers (TEU)	954,006	851,106	759,587	848,384	796,024
Net crane rate (container moves per hour)*	35.6	35.5	36.9	34.5	30.6
Ship departures	1,482	1,555	1,612	1,529	1,501
Berth occupancy (%)	46	46	43	40	40
Total cargo ship days in port	2,504	2,528	2,364	2,232	2,189
Turn-around time per cargo ship (days)	1.6	1.6	1.5	1.5	1.4
Cargo tonnes per ship	13,549	12,510	12,921	12,469	12,123
Average cargo ship gross tonnage (GT)	26,665	25,018	24,924	24,641	22,435
Average cargo ship length overall (metres)	190	185	187	187	179
Number of employees – Port of Tauranga Limited	194	193	191	185	169
Lost time injuries (LTI – frequency)**	5.6	2.9	3.1	14.1	5.9
Total injury (frequency rate)	5.6	14.7	3.1	31.0	26.8

\*As measured by the Australian Productivity Commission.

\*\*Number of lost time claims per million hours worked.

Operational data relates to the Parent Company as opposed to the Group.



# Company Directory

## DIRECTORS

D A Pilkington  
*Chair*

A W Baylis

J M Cronin (retired 22 October 2015)

K R Ellis

J C Hoare (appointed 20 August 2015)

A R Lawrence

D W Leeder (appointed 22 October 2015)

M J Smith

K Tempest (retired 22 October 2015)

## EXECUTIVE

M C Cairns  
*Chief Executive*

S G Gray  
*Chief Financial Officer*

S M Lunam  
*Corporate Services Manager*

L Sampson  
*Commercial Manager*

D Kneebone  
*Property & Infrastructure Manager*

## REGISTERED OFFICE

Salisbury Avenue  
Mount Maunganui

Private Bag 12504  
Tauranga Mail Centre  
Tauranga 3143  
New Zealand

Telephone 07 572 8899  
Facsimile 07 572 8800

Internet [www.port-tauranga.co.nz](http://www.port-tauranga.co.nz)  
Email [marketing@port-tauranga.co.nz](mailto:marketing@port-tauranga.co.nz)

## AUDITORS

Glenn Keaney  
KPMG  
Tauranga  
(On behalf of the Auditor-General)

## SOLICITORS

Holland Beckett  
Tauranga

## BANKERS

ANZ National Bank Limited

Bank of New Zealand

Commonwealth Bank of Australia

## CREDIT RATING AGENCY

Standard & Poor's (S&P)  
Australia  
Port of Tauranga Limited's rating: BBB+/Stable/A-2

## SHARE REGISTRY

For enquiries about share transactions, change of address  
or dividend payments contact:

Link Market Services Limited  
PO Box 91976  
Victoria Street West  
Auckland 1142

Telephone 09 375 5998  
Facsimile 09 375 5990

Email [enquiries@linkmarketservices.co.nz](mailto:enquiries@linkmarketservices.co.nz)

## FINANCIAL CALENDAR

7 October 2016	Final dividend payment
20 October 2016	Annual Meeting
23 February 2017	Half year results announcement
March 2017	Interim Report published
10 March 2017	Interim dividend payment
30 June 2017	Financial year end
24 August 2017	Annual results announcement
September 2017	Annual Report published