Port of Tauranga
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Notice of 2026 Annual Meeting

Notice is given that the Annual Meeting of shareholders of Port of Tauranga Limited will be held at:

Stadium Lounge, Mercury Baypark 81 Truman Lane, Mount Maunganui and online at www.virtualmeeting.co.nz/pot26	on Thursday 29 October 2026 commencing at 1.00pm

Key dates

Written questions close	1.00pm, Tuesday 27 October 2026
Proxy forms and electronic voting close	1.00pm, Tuesday 27 October 2026
Annual Meeting	1.00pm, Thursday 29 October 2026

Business and agenda of the meeting

A Chair’s address

B Chief Executive’s address

C Receive and consider the Integrated Annual Report

To receive and consider the Integrated Annual Report of the company for the year ended 30 June 2026, including the audit report and financial statements.

D Ordinary resolutions

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

Election and re-election of Directors (refer to explanatory note)

Resolution 1	That Mr Ken Shirley be elected as a Director of the company.
Resolution 2	That Mr Fraser Whineray, having retired from office and being eligible for re-election, be re-elected as a Director of the company.

Auditors

Resolution 3	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.

E General business and shareholder questions

Questions for the Annual Meeting

Shareholders are invited to submit written questions prior to the Annual Meeting. Questions can be submitted online by going to https://nz.investorcentre.mpms.mufg.com/voting/POT and completing the online validation process. Alternatively, shareholders can complete the question section on the Proxy Form and return to MUFG Pension & Market Services.

Questions will need to be submitted before 1.00pm on Tuesday 27 October 2026. The Board will address and answer questions at the Annual Meeting.

By order of the Board

Simon Kebbell
Chief Financial Officer

Note: The resolutions required for agenda item numbers 1 to 3 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. Voting will be conducted by poll, in accordance with NZX Listing Rule 6.1.1.

There are no voting restrictions on any shareholders to prevent them from exercising their vote on any resolutions being considered at the Annual Meeting.

Invitation to partake in port tour

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 the Stadium Lounge.

Due to security regulations, anyone wishing to partake in the port tour must provide photo identification.

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: MUFG Pension & Market Services, 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 27 October 2026.

Shareholders are also able to vote electronically as per the attached "Voting instructions for shareholders".

Explanatory note

Election and re-election of Directors

The company currently has seven Directors. At this meeting, shareholders are requested to consider the election of Mr Ken Shirley and the re-election of Mr Fraser Whineray as Directors of the company.

Election of Director

Kenneth (Ken) Lex Shirley

BSc, Chartered Member IOD

Under the NZX Listing Rule 2.7.1, a Director appointed by the Board must not hold office (without election) beyond the next annual meeting following that Director's appointment.

Mr Shirley offers himself for election at the Annual Meeting with the unanimous support of the Board. The Board considers him to be a non-independent Director due to his appointment relationship with Quayside Holdings Limited.

Accordingly, it is proposed to consider, and if thought fit, to elect Mr Kenneth Lex Shirley as a Director of the company.

Mr Shirley's details are set out below:

Mr Ken Shirley was appointed by the Board as a Quayside Holdings Limited nominated Director with effect from 1 April 2026.

Ken has been a Bay of Plenty Regional Councillor since his election in 2022.

Ken brings decades of leadership experience across public policy, industry advocacy and executive governance. Ken served as Minister of Fisheries and Associate Minister of Agriculture, Forestry and Health during his time as a Member of Parliament, representing the Labour Party and later ACT New Zealand.

He has held a number of executive roles, including Chief Executive of Organics Aotearoa New Zealand, Medicines New Zealand, the New Zealand Forest Owners Association and the Road Transport Forum. His role at the Road Transport Forum involved leadership in the multi-modal freight and logistics sector at national and international levels, including liaison with port companies.

Ken is currently Chair of the Regional Transport Committee.

Re-election of Director

Fraser Scott Whineray

BE (Hons) Chemical and Process Engineering, MBA

Under the NZX Listing Rule 2.7.1, a Director must not hold office past the later of three years and the third Annual Meeting after their appointment without being re-elected by shareholders. No Directors are required to retire from office at the Annual Meeting under the NZX Listing Rule 2.7.1.

