

## Directors Profiles



**Nicola Greer**  
Independent Director  
MCom (Hons)

Appointed November 2019

Ms Greer is a Company Director based in Queenstown. She is currently a Director of Fidelity Life Assurance, Precinct Properties, Vulcan Steel and New Zealand Railways Corporation, and a member of the NZ Markets Disciplinary Tribunal. She is also a shareholder and Director in a privately owned commercial property investment and development company.

Prior to her governance career, Nicola had extensive experience in NZ, Australia and the UK in the banking and finance sectors. This encompassed a range of roles within the financial markets and asset and liability management at ANZ, Citibank and Goldman Sachs.



**Michelle Henderson**  
Independent Director  
BE (Hons), CMInstD

Appointed October 2021

Mrs Henderson is an Independent Director based in Invercargill. Her current directorships include Meridian Energy Ltd and Cycling New Zealand Incorporated. Michelle is a Chartered Member of the New Zealand Institute of Directors.

She brings engineering expertise and broad business understanding to the board room from her executive career with Rio Tinto and PowerNet. Michelle brings a passion for sustainable business outcomes, strong assurance processes and workplace health and safety.

## Explanatory Notes

### EXPLANATORY NOTE 1 RE-ELECTION OF DIRECTORS

Under NZX Listing Rule 2.7, a Director must not hold office (without re-election) past the third annual meeting following the Director's appointment or three years, whichever is the longer.

Ms N Greer, being eligible, now offers herself for re-election to the Board of Directors.

Mrs M Henderson, being eligible, now offers herself for re-election to the Board of Directors.

### EXPLANATORY NOTE 2 AUDITOR'S REMUNERATION

The Office of the Controller and Auditor General (OAG) continues in office in accordance with Section 19 of the Port Companies Act 1988 and Section 207S of the Companies Act 1993. The OAG has appointed Deloitte Limited, to act on their behalf.

### EXPLANATORY NOTE 3 DIRECTORS' REMUNERATION

The Audit and Risk Committee consists of Chair Nicola Greer and committee members Michelle Henderson and John Schol.

### ADDITIONAL NOTE

Pursuant to Listing Rule 2.11.3, in the event of an increase in the total number of Directors holding office, the Directors may without shareholder approval, increase the total remuneration by such an amount necessary to enable the Company to pay the additional Director/Directors' remuneration not exceeding the average amount being paid to each of the Company's other non-Executive Directors.

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 South Port NZ



## NOTICE OF ANNUAL MEETING

Thursday 17 October 2024

Notice is hereby given that the 36th Annual Shareholders' Meeting of South Port New Zealand Limited (NZBN 9429039452528) will be held in the South Port Board Room, Administration Building, Island Harbour, Bluff on Thursday, 17 October 2024 commencing at 11:00am (NZST).

## Port Security

Please note for those attending the meeting, not only will a Driver's Licence ID be required to be presented at the security gate to gain access onto the South Port Island Harbour, but advanced notice of the name/s of people wishing to attend is to be relayed by contacting Sharon Jennings either by phone (03) 212 6009 or email: [sjennings@southport.co.nz](mailto:sjennings@southport.co.nz). This is a mandatory requirement under the Maritime Security Regulations.

### IMPORTANT DATES

**15 OCTOBER 2024** 5:00pm, Tuesday (NZST)

Record date for voting entitlements for the Annual Shareholders' Meeting

**15 OCTOBER 2024** 11:00am, Tuesday (NZST)

Latest time for receipt of postal votes and proxies

**17 OCTOBER 2024** 11:00am, Thursday (NZST)

Annual Shareholders' Meeting

## Business

### A. CHAIR'S ADDRESS

### B. CHIEF EXECUTIVE'S REVIEW

### C. FINANCIAL STATEMENTS

To receive and consider the Directors' Report, the Financial Statements and the Auditor's Report for the year ended 30 June 2024 as contained in the Company's 2024 Annual Report.

### D. RESOLUTIONS

To consider and, if thought appropriate, pass the following ordinary resolutions.

#### Re-Election of Directors

Ms N Greer and Mrs M Henderson retire by rotation in accordance with the Company's Constitution.

