

Notice of Annual Meeting

Important dates

Record date for voting entitlements for the Annual Shareholders' Meeting	5.00pm, Friday 6 December 2024 (NZST)
Latest time for receipt of proxies	2.30pm, Sunday 8 December 2024 (NZST)
Annual Shareholders' Meeting	2.30pm, Tuesday 10 December 2024 (NZST)

The Annual Meeting of shareholders of Marsden Maritime Holdings Ltd ("MMH") will be held at the Marsden Cove Fishing Club – Clubroom, 48 Rauri Drive, Whangarei on Tuesday, 10 December 2024 commencing at 2.30pm.

Shareholders will be able to attend in person or online. Those attending virtually may vote and ask questions via www.meetnow.global/nz. Details of how to participate 'virtually' are provided in the accompanying Virtual Meeting Guide, including instructions for accessing the virtual meeting. If you are attending virtually you are encouraged to review this guide and access via the website address shown above. We recommend logging into the www.meetnow.global/nz platform 15 minutes prior to the start of the meeting to check your audio and visual requirements on your device.

If you cannot attend, I encourage you to complete and lodge the proxy form in accordance with the instructions on the reverse of the form so that it reaches Computershare by 2.30pm (New Zealand time) on 8 December 2024. You can choose to exercise your vote online at: investorvote.co.nz. You will need to provide your CSN/Security Holder Number, which can be found on the proxy form. Online voting prior to the meeting is available until 2.30pm on Sunday 8 December 2024.

A. ORDINARY BUSINESS

1. Chair's and Chief Executive's Reports

To receive reports from the Chair and the Chief Executive in respect of the year ended 30 June 2024, including consideration of the financial statements and auditor's report.

2. To Elect Directors

Murray Jagger retires by rotation and is not seeking re-election.

Hamish Stevens retires by rotation and is not seeking re-election.

Anthony Gibson retires by rotation and is eligible and seeking re-election.

Resolution 1 - As an Ordinary Resolution: That Anthony Gibson be elected as a Director of the Company.

Christine Pears being nominated by Northland Regional Council, offers herself for election. Accordingly, the following resolution is proposed:

Resolution 2 - As an Ordinary Resolution: That Christine Pears be elected as a Director of the Company.

Gwyneth MacLeod being nominated by Northland Regional Council, offers herself for election. Accordingly, the following resolution is proposed:

Resolution 3 - As an Ordinary Resolution: That Gwyneth MacLeod be elected as a Director of the Company.

B. GENERAL BUSINESS

To consider any other matter that may be properly brought before the meeting.

R.S.V.P.

To assist with catering, we request that shareholders R.S.V.P. to Vidura Galpoththage email: info@marsdenmaritime.co.nz. or phone: 09 432 5033 by 5pm Tuesday 3 December 2024.

By order of the Board

Vidura Galpoththage
CHIEF FINANCIAL OFFICER
12 November 2024

Attendance and voting

Voting will be conducted by poll. Your rights to vote may be exercised by:

a) Attending the meeting and voting in person; or

b) Attending the meeting and voting online; or

c) Appointing a proxy (or representative) to attend and vote in your place: A shareholder is entitled to attend the meeting and vote or may appoint a proxy who need not be a shareholder of the Company to attend and vote in the place of the shareholder. You may appoint the "Chair of the meeting" as your proxy.

If you appoint the Chair of the meeting as proxy but not direct the Chair how to vote on a particular resolution the Chair of the meeting will vote your shares in favour of each of the resolutions 1-2. If you have not named a proxy, or your named proxy does not attend the meeting, and you have directed how you wish to vote, the Chair will be your proxy.

A proxy form is enclosed and to be effective, it must be returned to the Company's Share Registrar, Computershare Investor Services Limited, together with any power of attorney (if applicable) by email to corporateactions@computershare.co.nz or by mail:

Delivering it to: Level 2, 159 Hurstmere Road, Takapuna, Auckland; Posting it to: Private Bag 92119, Victoria Street West, Auckland 1142;

In each case it must be received not later than 48 hours before the time of the meeting (by 2.30pm 8 December 2024). Proxies received after that time will not be valid.

d) Online voting: Lodge your proxy online at www.investorvote.co.nz. You will need to provide your CSN/Security Holder Number, which can be found on your proxy form.

Eligibility to vote

Pursuant to section 125 Companies Act 1993, the Board has determined that for the purposes of voting at the Annual Meeting, only those registered shareholders of the Company at 5.00pm 6 December 2024, may do so either by attending the Annual Meeting and voting in person or online, or by proxy voting (subject to the time limits for returning Proxy/Voting forms).

Ordinary resolutions of shareholders

An ordinary resolution is a resolution approved by a majority of more than 50% of votes of those shareholders entitled to vote and voting on the resolution.

Questions in advance of the meeting

To assist the Board to provide answers to questions from shareholders, MMH is offering a facility for shareholders to submit questions in advance of the Annual Meeting. Questions should relate to matters that are relevant to the Annual Meeting including matters arising from the financial reports and any general questions regarding the performance of MMH. Individual responses to questions will not be provided, but the chair will, at the Annual Meeting, endeavour to address commonly raised questions. Questions can be submitted in writing with Proxy/Voting forms online at investorvote.co.nz. Alternatively, you can email your questions to: info@marsdenmaritime.co.nz.

Virtual Attendance

All shareholders will have the opportunity to attend and participate in the 2024 Annual Meeting online via an internet connection (using a computer, laptop, tablet or smartphone).

