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Mount Maunganui
New Zealand

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Tauranga 3143
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Notice of 2024 Annual Meeting

Notice is given that the Annual Meeting of shareholders of Port of Tauranga Limited will be held at:

**Stadium Lounge, Mercury Baypark
81 Truman Lane, Mount Maunganui**

and online at

www.virtualmeeting.co.nz/pot24

on Friday 25 October 2024 commencing at 1.00pm.



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Business and Agenda of the Meeting

A Chair's address

B Chief Executive's address

C Receive and consider the Integrated Annual Report

To receive and consider the Integrated Annual Report of the Company for the year ended 30 June 2024, including the audit report and financial statements.

D Ordinary resolutions

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

Re-election and election of Directors (*refer to explanatory note 1*)

Resolution 1 That Ms Julia Hoare be re-elected as a Director of the company.

Resolution 2 That Ms Alison Andrew be re-elected as a Director of the company.

Resolution 3 That Mr Fraser Whineray be elected as a Director of the company.

Resolution 4 That Sir Robert McLeod KNZM be elected as a Director of the company.

Auditors

Resolution 5 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.

E General business and shareholder questions

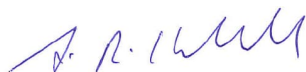
Questions for the Annual Meeting

Shareholders are invited to submit written questions prior to the Annual Meeting. Questions can be submitted online by going to

<https://investorcentre.linkgroup.nz/voting/POT> and completing the online validation process. Alternatively, shareholders can complete the question section on the Proxy Form and return to MUFG Corporate Markets (formerly Link Market Services Limited).

Questions will need to be submitted before 1.00pm on Wednesday 23 October 2024. The Board will address and answer questions at the Annual Meeting.

By order of the Board



Simon Kebbell

Chief Financial Officer



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Note: The resolutions required for agenda item numbers 1 to 5 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.

There are no voting restrictions on any shareholders to prevent them from exercising their vote on any resolutions being considered at the Annual Meeting.

Invitation to partake in port tour

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 Stadium Lounge.

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: MUFG Corporate Markets, PO Box 91976, Victoria Street West, Auckland 1142, New Zealand. A proxy and the power of attorney or other authority, if any, under which it is signed, or a copy of that power or authority certified by a Notary Public, must be deposited or mailed to be received at the address specified above not later than 1.00pm on Wednesday 23 October 2024.

Shareholders are also able to vote electronically as per the attached "Voting instructions for shareholders".



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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, Ms Julia Hoare and Ms Alison Andrew, are required to retire from office at the Annual Meeting.

The Directors advise that:

- Ms Julia Hoare and Ms Alison Andrew will retire at the meeting. Ms Hoare and Ms Andrew, being eligible, offers themselves for re-election at the Annual Meeting with the unanimous support of the Board.
- Mr Fraser Whineray was appointed on 31 October 2023 and Sir Robert McLeod KNZM was appointed on 1 July 2024 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 Sir Robert McLeod is considered to be an independent director as defined in the NZX Listing Rules.

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

- 1 Re-elect Ms Julia Hoare;
- 2 Re-elect Ms Alison Andrew;
- 3 Elect Mr Fraser Whineray; and
- 4 Elect Sir Robert McLeod.

Details of the above four Directors are set out below:



Julia Hoare

BCom, FCA, CMIInstD

Chair, Independent Director

Julia Hoare joined the Board in August 2015 and took over the Chair in August 2022. She has a wide range of commercial, financial, tax, regulatory and sustainability expertise developed from both her extensive governance roles and over the course of two decades as a partner with PricewaterhouseCoopers.

Julia is a Director of Auckland International Airport Limited, Meridian Energy Limited and Port of Tauranga Trustee Company Limited. She is also a Member of the Chapter Zero New Zealand Steering Committee.