- Ms N Greer, being eligible, now offers herself for re-election to the Board of Directors.
- Mrs M Henderson, being eligible, now offers herself for re-election to the Board of Directors.

(See Explanatory Note 1)

#### Auditor's Remuneration

- That the Directors be authorised to fix the fees and expenses of Deloitte Limited who acts as Agent for the Controller and Auditor General.

(See Explanatory Note 2)

### E. DIRECTORS' REMUNERATION

The Board will not be seeking an increase in Directors' remuneration this year. The maximum aggregate sum available for payment to non-Executive Directors for each financial year commencing 1 July therefore is to remain at \$532,000.

Last year the shareholders approved an increase of fees to \$532,000, however the Board elected to keep the Directors' remuneration at \$480,000 until 1 July 2024, at which point the increase was implemented.

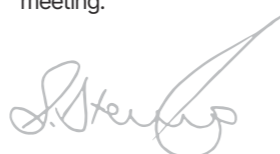
From this aggregate sum the Company is now remunerating the Chair and members of the Audit and Risk Committee.

(See Explanatory Note 3)

## General Business

### Questions from Shareholders at the Annual Meeting

The Company wants to provide comprehensive answers to any questions you may wish to ask at the Annual Shareholders' Meeting. Accordingly, we encourage you to send any questions you wish to raise to the following email: [sjennings@southport.co.nz](mailto:sjennings@southport.co.nz) and we will then be in a better position to answer these in greater detail when they are raised at the meeting. However, not sending us questions in advance will not in any way preclude you from asking questions at the meeting.



By order of the Board

**LARA STEVENS**  
Chief Financial Officer

*Dated at Bluff this 13th day of September 2024*

## Procedural Notes

### Persons entitled to vote

The persons who will be entitled to vote on the resolutions at the Annual Shareholders' Meeting are those persons who will be the shareholders of the Company at 11:00am on Tuesday, 15 October 2024 (NZST).

### Casting a vote

The voting form enclosed with this notice allows you, or your proxy, to vote for or against, or abstain from, each of the resolutions. Votes may be cast in any one of the following ways:

### Meeting attendance

#### Attending in person:

Shareholders present at the Annual Shareholders' Meeting in person may cast their votes at the meeting.

#### Attending online:

To attend the meeting online, please use the following link: <https://link.southport.co.nz/PsGhV9>

Shareholders attending online will not be able to vote online, however will be able to ask questions virtually during the Annual Shareholders' Meeting.

The meeting will be recorded and the recording made available on our website at the conclusion of the meeting: [www.southport.co.nz](http://www.southport.co.nz)

### Postal voting prior to the meeting

Shareholders may directly cast a vote prior to the meeting by post, by completing and lodging the enclosed voting form with the share registrar, MUFG Corporate Markets (previously Link Market Services Limited) at PO Box 91976, Auckland 1142, New Zealand, in accordance with the instructions set out on the form.

The vote must reach MUFG Corporate Markets not later than two working days before the time of the holding of the meeting (i.e. before 11:00am, Tuesday, 15 October 2024 (NZST)). The Board has authorised MUFG Corporate Markets to receive and count postal votes.

### Proxy

Shareholders may appoint a proxy to attend the Annual Shareholders' Meeting and vote in their place.

A body corporate which is a shareholder may appoint a representative to attend on its behalf in the same manner as that in which it could appoint a proxy.

A proxy need not be a shareholder of the Company. A shareholder who wishes to do so may appoint the Chair of the Meeting to act as proxy.

A proxy will vote as directed in the Proxy Form or, if voting is left to the proxy's discretion, then the proxy will decide how to vote on the resolutions (subject to any "Voting Restrictions"). If the Chair is appointed as proxy and the voting is left to his discretion, the Chair intends to vote in favour of each of Resolutions (1)-(3).

To appoint a proxy, complete and lodge the enclosed voting form with the share registrar, MUFG Corporate Markets, in accordance with the instructions set out on the form. The proxy must be received not later than two working days before the time of the holding of the meeting (i.e. before 11:00am on Tuesday, 15 October 2024 (NZST)).

### Resolutions

All the Resolutions contained in this Notice of Meeting must be passed by an ordinary resolution of shareholders, i.e. by a simple majority of the votes of those shareholders entitled to vote and voting on the resolutions in person or by proxy.