



NEW ZEALAND'S EXCHANGE
TE PAEHOKO O AOTEAROA

Capital Change Notice

Updated as at June 2023

Please do not amend or delete individual rows. As this template relates to prescribed content, changes to content should only be made where it is clearly indicated that this is permitted, otherwise, if an Issuer considers a particular element does not apply, mark the row as N/A. Any other changes to this prescribed form must first be approved by NZX as required under NZX Listing Rule 3.26.1.

Section 1: Issuer information	
Name of issuer	Port of Tauranga Limited (POT)
NZX ticker code	POT
Class of financial product	Ordinary Shares in POT
ISIN (If unknown, check on NZX website)	NZPOTE0003S0
Currency	NZD
Section 2: Capital change details	
Number issued/acquired/redeemed	633
Nominal value (if any)	N/A
Issue/acquisition/redemption price per security	\$0.00
Nature of the payment (for example, cash or other consideration)	Shares transferred from Treasury Stock to certain senior executives of POT for a \$0 exercise price in accordance with the terms of the POT Long Term Incentive Scheme (LTI Scheme) allocated in 2021/2022.
Amount paid up (if not in full)	N/A
Percentage of total class of Financial Products issued/acquired/redeemed/ (calculated on the number of Financial Products of the Class, excluding any Treasury Stock, in existence) ¹	0.0001%
For an issue of Convertible Financial Products or Options, the principal terms of Conversion (for example the Conversion price and Conversion date and the ranking of the Financial Product in relation to other Classes of Financial Product) or the Option (for example, the exercise price and exercise date)	N/A
Reason for issue/acquisition/redemption and specific authority for issue/acquisition/redemption/ (the reason for change must be identified here)	Transfer of shares held as Treasury Stock by POT to senior executives of POT who are participants in the LTI Scheme, following the vesting of Performance Share Rights (PSRs) allocated to them in 2021/2022 pursuant to the LTI Scheme.

¹ The percentage is to be calculated immediately before the issue, acquisition, redemption or Conversion.

	Authority for issue: Board resolution.
Total number of Financial Products of the Class after the issue/acquisition/redemption/Conversion (excluding Treasury Stock) and the total number of Financial Products of the Class held as Treasury Stock after the issue/acquisition/redemption.	<p>680,267,915 ordinary shares (excluding Treasury Stock).</p> <p>313,315 ordinary shares held as Treasury Stock.</p> <p>185,115 2022/2023 PSRs</p> <p>198,263 2023/2024 PSRs</p> <p>Following the exercise of the 2021/2022 PSRs there are no PSRs of the same Class on issue with 144,168 PSRs having lapsed, and 1,038 PSRs having been exercised.</p>
In the case of an acquisition of shares, whether those shares are to be held as treasury stock	N/A
Specific authority for the issue, acquisition, or redemption, including a reference to the rule pursuant to which the issue, acquisition, or redemption is made	<p>Directors' resolutions and certificate.</p> <p>Listing Rule 4.9.1(b) and 4.11.1.</p>
Terms or details of the issue, acquisition, or redemption (for example: restrictions, escrow arrangements)	<p>On 10 September 2021 POT issued PSRs to certain senior executives in accordance with the terms of the LTI Scheme.</p> <p>Following the Board's assessment of performance hurdles in accordance with the LTI Scheme, 1,038 of the 145,206 2021/2022 PSRs allocated to certain senior executives have now been vested and converted to shares. POTL has transferred shares held as Treasury Stock to those certain senior executives pursuant to the LTI Scheme. Shares are issued net of tax.</p>
Date of issue/acquisition/redemption ²	19/09/2024
Section 3: Authority for this announcement and contact person	
Name of person authorised to make this announcement	Simon Kebbell Chief Financial Officer

² Continuous issuers using this form in reliance on Rule 3.13.2, please indicate the period during which the relevant issue/acquisition/redemptions were made (for example, 1 January 2019 to 31 January 2019).



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Contact person for this announcement	Simon Kebbell Chief Financial Officer
Contact phone number	07 572 8809
Contact email address	Simon.kebbell@port-tauranga.co.nz
Date of release through MAP	20/09/2024