Setting the course

Port of Tauranga Limited
Integrated Annual Report 2025

True north

The plan is in place for a more connected New Zealand supply chain.

We are investing for the future to ensure we have a resilient, efficient and low carbon path to and from international markets.

Contents

For the year ended
30 June 2025

Highlights and challenges

Financial

2025 $173.4[1]

Group Net Profit After Tax million

2024 $90.8
2023 $117.1

Revenue

2025 $464.7
million
2024 $417.4
2023 $420.9

Subsidiary and associate company earnings

2025 $10.9
million
2024 $9.4
2023 $13.3

Total ordinary dividend

2025 16.7
cents per share
2024 14.7
2023 15.6

Final dividend

2025 9.7
cents per share
2024 8.7
2023 8.8

Operational

Total trade

2025 25.3
million tonnes (7.0% increase)
2024 23.6
2023 24.7

Container volumes

2025 1.21
million TEU[2]
2024 1.15
2023 1.18

Imports

2025 8.9
million tonnes (13.9% increase)
2024 7.8
2023 9.0

Exports

2025 16.4
million tonnes (3.6% increase)
2024 15.8
2023 15.7

Ship visits

2025 1,442
2024 1,427
2023 1,432

Container crane rates

2025 29.4
moves per hour
2024 30.1
2023 27.9

Environmental

Greenhouse gas emissions

2025 +20%
(Scope 1 and 2)
2024 –4.8%
2023 –5.4%

People

Scholarships

2025 10
tertiary education
2024 18
2023 18

Total Recordable Injury Frequency Rate

2025 4.1
per million hours worked – Port of Tauranga only
2024 2.2
2023 4.5

2025 16.0
per million hours worked – Port of Tauranga and contractors combined
2024 13.2
2023 20.7

[1] Includes one-off $49.2 million gain on the sale of Northport as a part of the Marsden Maritime Holdings acquisition and the formation of Northport Group Limited.

[2] TEUs = twenty foot equivalent units, a standard measure of shipping containers.

Leonard Sampson
Chief Executive

Chair and Chief Executive's report to shareholders

Setting the course

Port of Tauranga continues to invest in the critical infrastructure essential for an effective supply chain for New Zealand.

We're pleased to report a strong financial performance for the 2025 financial year on the back of resilient export volumes.

As New Zealand's busiest port, we saw total trade increase 7% on the previous year to 25.3 million tonnes, with container volumes increasing 5.3% to 1,208,252 TEUs.

The results are encouraging, as we continue to invest in the critical infrastructure essential for an effective supply chain for New Zealand.

Two years on from the establishment of the Ruakura Inland Port in Hamilton, a joint venture with Tainui Group Holdings, we are continuing to invest in growth.

In the next few months we will commence stage two of our consented capital dredging programme to deepen shipping channels in preparation for larger, more carbon efficient ships.

However, we are increasingly constrained by a lack of berth capacity. This is having a significant negative effect on the New Zealand economy, as we are unable to accommodate new shipping services wishing to call in New Zealand.

We want to convert existing cargo operational land on both sides of Te Awanui Tauranga Harbour into useable berths. The project, called the Stella Passage development, is the subject of a resource consent application under the Fast-track Approvals Act.

The High Court has put the process on hold after a judicial review determined that the Environmental Protection Authority should not have accepted the application due to a drafting error in the legislation.

The ongoing delays in obtaining consent are extremely frustrating and costly for the New Zealand economy and all New Zealanders. The project is critical infrastructure essential for efficient trade.

Financial results for the year ended 30 June 2025

Underlying Group Net Profit After Tax (NPAT)[1] was $126.0 million, a 23% increase on the previous year. The reported NPAT was $173.4 million, which included a one-off $49.2 million gain on the sale of Northport as part of the Marsden Maritime Holdings transaction (explained below).

Operating costs increased 8.1% to $236.3 million.

Revenue increased 11.3% to $464.7 million. EBITDA (earnings before interest, tax, depreciation and amortisation) increased 15.1% to $234.5 million.

Subsidiary and associate company earnings increased 15.6% to $10.9 million, despite some of our associate ports being impacted by lower cargo volumes.

Cargo trends in 2025

Log exports decreased 5.9% to 6.3 million tonnes, due to pressure on international pricing and a return to a normal harvesting profile following a temporary boost to volumes post-Cyclone Gabrielle, which caused early harvesting of wind-damaged trees.

Total dairy volumes increased 2.1% to 2.1 million tonnes supported by a 50% increase in export transhipment.

Total meat exports increased 9.6% in volume to 0.8 million tonnes reflecting favourable export market conditions particularly in North America.

A record season for kiwifruit saw an annual increase of 30.9% (covering parts of the 2024 and 2025 export seasons, which run from March to October).

[1] Underlying Group NPAT is a non-GAAP measure that excludes items considered to be one-off and not related to core business such as revaluations, impairments and gains or losses from the sale of major assets.

Increases in dairy and containerised kiwifruit contributed to a record year in refrigerated container volumes, increasing 19.8% to 245,151 TEUs – putting pressure on our reticulated plug-in capacity.

In response to New Zealand's energy shortages, coal imports have returned to the Port after a hiatus. Coal is handled through a specialist covered conveyer and hopper facility and transferred by rail to Huntly power station.

Other bulk cargoes also saw significant increases in volume, including stock feed (up 46.5%), fertilisers (up 18.1%) and cement (up 6%).

In total, there were 1,442 ship visits, 15 more than the previous year. A total of 94 cruise ships visited over the summer, a 13.8% decrease due to a downturn in Pacific-based itineraries.

Ruakura Inland Port continued to grow in its second year of operation, handling 22,525 TEUs, more than double the 9,616 TEUs in the first year.

Transhipped containers (those transferred from one ship to another at Tauranga) increased 9.7% to 306,102 TEU.

Focus on productivity

Service delivery to our customers remains our priority as we continue to look at all areas for improvement across our operations. We acknowledge that New Zealand port productivity is a national issue of concern to our customers seeking efficient access to international markets. Vessels arriving off schedule continue to be a challenge, leading to container yard congestion and slower cargo operations. On-time arrival of container services slipped to 55% for the year, down from 66% in the previous year and is still a long away off the pre-Covid levels of around 80-85%.

In Tauranga our constrained berth capacity increases the impact on productivity. Being the largest and typically last New Zealand export port, and without adequate berth length, we are unable to provide flexibility to accommodate vessels arriving off-schedule.

Ruakura Inland Port continued to grow in its second year of operation, handling 22,525 TEUs, more than double the 9,616 TEUs in the first year.

Severe weather disrupted container terminal operations for a cumulative total of 35 days over the year, compared with 26 days the previous year. This further exacerbated yard congestion and shipping delays.

As a result of these factors, our annual average net crane rate (container moves per hour per crane) was 29.4, down from 30.1 in the previous year.

The Port has assembled a multi-disciplinary project team to focus on several initiatives to improve productivity at the container terminal.

Stella Passage development progress

In December 2024, the Environment Court approved part of the Stella Passage development – the first stage of the berth extension at the container terminal. The Court found that, from a Western science perspective, the project's environmental impact is expected to be minor in the short-term and negligible in the long-term. Unfortunately, the decision was immediately appealed by several hapū groups.

Given the urgency of the project, we opted to apply for resource consent for the Stella Passage development under the new Fast-track Approvals Act. The application follows six years of consultation under the Resource Management Act and previous fast-track processes, and a three-week hearing in the Environment Court in 2023.

The Port has been unable to reach agreement with local iwi and hapū over mitigating the cultural effects of the project. Tangata whenua parties successfully applied for a judicial review of the Environmental Protection Authority's decision to accept the fast-track application. The Court has now put the fast-track process on hold.

Details of the project and progress to date can be found on page 67.

Due to Port of Tauranga's role as New Zealand's international hub port, the Stella Passage development is critical to the future prosperity of the country.

We remain committed to working with local iwi and hapū to address concerns about the cultural impact of the proposed development. We firmly believe that Port development is not mutually exclusive with caring for the environment, restoring the ecology, and improving the health of Te Awanui Tauranga Harbour.

Preparing for automation

In association with the planned new container berth in the Stella Passage development, we intend to introduce fully-electric automated stacking cranes to increase throughput, improve safety and reduce carbon emissions.

While we wait for the resource consent approval for the berth, we have commenced an emulation project to test integration with our existing systems and operations. Our automation team has also visited several established automated terminals overseas to further refine our intended design.

The delay to progressing automation is frustrating as, once fully implemented, it will allow us to significantly reduce our carbon emissions at the same time as increasing the container terminal's current throughput.

Our vision for an efficient and resilient New Zealand supply chain

The Stella Passage development is part of our vision for an integrated, efficient, cost-effective and resilient New Zealand supply chain.

Julia Hoare
Chair

As larger container ships are introduced to Oceania routes, a hub-and-spoke model is likely to emerge, with two or three large international container terminals supported by feeder ports serviced by coastal shipping. We are urging the Government to review regulations and develop a national coastal shipping strategy to address the barriers to viability and reliability.

With targeted and timely investment in key infrastructure – including inland ports, road networks, rail and coastal shipping – we believe the New Zealand supply chain can serve the country's growing needs for the next three to four decades without the need to build a new "greenfields" port.

The targeted investment includes Government assistance in removing regulatory and legislative barriers, and spending on strategic road and rail transport networks. This will free up the hub ports to invest in capacity-building, including building new wharves and investing in inland ports as required.

Marsden Maritime Holdings acquisition

In June, a consortium comprising Port of Tauranga, Northland Regional Council (NRC) and Tupu Tonu (Ngāpuhi Investment Fund) completed a takeover of Marsden Maritime Holdings (MMH).

The buyout of all shares not already held by NRC led to MMH's delisting from the NZX and integration into a new entity, Northport Group Limited.

Before the transacton, MMH owned 50% of Northport Limited (with Port of Tauranga owning the other half) and around 150 hectares of industrial land adjacent to Northport. Under the new structure, Port of Tauranga owns 50% of the merged group, NRC owns 43% and Tupu Tonu 7%.

The consolidation brings Northport together with the adjacent MMH land under a unified, simpler structure. Development of the land for industrial, logistics or freight operations will be better coordinated, unlocking economic benefits for both the Northport Group Limited and the wider Northland and Auckland economies.

Investing in infrastructure

We commissioned a new Liebherr ship-to-shore gantry crane in February. With the dismantlement of our two oldest cranes in the past year, we now have an eight crane operation and will purchase additional cranes to serve the new container berth extension once consented and constructed.

As part of our decarbonisation efforts, we will trial New Zealand's first electric straddle carrier and charging infrastructure.

> Automation, once fully implemented, will allow us to double the container terminal's current throughput.

We are also at the contract-signing stage to purchase our first hybrid tug boat, which will be larger to handle bigger ships.

Health and safety performance

We're pleased to see our safety culture continue to mature, with an increased focus in the past year on ensuring contractors share our "safety always" mindset. We have introduced new contractor management processes to ensure consistency across the business.

We encourage the reporting of all incidents, no matter how minor. This has resulted in an increase in the annual Total Recordable Injury Frequency Rate, from 13.2 to 16.0 per million hours worked. We note that 91% of these recordable incidents were low severity involving soft tissue sprains and strains.

Port of Tauranga continues its strong presence within sector health and safety initiatives. Pat Kirk, our General Manager Health and Safety, is the current chair of the Port Industry Association, is an industry representative on the Port Health and Safety Leadership Group and is a senior member of the Port Industry Fatigue Working Group.

We believe there is much to be gained from a cross-sector approach to safety and were proud to see the Port Industry Fatigue Working Group win the NZ Workplace Health and Safety Awards 2025 supreme award for its work.

Decarbonisation and climate change adaptation

Congestion resulted in increased diesel usage. Combined with the increase to the Ministry for the Environment's electricity emissions factor for the New Zealand grid (which increased by 32%), total Scope 1 and 2 greenhouse gas emissions increased 20% from the previous year to 21,873 tonnes CO_2e. Emissions intensity increased 13% to 0.84 kg CO_2e per cargo tonne.

Unusually high peak volumes for the export dairy and kiwifruit seasons required the use of hired generators for refrigerated containers, which outnumbered our permanent plug-in points. Congestion in the container terminal also increased straddle running time and distance.

We plan to introduce additional refrigeration capacity through the implementation of automated stacking cranes. However, this decarbonisation opportunity is currently blocked by the Stella Passage development resource consent delays.

Automated stacking cranes are estimated to produce 75% fewer carbon emissions than an equivalent diesel-electric manual straddle operation.

Air and water quality improvements

Port of Tauranga is committed to continuous improvement in its environmental performance and undertakes an extensive air and water quality monitoring programme. Read more on page 57.

Future Director appointment

Port of Tauranga joined the Institute of Directors' Future Directors programme to help develop the next generation of directors in the Bay of Plenty. We were pleased to invite Scott Campbell to join us as a future director.

Scott (Te Arawa, Ngāi Te Rangi, Ngāti Pūkenga) is the Managing Director of Strategicly Consulting and brings a wealth of experience in communications, issues management and iwi engagement.

We have welcomed his valuable contributions and have extended his one-year term by six months to March 2026.

Outlook

Domestically, we are seeing modest import growth supported by strong export performance in dairy and horticulture. However, global trade tensions and tariff uncertainty continue to cast a shadow on market confidence and could limit momentum.

Globally, the port and shipping sector is facing challenges such as container fleet oversupply, trade slowing in some markets, and geopolitical disruptions (such as Red Sea shipping diversions) leading to increased costs. Margin pressure on shipping lines, along with carbon pricing pressure, can be expected to accelerate the cascading of larger, newer ships into the Oceania routes.

We welcome the Government's select committee inquiry into ports and the maritime sector in an effort to increase transparency, address regulatory bottlenecks and improve productivity. An efficient, sustainable and resilient New Zealand port sector is vital to a thriving economy.

Our thanks

We're extremely grateful for the ongoing collboration, support and patience of our customers and business partners as we continue to push for a resource consent for much-needed port infrastructure. We acknowledge the cost and frustration caused by the ongoing delays. Our commitment is to keep safely improving efficiency and productivity, to ensure Port of Tauranga remains the port of choice for our customers.

Thank you also to our team members and service partners, who continue to do an outstanding job as we deal with multiple supply chain challenges.

We remain confident of our resilience, thanks to our operational strength, quality infrastructure assets, diverse cargo mix and our dedicated team of Port of Tauranga people.

Thank you for your support in connecting New Zealand and the world.

Ngā mihi nui

Leonard Sampson
Chief Executive

Julia Hoare
Chair

A guide to this report

Integrated reporting

Port of Tauranga's 2025 Integrated Annual Report describes how the company creates value for our stakeholders over the short, medium and long-term.

In this report, we describe our strategy, governance, performance and outlook.

Since 2018, Port of Tauranga has utilised the International Integrated Reporting Framework in our annual reporting. Previous Integrated Annual Reports are available on our website.

The framework outlines how a report should focus on material matters – those issues that substantively affect our ability to create value over time. The assessment of materiality is informed by the expectations and interests of our wide variety of stakeholders. We formally consult our stakeholders regularly to stay attuned to their needs as our operating environment continues to evolve. The results of our most recent materiality assessment in 2024 are described on page 20 and you will see reference to the priority issues throughout this report.

Our business strategies are also informed by our purpose, vision and values, which are described on pages 14 and 15.

How to read this report

In the following pages, we describe the capital, resources or inputs that we utilise or affect – our relationships, our people, our skills and knowledge, our environment, our assets and infrastructure, and our finances.

We outline the capabilities, strengths and expertise that we add, describe our activities and outputs, and the resulting outcomes for our stakeholders. We define stakeholders as anyone who has something to gain, or something to lose, from Port of Tauranga's endeavours. They include neighbours, customers, iwi and hapū, regulators, service providers, investors, partners and employees.

This year, we have enhanced our risk management framework. The relevant risks and our strategic approach to them are described in each capital section of this report.

Governance

Port of Tauranga's Board of Directors is committed to engaged, quality governance that demonstrates accountability, compliance and integrity. Our Corporate Governance Statement is available on page 124 and the statement, constitution and supporting policies are available on our website.

Integrated reporting helps us maintain transparency and provide quality and relevant information to our stakeholders. We continue to adapt our approach based on market feedback. We're proud that our efforts were recognised with a silver award in the Australasian Reporting Awards and a highly commended in the CPA Australia New Zealand Integrated Reporting Awards for our 2024 report.