Alison Andrew

BE Chemical & Materials (1st Class Honours), MBA (Distinction), FEngNZ, CMIInstD

Independent Director

Alison Andrew has held a number of senior executive roles across various industry sectors, most recently as Chief Executive of Transpower New Zealand and Global Head of Chemicals for Orica PLC. She has also been a Director for Genesis Energy. Prior to those roles, she held a number of senior roles at Fonterra Cooperative Group and across the Fletcher Challenge Group in Energy, Forests and Paper. Alison has an MBA from Warwick University and studied Engineering (Chemicals and Materials) at Auckland University. Alison joined the Board in April 2018 and was appointed Chair of the People and Remuneration Committee in October 2022.



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Fraser Whineray

BE (Hons) Chemical and Process Engineering, MBA

Fraser Whineray joined the Board in November 2023 and holds several governance roles. Fraser is an Independent Non-Executive Director of Waste Management NZ, Quayside and AgriZero^{NZ}. Fraser was appointed Executive Chair of Jarden Group in July 2024.

Fraser's experience includes CEO of Mercury and COO of Fonterra Co-operative, and in governance Tilt Renewables, Kotahi and Opus International Consultants.

Fraser studied chemical and process engineering at Canterbury University and received an MBA from the University of Cambridge, where he also holds the honorary appointment of Visiting Fellow.



Sir Robert McLeod KNZM

LLB, BCom, FCA, CFinStD

Independent Director

Sir Robert McLeod joined the Board effective 1 July 2024 and was formerly a member of the Board in his capacity as Chair of Quayside Holdings. He was on the POTL Board from October 2017 to 31 October 2023 before being reappointed.

Sir Robert brings deep governance experience, outstanding financial skills and extensive iwi connections. He is currently Chair at Nati Growth Limited (formerly Ngati Porou Holding Company) (including Nati Properties Limited) and Sanford Limited. He is also a Director of AZSTA NZ Limited, China Construction Bank (New Zealand) Limited, MSJS NZ Limited, Point 76 Limited, Point Guard Limited, Point Seventy Limited, Singita Holdings Limited, Singita Investments Limited, VCFA Limited



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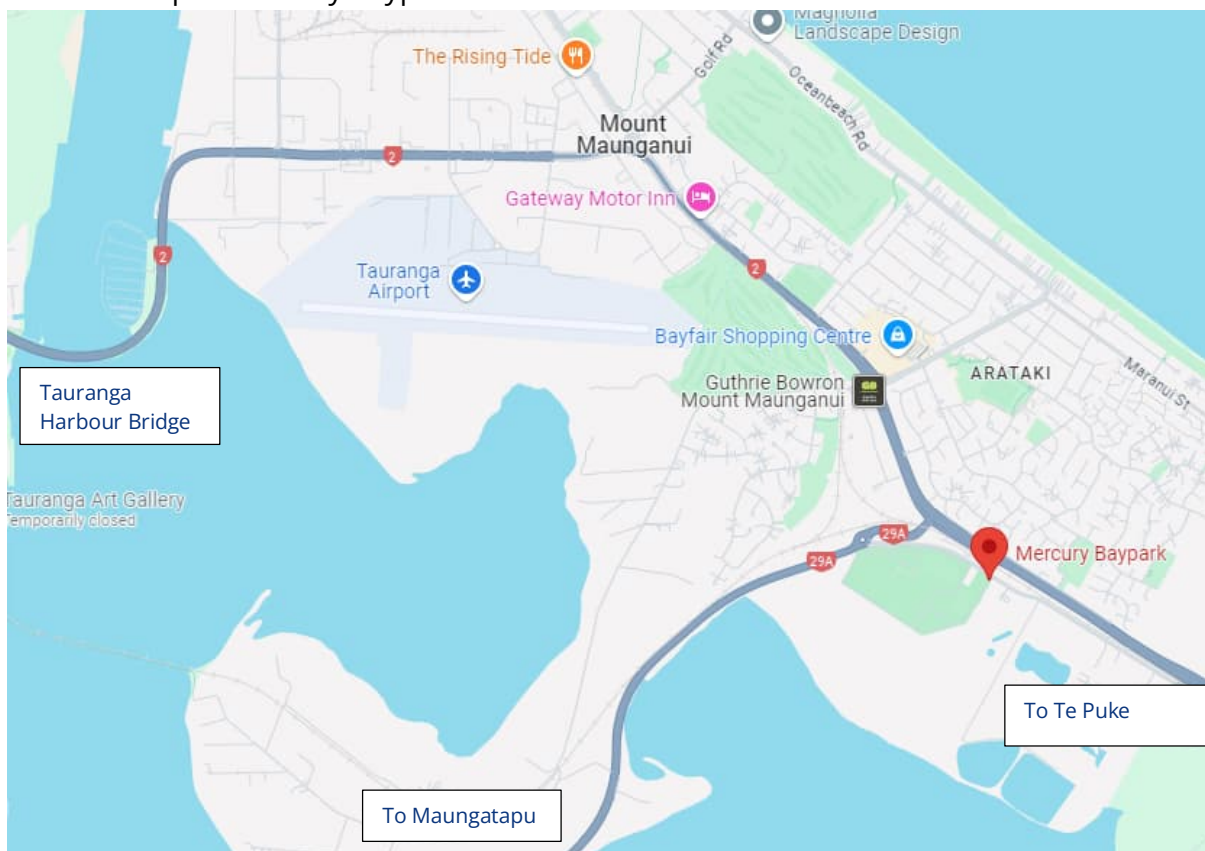
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and a number of privately-owned entities. Sir Robert has been a past Board Member at ANZ National Bank, Tainui Group Holdings, Sky City Entertainment Group and Telecom and he was Oceania (Australia, New Zealand and Pacific Islands) CEO/Managing Partner for the international accounting practice of Ernst & Young and then New Zealand Chair until 2015.

