

# NOTICE OF ANNUAL SHAREHOLDERS MEETING

Notice is hereby given that the Annual Shareholders Meeting of Napier Port Holdings Limited (the 'Company') will be held at:

NAPIER WAR MEMORIAL CENTRE, 48 MARINE PARADE, NAPIER  
AT 10.30AM ON FRIDAY, 15 DECEMBER 2023.

## MEETING DETAILS:

The Annual Shareholders Meeting of the Company will be conducted as a hybrid meeting. Shareholders who are not physically present will be able to participate virtually via the Link Market Services online meeting portal at [www.virtualmeeting.co.nz/nph23](http://www.virtualmeeting.co.nz/nph23)

The Company's Board and Management look forward to seeing you at the Annual Shareholders Meeting.

## KEY DATES:

### VOTING ELIGIBILITY FOR THE ANNUAL SHAREHOLDERS MEETING:

Wednesday, 13 December 2023, 5.00pm.

### LATEST TIME FOR RECEIPT PROXY APPOINTMENTS:

Wednesday, 13 December 2023, 10.30am.

### ANNUAL SHAREHOLDERS MEETING:

Friday, 15 December 2023, 10.30am.

# BUSINESS AND AGENDA OF THE MEETING

## A. ADDRESS OF CHAIR AND CHIEF EXECUTIVE OFFICER

## B. 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 2023 as contained in the Company's 2023 Annual Report.

## C. ORDINARY RESOLUTIONS

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

### 1. ELECTION OF JOHN HARVEY AS DIRECTOR:

John Harvey 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. AUDITORS:

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

Resolutions 1, and 2 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.

## D. GENERAL BUSINESS AND SHAREHOLDERS' QUESTIONS

Consideration of any shareholder questions raised during the meeting.

Following the formal part of the meeting, the Directors invite shareholders to join them for light refreshments.

On behalf of the Napier Port Holdings Limited Board,



BLAIR O'KEEFE

CHAIR

# PROCEDURAL NOTES

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## PERSONS ENTITLED TO ATTEND

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Only shareholders (with proxy form/admission card) and invited persons are able to attend the Annual Shareholders Meeting.

## PERSONS ENTITLED TO VOTE

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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 13 December 2023 (New Zealand time). Voting will be by way of a poll.

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.

If you wish to vote in person you should attend the Annual Shareholders Meeting where you will be issued with a voting card. Please bring your proxy form with you to the meeting to assist with your registration.

## PROXIES AND CORPORATE REPRESENTATIVES

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All shareholders are entitled to attend and vote at the Annual Shareholders Meeting or to appoint a proxy or representative (in case of a corporate shareholder), to attend and vote on their behalf. The appointment of a proxy or representative does not preclude a shareholder from attending 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.linkgroup.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, the Chair of the Meeting will be your proxy and may only vote in accordance with your express direction.

## RETURN OF PROXY FORMS

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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 email to [meetings@linkmarketservices.com](mailto:meetings@linkmarketservices.com), no later than 10.30am on Wednesday, 13 December 2023.

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

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Shareholders will be able to attend the Annual Shareholders Meeting in person, or, alternatively, will be able to attend and participate at the Annual Shareholders Meeting virtually via an online platform provided by the Company's share registrar, Link Market Services at [www.virtualmeeting.co.nz/nph23](http://www.virtualmeeting.co.nz/nph23). 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>

# EXPLANATORY NOTES

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## 1. RESOLUTION 1: RE-ELECTION OF DIRECTOR, JOHN HARVEY

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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. John Harvey and Diana Puketapu retire by rotation at the Annual Shareholders Meeting. Diana Puketapu has advised the Board of Directors that she is not seeking re-election. John Harvey, being eligible for re-election at the Meeting, offers himself for re-election.

A brief biographical note on director, John Harvey, is included below.

### JOHN HARVEY

John Harvey joined the Napier Port Holdings Limited Board in February 2019. John has a background in financial services, including NZX listings, acquisitions, mergers and financial reporting, with over 35 years' professional experience as a chartered accountant. He was a partner at PricewaterhouseCoopers for 23 years, including eight years as Auckland Managing Partner. John retired from PwC in 2009 to pursue a career as a non-executive director. He is a Chartered Fellow of the Institute of Directors in New Zealand (Inc.) and is a Chartered Accountant Fellow of Chartered Accountants Australia and New Zealand. John is currently a director of Heartland Bank Limited. He previously served on the Boards of Kathmandu Holdings, Port Otago, Investore Property, Stride Property Group, Ballance Agri-Nutrients and APN News and Media.

The Board of Directors supports the re-election of director, John Harvey.

## 2. RESOLUTION 2: AUDITORS

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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 its behalf.

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