Integrated thinking, actions and reporting ensure the best possible outcomes for our investors and stakeholders.

Julia Hoare
Chair

How we work

Our purpose and vision

Our purpose and vision guides us to focus our attention, effort and resources in the places that reflect the priorities of our stakeholders.

Our purpose

Connecting New Zealand and the world.

Our vision

Our purpose goes beyond profit and is the key to Port of Tauranga's ongoing success. Our aspirations for 2030 are:

Drive national prosperity

New Zealanders will value the Port as an asset that drives our nation's prosperity by providing the most efficient access to global trade.

Improve community wellbeing

We will improve our community's wellbeing by providing jobs and economic growth, as well as forming effective partnerships to pursue a shared vision of success.

Protect our natural environment

We will protect and enhance our natural environment. We will invest in technology and embed sustainable practices throughout our business.

Respect mana whenua

We will recognise and respect the mana whenua of the rohe and acknowledge the kaitiakitanga of iwi and hapū.

Nurture our people

We will be an attractive and accessible workplace where talent is nurtured. Our people will be proud to work here and know their contribution is valued. We will foster a culture of empowerment, where health and safety is at the forefront of everything we do.

Provide superior customer service

We will be driven by our customers' needs and create innovative supply chain solutions. We will deliver on our promises, provide superior service and grow together.

Deliver long-term value

We will deliver long-term value for investors through leading environmental and ethical performance, business resilience and sound financial management.

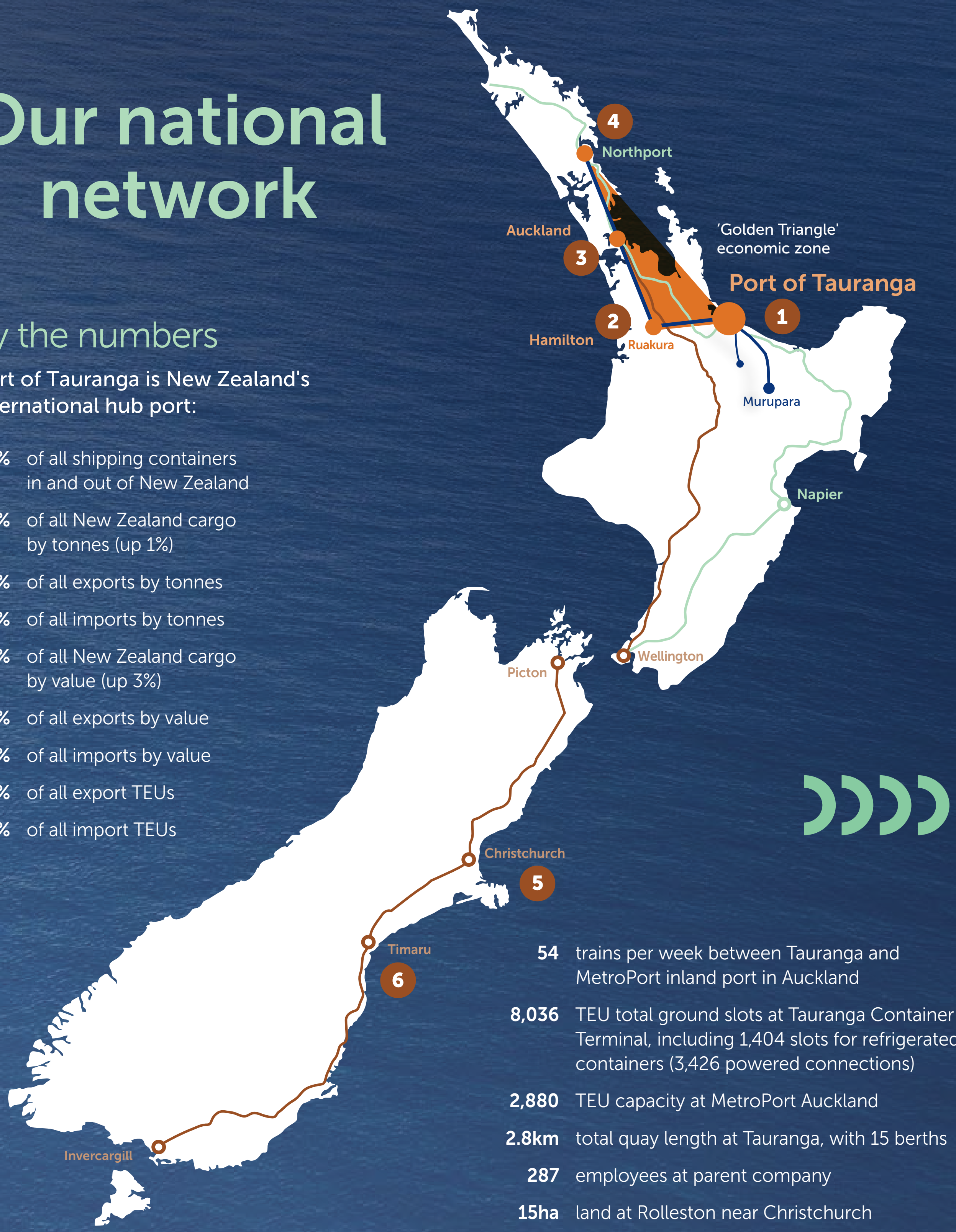
Our values

Our values define our fundamental beliefs and dictate our behaviour as individuals, as teams and as an organisation.

We will achieve our vision by:

- Taking pride and doing the right thing
- Creating better ways
- Listening and working together
- Having a 'safety always' mindset

Our national network



By the numbers

Port of Tauranga is New Zealand's international hub port:

- **39%** of all shipping containers in and out of New Zealand
- **33%** of all New Zealand cargo by tonnes (up 1%)
- **40%** of all exports by tonnes
- **23%** of all imports by tonnes
- **35%** of all New Zealand cargo by value (up 3%)
- **51%** of all exports by value
- **17%** of all imports by value
- **48%** of all export TEUs
- **32%** of all import TEUs

- **54** trains per week between Tauranga and MetroPort inland port in Auckland
- **8,036** TEU total ground slots at Tauranga Container Terminal, including 1,404 slots for refrigerated containers (3,426 powered connections)
- **2,880** TEU capacity at MetroPort Auckland
- **2.8km** total quay length at Tauranga, with 15 berths
- **287** employees at parent company
- **15ha** land at Rolleston near Christchurch
- **45ha** land in Auckland
- **190ha** land in Tauranga
- **14.5m** shipping channel depth inside Te Awanui Tauranga Harbour
- **53** straddle carriers (seven hybrids)
- **8** container cranes at Tauranga Container Terminal

KEY

- State Highway 1
- State Highway 2
- East Coast main trunk rail network

Port of Tauranga

1

Parent company

- New Zealand's largest port and international freight hub
- Container terminal, bulk/breakbulk cargo wharves and bunkering/bulk liquids facilities
- Extensive cargo storage and handling facilities
- Rail connections to Hamilton, Auckland and the central North Island
- Extensive road networks (State Highways 2 and 29) and coastal shipping connections.

CODA

1 2 3 5

50% ownership with Kotahi

- Freight logistics group.

Northport Group Limited

4

50% ownership with Northland Regional Council (43%) and Tupu Tonu (7%)

- Deep water commercial port near Whangārei
- 150 hectares of adjacent land, commercial premises and a marina (formerly Marsden Maritime Holdings).

MetroPort Auckland

3

Operated by KiwiRail

- Inland port in the heart of Auckland's commercial and industrial area, connected by rail to Tauranga and Hamilton.

Ruakura Inland Port

2

50:50 joint venture with Tainui Group Holdings

- Inland port connected by rail to Tauranga and Auckland
- Part of the Ruakura Superhub logistics and industrial precinct
- Opened August 2023.

PrimePort Timaru

6

50% ownership with Timaru District Holdings

- Commercial port in Timaru
- Bulk cargoes including major cement handling facility and oil terminal.

MetroPort Christchurch

5

Operated by Timaru Container Terminal

- Intermodal freight hub at Rolleston
- Rail connections to Timaru Container Terminal and rest of South Island.

Quality Marshalling

1 2 6

100% ownership

- Specialist cargo handling services company with operations at Tauranga, Timaru and Hamilton
- Operator of Ruakura Inland Port.

Timaru Container Terminal

5 6

100% ownership

- Direct links to Tauranga
- Operates MetroPort Christchurch at Rolleston.

PortConnect

1 3 4 5 6

50% ownership with Port of Auckland

- Online cargo management system.

How Port of Tauranga creates value

New Zealand's population growth is driving demand

1M more people expected to be living in New Zealand by 2045

The Port is building for demand

Land use constraints in Auckland are pushing industry north and south. Freight volumes and shipping trends are shifting — larger vessels, more coastal aggregation.

Our inputs

Our relationships
Strong partnerships with customers, iwi, communities and industry.

Our people
A skilled, safety-focused team with a culture of adaptability and service.

Our skills and knowledge
Decades of operational experience and deep understanding of supply chain dynamics.

Our environment
Natural resources fundamental to our business operations and our role as stewards of the environment.

Our assets and infrastructure
Strategic port land, inland hubs, deepwater channel and national network links.

Our finances
A strong balance sheet and investment in infrastructure to match demand.

Our blueprint for strategic growth

A hub-and-spoke model with big ship-capable ports serviced by an efficient coastal shipping network.

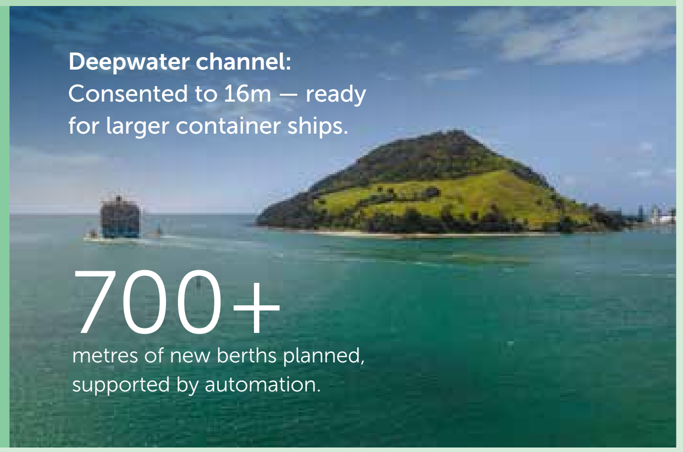
Inland port network:
- MetroPort Auckland
- Ruakura
- Rolleston

Integrated network connecting sea and inland ports via rail, road and coastal shipping.

1/3

Transhipment: Up 50% in the past decade, now 1/3 of container volume.

Improved service levels and productivity along with growing new cargo volumes.



Deepwater channel: Consented to 16m — ready for larger container ships.

700+ metres of new berths planned, supported by automation.

Our outputs

NZ's largest container terminal

51% of NZ's exports by value

33% of all NZ cargo by volume

39% of all container trade

17% of imports by value

85% community positivity rating

287 employees and tens of thousands more in port-related jobs

$114M in dividends to shareholders for FY2025

Community support

Environmental protection

Reliable operations

A resilient national network

Our outcomes

1 Enduring, mutually beneficial partnerships
Effective partnerships contribute to a shared vision of success.

2 A proud, safe and motivated workforce
A workplace where health and safety comes first, our people are empowered, talent is nurtured, and the contribution of everyone is valued.

3 Effective and resilient networks
Logistics networks driven by customers' needs and innovation to provide a superior service.

4 Better air and water quality
Responsive environmental stewardship and investment in technology and sustainable practices to protect and enhance our natural environment.

5 Long-term value for shareholders
A resilient business and sound financial management, delivering appropriate risk and reward for investors.

6 Prosperous communities
Efficient access to global trade, and jobs and economic growth for local, regional and national communities.

What matters most

Port of Tauranga's sustainability strategies focus on the issues that matter most to our stakeholders, and the ones that we can most influence.

In 2024, we undertook a materiality assessment with internal and external stakeholders to understand and prioritise the issues affecting people, the planet, our partnerships and prosperity. An independent expert sought the opinions of the senior management team, other people leaders in the business, employees, investors, customers, business partners, community leaders, unions, iwi and regulatory bodies.

The list of 19 sustainability topics was then ranked through an online survey to establish the highest priority issues for Port of Tauranga:

Health, safety and wellbeing

- Promoting a safe and healthy working environment for everyone working in, or interacting with, our business.

Customer engagement

- Continuously innovating and adapting to market and environmental changes to deliver sustainable and efficient service to our customers. Understanding customer and partner needs.

Sustainable financial performance

- Ensuring sustainable financial growth and performance as a key component of the triple bottom line (economic, environmental, social).

Employee engagement

- Empowering people through professional development, providing career pathways, and creating a culture where people can thrive. Enabling a long-term sustainability mindset in our culture and values.

Future-focused infrastructure and services

- Providing critical infrastructure and services that are resilient, efficient and evolving to meet the needs of New Zealand. Proactively considering customer needs and responding to global market and geopolitical forces.

Social licence

- Proactively engaging in community, partnerships and relationships. Communicating the purpose and value of Port of Tauranga to the region and New Zealand. Communicating targets, goals and progress to a broad range of stakeholders.

Environmental stewardship

- Protecting the environment (land, water and air quality) and biodiversity through proactive management and partnerships.

Other important topics raised through the materiality assessment included:

- Digitisation and technology
- Business continuity planning
- Communication and relationship management
- Governance
- Collaboration and partnerships
- Carbon footprint
- Climate-related business risk
- Cultural competency
- Sector leadership
- Future of work
- Diversity and inclusion
- Community focus.

As well as the formal materiality assessment, we continually check in with our stakeholders about their needs and wants. In late 2024, we undertook our inaugural community sentiment survey, which showed 85% positivity towards the Port. Read more on page 33.

We also undertake customer satisfaction surveys to ensure our services are meeting their needs and that we are planning for their future wants. We survey our employees every few years and facilitate detailed feedback sessions to delve into the issues being faced by team members. Read more on page 40.

All of the stakeholder feedback has been incorporated into the Port's sustainability framework, illustrated on the next page. It describes the material issues for people, the planet, our partnerships and prosperity, outlines our long-term objectives, and lists some of the short-term initiatives and activities under way to address the issues.

Port of Tauranga sustainability framework

Port of Tauranga is invested in the wellbeing of Tauranga city, the harbour and its people. The Port is an anchor for the Bay of Plenty economy, providing a gateway to international trade, resilient earnings for our region and creating prosperity for New Zealand. Port of Tauranga provides nationally significant infrastructure to enable essential access to global markets.

