

NOTICE OF 2022 ANNUAL MEETING

Notice is given that the Annual Meeting of shareholders of Port of Tauranga Limited will be held at Trustpower Baypark, 81 Truman Lane, Mount Maunganui, and online at www.virtualmeeting.co.nz/pot22 on Friday 28 October 2022 commencing at 1.00pm.

COVID-19 IMPLICATIONS

If the Company is prevented from being able to hold the Annual Meeting as a physical meeting on the Meeting Date as a result of COVID-19 restrictions and public gathering limits, shareholders will be able to join the meeting, vote and ask questions online at www.virtualmeeting.co.nz/pot22.

If the physical meeting is to be cancelled or moved to an alternative venue, the Company will provide shareholders with as much notice as is reasonably practical (no later than a week before the meeting), by way of an announcement to New Zealand Stock Exchange.

BUSINESS AND AGENDA OF THE MEETING:

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

To receive and consider the Integrated Annual Report of the Company for the year ended 30 June 2022, including the audit report and financial statements.

- **ORDINARY RESOLUTIONS**

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

1 Re-election and Election of Directors (refer to Explanatory Note 1)

- (a) "To resolve that Mr Alastair Roderick Lawrence be re-elected as Director of the Company."
- (b) "To resolve that Mr Dean John Bracewell be elected as Director of the Company."
- (c) "To resolve that Mr John Brodie Stevens be elected as Director of the Company."

2 Auditors

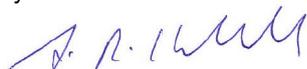
"To resolve that the Auditor-General be reappointed as Auditor of the Company pursuant to section 19 of the Port Companies Act 1988 and that the Directors are authorised to fix the Auditor's remuneration for the ensuing year."

- **GENERAL BUSINESS AND SHAREHOLDER QUESTIONS**

Questions for the Annual Meeting:

Shareholders are invited to submit written questions prior to the Annual Meeting. Questions can be submitted online by going to <https://investorcentre.linkmarketservices.co.nz/voting/POT> and completing the online validation process. Alternatively, shareholders can complete the question section on the Proxy Form and return to Link Market Services. Questions will need to be submitted before Wednesday 26 October 2022. The Board will address and answer questions at the Annual Meeting.

By order of the Board



Simon Kebbell
COMPANY SECRETARY



NOTE:

The resolutions required for agenda item numbers 1 and 2 are ordinary resolutions. An ordinary resolution requires at least 50% of the votes of shareholders entitled to vote and voting on the resolution to be cast in favour of the resolution. Voting will be conducted by poll, in accordance with NZX Listing Rule 6.1.1.

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

PLEASE NOTE: *Due to security regulations, anyone wishing to partake in the port tour must provide photo identification.*

PROXIES: A shareholder entitled to attend and vote, may appoint a proxy or, in the case of a corporate shareholder, a representative, to attend and vote on his/her behalf. The proxy or representative you appoint need not necessarily be a shareholder of the Company. A form of appointment is enclosed. Address for proxies: Link Market Services Limited, PO Box 91976, Victoria Street West, Auckland 1142, New Zealand. A proxy and the power of attorney or other authority, if any, under which it is signed, or a copy of that power or authority certified by a Notary Public, must be deposited or mailed to be received at the address specified above not later than 1.00pm on Wednesday 26 October 2022.

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

EXPLANATORY NOTES

1 Re-election and Election of Directors

Under the NZX Listing Rule 2.7.1, a Director must not hold office past the later of three years and the third annual meeting after their appointment without being re-elected by shareholders. The Directors to retire, being Mr Alastair Roderick Lawrence and Mr Kimmitt Rowland Ellis, are required to retire from office at the Annual Meeting.

The Directors advise that:

Mr Alastair Roderick Lawrence and Mr Kimmitt Rowland Ellis will retire at the meeting. Mr Alastair Roderick Lawrence being eligible offers himself for re-election at the Annual Meeting with the unanimous support of the Board.

On 17 December 2021 Mr Dean John Bracewell, and on 1 August 2022 Mr John Brodie Stevens, were appointed to the Board as Directors of the Company pursuant to Clause 26 of the Company's Constitution, and being eligible, offer themselves for election at the Annual Meeting with the unanimous support of the Board.

The Board has determined that Mr Alastair Roderick Lawrence, Mr Dean John Bracewell and Mr John Brodie Stevens are considered to be Independent Directors as defined in the NZX Listing Rules.

Accordingly, it is proposed to consider, and if thought fit, to:

- (a) re-elect Mr Alastair Roderick Lawrence;
- (b) elect Mr Dean John Bracewell; and
- (c) elect Mr John Brodie Stevens.