Virtual meetings will be accessible on both desktop and mobile devices. In order to participate remotely you will need to:

- Visit www.meetnow.global/nz on your desktop or mobile device. Ensure that your browser is compatible – you will need the latest version of Chrome, Safari or Edge. Details of how to participate 'virtually' are provided in the accompanying Virtual Meeting Guide, including instructions for accessing the virtual meeting. Shareholders are encouraged to review this guide prior to the Annual Meeting.
- If you have any questions, or need assistance with the online process, please contact Computershare on +64 9 488 8777 between 8.30am and 5.00pm Monday to Friday.

Audio will stream through the selected device, so shareholders will need to ensure that they have the volume control on their headphones or device turned up.

Shareholders will be able to view the presentations, vote on the resolutions to be put to shareholders and ask questions, by using their own computers or mobile devices.

Candidate Profiles

Anthony Gibson

Anthony Gibson is Managing Director and CEO of VINZ. Prior to this, he served as the Chief Executive Officer of Ports of Auckland Ltd, February 2011 to June 2021. He has more than 30 years' experience in shipping and logistics, and has worked in various senior roles in Africa, Asia and Europe, including European Director of Customer Operations, Rotterdam, before being appointed Managing Director P&O Nedlloyd, New Zealand and Pacific Islands in 2002. Following a take-over by Maersk, he served as Managing Director of Maersk New Zealand for three years. He is a Director of JEVIC, NZ and Chairman of JEVIC, Japan.

Christine Pears (CA, B. Com, MinstD)

Christine Pears has over 20 years' experience in senior executive and director roles in public and private capital markets. She is currently the Independent Chair of Franklin Veterinary Services and of Y North Inc, and an Independent Non-executive Director of McKay Limited, and NZX Listed Marlborough Wine Estates Group Limited. Previously she held CEO roles within the wine and horticulture sectors and Chief Financial Officer roles within an NZX-listed wine company, a large privately owned property group, and in the technology sector. She is a Member of the Institute of Directors and of Chartered Accountants of Australia and New Zealand and holds a Bachelor of Commerce from The University of Auckland.

Gwyneth MacLeod

Gwyneth MacLeod has more than 25 years' strategic leadership experience, working across the UK, Europe, and New Zealand. Her professional background includes Corporate Finance, Strategy Consulting, and Infrastructure Strategic Planning. She has a substantial background as a senior leader in infrastructure strategy, transactions and commercial diligence, and value-enhancement activities especially in the transport infrastructure domain. She thrives on making a difference in this high-impact sector that influences key outcomes for national and regional economies. She has a master's degrees in business studies and science and is a member of the Institute of Directors.

Explanatory Notes

The election of Directors

1. Shareholder approval is sought to the election of 3 Directors
2. 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. For this reason, Directors, Murray Jagger, Hamish Stevens and Anthony Gibson are required to retire from office at the conclusion of the Annual Meeting.
3. Neither Murray Jagger nor Hamish Stevens are standing for re-election
4. As a result of Murray Jagger and Hamish Stevens retiring by rotation and not seeking re-election, , Anthony Gibson retiring by rotation and being eligible and seeking re-election and the Northland Regional Council nominating two directors for election, the board size will be six directors following the Annual Meeting if both resolutions are passed. Pursuant to section 6 of the Port Companies Act 1988, Marsden Maritime Holdings as a registered port company must have a minimum of six directors.
5. Anthony Gibson is being nominated for a term of 1 year by Northland Regional Council to re-establish a desirable rotation of directors.
6. Pursuant to NZX Listing Rule 2.3.2, the Company issued a notice on 2 October 2024 advising a closing date for Director nominations of 18 October 2024. Anthony Gibson, Christine Pears and Gwyneth MacLeod have been nominated as directors.
7. The board has not yet made an assessment of the independence of the nominated Directors of the Company. This will be performed in due course once Directors are appointed. .

In seeking nominations for director appointments, the following skills were identified as being critical for the Board

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Directors sought will need to offer a depth of governance experience and demonstrate leadership in the four pillars of governance best practice, with an awareness of the public and private sectors.

Experience sought that complements the existing MMH skills matrix will include finance, accounting and audit, and supply chain and marine and port operations.

The candidates will be politically and strategically astute and be recognised for developing and maintaining relationships with stakeholders and the community, with a good understanding of Tikanga Maori. The candidates will embrace our commitment to support diversity of thought.

Previous experience as a director of a publicly listed company will be an advantage.

The Directors advise that:

1. **Election of Director: Anthony Gibson** – See accompanying Candidate Profiles

Anthony Gibson offers himself for re-election at the Annual Meeting. Accordingly, it is proposed that the following ordinary resolution be put to shareholders for approval:

“That Anthony Gibson be elected as a Director of the company”.

2. **Election of Director: Christine Pears** – See accompanying Candidate Profiles

Christine Pears offers herself for election at the Annual Meeting. Accordingly, it is proposed that the following ordinary resolution be put to shareholders for approval:

“That Christine Pears be elected as a Director of the company”.

3. **Election of Director: Gwyneth MacLeod** – see accompanying Candidate Profiles

Gwyneth MacLeod offers herself for election at the Annual Meeting. Accordingly, it is proposed that the following ordinary resolution be put to shareholders for approval:

“That Gwyneth MacLeod be elected as a Director of the company”.

Appointment of Auditor

Pursuant to section 19 of the Port Companies Act 1988 and section 14 of the Public Audit Act 2001, the Auditor-General is the appointed Auditor of the Company. A resolution regarding auditor appointment is not therefore required.

