

NOTICE OF 2017 ANNUAL MEETING

Notice is given that the Annual Meeting of shareholders of Port of Tauranga Limited will be held at Holy Trinity Church, 215 Devonport Road, Tauranga, on Thursday 19 October 2017 commencing at 1.00pm.

BUSINESS AND AGENDA OF THE MEETING:

- **CHAIR'S ADDRESS**

- **CHIEF EXECUTIVE'S ADDRESS**

- **RECEIVE AND CONSIDER ANNUAL REPORT**

To receive and consider the Annual Report of the Company for the year ended 30 June 2017, including the audit report and financial statements.

- **ORDINARY RESOLUTIONS**

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

1 Re-election of Directors:

The Directors advise that:

Messrs Alastair Roderick Lawrence and David Alan Pilkington will retire at the meeting, and being eligible offer themselves for re-election. Accordingly, it is proposed to consider and if thought fit, to:

- (a) re-elect Mr Alastair Roderick Lawrence; and
- (b) re-elect Mr David Alan Pilkington

as Directors of the Company, in each case by separate ordinary resolution of the shareholders (see Explanatory Note 1).

2 Auditors:

To record the reappointment of the Audit Office as Auditors of the Company pursuant to section 19 of the Port Companies Act 1988 and to authorise Directors to fix the Auditor's remuneration for the ensuing year.

- **GENERAL BUSINESS AND SHAREHOLDER QUESTIONS**

Questions for the Annual Meeting:

Shareholders are invited to submit written questions prior to the Annual Meeting. These must be clearly handwritten or (preferably) typed, signed and with the writer's name, address and shareholder number printed on it. Letters can be sent to: (by email) steveg@port-tauranga.co.nz (or by post) C/o Company Secretary, Port of Tauranga Limited, Private Bag 12504, Tauranga Mail Centre, Tauranga 3143, New Zealand. All questions must be received before Tuesday 17 October 2017. The questions will be answered at the conclusion of General Business.

By order of the Board



Steve Gray
COMPANY SECRETARY

NOTE: The resolutions required for agenda items 1 to 2 are ordinary resolutions. An ordinary resolution requires at least 50% of the votes of shareholders entitled to vote and voting on the resolution to be cast in favour of the resolution.

INVITATION: At the conclusion of the Annual Meeting, afternoon tea will be served. We invite all shareholders to participate in a Port tour at the conclusion. Transport will be provided outside Holy Trinity Church, 215 Devonport Road, Tauranga.



PROXIES: A shareholder entitled to attend and vote, may appoint a proxy or, in the case of a corporate shareholder, a representative, to attend and vote on his/her behalf. The proxy or representative you appoint need not necessarily be a shareholder of the Company. A form of appointment is enclosed. Address for proxies: Link Market Services Limited, PO Box 91976, Victoria Street West, Auckland 1142, New Zealand. A proxy 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 address specified above not later than 1.00pm on Tuesday 17 October 2017.

Shareholders are also able to vote electronically as per the **attached** "Voting Instructions for Shareholders".

EXPLANATORY NOTES:

1 Re-election of Directors:

In accordance with the Company's Constitution, at least one-third of the Directors of the Company are to retire from office at each Annual Meeting. The Directors to retire, being Alastair Roderick Lawrence and David Alan Pilkington, are required to retire from office at the Annual Meeting. Both of these Directors are eligible and are therefore offering themselves for re-election at the Annual Meeting with the unanimous support of the Board.

Details of the two Directors are available on our website: www.port-tauranga.co.nz

PORT OF TAURANGA LIMITED'S ANNUAL MEETING THURSDAY 19 OCTOBER 2017

Voting Instructions for Shareholders

Shareholders can vote in the following ways:

- 1 **Attend the meeting** – bring your Proxy Form to the meeting as the barcode is required to assist with your registration.
- 2 **Appoint a person as your proxy** – complete the Proxy Form including how you wish them to vote and mail back to our registry, Link Market Services Limited (Link) before 1.00pm Tuesday 17 October 2017. Your appointed proxy will receive the voting paper upon registration at the meeting.
- 3 **Electronic proxy appointments** – To appoint your proxy electronically you need go to the website of our registry, <https://investorcentre.linkmarketservices.co.nz/voting/POT> and follow the prompts to complete your proxy appointment. You will be required to enter your CSN/Holder Number and Authorisation Code (FIN). Electronic voting will close at 1.00pm on Tuesday 17 October 2017.