	People	Planet	Prosperity	Partnerships
Material issues for our stakeholders	• Health, safety and wellbeing • Employee engagement • Sector leadership • Future of work • Diversity and inclusion	• Environmental stewardship (air, water and land) • Social licence • Carbon footprint • Climate-related business risk	• Sustainable financial performance • Future-focused infrastructure and service provider • Digitisation and technology • Governance for sustainability • Business continuity planning	• Customer engagement, connecting the world • Collaboration and partnerships • Communication and relationship management • Cultural competency • Community focus
Our long-term objectives	• Foster a culture of empowerment, where health and safety is at the forefront of everything we do • Build the capability as outstanding leaders in teams, with our customers and in our field • Equip our people to be their best, navigating successful futures by producing outstanding results • Build internal capability for future automation, digitisation and AI • Encourage a more diverse workforce, with at least 40% men and 40% women in leadership positions.	• Implement a decarbonisation strategy to achieve net zero emissions by 2050 • Understand and adapt to the effects of climate change, including extreme weather events • Reduce our impact on air quality, harbour water quality, soil health and noise pollution • Communicate targets, goals and progress to stakeholders • Protect and enhance existing flora and fauna habitats • Prevent biosecurity incursions.	• Deliver steady earnings for our shareholders through sound financial management • Provide employment and economic growth opportunities by providing resilient, efficient and evolving infrastructure and services • Invest in capacity, including dredging, equipment, inland ports, wharf extensions and upgrades, automation and digitisation for efficiency • Build accountability, transparency and credibility through sound governance • Proactively manage risk, prepare for emergencies and build resilience, including cyber security risk.	• Co-create innovative supply chain solutions with our customers and suppliers • Form effective partnerships to pursue an aligned vision of success • Be a good neighbour, engaging with and investing in local communities • Be culturally aware, recognise and respect the kaitiakitanga of iwi and hapū, and build authentic partnerships • Communicate in a genuine, transparent and timely manner to create positive, enduring stakeholder relationships.
Our initiatives and activities (short-term, ~5 years)	• Fatigue risk management initiatives • Safety recognition programme (TeamSafe) to build culture • Develop comprehensive health and safety reporting and assurance systems • Review performance management system • Implement continuous improvement strategy • Build leadership skills of managers • Continue to deliver employee-led, comprehensive wellbeing programme (ShipShape) • Improve terminal employee wellbeing through new accommodation.	• Develop climate action strategy: – Identify appropriate near-term greenhouse gas emission targets – Investigate alternative fuel initiatives for marine fleet, straddles and automation projects • Continue energy efficiency initiatives for existing and new equipment • Dust management, reduction and mitigation • Stormwater management and treatment • Water use reduction and leak identification and mitigation • Spill prevention and management • Avian habitat management and protection • Continue Biosecurity Excellence Partnership education programme.	• Further develop big ship capacity by securing resource consent and commencing construction of Stella Passage project as well as automation • Secure resource consent for capital dredging and maintenance dredging/disposal and commence construction when prudent • Maintain dividend target of 70-100% of NPAT • Achieve appropriate return on capital investment (ROIC) • Seek new business and diversified earnings sources • Undertake a Board performance review and implement any relevant recommendations • Refresh strategic risk management and assurance process.	• Embed hub-and-spoke model utilising inland freight hubs, KiwiRail partnership and shipping line relationships • Utilise stakeholder feedback (from brand refresh, customer satisfaction survey, materiality assessment and community sentiment survey) to further refine community and neighbour role • Continuously review sponsorship strategy to ensure alignment with above • Identify opportunities for economic development partnerships with local iwi and hapū, including scholarship and employment pathways • Seek formal relationship agreements with Tauranga Moana iwi.

Risk management

Port of Tauranga's risk management framework gives us the tools to identify, assess, monitor and manage risks.

Following a comprehensive external review of the Port's risk management policy and framework, a Risk Specialist has been appointed to coordinate risk information and management.

The Risk Specialist is working with teams across the business to develop an integrated and forward-looking picture of the Port's risk landscape, and ensure the correct controls, mitigations and reporting are in place.

All team members have responsibility for risk management and are expected to understand and proactively manage risks. Our risks are continuously evolving and are discussed in depth regularly by the senior management team and the Board of Directors, who balance risk management and risk taking in accordance with our established risk appetite, external legislation and good governance practices.

Significant risks potentially impact our ability to achieve our business objectives and to create value in the short, medium or long-term.

They include:

- Health, safety and wellbeing
- Cyber security
- Social licence to operate
- Legal and regulatory risk
- Climate change impacts or a natural disaster
- Commercial and business risk due to geopolitical reasons, pandemics or an otherwise disrupted supply chain
- Ship collision or grounding
- Key infrastructure resilience
- Human capital and culture
- Financial mismanagement or loss of investor support
- Key supplier and customer relationships.

The consequences, mitigation strategies and key controls are described in detail in the Corporate Governance Statement on our website[2], and summarised in each of the capital sections of this report.

[2] *https://www.port-tauranga.co.nz/investors/governance/*

Climate change response

Ports have a significant role to play in New Zealand's decarbonisation journey, as sea freight is the most carbon efficient mode of transport for cargo.

Ports must be prepared for the physical effects of climate change and their impact on port-related infrastructure, including land transport networks.

Climate-related disclosures

In October 2024, Port of Tauranga published its first report under the new Climate-related Disclosures regime[3].

The statement describes Port of Tauranga's governance, risk management processes, climate-related risks and opportunities, as well as its greenhouse gas emissions.

About 170 of New Zealand's biggest companies are required to produce this annual climate statement. The goal of mandatory climate-related disclosures is to ensure the effects of climate change are routinely considered in all business decisions, entities demonstrate responsibility and foresight, and capital is allocated more efficiently to smooth the transition to a more sustainable, low emissions economy.

This year's report will update the Port's climate context, delve deeper into climate-related risks and opportunities, and examine containerised cargo in more detail. The Port is also preparing a detailed transition plan, outlining how the Port will reduce its emissions and respond to the risks and opportunities identified, including targets.

2025 emissions inventory

Port of Tauranga reports under the GHG Protocol standard and discloses the Scope 1 and 2 emissions over which it has operational control, i.e. those produced by Port of Tauranga, Quality Marshalling, Timaru Container Terminal and Ruakura Inland Port.

Total Scope 1 and 2 emissions for the 2025 financial year were 21,873t CO_2e, an increase of 20% from the previous year.

Emissions intensity increased 13% to 0.84 kg CO_2e per cargo tonne. The increases are attributed to:

- A 32% increase to the Ministry for the Environment's location-based electricity emissions factor due to increased reliance on fossil fuels in the national electricity mix
- Diesel generator emissions at the Tauranga Container Terminal, which increased 126% compared to the previous year due to strong export seasons for kiwifruit, meat and dairy products. Refrigerated container volumes increased 19.6% to a new record and, in addition, an early kiwifruit season and a late dairy season created an overlap that further boosted peak demand.

Emissions reduction strategies

The growth in refrigerated cargoes is expected to continue over the next few years, putting pressure on the Port's 3,426 permanent plug-in points.

Port of Tauranga plans to significantly increase refrigerated container electric plug-in capacity and minimise generator use with the introduction of electric automated stacking cranes (ASCs). Each ASC block will provide 189 plugs, totalling 1,701 plugs over the nine blocks proposed.

However, this capacity will not be added until approximately 2031, because the installation must be preceded by the construction of an additional container berth (currently awaiting resource consent).

In the meantime, other possibilities are being explored, including the feasibility of additional plug-in points within the existing footprint, fuel enhancement technologies and operational improvements to avoid delays and extended storage periods.

Existing emission reduction initiatives include hybrid straddle carriers, waste minimisation and recycling, conversions to LED lighting and low emission light vehicles where operationally feasible. The Port has also committed to trialling New Zealand's first fully electric straddle carrier in 2027 (read more on page 58), and to invest in a hybrid tug (read more on page 65).

Big ship capability

As New Zealand's largest port, Port of Tauranga has an important role to play in decarbonising the country's international supply chain.

We have prioritised rail over road transport and advocated for coastal shipping. A 2022 study by University of Canterbury for Swire Shipping estimated greenhouse gas emissions generated by heavy road transport are between 2.4 and 2.7 times larger than rail, and between 5 and 5.6 times larger than coastal shipping.

We have also become the first New Zealand port able to accommodate larger container vessels. Bigger ships can produce fewer emissions per container than smaller, older vessels. Read more about our big ships strategy on page 50.

[3] *https://www.port-tauranga.co.nz/community/community-sustainability/climate-action/*

Our relationships

Improving community wellbeing

Port of Tauranga's long-term relationships help navigate the course to future outcomes. Our partnerships give us insights and guidance to meeting the needs of our diverse stakeholders, including our customers, communities and business partners.

In the following pages, we describe our progress. We have renewed a strategic agreement with one of our key customers, strengthened our support of coastal causes and worked with iwi to improve the health of Te Awanui Tauranga Harbour.

Vision

We will improve our community's wellbeing by providing jobs and economic growth, as well as forming effective partnerships to pursue a shared vision of success. We will recognise and respect the mana whenua of the rohe and acknowledge the kaitiakitanga of iwi and hapū.

Material issues addressed by our strategies

- Collaboration and partnerships
- Communication and relationship management
- Community focus
- Customer engagement
- Social licence
- Cultural competency

Associated risks

- Social licence to operate
- Legal and regulatory risk
- Climate change impacts or natural disasters
- Key supplier and customer relationships

Strong and sustainable relationships are essential to the Port's long-term success and we nurture them through ongoing, meaningful engagement with stakeholders. Continual analysis of our stakeholders' perspectives help us anticipate and mitigate risks associated with our activities and initiatives.

Performance

Long-term freight agreements in place with major shippers such as Kotahi, Oji Fibre Solutions and Zespri International

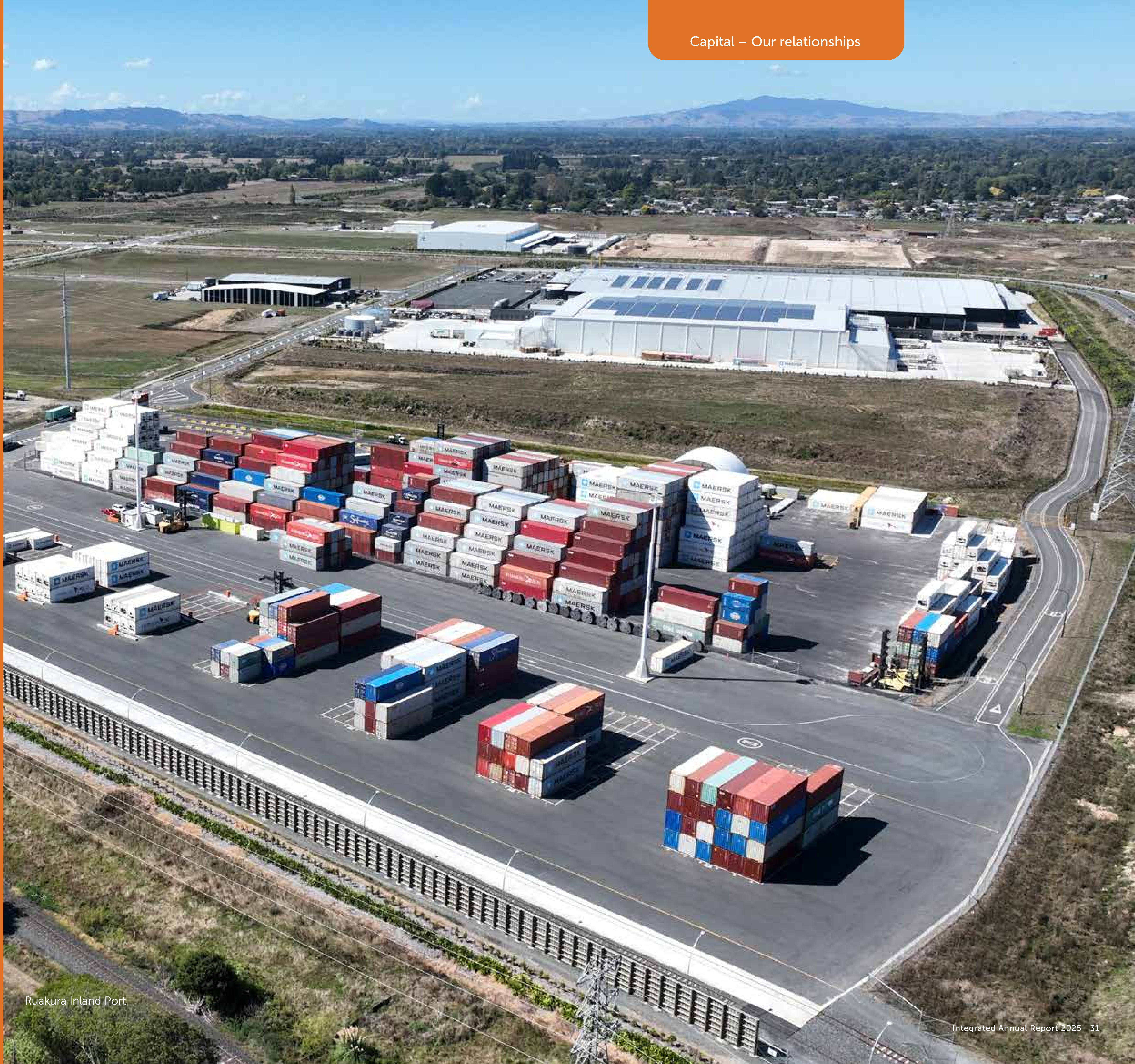
10 **tertiary scholarships** awarded to Māori students

Ruakura Inland Port joint venture with Tainui Group Holdings surpasses **22,000 TEUs**

1,500+ **people hosted** on port tours, new online booking system introduced

74% **average recommendation** by surveyed customers

85% **positivity rating** in community sentiment survey.



Ruakura Inland Port

Cleaning up our coastlines

Marine environmental charity Sea Cleaners has started full time operations in the Bay of Plenty with the support of Port of Tauranga and local councils.

Sea Cleaners already operates in other harbours around the country, removing 14.6 million litres of waste in waterways since the charity's establishment in 2002.

The Sea Cleaners boat and crew are based at Tauranga Bridge Marina, next door to the port.

The new sponsorship enhances the Port's existing support of the annual Our Backyard Trust harbour clean up, which has removed 13 tonnes of waste from the coastline in the past four years.

Port of Tauranga team members and their families also take an afternoon at least once a year to collect litter from the Mount Maunganui neighbourhood.

Iwi partnerships to improve harbour health

A Port of Tauranga-funded trust is investing in projects to improve the health of Te Awanui Tauranga Harbour.

The Ngā Mātarae Charitable Trust brings together representatives from three Tauranga Moana iwi (Ngāi Te Rangi, Ngāti Ranginui and Ngāti Pūkenga), the Port, the Mauao Trust and the Tauranga Moana Iwi Customary Fisheries Trust.

The Trust was established in 2014 to balance the impact on the cultural and spiritual values of local iwi and hapū from capital dredging, necessary to accommodate larger container ships.

Recent projects sponsored by the Trust include:

- A resilience plan for Whareroa Marae, which is located on a low-lying shore of Te Awanui Tauranga Harbour
- A business case for harbour restoration led by a collective of hapū of Tauranga Moana
- A project to capture hapū perspectives of Tauranga Moana
- School science laboratory equipment to be shared by local kura kaupapa.

Previous projects funded by the Trust include:

- A pipi research project to restore and enhance coastal ecosystems
- Purchase of a research and monitoring vessel for an environmental organisation
- Preparation of an oversight plan and implementation programme for the wetlands adjacent to the Whetu-O-Te-Rangi marae
- Restoration and enhancement of the Huria wetland adjacent to the Judea Rugby Club.

The Trust is also helping to fund a major wetland restoration project for the lower Kopurererua Stream and adjacent Koromiko wetland. It will increase flood and erosion control, improve water quality and protect biodiversity.

Ngā Mātarae Trust also funds a number of tertiary scholarships for Māori students. The Trust scheme is one of two administered by the Port, offering a total of up to 18 annual scholarships to first, second or third year tertiary students.

First community sentiment survey shows positivity towards port

Tauranga and Western Bay of Plenty residents have been surveyed for the first time about their view of Port of Tauranga.

The survey involved 206 anonymous respondents, closely reflecting the demographics of the region.

The results showed a very positive view of the Port from the community, with 85% of surveyed residents feeling very positively or positively towards the Port, and only 4% expressing negativity.

Those who have lived in the region the longest were the most positive about the Port's impact, and even those who knew only a little about the Port felt positively towards it.

Respondents trusted the Port, rating highly its value to the community and commitment to the environment.

Last year Port of Tauranga surveyed importers, exporters, shipping agents and tenants to gauge satisfaction with services.

More than 80% of respondents said they were "very satisfied" or "somewhat satisfied" with Port of Tauranga.

Surf life saving support

Port of Tauranga has a new long-term partnership with Mount Maunganui Lifeguard Service, which has been keeping the public safe at the beach and on Mauao for more than 90 years.

The two organisations share a strong connection to the sea and the Mount Maunganui community. The sponsorship complements our support of the Port of Tauranga Rescue Centre at nearby Omanu Beach.

The Rescue Centre, which opened in late 2022, serves as an operations hub for the 19 surf life saving clubs of the eastern region of the North Island, from Hot Water Beach on the Coromandel Peninsula to Gisborne.

The Centre supports first responders in any large-scale search and rescue, and houses specialist rescue equipment.

Port of Tauranga is also a supporter of the Tauranga Volunteer Coastguard, including sponsoring its weather update broadcasts and contributing to a new 14-metre rescue vessel.

Mount Maunganui Lifeguard Service

New Zealand's largest shipper chooses Tauranga

Kotahi, New Zealand's largest containerised freight manager, has a long-term commitment to Port of Tauranga.

