



**NAPIER**<sup>o</sup>  
**PORT**  
*Te Herenga Waka o Ahuriri*

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## **NOTICE OF ANNUAL SHAREHOLDERS MEETING**

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Notice is hereby given that the Annual Shareholders Meeting of  
Napier Port Holdings Limited (the 'Company') will be held at:  
10:30AM ON FRIDAY, 17 DECEMBER 2021

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**MEETING DETAILS:**

In light of current health and safety concerns, the Annual Shareholders Meeting of the Company will be conducted as a virtual meeting. Shareholders will be able to participate virtually via the Link Market Services online meeting portal at:

[www.virtualmeeting.co.nz/nph21](http://www.virtualmeeting.co.nz/nph21)

The Company's Board and Management look forward to your online attendance at the Annual Shareholders Meeting.



[www.virtualmeeting.co.nz/nph21](http://www.virtualmeeting.co.nz/nph21)



Friday, 17 December 2021  
commencing at 10.30am

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**KEY DATES:**

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**VOTING ELIGIBILITY FOR THE ANNUAL SHAREHOLDERS MEETING:**

Wednesday, 15 December 2021, 5.00pm.

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**LATEST TIME FOR RECEIPT OF POSTAL VOTES AND PROXY FORMS:**

Wednesday, 15 December 2021, 10.30am.

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**ANNUAL SHAREHOLDERS MEETING:**

Friday, 17 December 2021, 10.30am.

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# BUSINESS AND AGENDA OF THE MEETING

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**A. CHAIRMAN'S ADDRESS**

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**B. CHIEF EXECUTIVE'S ADDRESS**

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**C. FINANCIAL REPORTS AND STATEMENTS**

To receive and consider the Consolidated Financial Statements of Napier Port Holdings Limited and subsidiaries, Reports of the Directors and of the Auditor for the year ended 30 September 2021 as contained in the Company's 2021 Annual Report.

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**D. ORDINARY RESOLUTIONS**

Shareholders will be asked to consider and, if thought appropriate, to pass the following resolutions:

**1. RE-ELECTION OF VINCENT TREMAINE AS DIRECTOR:**

Vincent Tremaine retires in accordance with the provisions of the Company's Constitution and, being eligible, offers himself for re-election. For further details, see Explanatory Note 1.

**2. RE-ELECTION OF BLAIR O'KEEFFE AS DIRECTOR:**

Blair O'Keeffe retires in accordance with the provisions of the Company's Constitution and, being eligible, offers himself for re-election. For further details, see Explanatory Note 1.

**3. AUDITORS:**

To authorise Directors to fix the Auditor's remuneration for the ensuing year. For further details, see Explanatory Note 2.

Resolutions 1, 2 and 3 are considered ordinary resolutions and, to be passed, require the approval of more than 50% of the votes of those shareholders entitled to vote and voting on the resolution, pursuant to section 105(2) of the Companies Act 1993. For further information on the resolutions, please see the Explanatory Notes.

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**E. GENERAL BUSINESS AND SHAREHOLDERS' QUESTIONS**

Consideration of any Shareholder questions raised during the meeting.

On behalf of the Napier Port Holdings Limited Board,

**ALASDAIR MACLEOD**  
Chair

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# PROCEDURAL NOTES

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## PERSONS ENTITLED TO ATTEND

The persons who are entitled to attend and participate in the Meeting virtually via the online platform are those persons (or their proxies or representatives) registered as holding Ordinary Shares on Napier Port Holdings Limited's share register at 5.00pm, Wednesday 15 December 2021 (New Zealand time).

## PERSONS ENTITLED TO VOTE

The persons who will be entitled to vote at the meeting are those persons (or their proxies or representatives) registered as holding Ordinary Shares on Napier Port Holdings Limited's share register at 5.00pm, Wednesday 15 December 2021 (New Zealand time). Voting will be by way of a poll. Please note, if you will be participating online you will require your shareholder number, found on your Proxy Form, for verification purposes.

There are no restrictions on any shareholder or group of shareholders to prevent them from exercising their vote on any of the resolutions being considered at the meeting.