Each method of voting and the way to use the form enclosed with this Notice of Meeting are explained in detail below. Please read this section carefully. Choose only one voting option.

Full details on how to return your Proxy Form/s to the registry is available at the end of this section.

1 IF YOU WISH TO ATTEND AND VOTE AT THE ANNUAL MEETING:

If you wish to **attend the meeting, you must register at the registration desk prior to entering the meeting.** The registration and poll will be managed by our registry, Link.

Please bring your Proxy Form with you to the meeting to present at the registration desk as the **barcode on your form is required to assist with your registration.**

Upon registration you will receive a separate voting card to complete and mark the way you wish to vote at the time that each poll is put to the meeting by the Chairperson. Once the voting is completed, Link will collect your voting cards from you.

2 IF YOU WISH TO APPOINT A PROXY TO ATTEND THE ANNUAL MEETING AND VOTE ON YOUR BEHALF:

(a) Appointing a Proxy by Mail

If you wish to appoint another person as your proxy, you will need to complete your enclosed Proxy Form.

Please read the information on your Proxy Form carefully. Insert the name of the person you wish to appoint in the area provided. Complete the voting boxes by indicating on the Proxy Form how you wish the proxy to vote.

If you return the Proxy Form without indicating how you wish to vote, your proxy will vote as s/he sees fit or abstain from voting.

Please advise your proxy that s/he must register at the registration desk prior to entering the meeting room to obtain the necessary voting papers to vote on your behalf.

The Proxy/Representative Form must be completed, signed and received by Link, no later than 1.00pm Tuesday 17 October 2017.

(b) Appointing a Proxy Electronically

You can appoint your proxy electronically. To appoint your proxy electronically you need to go to the website of our registry, <https://investorcentre.linkmarketservices.co.nz/voting/POT> and follow the prompts. You will be required to enter your CSN/Holder Number and Authorisation Code (FIN).

You will be required to select or enter the name of the person who you wish to nominate as your proxy in the required field and specify how you wish your proxy to vote on your behalf.

Please advise your proxy that s/he must register at the registration desk prior to entering the meeting room to obtain the necessary voting papers to vote on your behalf.

Electronic proxy appointments and voting will close at 1.00pm on Tuesday 17 October 2017.

YOU CAN RETURN YOUR PROXY FORM TO OUR REGISTRY, LINK, IN ONE OF THE FOLLOWING WAYS:

- **mail** it to Link in the reply-paid envelope provided, or
- **address** it to Link Market Services Limited, PO Box 91976, Victoria Street West, Auckland 1142, New Zealand, or
- **deliver** it to Link Market Services Limited, Level 11, Deloitte Centre, 80 Queen Street, Auckland, or
- **fax** it to +64 9 375 5990, or
- **scan and email** it to meetings@linkmarketservices.co.nz (please put the words "*POT Proxy Form*" in the subject line for easy identification), or
- **vote online** as per the instructions in the section above.

The Proxy Form must be received by Link no later than 1.00pm Tuesday 17 October 2017, which is 48 hours prior to the meeting, to be valid.

If you have any questions regarding the voting, please contact the Link helpline on (phone) 09 375 5998.

PLEASE NOTE THAT ALL SHAREHOLDERS / PROXY HOLDERS / VISITORS OR ANY OTHER PERSON(S) WHO WISH TO ATTEND PORT OF TAURANGA LIMITED'S ANNUAL MEETING, MUST REGISTER AT THE REGISTRATION DESK PRIOR TO ENTERING THE MEETING ROOM.

PLEASE CHOOSE ONLY ONE VOTING OPTION.