Kotahi represents key customers Fonterra and Silver Fern Farms, as well as more than 50 other exporters in the primary sector. Together, they represent a third of New Zealand's containerised exports.

Kotahi's approach to freight aggregation has helped provide scale, improving productivity in the wider supply chain and contributing to export growth.

Port of Tauranga and Kotahi entered an initial 10-year agreement in 2014, paving the way for the Port to invest in "big ship" capacity, including capital dredging.

In 2024, the agreement was extended by seven years through to mid-2031, supporting the Port's next stage of capacity-building.

The partnership provides the Port with long-term certainty for infrastructure investment and supply chain planning, ensuring New Zealand can remain internationally competitive.

Kotahi also has a volume agreement with Port of Tauranga-owned Timaru Container Terminal to handle South Canterbury exports through to 2030.

Port of Tauranga has cargo volume agreements with other key customers such as Oji Fibre Solutions and Zespri International (see page 34).

Case study

Port of Tauranga, Zespri and TKL agree strategic partnership to grow kiwifruit exports

Port of Tauranga, Zespri International and Tauranga Kiwifruit Logistics (TKL) have signed a five-year partnership to grow cargo volumes through the Port.

Kiwifruit exports are expected to increase more than 2% a year through to 2029 as the size of Zespri's annual harvest continues to expand.

The partnership puts the kiwifruit export industry in the perfect position for growth, helping to manage peaks and other challenges.

Zespri Head of New Zealand Supply, Lorry Leydon, says the strategic agreement between Zespri, the Port of Tauranga, and TKL is critical in delivering the growth the kiwifruit industry has planned over the next five years and ensuring it continues to deliver high-quality kiwifruit to global markets.

"Having key partners who are aligned to our strategy and values puts us in a great position to deliver sustained growth and value to the kiwifruit industry and the wider community."

TKL operates a coolstore at the Port's Mount Maunganui wharves and handles the loading of bulk and containerised kiwifruit on refrigerated charter vessels.

Last season, the majority of the more than 190 million trays of New Zealand-grown kiwifruit was exported via Port of Tauranga, with about half shipped on dedicated charter vessels and the balance in containers. The export season lasts from March through to October.

"Having key partners who are aligned to our strategy and values puts us in a great position to deliver sustained growth and value to the kiwifruit industry and the wider community."

Our people

Nurturing our people

Port of Tauranga's path to success is set on its people. We aim to recruit talented people, nurture them, retain them and recognise their achievements. Port of Tauranga is actively encouraging young people into the port industry through our port pathway programmes.

In the following pages, we describe our progress in developing a proactive learning and safety culture. We have checked in with our people to gather formal feedback, and our wellbeing programme continues to support our team members' physical, mental, emotional and financial wellbeing.

Vision

We will be an attractive and accessible workplace where talent is nurtured. Our people will be proud to work here and know their contribution is valued. We will foster a culture of empowerment, where health and safety is at the forefront of everything we do.

Material issues addressed by our strategies

- Health, safety and wellbeing
- Diversity and inclusion
- Employee engagement
- Future of work
- Governance

Associated risks

- Health, safety and wellbeing
- Human capital and culture

We focus on workplace safety and overall wellbeing, learning and development, employee lifecycle strategies, leadership quality and culture. This ensures a motivated, competent workforce that has the skills to do their jobs well and fulfill their personal potential.

Performance

72% **staff engagement score** (up from 69% in 2023)

More than 80% participation in 2025 employee share ownership plan

16.0 **total recordable injury frequency rate** (TRIFR) per million hours worked (up from 13.2) – Port of Tauranga and contractors combined

287 **employees** (up from 279)

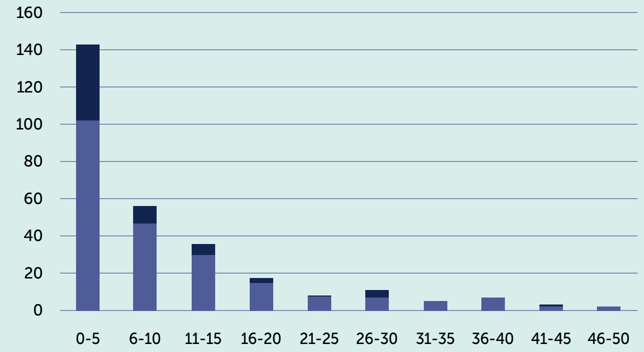
41% **job vacancies** filled internally

8.45% **staff turnover** (compared with 7.0% in 2023 and 9.25% in 2024)

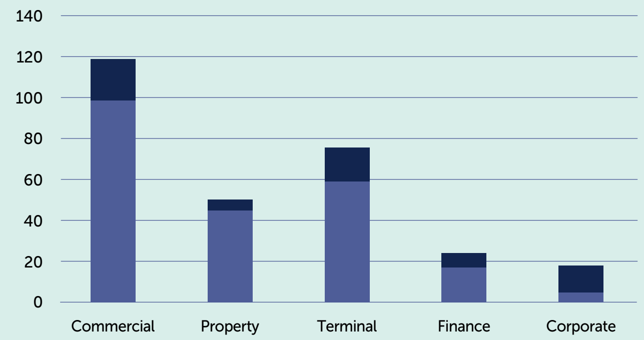
21.6% **female** gender diversity (compared with 22% in 2023 and 2024).

KEY Female Male

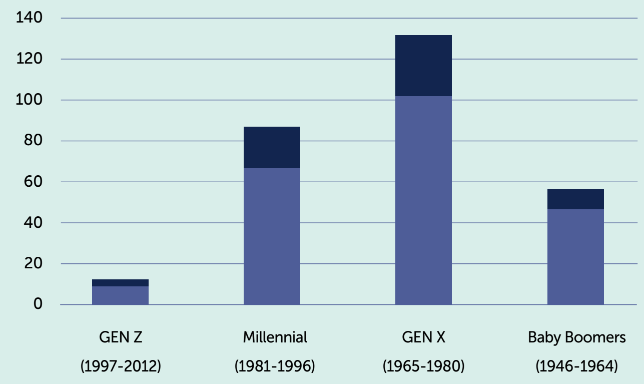
Gender diversity by years of service



Gender diversity by division



Gender diversity by age



Dune planting at Mount Maunganui

Setting young people on course for a port career

Port of Tauranga offers a number of pathways for young people to experience working in a port environment as the industry tries to expand its appeal to a new generation.

Our mechanical and electrical team always has several apprentices at various stages of their pathway, as do many of the contracting businesses working on the port.

Summer internships are offered to students studying a range of specialties, including mechanical engineering, civil engineering and environmental science.

Port of Tauranga also participates in the Toi Ki Tua summer intern programme facilitated by Toi Kai Rawa Trust, which aims to expose Māori students with connections to the Bay of Plenty to highly-skilled career opportunities in the region.

The Port provides tertiary scholarships to young Māori under two schemes and up to 18 scholarships annually are paid to first, second and third year students.

The Port has also supported the efforts of several PhD students whose research is relevant to the Port, most recently a candidate studying the life cycle of pēpi koura or baby crayfish in the harbour.

Meanwhile, business, logistics and supply chain management students are eligible for the Port's cadetship programme.

Second or third year Bachelor of Business students are offered a 12-month cadetship of at least 12 hours of work each week in the Port's receival and delivery department at the heart of the container terminal. Many cadets go on to permanent roles at the Port.

Survey shows rise in employee engagement

Port of Tauranga employee engagement rose three points to 72% in the latest team survey.

Engagement was highest amongst new employees (94%) and longest-serving employees (72%).

Those surveyed were positive about company strategy and goals, collaboration, learning and development opportunities and wellbeing. The most negative feedback was about workload, resources and systems.

Following the survey, facilitated team meetings were held to gather detailed feedback and context to inform action plans around the themes raised most often.

High engagement is shown to result in better productivity and efficiency, fewer safety incidents, increased profitability and quality, and lower staff absenteeism and turnover.

TeamSafe award-winners nominated by colleagues

Port people are recognising their peers who demonstrate the team value of "having a safety always mindset."

The TeamSafe Awards were launched in November 2023 as a means to celebrate the many ways in which our team members bring the mindset to life, every day.

Nominations for health and safety actions, ideas, initiatives, projects or behaviours are made to the Port's Health and Safety Committee, which has representatives from every department.

The award winners so far include a crane driver who instigated two projects to make stevedores' working areas safer, a supervisor who utilised video to upskill container truck drivers on new traffic rules, a marine pilot and launch crew that refused to use unsafe equipment on an arriving ship, and a team that worked together to extricate a wedged container on board a ship.

One of the award-winning projects even made it into the finals of the New Zealand Workplace Health and Safety Awards in June.

Port of Tauranga electrician Paul Zeeders' crane cable degreaser device was one of only four finalists selected nationwide for the safety category.

The TeamSafe Awards complement the Port's longstanding Extra Mile Award for outstanding effort in any area.

New dashboard to track health and safety performance

A new performance index is tracking a range of health and safety indicators to guide improvements.

The scorecard supports the Port's growing safety culture, where priority is given to positive lead (proactive) injury prevention actions rather than negative lag (reactive) injury recording indicators. It measures activities such as management and Board engagement, team involvement in health and safety meetings and training, completed corrective actions, reported incidents and near misses, and safety observations and critical risk control verifications.

The dashboard is now being extended to individual team level to increase transparency and accountability, as well as identify trends and areas for attention.

Case study

Keeping our people ShipShape

Port of Tauranga's wellbeing programme, ShipShape, is led by a committee from across the business to ensure we address the top physical and mental health needs of our people.

ShipShape activities include monthly challenges, fundraising events, sponsored team sports and educational speakers.

All employees have access to fresh fruit, vegetable seedlings, period products and other giveaways through ShipShape.

The programme, launched in 2018, has received gold accreditation under the WorkWell framework of Toi Te Ora Public Health.

To complement ShipShape, in November 2023 Port of Tauranga launched the Keep Well programme to replace its under utilised external medical assessments and exercise membership subsidy.

Our independent in-house nurse, Debbie, carries out health monitoring, flu vaccinations, prostate screening blood tests, hearing tests, ergonomic assessments and pre-employment medicals. She has promoted sun safety, alcohol and sugar consumption reduction, and foot care. She operates out of multiple locations on the port to ensure accessibility and convenience for our people.

The Port has also given team members the power to choose their own health benefits. All employees are given a Health Now card loaded with $50 annually to spend on any service they choose – including physiotherapy, dental, optometry, pharmacy and osteopathy. These services are on top of their subsidised health insurance.

Free counselling is offered through the Port's employee assistance programme, delivered by Vitae.

> All employees have access to fresh fruit, vegetable seedlings, period products and other giveaways through ShipShape.

Our skills and knowledge

Providing superior customer service

Port of Tauranga takes an integrated view of the New Zealand supply chain, investing in regional ports and inland freight hubs connected by road, rail and coastal shipping. Our logistics expertise ensures our customers have the most efficient and environmentally-sound option for their course to market.

In the following pages, we describe how we utilise our skills, knowledge and experience in a variety of ways – to provide capacity for bigger ships, to grow our network, and to keep the border safe. We're also developing our people to give them the skills for future ways of working.

Vision

We will be driven by our customers' needs and create innovative supply chain solutions. We will deliver on our promises, provide superior service and grow together.

Material issues addressed by our strategies

- Business continuity planning
- Collaboration and partnerships
- Customer engagement
- Sector leadership
- Future-focused infrastructure and services

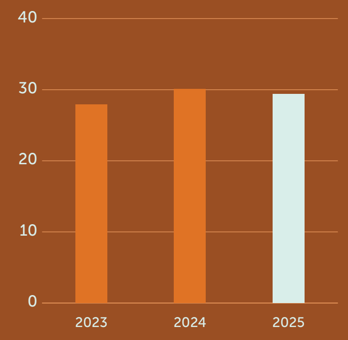
Associated risks

- Cyber security
- Legal and regulatory
- Human capital and culture

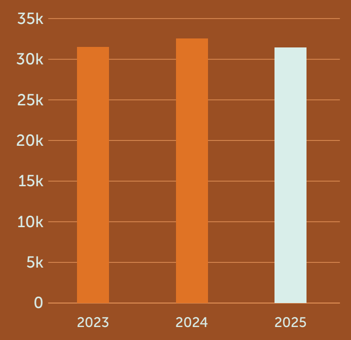
Information and knowledge gives the Port its competitive edge. We focus on technology, cyber security and innovation to preserve and protect our customer services.

Performance

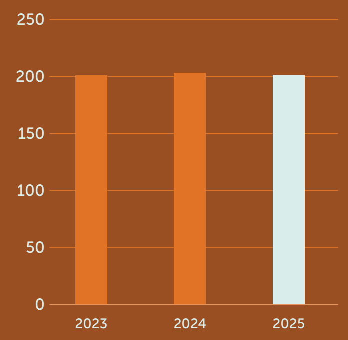
Container crane rate (moves per hour)



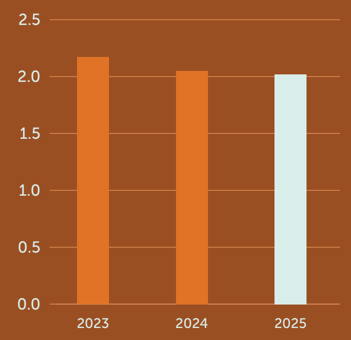
Average cargo ship gross tonnage



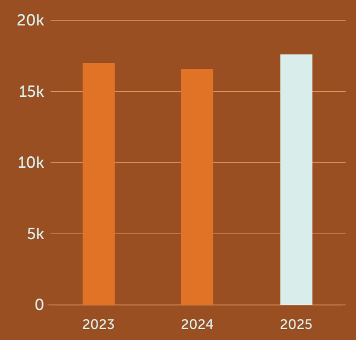
Average cargo ship length overall (metres)



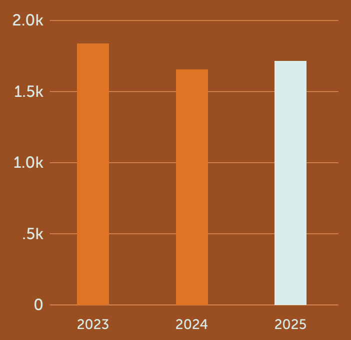
Average turn-around time per cargo ship (days)

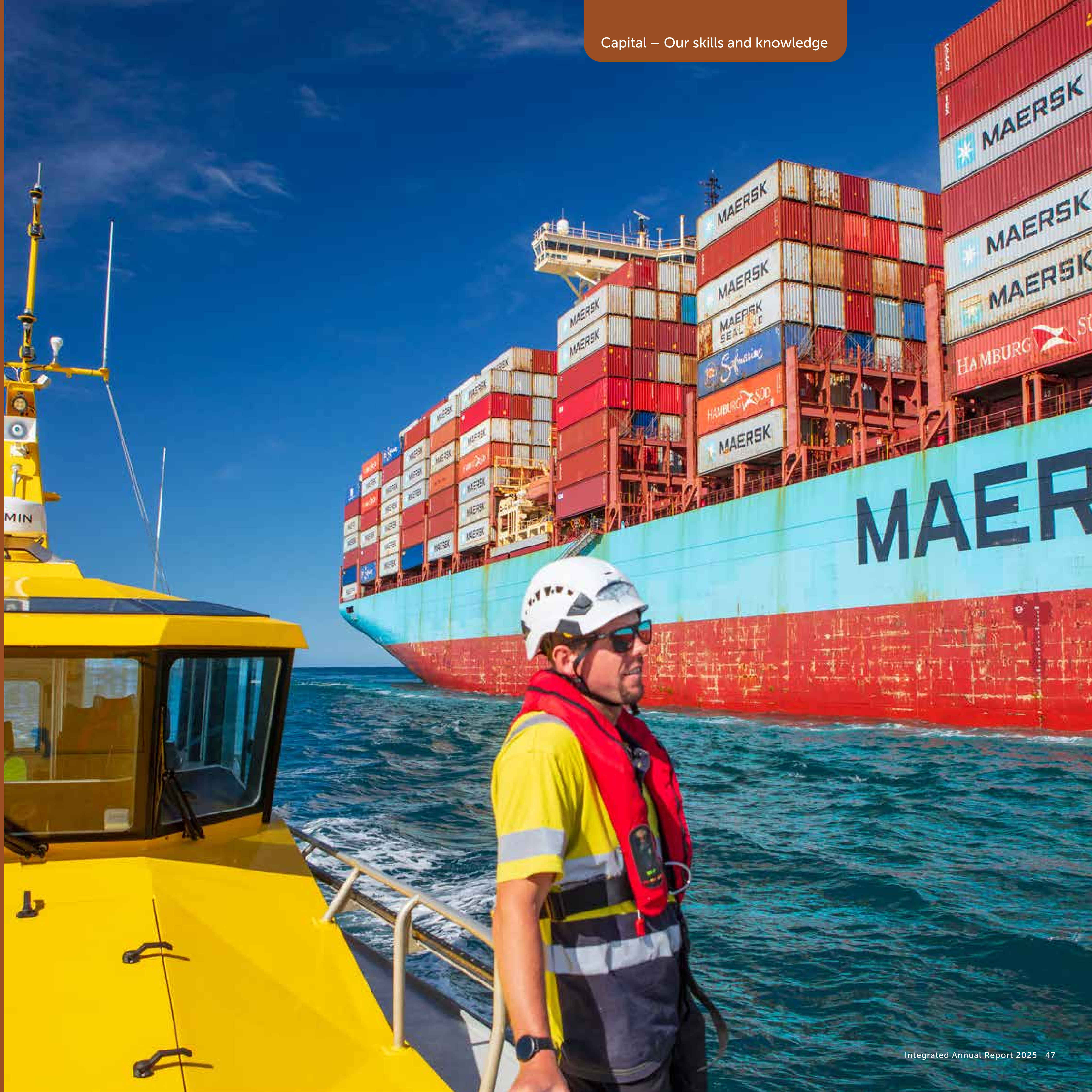


Average tonnes of cargo exchanged per ship visit



Average TEUs exchanged per container terminal visit





New focus on skills development

Port of Tauranga's aspirations mean our people will need new and enhanced skills.

