

LODGE YOUR PROXY

Online:

<https://nz.investorcentre.mpms.mufg.com/voting/NPH>

Scan & email:

meetings.nz@cm.mpms.mufg.com

Deliver:

MUFG Pension & Market Services
Level 30, PwC Tower
15 Customs Street West,
Auckland 1010

Mail:

Use the reply paid
envelope or address to:
MUFG Pension & Market Services,
PO Box 91976
Auckland 1142

Scan this QR code with your smartphone and vote online



General Enquiries

+64 9 375 5998 | enquiries.nz@cm.mpms.mufg.com

PROXY FORM/ADMISSION CARD FOR NAPIER PORT HOLDINGS LIMITED 2025 ANNUAL 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** and virtually via the MUFG Pension & Market Services online meeting portal at www.virtualmeeting.co.nz/nph25 at **10:30am on Wednesday 17 December 2025**. If you will be attending online, you will require your 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 Napier Port Holdings Limited's share registry, MUFG Pension & Market Services, by no later than **10:30am, Monday 15 December 2025**.

Appointment of proxy

All shareholders are entitled to attend and vote at the meeting or to appoint a proxy to vote in their place, unless specifically excluded, 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. If you wish, you may appoint "The Chair of the Meeting" as your proxy or as alternative to your named proxy. The Chair of the Meeting intends to vote all discretionary proxies in favour of the relevant resolution.

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 resolution. 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. If you make more than one election in respect of a resolution your vote will be invalid on that resolution. If this Proxy Form is returned duly signed by a Shareholder with voting instructions included, but without specifying a person that is appointed as proxy, the Chair of the Meeting is deemed to be the proxy for the purpose of that form, but only to vote to the extent of the voting instructions provided.

Attending the meeting

If you wish to vote in person, you should attend the Meeting. **Please bring this Proxy Form/Admission Card 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.

Signing instructions for proxy forms

Individual

This Proxy Form must be signed by the shareholder or his/her/its attorney duly authorised in writing.

Joint Holding

In the case of a joint shareholding, this Proxy Form may be signed by either, or on behalf of, the joint shareholder (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 Solicitor, Justice of the Peace or Notary Public must be received at the office of MUFG Pension & Market Services, in any manner as per the instructions below.

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.

Go online to <https://nz.investorcentre.mpms.mufg.com/voting/NPH> to appoint your proxy

PROXY/CORPORATE REPRESENTATIVE FORM

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder(s) of Napier Port Holdings Limited hereby appoint:

_____ of _____
(full name of proxy) (e-mail address)

Or

_____ of _____
(full name of proxy) (e-mail address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Shareholders Meeting of the Company to be held on Wednesday 17 December 2025 and at any adjournment of that meeting 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 on each resolution as he/she sees fit, or may abstain from voting. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

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 and your votes will not be counted computing the required majority, for that item.

BUSINESS

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

	For	Tick (✓) in box to vote		Discretion
		Against	Abstain	
1. To elect Hamish Stevens as a Director of the Company.	☐	☐	☐	☐
2. To re-elect Kylie Clegg as a Director of the Company.	☐	☐	☐	☐
3. To re-elect Dan Druzianic as a Director of the Company.	☐	☐	☐	☐
4. To authorise Directors to fix the Auditor’s remuneration for the ensuing year.	☐	☐	☐	☐

STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the Annual Meeting, in person or via the virtual meeting platform at www.virtualmeeting.co.nz/nph25 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://nz.investorcentre.mpms.mufg.com/voting/NPH> and completing the online validation process or complete the question section below and return to MUFG Pension & Market Services. Questions will need to be submitted by 10:30am on Monday 15 December 2025. The Board will address and answer questions at the Annual Meeting.

Question:

STEP 4: 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.