However, the Directors advise that Mr Fraser Whineray is due to retire by rotation at the 2027 Annual Meeting alongside Julia Hoare, Alison Andrew and Sir Robert McLeod. The Board is conscious of the need to balance the benefits of continuity and experience with the need for orderly succession over time. Mr Whineray is standing for re-election early, to support an orderly pattern of director rotation. Mr Whineray offers himself for re-election at the Annual Meeting with the unanimous support of the Board.

The Board considers him to be a non-independent Director due to his appointment relationship with Quayside Holdings Limited.

Mr Whineray joined the Board in November 2023 as a Quayside Holdings Limited nominated Director and was subsequently elected by shareholders at the Port of Tauranga's 2024 Annual Meeting.

Mr Whineray's 2023 appointment letter as a Director of Quayside Holdings Limited included a term under which he agreed that, if appointed a Director of Port of Tauranga Limited, he would be treated as a member of the Bay of Plenty Regional Council ("Council) for the purposes of section 6(1)(b) of the Port Companies Act 1988, and that he would resign as a Director of Port of Tauranga Limited if he ceased to be a Director of Quayside Holdings Limited. On this basis, Mr Whineray's initial appointment to the Board was treated as one of the two director positions able to be held by members or employees of Council-related bodies under section 6(1)(b) of the Port Companies Act 1988, consistent with Council's Appointment and Remuneration Policy for Directors of Council Organisations (the "Policy").

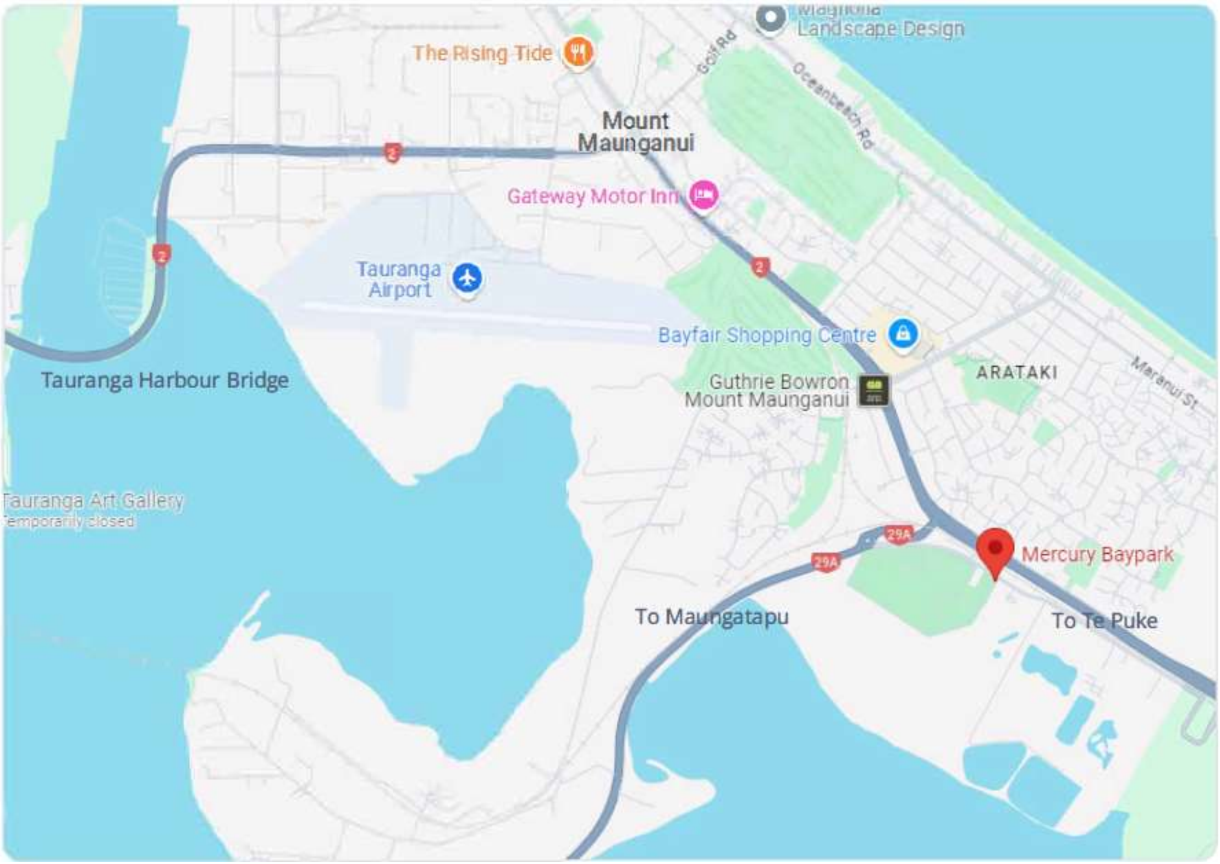
In connection with Mr Whineray's proposed re-election at this Annual Meeting, Council has resolved to waive the resignation requirement described above. Accordingly, if re-elected, Mr Whineray will continue as a Director on the basis of Quayside Holdings Limited's nomination, rather than as a Council-appointed Director for the purposes of the Policy of section 6(1)(b).