The Port is investing in leadership development, on-the-job training and specialist support, for both compliance as well as individual and team growth.

The Port is also looking towards the future skills required by port workers as technology evolves. For example, the automated stacking cranes planned for implementation in a few years' time will require remote operators.

We also expect increased use of AI across all operations.

We are seeing good early results with AI in safety applications. A trial to mitigate people versus plant risk at the container terminal truck exchanges is under way, and we are in discussions with potential technology providers regarding similar solutions for refrigerated containers, onboard and quayside operations.

The Port is also utilising technology to enhance security, including remote surveillance systems.

> The Port is investing in leadership development, on-the-job training and specialist support, for both compliance as well as individual and team growth.

Ruakura Inland Port's early success

Ruakura Inland Port has celebrated its second anniversary reaching the milestone of 22,525 TEUs for the year.

The nine-hectare cargo facility is connected by rail to Auckland and Tauranga and is part of the Ruakura Superhub, a 490-hectare logistics and industrial precinct developed by Tainui Group Holdings.

The inland port has daily calls by Port of Tauranga's MetroPort trains running between Auckland and Tauranga. A three-hectare empty container depot has recently been developed next door to the inland port for Container Co.

Nearby tenants include Kmart's national distribution centre, plus coldstores owned by shipping line Maersk and distributor Big Chill.

Collaboration for border safety and security

Port of Tauranga teams work with national border agencies to ensure the port is a safe and secure workplace.

The Port's 24-hour security team assists Police and Customs to detect any potential criminal activity within the port gates. The port is monitored via surveillance cameras and mobile security patrols.

Port of Tauranga has started a multi-year project to further improve security through fence and gate upgrades as well as additional surveillance technology.

We also work with the Ministry for Primary Industries (MPI) to ensure biosecurity threats are averted.

MPI, the Port, Kiwifruit Vine Health (KVH), other primary producers, scientists and local government have joined forces in the Port of Tauranga Biosecurity Excellence Partnership.

The partnership aims to build a port community prepared to prevent any pest incursions through the port. Port users are educated on what to look for and how to respond if they see evidence of bugs such as dirt, eggs, nests or critters. A dedicated 0800 number ensures they are quickly reported to MPI.

The partnership holds an annual awareness week and publishes a calendar and other educational material featuring the top 12 unwanted pests, such as the brown marmorated stink bug.

In mid-2024, Maritime NZ's Health and Safety at Work Act designation was extended from on board ships to all landside operations of New Zealand's 13 ports. Having a primary regulator gives clarity for the multiple organisations and workers operating in port environments.

Case study

Bigger ships on the horizon

Port of Tauranga's Stella Passage development plans and capital dredging are part of a long-term strategy to accommodate larger ships.

Port of Tauranga is currently the only New Zealand port able to accommodate the largest vessels on the Oceania network, up to 11,000 TEUs.

We expect even larger vessels to cascade into the network as newly-built ships are introduced into the Northern Hemisphere trade routes and older ones are scrapped. More than 90% of the new ships on order are 8,000 TEU or larger.

In response to the larger ships trend, in the next few months Port of Tauranga will commence dredging of the shipping channel to its consented depth of 16 metres inside the harbour (from the current 14.5 metres) and 17.4 metres outside the harbour (from the current 15.8 metres). This will complete the capital dredging project commenced in 2015 (read more on page 64).

Port of Tauranga's ability to accommodate larger container vessels ensures shippers can access the lowest carbon route to market.

By far the largest proportion of carbon emissions in New Zealand's supply chain relates to the 'blue water' or ocean-going component of the cargo journey. Landside emissions, from road and rail transport, contribute only a small percentage of the total carbon emissions related to container imports and exports.

Port of Tauranga's ability to accommodate larger container vessels ensures shippers can access the lowest carbon route to market.

Bigger ships are more fuel efficient and can produce fewer carbon emissions per container than older, smaller vessels.

Larger vessels require greater use of coastal shipping and inland ports for cargo volume aggregation, as well as the necessary infrastructure to accommodate large cargo exchanges.

Port of Tauranga plans to introduce automated stacking cranes (ASCs) to increase its container throughput capacity within the current land footprint. ASCs are a well-proven technology already in use in many of the world's most efficient ports.

ASCs are fully electric gantry cranes, mounted on rails, that are operated remotely.

They will be introduced in phases to match cargo growth. The first blocks of ASCs will be installed in conjunction with the first stage of the Sulphur Point berth extension.

Our environment

Protecting our natural environment

Port of Tauranga protects air and water quality through dust control, stormwater management and spill prevention. On the course to a lower carbon future, we are choosing energy efficient equipment where possible, minimising waste where we can, and have a plan to reduce greenhouse gas emissions over time.

In the following pages, we describe our efforts to promote biodiversity in and around the port, and to investigate airborne dust sources in the community. We also outline plans to trial New Zealand's first electric straddle carrier.

Vision

We will protect and enhance our natural environment. We will invest in technology and embed sustainable practices throughout our business.

Material issues addressed by our strategies

- Carbon footprint
- Climate-related business risk
- Environmental stewardship
- Social licence
- Collaboration and partnerships

Associated risks

- Social licence to operate
- Legal and regulatory
- Climate change impacts or natural disasters
- Key infrastructure resilience

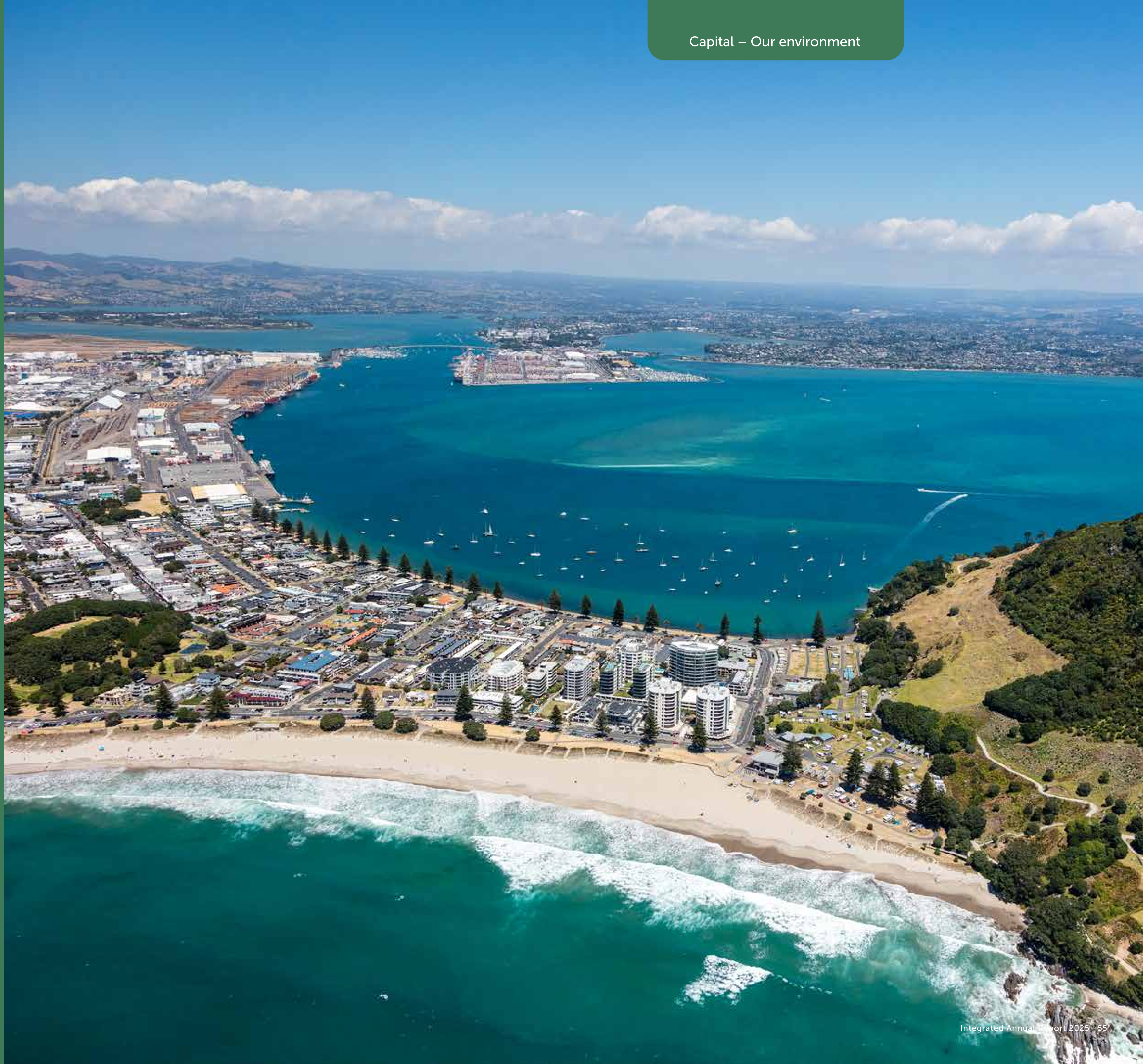
Constant management of potential environmental impacts is infused in our daily operations, including vessel traffic, cargo handling and infrastructure development. We also navigate climate change impacts such as extreme weather events that threaten our operational continuity and infrastructure integrity.

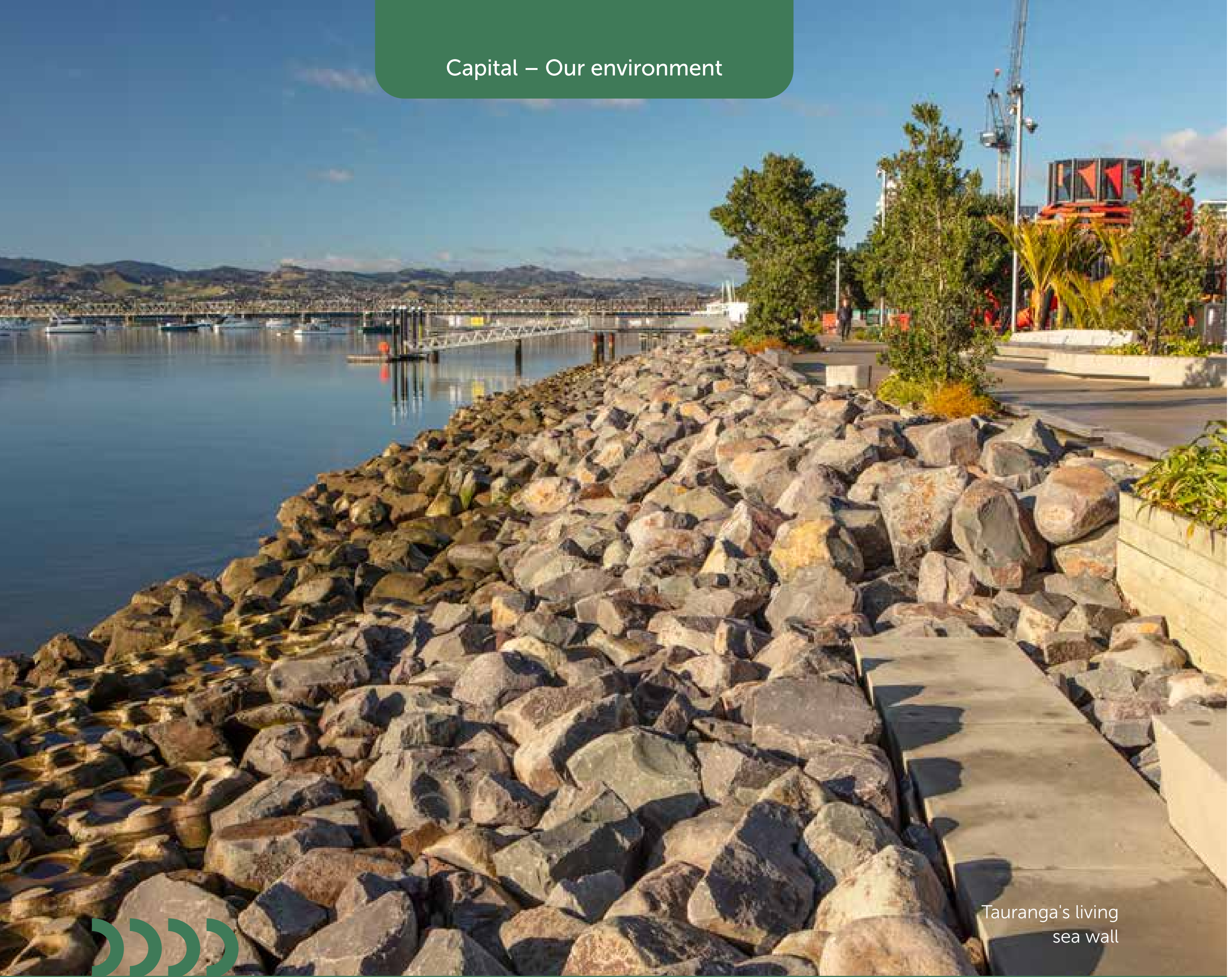
Performance

100% **stormwater quality** standards compliance

38% **reduction in annual dust concentrations** at nearby Totara Street/Waimarie Street monitor between 2017 and 2024

20% **increase** in Scope 1 and 2 greenhouse gas emissions.





Tauranga's living sea wall

Port partnerships promote biodiversity

An innovative new feature on Tauranga city centre's waterfront is attracting marine life inhabitants as well as scientific attention.

The Tauranga City Council "living sea wall" project, part-funded by Port of Tauranga, is helping to foster a healthy marine environment and enhance coastal protection, while providing an accessible interactive experience for families.

The living sea wall has 100 concrete pods, weighing up to 1.2 tonnes each, nestled among 8,000 tonnes of rocks. The artificial rock pools are specially designed to attract tidal algae and animal life. Stepped viewing ledges and shallow zones ensure people of all ages can explore the rocky pools.

The installation was designed by the Sydney Institute of Marine Science and is being monitored by marine scientists from Toi Ohomai Institute of Technology and the University of Waikato.

Meanwhile, a University of Waikato PhD student has been monitoring the life cycle of pēpi koura, baby crayfish, in the harbour via a network of habitats in and around the port wharves.

And the Port's sand pile (material dredged during maintenance of shipping channels) has proven to be a popular habitat for threatened bird species such as New Zealand dotterels, variable oystercatchers and bar-tailed godwits.

The dredged sand is used to replenish local beaches such as Pilot Bay but is left undisturbed for the majority of the year when the birds are in residence. The area is adjacent to the container terminal operations and will be protected under the Stella Passage development proposal.

