

LODGE YOUR PROXY

Online:

<https://investorcentre.linkgroup.nz/voting/POT>

Scan & email:

meetings@linkmarketservices.com

Deliver:

Link Market Services Limited
Level 30, PwC Tower
15 Customs Street West, Auckland 1010

Mail:

Use the enclosed reply paid envelope or address to:
Link Market Services Limited
PO Box 91976
Victoria Street West
Auckland 1142

Scan this QR code with your smartphone and vote online



General Enquiries

+64 9 375 5998 | enquires@linkmarketservices.co.nz

Proxy Form/Admission Card for Port of Tauranga Limited's 2023 Annual Meeting

The 2023 Annual Meeting of shareholders of Port of Tauranga Limited will be held at **Mercury Baypark, 81 Truman Lane, Mount Maunganui**, on **Friday 27 October 2023, commencing at 1.00pm**.

Shareholders are also able to attend the Annual Meeting online via the Link Market Services Virtual Meeting platform at www.virtualmeeting.co.nz/pot23. If you will be attending online, you will require your CSN/Holder Number for verification purposes. If you will not attend the Meeting but wish to be represented by proxy, please complete and return this form (in accordance with the lodgement instructions above) to Port of Tauranga's share registry, Link Market Services Limited, **by no later than 1.00pm, Wednesday 25 October 2023**. You can also appoint your proxy and vote on the resolutions on the reverse of this form online by going to <https://investorcentre.linkgroup.nz/voting/POT> or by scanning the QR code above with your smartphone.

Appointment of proxy

The "Chair of the Meeting" is willing to act as proxy for any shareholder who wishes to appoint him/her for that purpose. If you wish, you may appoint the "Chair of the Meeting" as your proxy. To do so, please write "Chair of the Meeting" in the section marked "full name of proxy". The Chair will vote according to your instructions. If the Chair is not instructed how to vote, he/she will vote as he/she thinks fit or abstain from voting. If you do not appoint a proxy your Proxy Form will be invalid. A shareholder entitled to attend and vote is entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend and vote instead of him/her and that proxy or representative need not also be a shareholder.

Voting of your holding

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, in respect of each item of business. If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting. The company will, as required by the NZX Listing Rules, disregard any votes cast on resolution 2 by any Director, and any Associated Person of that Director, (as defined in the NZX Listing Rules) where that Director is intended to receive a payment or benefit from the approved remuneration pool, except where the vote is cast by a Director (or one of their Associated Persons) as proxy for a shareholder who is entitled to vote and that Director (or Associated Person) votes in accordance with express instructions to vote for or against resolution 2 on the Proxy Form.

Attending the Meeting

If you wish to vote in person, you should attend the Meeting. **Please bring this form with you to the Meeting** to assist with your registration. A corporation may appoint a person to attend and vote at the Meeting as its representative in the same manner as that in which it could appoint a proxy. That person need not also be a shareholder. Shareholders are also able to attend the Annual Meeting online at www.virtualmeeting.co.nz/pot23. If you will be attending online, you will require your CSN/Holder Number for verification purposes. More information regarding virtual attendance at the Meeting (including how to vote and ask questions virtually during the Meeting) is available in the Virtual Meeting Online Portal Guide, which is available at <https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>.

Signing instructions for Proxy Forms

Individual: Where the holding is in one name, this Proxy Form must be signed by the shareholder or his/her/its attorney duly authorised in writing.

Joint holding: Where the holding is in more than one name, this Proxy Form may be signed by either of the joint shareholders (or their duly authorised attorney).

Power of Attorney: This Proxy Form and the power of attorney or other authority, if any, under which it is signed, or a copy of that power or authority certified by a Notary Public must be deposited or mailed to be received at the office of Link Market Services Limited, in any manner as per the instructions above, **not later than 1.00pm on Wednesday 25 October 2023**.

Corporate shareholder: In the case of a corporate shareholder, this Proxy Form must be signed by a director or a duly authorised officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder.

Proxy/Corporate Representative Form

Step 1: Appoint a proxy to vote on your behalf

I/We being a shareholder(s) of Port of Tauranga Limited

appoint _____ of _____
(full name of proxy) (email address)

or failing that person _____ of _____
(full name of proxy) (email address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of Port of Tauranga Limited to be held on Friday 27 October 2023, at 1.00pm and at any adjournment of that meeting.

Step 2: Items of business – proxy voting instructions

Complete this part if you have appointed a proxy above and you want to direct the proxy as to how the proxy should vote. Please note: For each resolution you must tick one box. If you mark the abstain box for an item, you are directing your proxy not to vote on your behalf during a poll and your votes will not be counted computing the required majority, for that item.

Ordinary business

To consider and, if thought fit, pass the following ordinary resolutions:

	Tick (✓) in box to vote			
	For	Against	Abstain	Discretion
1 Re-election of Director To resolve that Mr Douglas William Leeder be re-elected as a Director of the company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Directors' remuneration To resolve that the Directors' fees pool be increased by \$245,000, from \$880,000 (plus GST if any), to \$1,125,000 per annum (plus GST if any), with the aggregate amount payable to all Directors of the company for their services as Directors of the company, to be divided amongst the Directors as the Board may determine.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Auditors To resolve that the Auditor-General be reappointed as Auditor of the company pursuant to section 19 of the Port Companies Act 1988 and that the Directors are authorised to fix the Auditor's remuneration for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

and to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). Unless otherwise instructed as above, the proxy will vote to abstain from voting on each such resolution. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

Step 3: Shareholder questions

Shareholders present at the Annual Meeting (either in person or via the Virtual Annual Meeting) will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Meeting but would like to ask a question, you can submit a question online by going to <https://investorcentre.linkgroup.nz/voting/POT> and completing the online validation process or complete the question section below and return to Link Market Services. Questions will need to be submitted **by 1.00pm on Wednesday 25 October 2023**. The Board will address and answer questions at the Annual Meeting.

Question:

Sign: Signature of shareholder(s) – this section must be completed

Shareholder 1

--

or duly authorised officer or attorney

Shareholder 2

--

or duly authorised officer or attorney

Shareholder 3

--

or duly authorised officer or attorney

Contact name _____ Contact daytime telephone _____ Date _____

Electronic Investor Communications: If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below.

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Port of Tauranga

Connecting New Zealand and the World