



NEW ZEALAND'S EXCHANGE  
TE PAEHOKO O AOTEAROA

## Capital Change Notice

Section 1: Issuer information	
Name of issuer	Port of Tauranga Limited ( <b>POT</b> )
NZX ticker code	POT
Class of financial product	Ordinary Shares in POT
ISIN (If unknown, check on NZX website)	NZPOTE0003S0
Currency	NZD
Section 2: Capital change details	
Number issued/acquired/redeemed	49,338
Nominal value (if any)	N/A
Issue/acquisition/redemption price per security	\$0.00
Nature of the payment (for example, cash or other consideration)	Shares transferred from Treasury Stock to certain senior executives of POT for a \$0 exercise price in accordance with the terms of the POT Long Term Incentive Scheme ( <b>LTI Scheme</b> ) allocated in 2019/2020.
Amount paid up (if not in full)	N/A
Percentage of total class of Financial Products issued/acquired/redeemed/ (calculated on the number of Financial Products of the Class, excluding any Treasury Stock, in existence) <sup>1</sup>	0.007%
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 issue/acquisition/redemption and specific authority for issue/acquisition/redemption/ (the reason for change must be identified here)	<p>Transfer of shares held as Treasury Stock by POT to senior executives of POT who are participants in the LTI Scheme, following the vesting of Performance Share Rights (<b>PSRs</b>) allocated to them in 2019/2020 pursuant to the LTI Scheme.</p> <p>Authority for issue: Directors' resolutions and certificate dated 27 August 2019.</p>
Total number of Financial Products of the Class after the issue/acquisition/redemption/Conversion (excluding Treasury Stock) and the total number of	680,363,892 Ordinary shares (excluding Treasury Stock).

<sup>1</sup> The percentage is to be calculated immediately before the issue, acquisition, redemption or Conversion.

Financial Products of the Class held as Treasury Stock after the issue/acquisition/redemption.	<p>217,338 Ordinary shares held as Treasury Stock.</p> <p>162,083 2020/2021 PSRs.</p> <p>145,206 2021/2022 PSRs.</p> <p>Following the exercise of the 2019/2020 PSRs there are no PSRs of the same Class on issue with 86,325 PSRs having lapsed, and 78,784 PSRS having been exercised.</p>
In the case of an acquisition of shares, whether those shares are to be held as treasury stock	N/A
Specific authority for the issue, acquisition, or redemption, including a reference to the rule pursuant to which the issue, acquisition, or redemption is made	<p>Directors' resolutions and certificate dated 27 August 2019.</p> <p>Listing Rule 4.9.1(b) and 4.11.1</p>
Terms or details of the issue, acquisition, or redemption (for example: restrictions, escrow arrangements)	<p>On 3 September 2019 POT issued PSRs to certain senior executives in accordance with the terms of the LTI Scheme.</p> <p>Following the Board's assessment of performance hurdles in accordance with the LTI Scheme, 78,784 of the 165,109 2019/2020 PSRs allocated to certain senior executives have now been vested and converted to shares. POTL has transferred shares held as Treasury Stock to those certain senior executives pursuant to the LTI Scheme. Shares are issued net of tax.</p>
Date of issue/acquisition/redemption <sup>2</sup>	21/09/2022
<b>Section 3: Authority for this announcement and contact person</b>	
Name of person authorised to make this announcement	Simon Kebbell Chief Financial Officer
Contact person for this announcement	Simon Kebbell Chief Financial Officer
Contact phone number	07 572 8809
Contact email address	Simon.Kebbell@port-tauranga.co.nz
Date of release through MAP	21/09/2022

<sup>2</sup> Continuous issuers using this form in reliance on Rule 3.13.2, please indicate the period during which the relevant issue/acquisition/redemptions were made (for example, 1 January 2019 to 31 January 2019).