Details of the above three Directors are set out below:



A R LAWRENCE – BCA (Business Admin)
INDEPENDENT DIRECTOR

Alastair Lawrence joined the Board in February 2014 and took over the Chair of the Audit Committee in August 2022. Alastair is a very experienced corporate advisor, specialising in commercial evaluation and strategy development. He was a Director of private investment bank, Antipodes, from 1998-2014. Governance roles have included Takeovers Panel, Landcare Research Limited, Coda GP and a number of mid-market private companies.



D J BRACEWELL
INDEPENDENT DIRECTOR

Dean Bracewell has deep transport and logistics industry experience. He was a former Managing Director for Freightways, one of New Zealand's largest transport and logistics companies, for more than 18 years before embarking on a governance career in 2018.

Currently Dean is a Director of Air New Zealand Limited, Property for Industry Limited, the Halberg Trust and Tainui Group Holdings Limited. He joined the Board in December 2021.



J B STEVENS – LLB, FCILT (Fellow Chartered Institute of Logistics and Transport)
INDEPENDENT DIRECTOR

Brodie Stevens is the former Swire Shipping/China Navigation Company Country Manager. A trained lawyer, he joined Freightways Group as a management trainee in 1982 and was National Marketing Manager for Post Haste before joining Owens Group. He was Divisional General Manager of Seatrans New Zealand and Owens Shipping Services before joining China Navigation Company (trading as Swire Shipping) in 2004. During his tenure, the company expanded into freight forwarding, shipping agency and stevedoring. Brodie joined the Board in August 2022.

PORT OF TAURANGA LIMITED'S ANNUAL MEETING FRIDAY 28 OCTOBER 2022

Voting Instructions for Shareholders

Shareholders can vote in the following ways:

- 1 Attend the meeting in person** – bring your Proxy Form to the meeting as the barcode is required to assist with your registration.
- 2 Attend the meeting online** – shareholders can attend the Meeting virtually via the online platform at www.virtualmeeting.co.nz/pot22. You will require your CSN/Holder Number for verification purposes. More information regarding online attendance at the Meeting (including how to vote and ask questions during the Meeting) is available in the Virtual Meeting Online Portal Guide, which is available at <https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>.
- 3 Appoint a person as your proxy** – complete the Proxy Form including how you wish them to vote and mail back to our registry, Link Market Services Limited (Link) before 1.00pm Wednesday 26 October 2022. Your appointed proxy will receive the voting paper upon registration at the meeting.
- 4 Electronic proxy appointments** – to appoint your proxy electronically you need go to the website of our registry, <https://investorcentre.linkmarketservices.co.nz/voting/POT> and follow the prompts to complete your proxy appointment. You will be required to enter your CSN/Holder Number and Authorisation Code (FIN). Electronic voting will close at 1.00pm on Wednesday 26 October 2022.

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

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

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

Attendance in person

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

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

Upon registration you will receive a separate voting card to complete and mark the way you wish to vote at the time that each poll is put to the meeting by the Chairperson. Once the voting is completed, Link will collect your voting cards from you.

Attendance online

If you wish to **attend the meeting online**, please go to www.virtualmeeting.co.nz/pot22. You will require your CSN/Holder Number for verification purposes. More information regarding online attendance at the Meeting (including how to vote and ask questions during the Meeting) is available in the Virtual Meeting Online Portal Guide, which is available at <https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>.

2 IF YOU WISH TO APPOINT A PROXY TO ATTEND THE ANNUAL MEETING AND VOTE ON YOUR BEHALF:**(a) Appointing a Proxy by Mail**

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

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

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

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

The Proxy/Representative Form must be completed, signed and received by Link, no later than 1.00pm Wednesday 26 October 2022.

(b) Appointing a Proxy Electronically

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

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

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

Electronic proxy appointments and voting will close at 1.00pm on Wednesday 26 October 2022.

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

- **mail** it to Link in the reply-paid envelope provided, or
- **address** it to Link Market Services Limited, PO Box 91976, Victoria Street West, Auckland 1142, New Zealand, or
- **deliver** it to Link Market Services Limited, Level 30, PwC Tower, 15 Customs Street West, Auckland, or
- **scan and email** it to meetings@linkmarketservices.com (please put the words “POT Proxy Form” in the subject line for easy identification), or
- **vote online** as per the instructions in the section above.

The Proxy Form must be received by Link no later than 1.00pm Wednesday 26 October 2022, which is 48 hours prior to the meeting, to be valid.

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

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

PLEASE CHOOSE ONLY ONE VOTING OPTION.