## PROXIES AND CORPORATE REPRESENTATIVES

All shareholders are entitled to attend online and vote at the Annual Shareholders Meeting virtually via the online platform or to appoint a proxy or representative (in case of a corporate shareholder), to attend online and vote on their behalf. The appointment of a proxy or representative does not preclude a shareholder from attending online and voting at the Annual Shareholders Meeting in place of the proxy or representative. A proxy need not be a shareholder of the Company. You may, if you wish, appoint 'The Chair of the Annual Shareholders Meeting' as your proxy by filling in the proxy form to that effect.

A proxy can be appointed online at:  
<https://investorcentre.linkmarketservices.co.nz/voting/NPH>

Shareholders will require their CSN/Holder Number and Authorisation Code (FIN).

Alternatively, please use the proxy form, with which you can appoint a proxy, that accompanies the Notice of Meeting. The Chair will vote according to your instructions. If the Chair is not instructed how to vote, he will vote in favour of all resolutions.

If, in appointing your proxy, you do not name a person to be your proxy, or your named proxy does not attend the Annual Shareholders Meeting, the Chair of the Meeting will be your proxy and may only vote in accordance with your express direction.

## RETURN OF PROXY FORMS

Proxy Forms must be received at the office of the Company's share registrar, Link Market Services Limited, either by post to PO Box 91976, Victoria Street West, Auckland 1142 or by email to [meetings@linkmarketservices.co.nz](mailto:meetings@linkmarketservices.co.nz), no later than 10.30am on Wednesday, 15 December 2021.

Results of the voting will be posted on the Company's website following the conclusion of the Annual Shareholders Meeting and finalisation of the voting results.

The Company's external auditor, Ernst & Young, will be available at our Annual Shareholders Meeting to answer questions from Shareholders relevant to the external audit.

## VIRTUAL ANNUAL SHAREHOLDERS MEETING

Shareholders attending and participating in the Meeting virtually via the online platform will be able to vote and ask questions during the Meeting. More information regarding virtual attendance at the Meeting (including how to vote and ask questions virtually during the Meeting) is available in the Virtual Annual Meeting Online Portal Guide, which is available at <https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>.

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# EXPLANATORY NOTES

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## 1. RESOLUTION 1&2: RE-ELECTION OF DIRECTORS

Under NZX Listing Rules, and in accordance with the Company's Constitution, all directors must not hold office without re-election past the third Annual Shareholders Meeting following the director's appointment or three years, whichever is longer. Vincent Tremaine and Blair O'Keeffe retire by rotation at the Annual Shareholders Meeting and are eligible for re-election at the Meeting.

***A BRIEF BIOGRAPHICAL NOTE ON BOTH DIRECTORS IS INCLUDED BELOW.***

### **VINCENT TREMAINE**

Vincent joined the Napier Port Board in February 2019. Vincent has broad experience in the port sector, having served for 16 years as CEO of Flinders Ports Holdings, which owns seven South Australian ports, the Adelaide Container Terminal and Flinders Logistics. Vincent is currently Chair of Riverland Water Holdings Pty Limited, Chair of Southern Launch Space Pty Limited and a director of Statewide Superannuation Pty Limited, Geelong Port Pty Limited and Green Industries SA (South Australia Body Corporate). He has served as Chair of Ports Australia and the South Australian Chamber of Commerce and Industry, and as a director of Australia's National Heavy Vehicle Regulator. Vincent also worked for Toll Ports and Resources, managing the ports of Geelong and Hastings in Victoria. In 2020, Vincent was awarded Membership of the Order of Australia (AM) for 'significant service to shipping infrastructure and freight transport'.

### **BLAIR O'KEEFFE**

Blair was appointed as a director of Napier Port in June 2019. Blair is a professional company director, with governance experience in local and central government, and NZX-listed companies. He is currently a director of Z Energy, Napier Port, Central Air Ambulance Limited, and Chair of Hawke's Bay Rescue Helicopter Trust. He has significant port and maritime experience as former Chair of Crown entity Maritime New Zealand, and as longstanding CEO of a New Zealand port company.

All directors standing for re-election do so with the support of the Board.

## 2. RESOLUTION 3: AUDITORS

In accordance with section 70 of the Local Government Act 2002, Napier Port Holdings Limited is a public entity as defined in section 4 of the Public Audit Act 2001 and, in accordance with that Act, the Auditor-General is the auditor. The Auditor General has appointed Ernst & Young to undertake this audit on their behalf.

The proposed resolution authorises the Board of Directors to fix the remuneration of the auditors for the ensuing year.