



LODGE YOUR PROXY

Online:

<https://investorcentre.linkmarketservices.co.nz/voting/POT>

Scan & email:

meetings@linkmarketservices.co.nz

Fax: +64 9 375 5990

Deliver:

Link Market Services Limited
Level 11, Deloitte Centre,
80 Queen Street, Auckland 1010

Mail:

Use the enclosed reply paid envelope or address to:
Link Market Services Limited
PO Box 91976
Victoria Street West
Auckland 1142

Scan this QR code with your smartphone and vote online



General Enquiries

+64 9 375 5998 | enquires@linkmarketservices.co.nz

PROXY FORM/ADMISSION CARD FOR PORT OF TAURANGA LIMITED'S 2019 ANNUAL MEETING

The 2019 Annual Meeting of shareholders of Port of Tauranga Limited will be held at Trustpower Baypark, 81 Truman Lane, Mount Maunganui, on Friday 25 October 2019, commencing at 1.00pm.

Shareholders are also able to attend the Annual Meeting online via the Link Market Services Virtual Annual Meeting platform at www.virtualmeeting.co.nz/pot19. If you will be attending online, you will require your CSN/Holder Number for verification purposes.

If you will not attend the Meeting but wish to be represented by proxy, please complete and return this form (in accordance with the lodgement instructions above) to Port of Tauranga's share registry, Link Market Services Limited, **by no later than 1.00pm, Wednesday 23 October 2019**. You can also appoint your proxy and vote on the resolutions on the reverse of this form online by going to <https://investorcentre.linkmarketservices.co.nz/voting/POT> or by scanning the QR code above with your smartphone.

Appointment of proxy

The "Chair of the Meeting" is willing to act as proxy for any shareholder who wishes to appoint him/her for that purpose. If you wish, you may appoint the "Chair of the Meeting" as your proxy. To do so, please write "Chair of the Meeting" in the section marked "full name of proxy". The Chair will vote according to your instructions. If the Chair is not instructed how to vote, he will vote as he thinks fit or abstain from voting. If you do not appoint a proxy your Proxy Form will be invalid. A shareholder entitled to attend and vote is entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend and vote instead of him/her and that proxy or representative need not also be a shareholder.

Voting of your holding

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, in respect of each item of business. If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting. In accordance with the voting restrictions in the Listing Rules and the Company's Constitution, no vote may be cast by the Directors or any of their respective associated persons (as defined in the Listing Rules) in favour of Resolution 2. A Director, or an associated person of a Director, who has been appointed as proxy or representative for another shareholder who is not disqualified from voting in favour of Resolution 2 may exercise that vote only in accordance with the express instructions of that shareholder given in the proxy form. A Director, or an associated person of a Director, may not exercise any discretionary proxy votes in favour of Resolution 2.

Attending the meeting

If you wish to vote in person, you should attend the Meeting. **Please bring this form with you to the Meeting** to assist with your registration. A corporation may appoint a person to attend and vote at the Meeting as its representative in the same manner as that in which it could appoint a proxy. That person need not also be a shareholder. If you wish to vote using your mobile phone, please download the LinkVote App prior to the meeting on the Apple App Store or Google Play Store. Shareholders who prefer to vote using a voting card will still be able to do so. Shareholders are also able to attend the Annual Meeting online at www.virtualmeeting.co.nz/pot19. If you will be attending online, you will require your CSN/Holder Number for verification purposes. More information regarding virtual attendance at the Meeting (including how to vote and ask questions virtually during the Meeting) is available in the Virtual Annual Meeting Online Portal Guide, which is available at www.linkissuers.co.nz/virtualmeeting.

Signing instructions for proxy forms

Individual

Where the holding is in one name, this Proxy Form must be signed by the shareholder or his/her/its attorney duly authorised in writing.

Joint Holding

Where the holding is in more than one name, this Proxy Form must be signed by each of the joint shareholders (or their duly authorised attorney).

Power of Attorney

This Proxy Form and the power of attorney or other authority, if any, under which it is signed, or a copy of that power or authority certified by a Notary Public must be deposited or mailed to be received at the office of Link Market Services Limited, in any manner as per the instructions above, **not later than 1.00pm on Wednesday 23 October 2019**.

Corporate Shareholder

In the case of a corporate shareholder, this Proxy Form must be signed by a director or a duly authorised officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder.

PROXY/CORPORATE REPRESENTATIVE FORM

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder(s) of Port of Tauranga Limited

appoint _____ of _____
(full name of proxy) (email address)

or failing that person _____ of _____
(full name of proxy) (email address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of the Company to be held on Friday 25 October 2019, at 1.00pm and at any adjournment of that meeting.

STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

Complete this part if you have appointed a proxy above and you want to direct the proxy as to how the proxy should vote. Please note: For each resolution you must tick one box. If you mark the abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted computing the required majority, for that item.

ORDINARY BUSINESS

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

	For	Tick (✓) in box to vote Against	Abstain	Discretion
1 Re-election of Directors				
(a) That Mr Kimmitt Rowland Ellis be re-elected as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) That Mr Alastair Roderick Lawrence be re-elected as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Increase in Directors' Remuneration				
That the Directors' fees pool be increased by \$30,000, from \$750,000 to \$780,000 per annum, with the aggregate amount payable to all Directors of the Company for their services as Directors of the Company, to be divided amongst the Directors as the Board may determine.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Auditors				
To authorise the Directors to fix the remuneration of the Auditors for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Special Resolution – Constitution				
The shareholders resolve as a special resolution, that the Company's existing Constitution be revoked and the revised Constitution (in the manner described in the Explanatory Notes) be adopted as the Company's new Constitution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

and to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). Unless otherwise instructed as above, the proxy will vote to abstain from voting on each such resolution. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the Annual Meeting (either in person or via the Virtual Annual Meeting) will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Meeting but would like to ask a question, you can submit a question online by going to <https://investorcentre.linkmarketservices.co.nz/voting/POT> and completing the online validation process or complete the question section below and return to Link Market Services. Questions will need to be submitted by 1.00pm on Wednesday 23 October 2019. The Board will address and answer questions at the Annual Meeting.

Question:

SIGN: SIGNATURE OF SECURITY HOLDER(S) This section must be completed

Security Holder 1

or duly authorised officer or attorney

Security Holder 2

or duly authorised officer or attorney

Security Holder 3

or duly authorised officer or attorney

Contact Name _____ Contact Daytime Telephone _____ Date _____

Electronic Investor Communications: If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below.