Year-long study identifies dust sources

In response to community concerns about black dust and airborne particulate in Mount Maunganui, Port of Tauranga has undertaken a 14-month study to better understand sources of airborne fine dust (known as PM_{10}).

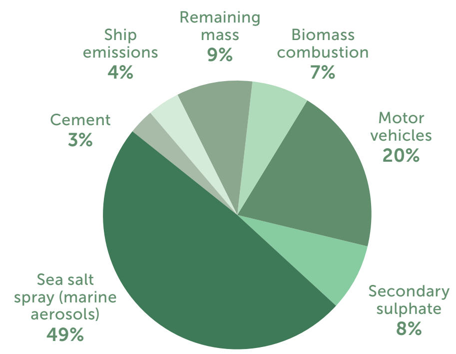
The study, undertaken by Earth Sciences New Zealand, took air samples from two sites: at Ranch Road near Omanu Beach, and at the Mount Maunganui library on Maunganui Road.

At Ranch Road, the average PM_{10} concentration was 18.7 micrograms per cubic metre. Most particles came from sea salt spray (51%) and secondary sulphate (19%) caused by both natural processes and human activity. Other sources included biomass combustion (wood burner smoke - 11%), road and vehicle-related sources (11%) and cement-related dust (3%).

At the Mount Maunganui library, PM_{10} was lower at 16.4 micrograms per cubic metre, with sea salt spray making up a similar 49% of particles, biomass combustion 7% and cement-related dust 6%. This site, closer to the port and on a main road, also picked up a measurable influence from shipping emissions (4%), a smaller influence of secondary sulphates (8%), and a larger influence from roads and vehicles (20%), including exhaust emissions, road dust and port-related bulk cargo handling.

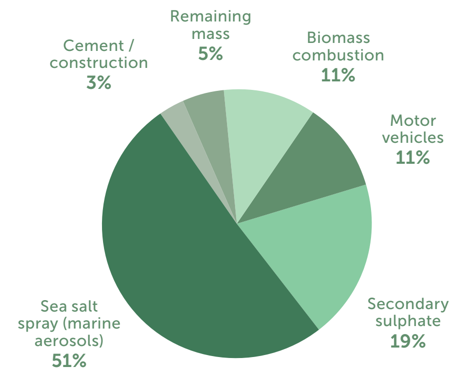
A second study, undertaken by Tonkin + Taylor, showed significant reductions in dust downwind of the port since 2019. Measurement of total dust and PM_{10} showed decreases ranging from 14% to 44% when the wind was blowing from port operations towards the monitors. The study also demonstrated the effectiveness of wind fences. The Port currently has a network of 2.4 kilometres of these fences in place to reduce dust movement.

Further air quality monitoring is under way to build our understanding of dust sources, alongside our regular PM_{10} monitoring network.



Library site

Average PM_{10} = 16.4 µg m^{-3}



Ranch Road site

Average PM_{10} = 18.7µg m^{-3}

Plan change triggers new rules for bulk cargo handling

New air quality rules have resulted in a change to the permissions for handling bulk cargoes at the Mount Maunganui wharves.

The rules imposed by the Environment Court, following the Bay of Plenty Regional Council's Plan Change 13 to the Regional Natural Resources Plan, require a resource consent for previously permitted bulk cargo handling.

A resource consent has already been issued for the handling of gypsum, which is imported for use in the new Winstone Wallboards factory in Tauriko.

Targeted dust reduction efforts have seen dust concentrations downwind of port activities reduce significantly since 2019.

These efforts and future initiatives will allow cargo volumes to grow at the same time as dust is reduced.

Case study

New Zealand's biggest port to trial first all-electric straddle carrier

Port of Tauranga will trial the country's first ever all-electric container straddle carrier at New Zealand's busiest port with the support of EECA.

The trial, co-funded by the Government's Low Emission Transport Fund administered by EECA (Energy Efficiency and Conservation Authority), will see the Port purchase a Kalmar electric straddle and install charging infrastructure in a project costing more than $3.5 million. EECA will contribute $447,000 to the project to accelerate its implementation.

The trial will enable the Port to test emerging technology in the high-demand environment of New Zealand's international hub port.

Diesel use in straddles is currently the Port's largest source of carbon emissions, contributing around 50% of its Scope 1 emissions.

Port of Tauranga currently operates a fleet of 53 straddle carriers, around a third of the New Zealand port fleet. It has purchased seven hybrid straddle carriers since a pilot in 2020, and they have proven to be around 25% more fuel efficient than the Port's older diesel electric models. However, electric straddle technology has never been tested in a New Zealand port context.

The trial will evaluate operational impacts, charging times, driver amenability and training requirements, reliability, safety and maintenance requirements. Findings will be shared with other New Zealand ports that have straddle carrier fleets.

The Port hopes the trial will provide confidence in operational efficacy, emissions reduction and technology reliability.

If successful, it could lead to the rollout of electric straddles in the Port's purchase and retirement programme and a significant reduction in the Port's Scope 1 emissions.

The trial of the electric straddle carrier and associated charging infrastructure will go live in late 2027.

EECA's investment has come through round 15 of its Low Emission Transport Fund[4].

> The Port hopes the trial will provide confidence in operational efficacy, emissions reduction and technology reliability.

[4] *https://www.eeca.govt.nz/co-funding-and-support/products/let-ports/*

An electric straddle operating at Antwerp Gateway port in Belgium

Our assets and infrastructure

Driving national prosperity

As New Zealand's international hub port, Port of Tauranga has a responsibility to ensure it has the capacity to accommodate the largest vessels to visit New Zealand and to cater for future cargo growth.

In the following pages, we outline our capital dredging programme, share our plans to buy a new tug boat capable of handling bigger ships, and give a detailed update on the Stella Passage development that will greatly increase cargo throughput capability.

Vision

New Zealanders will value the port as an asset that drives our nation's prosperity by providing the most efficient access to global trade.

Material issues addressed by our strategies

- Future-focused infrastructure and services
- Customer engagement
- Carbon footprint
- Digitisation and technology

Associated risks

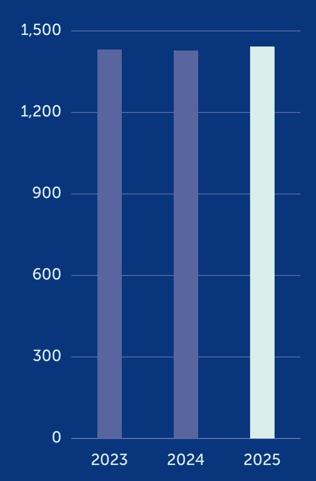
- Climate change impacts or natural disaster
- Key infrastructure resilience

Our continuous capital investment and maintenance of cranes, wharves and other assets ensures competitiveness and minimal operational disruption. The threat of physical damage from extreme weather, accidents or cyber attack is managed, as we strive to maintain modern facilities with the capacity required by our customers.

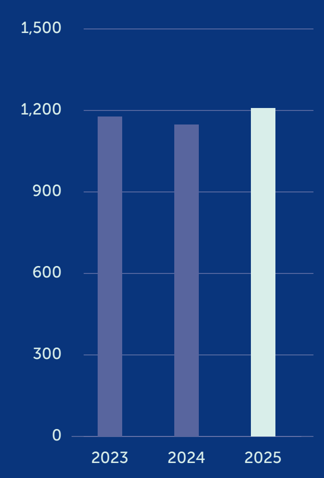
Performance

Electric straddle and hybrid tug being ordered.

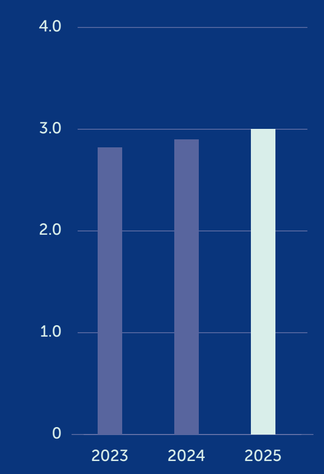
Ship visits

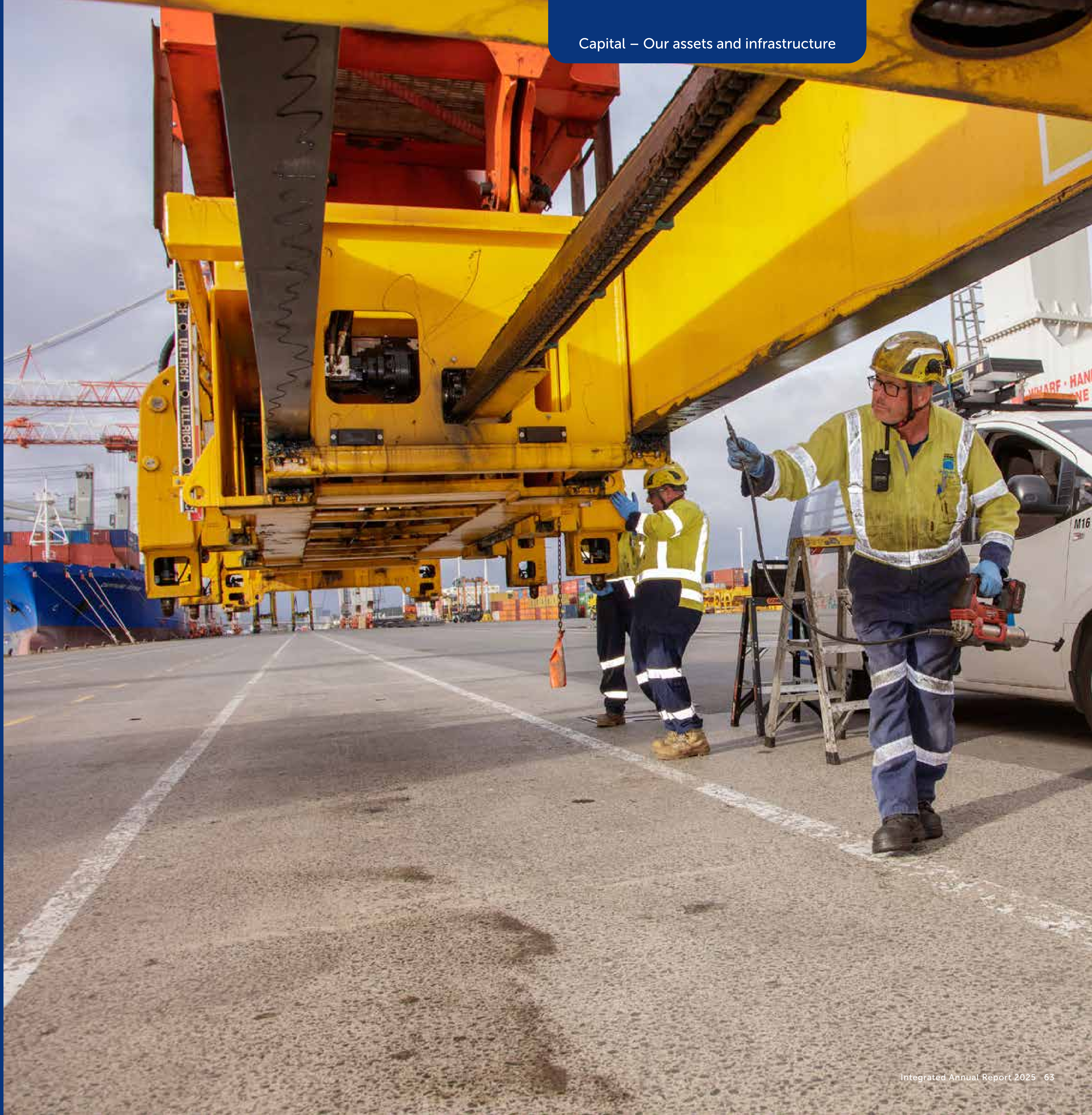


Total TEUs ('000)



Total assets ($ billion)





Port to complete capital dredging

Work will start in late 2025 to deepen and widen shipping channels in Te Awanui Tauranga Harbour through capital dredging.

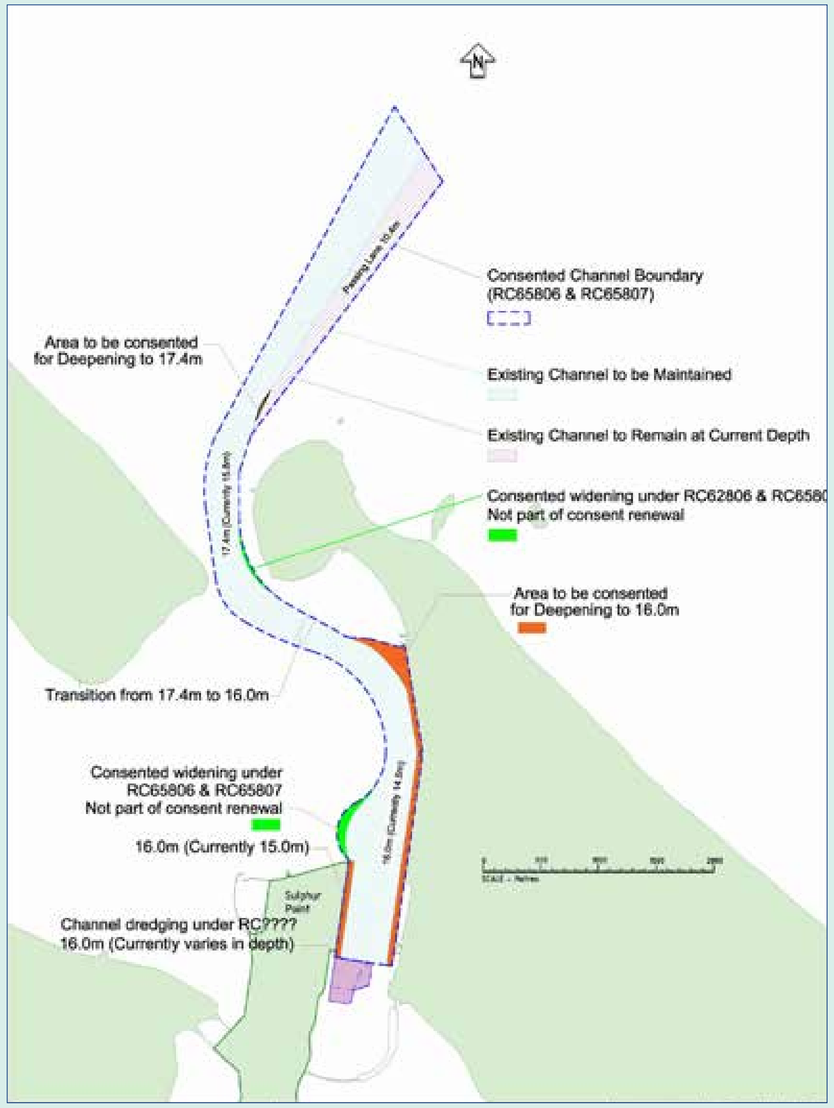
Port of Tauranga completed the first stage of the capital dredging to deepen and widen the shipping channels in 2016. This allowed deeper draught vessels to safely navigate the shipping channel.

The Port only dredged the amount required to meet shipping demands at the time, to minimise the amount of dredging. However, this restricts some vessels to transit at high tide only.

The largest container vessels currently visiting Tauranga are 347 metres long, 42.92 metres wide, and have a draught (depth below water) of 14.5 metres. These large vessels can only sail at high tide as the existing shipping channel is only 14.5 metres below chart datum (essentially the lowest astronomical tide) inside the harbour. Vessels have to wait up to 12 hours if they miss their tidal window, which is not efficient and adds to the number of vessels waiting at anchor. Completion of stage 2 will alleviate some of the congestion at the container terminal, by deepening the main shipping channel to 16.0 metres below chart datum inside the harbour and 17.4 metres outside the harbour.

The Port will also create a turning basin off the northern end of Sulphur Point.

While stage 2 of the capital dredging is being completed, Port of Tauranga intends to apply for a resource consent to deepen an area of approximately 0.3 hectares of the existing channel to enhance navigational safety. The Port also wishes to renew its maintenance dredging resource consent to ensure the channels remain navigable.



The dredging resource consents are separate to the Stella Passage development application, currently being considered under Fast-track Approvals Act, but will be applied for under the same process. The Stella Passage project involves a relatively small amount of dredging next to proposed new berths.

