

Capital Change Notice

Acquisition of Ordinary Shares

This notice is given under NZX Listing Rule 3.13.1 and section 65(2) of the Companies Act 1993, and relates to the acquisition of ordinary shares in Napier Port Holdings Limited under the on-market share buy-back programme announced by Napier Port Holdings Limited on 13 October 2022.

| Section 1: Issuer information | |
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| Name of issuer | Napier Port Holdings Limited |
| NZX ticker code | NPH |
| Class of financial product | Ordinary shares |
| ISIN (If unknown, check on NZX website) | NZNPHE0005S2 |
| Section 2: Capital change details | |
| Number acquired | 4,072 |
| Nominal value (if any) | N/A |
| Acquisition price per security | \$NZ 2.8614 |
| Nature of the payment | Cash |
| Amount paid up (if not in full) | Paid in full |
| Percentage of total class of Financial Products acquired (calculated on the number of Financial Products of the Class, excluding any Treasury Stock, in existence) | 0.0020% |
| 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 acquisition and specific authority for acquisition | Acquisition under Board approved buyback announced on 13 October 2022 |
| Total number of Financial Products of the Class after the acquisition (excluding Treasury Stock) and the total number of Financial Products of the Class held as Treasury Stock after the acquisition | 199,923,424 ordinary shares 76,576 held as treasury stock |
| In the case of an acquisition of shares, whether those shares are to be held as treasury stock | Yes |
| Specific authority for the acquisition including a reference to the rule pursuant to which the issue, acquisition, or redemption is made | Board resolution dated 13 October 2022 NZX Listing Rule 4.14.1(a) |
| Terms or details of the acquisition | Shares acquired will be held as treasury stock |
| Date of issue/acquisition/redemption | 28/10/2022 |

| Section 3: Authority for this announcement and contact person | |
|---|--|
| Name of person authorised to make this announcement | Kristen Lie |
| Contact person for this announcement | Kristen Lie |
| Contact phone number | +64 6 833 4400 |
| Contact email address | kristenl@napierport.co.nz |
| Date of release through MAP | 31/10/2022 |