Accordingly, it is proposed to consider, and if thought fit, to re-elect Mr Fraser Scott Whineray. Mr Whineray's details are set out below:

Fraser is an Independent Chair of TenPeaks Data Centres and an Independent non-Executive Director of Waste Management NZ. His executive career includes serving as Chief Executive Officer of Mercury and Chief Operating Officer of Fonterra Co-operative Group. He has also held governance roles with Tilt Renewables and AgriZero™.

How to get there

Location map of Mercury Baypark



Location map of Stadium Lounge at Mercury Baypark

Parking

Free parking is available at Mercury Baypark. Upon arrival at the main entry (off Truman Lane, Mount Maunganui – refer to above map) please follow the signs for parking.

Invitation to partake in port tour

Transport will be provided outside the Stadium Lounge. The buses will return you to the AGM venue at the end of the tour. Due to security regulations, anyone wishing to partake in the port tour must provide photo identification or they will be denied access to the port tour. Expected duration of the tour is usually about one hour, depending on road traffic on the day. Once you are on board the bus you will not be permitted to disembark at any stage during the tour.

Port of Tauranga Limited's Annual Meeting – Thursday 29 October 2026

Voting instructions for shareholders

Shareholders can vote in the following ways:

- Attend the meeting in person – bring your Proxy Form to the meeting as the barcode is required to assist with your registration.
- Attend the meeting online – shareholders can attend the Meeting virtually via the online platform at www.virtualmeeting.co.nz/pot26. You will require your CSN/Holder Number for verification purposes. More information regarding online attendance at the Meeting (including how to vote and ask questions during the Meeting) is available in the Virtual Meeting Guide, which is available at https://mail.cm.mpms.mufg.com/MUFG/MUFG_VirtualMeetingGuide.pdf.
- Appoint a person as your proxy – complete the Proxy Form including how you wish them to vote and mail back to our registry, MUFG Pension & Market Services before 1.00pm Tuesday 27 October 2026. Your appointed proxy will receive the voting paper upon registration at the meeting.
- Electronic proxy appointments – to appoint your proxy electronically you need to go to the website of our registry, https://nz.investorcentre.mpms.mufg.com/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 27 October 2026.

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 are available at the end of this section.

1. If you wish to attend and vote during the annual meeting:

Attendance in person

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, MUFG Pension & Market Services.

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, MUFG Pension & Market Services will collect your voting cards from you.

Attendance online

If you wish to attend the meeting online, please go to www.virtualmeeting.co.nz/pot26. You will require your CSN/Holder Number for verification purposes. More information regarding online attendance at the Meeting (including how to vote and ask questions during the Meeting) is available in the Virtual Meeting Guide, which is available at https://mail.cm.mpms.mufg.com/MUFG/MUFG_VirtualMeetingGuide.pdf.

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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 MUFG Pension & Market Services, no later than 1.00pm Tuesday 27 October 2026.

(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://nz.investorcentre.mpms.mufg.com/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 27 October 2026.

You can return your proxy form to our registry, MUFG Pension & Market Services, in one of the following ways:

- mail it to MUFG Pension & Market Services in the reply-paid envelope provided, or
- address it to MUFG Pension & Market Services, PO Box 91976, Victoria Street West, Auckland 1142, New Zealand, or
- deliver it to MUFG Pension & Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland, or
- scan and email it to meetings.nz@cm.mpms.mufg.com (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 MUFG Pension & Market Services no later than 1.00pm Tuesday 27 October 2026, which is 48 hours prior to the meeting, to be valid.

If you have any questions regarding the voting, please contact the MUFG Pension & Market Services 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.