Further details can be found on the Port's website[5].

> Completion of stage 2 will alleviate some of the congestion at the container terminal by deepening the main shipping channel.

[5] https://www.port-tauranga.co.nz/environment/dredging/

Port's new tug to be hybrid vessel

A new, 32-metre hybrid tug will enable Port of Tauranga to handle bigger ships, reduce emissions and improve safety.

The advanced rotortug is on order and expected to be delivered next year.

The new tug will give the Port improved towing capabilities and emergency response capability, especially outside the harbour entrance. It will replace the Port's oldest tug, the 22-metre *Sir Robert* and complement its two ten-year-old, 24-metre twin tugs, *Tai Pari* and *Tai Timu*, which have both recently undergone significant refurbishment.

Wharf infrastructure will be upgraded to accommodate charging equipment and the larger vessel.

New crane being unloaded at Tauranga

New crane commissioned

A new container crane took its place in the Port of Tauranga lineup in early 2025.

The ship-to-shore gantry crane, which is 105 metres tall with the boom up, arrived in parts from the Liebherr factory in Ireland and was assembled on site before being trolleyed out to the wharf at the Tauranga Container Terminal.

It replaces our two oldest cranes, which were dismantled after 30 years' service and around 1.8 million lifts each.

The new crane is expected to make three million lifts over the next 25 years or more.

The Port's next crane purchases will be made in conjunction with the planned extension to the container quay as part of the Stella Passage development.

Pursuit of pavement solutions

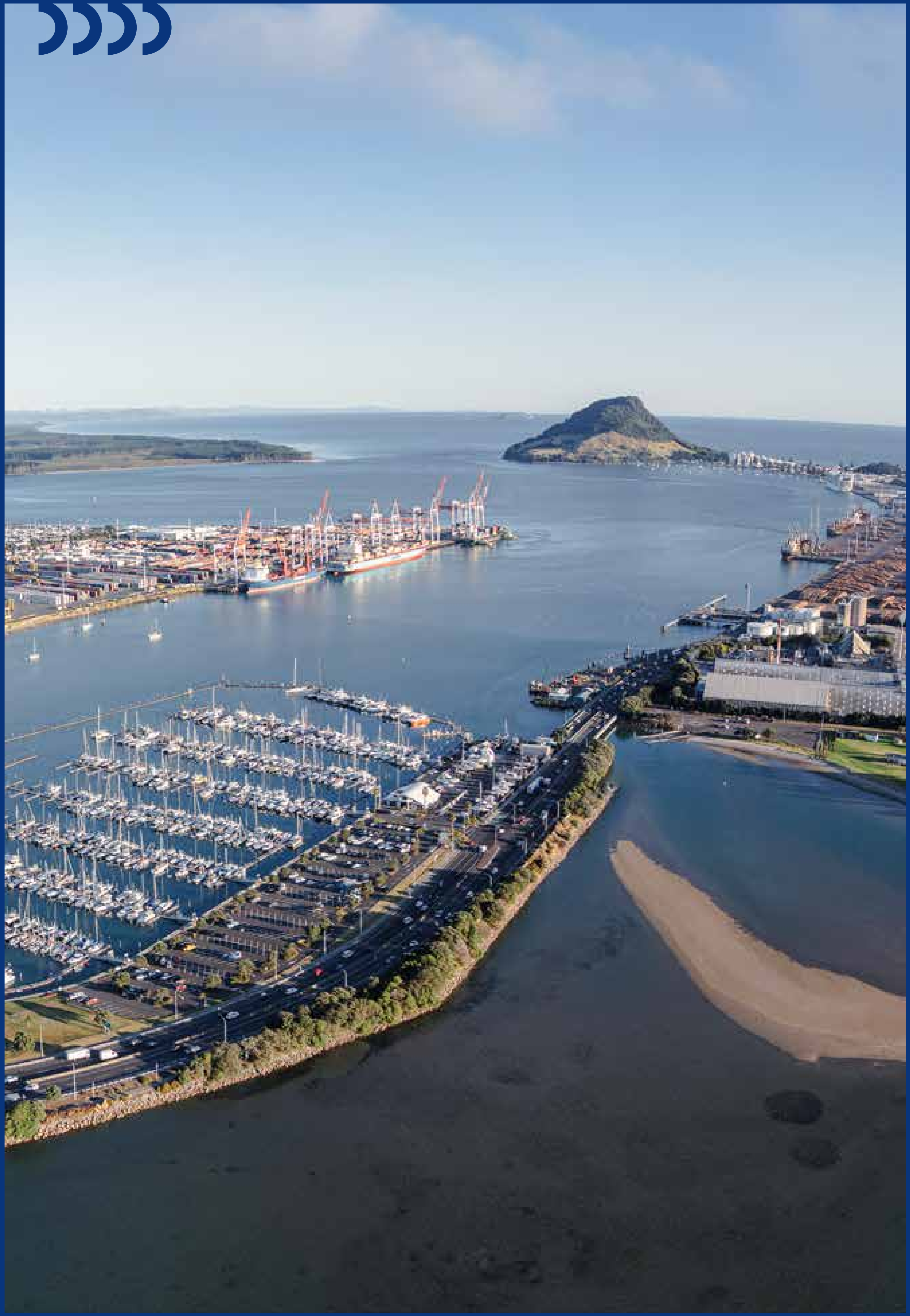
Port of Tauranga is trialling innovative new pavement solutions at the country's busiest container terminal.

High traffic volumes and extreme weather have taken their toll on asphalt surfaces at the terminal in recent years, prompting the Port's property team to seek out non-traditional pavement products.

Potholes and ruts have the potential to cause straddle drivers muscular injuries.

Low maintenance roller compacted concrete is currently undergoing testing in part of the terminal. It has the compressive strength of conventional concrete, but can be laid more like asphalt – quickly and with less complexity. While not as polished as standard concrete and not as smooth as asphalt, it is strong, durable and has good traction. Roller compacted concrete doesn't need steel reinforcement, formwork or hand finishing.

It's hoped that its resistance to rutting, fatigue, potholes and thermal cracking will help improve safety and productivity at the container terminal.



Case study

Stella Passage development update

Port of Tauranga has lodged an application under the Fast-track Approvals Act 2024 for its proposed development of Stella Passage.

The project involves extending the Sulphur Point container berth by 385 metres (in two stages) and the Mount Maunganui wharves by 315 metres, by converting existing cargo storage land within the port's current footprint. The project also involves associated reclamation of land behind the new wharves and dredging.

The project is of regional and national significance. It will allow the Port to maximise the efficient use of existing infrastructure by increasing berth capacity and is vital to meeting the future needs of New Zealand importers and exporters.

The current berth capacity constraints mean that the Port is turning away new services and having to deny berth window changes.

The development has been included in regional policies and plans for Te Awanui Tauranga Harbour since 2003. Preparation of a resource consent application began in 2018.

The Port unsuccessfully applied for consent under the Covid-19 Recovery (Fast-track Consenting) Act 2020. Government Ministers instead recommended the application be referred directly to the Environment Court.

> The project is of regional and national significance.

In May 2021, Port of Tauranga made a resource consent application to the Bay of Plenty Regional Council and an Environment Court hearing was held in February and March 2023.

In response to tangata whenua concerns raised during the hearing, the Port reduced the scale of the project, in particular the size of the southern Mount Maunganui reclamation, wharf extensions and dredging.

The Environment Court released an interim decision in December 2023 indicating consent would be granted for the first stage of the Sulphur Point extension, subject to further work and consultation with tangata whenua over a nine-month period.

The Court issued a second interim decision in December 2024, granting consent subject to conditions being agreed with Bay of Plenty Regional Council. The decision noted that, from a Western science perspective, the physical effects of the proposal are expected to be minor in the short-term and negligible in the long-term.

However, that decision was appealed by three parties.

Given the urgency of the project, Port of Tauranga applied to put the Court process on hold and pursue an application under the new Fast-track Approvals Act, which is administered by the Environmental Protection Authority.

Several hapū requested a judicial review of the authority's decision to accept the application. Following a hearing in August 2025, the High Court put the application process on hold.

Although the Port was clear in its description of the Stella Passage development in its application to be included in the fast-track legislation, a drafting error resulted in the words "Mount Maunganui wharves" being omitted from the final project listing.

Port of Tauranga is urging the Government to act quickly and rectify the wording in the legislation.

The New Zealand Institute of Economic Research has estimated New Zealand will miss out on $485 to $749 million of annual GDP by 2032 without the development.

Our finances

Delivering long-term value

Port of Tauranga is setting the course for prosperity, providing sustainable shareholder returns and economic benefits for the whole of New Zealand. The financial benefits of the Port's success are shared with residents through the Bay of Plenty Regional Council's ownership of Port shares.

In the following pages, we describe how our people participate in port ownership, how we are positioning the Port's finances for the future, and how one type of port visitor – cruise ships – is bringing wider benefits to the Bay.

Vision

We will deliver long-term value for investors through leading environmental and ethical performance, business resilience and sound financial management.

Material issues addressed by our strategies

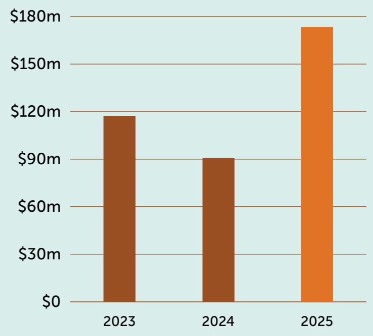
- Sustainable financial performance
- Collaboration and partnerships
- Community focus
- Sector leadership
- Social licence

Associated risks

- Climate change impacts or natural disasters
- Key supplier and customer relationships
- Financial mismanagement or loss of investor support
- Commercial and business risk

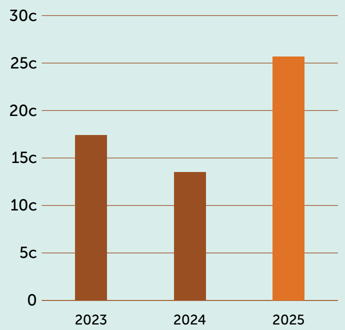
We take a holistic, integrated view of financial capital, where climate change resilience, sustainability, strategy and structural integrity are intrinsic components of capital planning and reporting. We understand that the economic effects of the Port stretch far beyond its gates.

Group Net Profit After Tax (NZD$M)

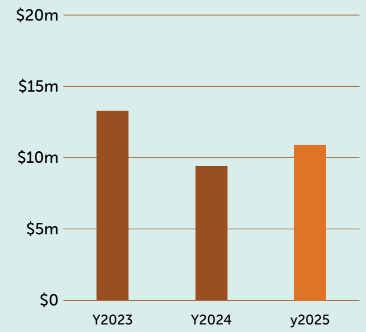


Performance

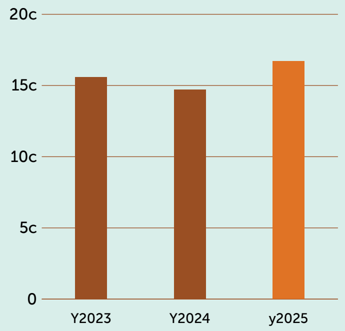
Earnings per share (c)



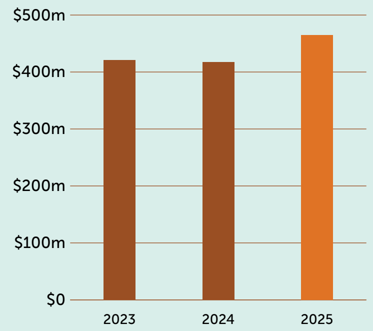
Subsidiary and associate earnings (NZD$M)



Dividends per share (c)



Group revenue (NZD$M)



Staff support share ownership scheme

More than 87% of eligible employees took up the company's latest offer to buy discount shares in Port of Tauranga Limited.

The Port of Tauranga Employee Share Ownership Purchase Scheme offers up to $5,000 worth of shares at a 10% discount, payable by cash or an interest-free loan over three years.

The 2025 share offer is the latest in a long history of purchase schemes designed to incentivise employees to take long-term ownership of the Port.

Setting up future finances

Port of Tauranga has refinanced and added to its standby debt facilities in preparation for major capital expenditure over the next few years.

Port of Tauranga now has committed term debt facilities of $605 million, providing ample headroom for its capital expenditure plans in the 2026 financial year.

The budget includes completion of the Port's capital dredging to prepare for bigger ships, as well as the proposed Stella Passage development currently being considered under the Fast-track Approvals Act.

Quayside considers selldown of Port shares

Port of Tauranga's major shareholder, Quayside Holdings, is considering a managed sell down of its shareholding to help diversify its portfolio.

Quayside, the investment arm of the Bay of Plenty Regional Council, currently holds 54.14% of Port shares listed on the NZ Stock Exchange.

The council has approved Quayside's proposal to reduce this over time to a minimum of 28%.

No timeframe or process has been determined, although a number of New Zealand and international investors have expressed an interest in purchasing shares.

Over the past ten years, Port of Tauranga has paid Quayside more than $770 million in dividends.

Quayside in turn provides the council with around 25% of its income, and the council uses its dividends to subsidise rates bills by several hundred dollars per household per year.

> Over the past ten years, Port of Tauranga has paid Quayside more than $770 million in dividends.

Pricing reset as costs rise

Some of Port of Tauranga's tariff structure has been redesigned to recover increased costs and incentivise smooth cargo flows.

In the latest pricing review, Port of Tauranga has increased gate fees at MetroPort, increased the infrastructure levy ahead of greater capital investment, and increased charges for containerised cargo requiring additional interventions.

The changes also reflect the Port's need to achieve a better return on invested capital.

Case study

Cruise ships bring visitors to the Bay of Plenty

Port of Tauranga hosted 94 cruise ship visits during the 2024/2025 summer, down 13.8% from 109 the previous season.

Vessel numbers are set to drop again in the 2025/2026 season due to increased costs, regulatory uncertainty, global competition and logistical challenges due to overseas conflict.

Tauranga calls are forecast to drop 10.6% to 84 visits.

However, Bay of Plenty tourism businesses hope that the trend to larger vessels means total passenger and crew numbers will be relatively stable. The average length of scheduled ships is almost 260 metres, with the largest – the 348 metre *Anthem of the Seas* – due to visit five times. The 345 metre luxury ship *Queen Mary 2* is scheduled to visit Tauranga in late February for the first time in eight years.

Port of Tauranga works with Tourism Bay of Plenty to provide visitor services at the port gate. The tourism promotion organisation has a pop-up information centre, volunteer information guides and local tour operators on hand to assist guests.

A recent study by the New Zealand Cruise Association estimated that the economic output of cruise tourism on the Bay of Plenty in the 2023/2024 season was $111.8 million.

Tauranga was the second most visited North Island port after Auckland.

The cruise season runs from October to April each year, with departing cruise ships proving a popular sight for locals, who often picnic at Pilot Bay for the summer evening departures.

A recent study by the New Zealand Cruise Association estimated that the economic output of cruise tourism on the Bay of Plenty in the 2023/2024 season was $111.8 million.

Our Board of Directors

J C Hoare
BCom, FCA, CFInstD
Chair, Independent Director

Julia Hoare joined the Board in August 2015 and took over the Chair in August 2022. She has a wide range of commercial, financial, tax, regulatory and sustainability expertise developed from both her extensive governance roles and over the course of two decades as a partner with PwC.

Julia is Chair of Auckland International Airport, Northport and Northport Group, and a Director of Meridian Energy, Port of Tauranga Trustee Company, and PrimePort Timaru. She is also a Member of the Chapter Zero New Zealand Steering Committee.

A M Andrew
BE Chemical & Materials (1st Class Honours), MBA (Distinction), FEngNZ, CMInstD
Independent Director

Alison Andrew has held a number of senior executive roles across various industry sectors, most recently as Chief Executive of Transpower New Zealand and Global Head of Chemicals for Orica PLC. She is a Director for Tilt Renewables Pty and previously has been a Director for Genesis Energy. Prior to those roles, she held a number of senior roles at Fonterra Cooperative Group and across the Fletcher Challenge Group in Energy, Forests and Paper. Alison has a MBA from Warwick University and studied Engineering (Chemicals and Materials) at Auckland University. Alison joined the Board in April 2018 and was appointed Chair of the People and Remuneration Committee in October 2022.

