

---

## LODGE YOUR PROXY

**Online:**

<https://investorcentre.linkgroup.nz/voting/NPH>

**Scan & email:**

[meetings@linkmarketservices.com](mailto:meetings@linkmarketservices.com)

**Deliver:**

MUFG Corporate Markets  
Level 30, PwC Tower  
15 Customs Street West,  
Auckland 1010

**Mail:**

Use the reply paid  
envelope or address to:  
MUFG Corporate Markets,  
PO Box 91976  
Auckland 1142

---

Scan this QR code with your smartphone and vote online



---

### General Enquiries

+64 9 375 5998 | [enquiries@linkmarketservices.com](mailto:enquiries@linkmarketservices.com)

---

## PROXY FORM/ADMISSION CARD FOR NAPIER PORT HOLDINGS LIMITED 2024 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 Corporate Markets (formerly Link Market Services) online meeting portal at [www.virtualmeeting.co.nz/nph24](http://www.virtualmeeting.co.nz/nph24) at **10:30am on Thursday 19 December 2024**. 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 Corporate Markets (formerly Link Market Services), by no later than **10:30am, Tuesday 17 December 2024**.

### 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, subject to the voting restriction on resolution four.

### 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 is deemed to be the proxy for the purpose of that form, but only to vote to the extent of the voting instructions provided.

### Voting restrictions

The Company will, as required by the NZX Listing Rules, disregard any votes cast on Ordinary Resolution number four by any Director, and any Associated Person of that Director (as defined in the NZX Listing Rules), where that Director is intended to receive a payment or benefit from the approved Director fee pool.

### 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 Corporate Markets (formerly Link Market Services Limited), 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://investorcentre.linkgroup.nz/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 Thursday 19 December 2024 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<br>Against | Abstain                  | Discretion               |
|---|--------------------------|------------------------------------|--------------------------|--------------------------|
| 1. To elect Debra Birch as a Director of the Company.   | <input type="checkbox"/> | <input type="checkbox"/>           | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To re-elect Vincent Tremaine as a Director of the Company.   | <input type="checkbox"/> | <input type="checkbox"/>           | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To re-elect Blair O'Keeffe as a Director of the Company.   | <input type="checkbox"/> | <input type="checkbox"/>           | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To authorise that the Director fees be set as a total annual fee pool of \$795,000 (plus GST if any), being an increase of \$140,000 from \$655,000. | <input type="checkbox"/> | <input type="checkbox"/>           | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To authorise Directors to fix the Auditor's remuneration for the ensuing year.   | <input type="checkbox"/> | <input type="checkbox"/>           | <input type="checkbox"/> | <input type="checkbox"/> |

## STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the Annual Meeting, in person or via the virtual meeting platform at [www.virtualmeeting.co.nz/nph24](http://www.virtualmeeting.co.nz/nph24) 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://investorcentre.linkgroup.nz/voting/NPH> and completing the online validation process or complete the question section below and return to MUFG Corporate Markets (formerly Link Market Services). Questions will need to be submitted by 10:30am on Tuesday 17 December 2024. 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.

\_\_\_\_\_