In 2019 Sir Robert was appointed Knight Companion of the NZ Order of Merit. Sir Robert returns as an independent director and replaces retiring Director and Audit Committee Chair Alastair Lawrence. Sir Robert will take over as Chair of the Audit Committee upon Alastair's retirement.

How to get there

Location map of Mercury Baypark:



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Location of Stadium Lounge at Mercury Baypark:



Parking

Free parking is available at Mercury Baypark. Upon arrival at the **main entry** (refer to above map) please follow the signs for parking.

Port of Tauranga Limited's Annual Meeting Friday 25 October 2024

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/pot24. 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 Guide, which is available at https://bcast.linkinvestorservices.co.nz/MUFG/MUFG_VirtualMeetingGuide.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, MUFG Corporate Markets (formerly Link Market Services Limited) before 1.00pm Wednesday 23 October 2024. 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.linkgroup.nz/voting/POT> and follow the prompts to complete your proxy appointment. You will be required to enter your CSN/Holder Number and Authorisation Code (FIN). Electronic voting will close at 1.00pm on Wednesday 23 October 2024.

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.



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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, MUFG Corporate Markets.

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, MUFG Corporate Markets will collect your voting cards from you.

- **Attendance online**

If you wish to **attend the meeting online**, please go to www.virtualmeeting.co.nz/pot24. 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 Guide, which is available at https://bcast.linkinvestorservices.co.nz/MUFG/MUFG_VirtualMeetingGuide.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 MUFG Corporate Markets, no later than 1.00pm Wednesday 23 October 2024.

(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.linkgroup.nz/voting/POT> and follow the prompts. You will be required to enter your CSN/Holder Number and Authorisation Code (FIN).

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

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

Electronic proxy appointments and voting will close at 1.00pm on Wednesday 23 October 2024.

You can return your proxy form to our registry, MUFG Corporate Markets, in one of the following ways:

- **mail** it to MUFG Corporate Markets in the reply-paid envelope provided, or
- **address** it to MUFG Corporate Markets, PO Box 91976, Victoria Street West, Auckland 1142, New Zealand, or
- **deliver** it to MUFG Corporate Markets, 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 MUFG Corporate Markets no later than 1.00pm Wednesday 23 October 2024, which is 48 hours prior to the meeting, to be valid.

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



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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.



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