D J Bracewell
Independent Director

Dean Bracewell has deep transport and logistics industry experience. He was a former Managing Director for Freightways, one of New Zealand's largest transport and logistics companies for more than 18 years before embarking on a governance career in 2018. He has previously served on the Boards of Tainui Group Holdings and the NZ Initiative and its predecessor, the New Zealand Business Roundtable.

Currently Dean is Chair of Property for Industry, and a Director of Air New Zealand, the Halberg Trust, and Northport Group. He joined the Board in December 2021.

J B Stevens
LLB, FCILT (Fellow Chartered Institute of Logistics and Transport)
Independent Director

Brodie Stevens is an experienced executive and company director with a background in New Zealand's transport and logistics sectors. A trained lawyer and Fellow of the Chartered Institute of Logistics and Transport, Brodie has held senior leadership roles, including Country Manager for Swire Shipping NZ (retiring in 2022) and divisional leadership positions at Freightways and Owens Group. Currently, Brodie serves as an independent director of PrimePort Timaru, NZ Post, Eastland Port, and Chair of the Maritime Superannuation Scheme. He is also actively involved in governance roles for the Whanganui Collegiate School and the NZ Maritime Museum Foundation. Brodie joined the Board 1 August 2022.

F S Whineray
BE (Honours) Chemicals and Process Engineering, MBA

Fraser Whineray joined the Board in November 2023 and holds several governance roles.

Fraser is an Independent Non-Executive Director of AgriZeroNZ, Quayside, and Waste Management NZ.

Fraser's experience includes CEO of Mercury and COO of Fonterra Co-operative, and in governance Tilt Renewables, Kotahi and Opus International Consultants.

Fraser studied chemical and process engineering at Canterbury University and received an MBA from the University of Cambridge, where he also holds the honorary appointment of Visiting Fellow.

S A Campbell
Executive MBA (1ST Class Honours), MInsD

Scott Campbell is the Managing Director of Strategicly Consulting (formerly Campbell Squared). He is an experienced senior leader having held executive roles in transport and infrastructure with council and government agencies.

Scott is an award-winning strategic advisor, communicator and former broadcaster (with 3News), who specialises in reputation, leaderships, issues and crisis management, political, media, and iwi relations. With experience in the public and private sectors, Scott works with clients across New Zealand and Australia and is regularly called on for his strategic advice and facilitation expertise.

Scott has whakapapa to Ngaiterangi, Ngati Pukenga and Te Arawa.

Scott was appointed 1 October 2024 as a Future Director for a one-year term, which has been extended for six months to March 2026.

D W Leeder

Doug Leeder is Chair of Bay of Plenty Regional Council. He is a dairy farmer and has considerable experience in governance and management. Doug has held positions of governance in Federated Farmers, was a Director and Chair of Bay Milk Products, Subsidiary East Bay Energy Trust, NZ Dairy Group and Dairy Insight, and Director of the East Bay Health Board, and DEXCEL. Doug joined the Board in October 2015.

Sir Robert A McLeod KNZM
LLB, BCom, FCA, CFInstD
Independent Director

Sir Robert McLeod joined the Board effective 1 July 2024 and was formerly a member of the Board in his capacity as Chair of Quayside Holdings, the investment arm of Bay of Plenty Regional Council and majority shareholder of the Port at the time. He was on the POTL Board from October 2017 to 31 October 2023 before being reappointed.

Sir Robert brings deep governance experience, outstanding financial skills and extensive iwi connections.

He is currently Chair at Nati Growth (formerly Ngati Porou Holding Company) (including Nati Properties) and Sanford. He is also a Director of China Construction, Bank (New Zealand), Clime Asset Management, Point 76, Point Guard, Point Seventy, Singita Holdings, Singita Investments, VCFA and a number of privately-owned entities.

Sir Robert has been a past Board Member at ANZ National Bank, Tainui Group Holdings, Sky City Entertainment Group and Telecom and he was Oceania (Australia, New Zealand and Pacific Islands) CEO/Managing Partner for the international accounting practice of Ernst & Young and then New Zealand Chair until 2015.

In 2019 Sir Robert was appointed Knight Companion of the NZ Order of Merit.

Sir Robert returned as an independent director and is Chair of the Audit Committee.

Senior management team

Leonard Sampson
Chief Executive

Leonard took over as Chief Executive in July 2021 following the retirement of Mark Cairns.

He was Port of Tauranga's Commercial Manager from 2013 to 2019, when he was appointed Chief Operating Officer. Leonard joined the company from KiwiRail, where he was General Manager – Sales. He also held senior roles at Carter Holt Harvey and Mainfreight.

Pat Kirk
GM Health and Safety

Pat joined the company in 2013 and the senior management team in 2020, reflecting the importance of health and safety to our ongoing success.

He has three decades of extensive strategic and applied industry health and safety experience across a wide range of sectors. Pat is Chair of the Port Industry Association and a representative on the Port Industry Leadership group and various national health and safety organisations. Pat has a first class honours Degree in Masters of Business Studies.

Blair Hamill
GM Commercial

Blair oversees port operations, customer services and new business opportunities.

He joined the company in July 2020 after 20 years at Zespri International, the world's largest kiwifruit marketer. Blair held a variety of senior roles at Zespri, including Global Commercial Manager and Chief Global Supply Officer.

Blair is a former chartered accountant.

Rochelle Lockley
GM Communications

Rochelle joined the Port of Tauranga senior management team in September 2020.

Rochelle, a former journalist, held senior communications roles in tourism and telecommunications in New Zealand and overseas before establishing a communications consultancy in 2005.

Simon Kebbell
Chief Financial Officer and Company Secretary

Simon was appointed Chief Financial Officer of Port of Tauranga in 2020. He has been with the company since 2003 and was previously IT/Finance Manager. He is a Chartered Accountant and has a First Class Honours Degree in a Bachelor of Management Studies.

Prior to joining Port of Tauranga, Simon was Manager – Internal Audit for PricewaterhouseCoopers in Singapore. He also held positions at Ernst & Young in Singapore and Auckland.

Dan Kneebone
GM Property and Infrastructure

Dan has overall responsibility for the property, environmental and engineering interests of the Port.

He joined the Port of Tauranga senior management team in January 2013. He was previously GM Property and Development for Bunnings Limited and held senior roles at Trans Tasman Properties Limited and Fletcher Property Limited.

Melanie Dyer
GM Corporate Services

Melanie joined Port of Tauranga's senior management team in August 2020 from Trustpower Limited, where she was General Manager, People and Culture.

Prior to joining Trustpower in 2014, Melanie spent 11 years at Hydro Tasmania.

Melanie has a Master's Degree in Organisational Development and Leadership Studies.

Consolidated Financial Statements

For the year ended 30 June 2025
Port of Tauranga Limited and Subsidiaries

Directors' Responsibility Statement

For the year ended 30 June 2025

The Directors are responsible for ensuring that the financial statements give a true and fair view of Port of Tauranga Limited (the Group) as at 30 June 2025.

The Directors consider that the financial statements of the Group have been prepared using appropriate accounting policies, consistently applied and supported by reasonable judgements and estimates, and that all relevant financial reporting and accounting standards have been followed.

The Directors are pleased to present the financial statements of the Group for the year ended 30 June 2025.

The financial statements were authorised for issue for and on behalf of the Directors on 28 August 2025.

Chair

Director

Independent Auditor's Report

To the Shareholders of Port of Tauranga Limited

The Auditor-General is the auditor of Port of Tauranga Limited and its subsidiaries (the 'Group'). The Auditor-General has appointed me, Glenn Keaney, using the staff and resources of KPMG, to carry out the audit of the consolidated financial statements of the Group on his behalf.

Opinion

We have audited the consolidated financial statements of the Group on pages 85 to 123 that comprise the consolidated statement of financial position as at 30 June 2025, the consolidated income statement, the consolidated statement of other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 30 June 2025, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with New Zealand equivalents to International Financial Reporting Standards and International Financial Reporting Standards.

Basis for our opinion

We conducted our audit in accordance with the Auditor-General's Auditing Standards, which incorporate the Professional and Ethical Standards and the International Standards on Auditing (New Zealand) issued by the New Zealand Auditing and Assurance Standards Board. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the Auditor-General's Auditing Standards, which incorporate Professional and Ethical Standard 1: *International Code of Ethics for Assurance Practitioners (including International Independence Standards) (New Zealand) (PES 1)* issued by the New Zealand Auditing and Assurance Standards Board, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

In addition to the audit we have carried out engagements in the area of agreed upon procedures over the long-term incentive plan and climate related assurance, which are compatible with those independence requirements. Other than the audit and these engagements, we have no relationship with, or interests in, Port of Tauranga Limited or any of its subsidiaries.

Key audit matters

Key audit matters are those matters, that, in our professional judgement, were of most significance in our audit of the consolidated financial statements in the current period. We summarise below those matters and our key audit procedures to address those matters in order that the shareholders as a body may better understand the process by which we arrived at our audit opinion. Our procedures were undertaken in the context of and solely for the purpose of our statutory audit opinion on the consolidated financial statements as a whole and we do not express discrete opinions on separate elements of the financial statements.

The key audit matter	How the matter was addressed in our audit
Fair value of property, plant and equipment (PP&E)	
Refer note 10 of the financial statements. The Group has property, plant and equipment ('PP&E') of $2,505 million. The Group has a policy of valuing land, buildings, wharves, hardstanding and harbour improvements ('Revalued PP&E') at fair value. Full independent valuations are obtained at least every three years (by an independent valuer) over these asset classes. If during the three-year revaluation cycle there are indicators that the fair value of a particular asset class may differ materially from its carrying value, an interim revaluation of that asset class is undertaken. In the current year, the fair value of land and buildings was revalued by independent valuers. The revalued PP&E is considered a key audit matter due to the judgement involved in the assessment of the fair value and the material value of PP&E on the balance sheet.	Our procedures focused on the appropriateness of the Group's assessment as to whether the carrying values of Revalued PP&E materially represent their fair values, and if a revaluation of a class of asset was required, that the revalued assets have been accurately reflected in the financial statements. For land and buildings we have: – Assessed the competence and objectivity of the valuer used by the Group; – Assessed the methodology applied by the valuer and assessed whether the valuation approach was in accordance with professional valuation standards and suitable for determining the fair value of the identified assets; – Compared the asset holdings in the fixed asset register to those valued to ensure all relevant property was included in the valuation; – Compared the key assumptions within each assessment to market evidence; – Assessed the reasonableness of valuation movements between financial years with consideration to broader sector/local market evidence (where available); and

The key audit matter	How the matter was addressed in our audit
Value of property, plant and equipment (continued)	
	– Assessed whether the increase in valuation was correctly accounted for within the Revaluation Reserve and Statement of Comprehensive Income. For wharves and hardstanding's and harbour improvements we have: – Assessed the competence and objectivity of the valuer used by the Group to perform the assessment of indicators of change in fair value; – Compared the methodologies used for the assessment to the valuation methodologies used in the most recent valuation; and – Assessed whether the key assumptions (unit costs and on-costs inflation/escalation) and the relevant data (price indices and depreciation) used by the Group were appropriate with regard to observable data points. As a result of the above procedures, we are satisfied the carrying value of property, plant and equipment is reasonable and supportable. We are also satisfied with the adequacy of disclosures.
Acquisition of Northport Group Limited	
Refer to note 15 of the financial statements. On 26 June 2025, the Group sold its 50% share of Northport Limited (Northport) to Marsden Maritime Holdings Limited (MMH), in exchange for a 50% interest in the newly incorporated Northport Group Limited (NGL), which is classified as a joint venture. The investment in Northport was previously accounted for using the equity method. As of the date of disposal, the carrying amount of the investment in Northport was $102.7 million and the fair value of the shares received in NGL was determined to be $151.9 million. The Group has recorded a gain on disposal of Northport of $49.2 million. The acquisition of NGL is considered to be a key audit matter due to the complexity in the application of the accounting standards to the disposal of Northport and the assessment of control of NGL.	Our audit procedures included: – We obtained and reviewed management's assessment of the accounting treatment of the transaction. This included the disposal of the 50% interest in Northport Limited and the assessment of control for the 50% interest acquired in NGL; – We reviewed governing documents for NGL to assess elements of control in accordance with the applicable accounting framework; – We engaged internal accounting specialists to review and challenge the accounting treatment in respect of the derecognition on disposal and recognition on acquisition; – Assessed the determination of the fair value of the shares in NGL against market evidence, primarily being the executed purchase of Marsden Maritime Holdings Limited (MMH) shares from minority shareholders; and – We agreed the fair value of shares acquired in NGL and recalculated the gain recognised on the sale of Northport Limited. As a result of the above procedures, we are satisfied the accounting treatment of the disposal of Northport and the assessment of control of NGL is appropriate. We are also satisfied with the accuracy of the disclosures.

Other information

The Directors are responsible on behalf of the Group for the other information. The other information comprises the information included on pages 1 to 81 and pages 124 to 145 of the Integrated Annual Report but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of audit opinion or assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Independent Auditor's Report (continued)

Directors' responsibilities for the consolidated financial statements

The Directors are responsible on behalf of the Group for the preparation and fair presentation of the consolidated financial statements in accordance with New Zealand equivalents to International Financial Reporting Standards and International Financial Reporting Standards, and for such internal control as the Directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Directors are responsible on behalf of the Group for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Directors' responsibilities arise from the Financial Markets Conduct Act 2013.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Auditor-General's Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of shareholders taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the Auditor-General's Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of the use of the going concern basis of accounting by the directors and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Our responsibilities arise from the Public Audit Act 2001.

Glenn Keaney
KPMG

On behalf of the Auditor-General
Wellington, New Zealand

28 August 2025

Consolidated Income Statement

For the year ended 30 June 2025

	Note	2025 NZ$000	2024 NZ$000
Total operating revenue	4	**464,675**	417,375
Contracted services for port operations		**(93,652)**	(95,668)
Employee benefit expenses	5	**(64,335)**	(57,891)
Direct fuel and power expenses		**(20,164)**	(18,761)
Maintenance of property, plant and equipment		**(20,865)**	(16,553)
Other expenses		**(37,261)**	(29,708)
Operating expenses		**(236,276)**	(218,581)
Results from operating activities		**228,399**	198,794
Depreciation and amortisation	10, 11, 12	**(42,925)**	(43,770)
Impairment of property, plant and equipment on revaluation		**(2,534)**	0
Reversal of previous revaluation deficit of property, plant and equipment		**0**	622
Impairment of property, plant and equipment		**0**	(28)
		(45,459)	(43,176)
Operating profit before finance costs, share of profit from Equity Accounted Investees and taxation		**182,940**	155,618
Finance income	7	**726**	657
Finance expenses	7	**(20,540)**	(23,128)
Net finance costs	7	**(19,814)**	(22,471)
Gain on disposal of Equity Accounted Investees	15	**49,245**	0
Share of profit from Equity Accounted Investees	14(c)	**6,189**	4,945
Hedging reserve reclassified to profit or loss on disposal of Equity Accounted Investees		**(84)**	0
		55,350	4,945
Profit before income tax		**218,476**	138,092
Income tax expense	8	**(45,103)**	(47,243)
Profit for the period		**173,373**	90,849
Basic earnings per share (cents)	18	**25.7**	13.5
Diluted earnings per share (cents)	18	**25.5**	13.3

These statements are to be read in conjunction with the notes on pages 91 to 123.

Consolidated Statement of Other Comprehensive Income

For the year ended 30 June 2025

	Note	2025 NZ$000	2024 NZ$000
Profit for the period		**173,373**	90,849
Other comprehensive income			
Items that may be reclassified to profit or loss:			
Cash flow hedge – changes in fair value*		**(3,156)**	587
Cash flow hedge – reclassified to profit or loss*		**(3,045)**	(3,114)
Share of net change in cash flow hedge reserves of Equity Accounted Investees		**(332)**	(218)
Items that will never be reclassified to profit or loss:			
Asset revaluation*		**25,745**	52,006
Share of net change in revaluation reserve of Equity Accounted Investees		**2,436**	9,340
Total other comprehensive income		**21,648**	58,601
Total comprehensive income		**195,021**	149,450

**Net of tax effect as disclosed in notes 8 and 9.*

These statements are to be read in conjunction with the notes on pages 91 to 123.

Consolidated Statement of Changes in Equity

For the year ended 30 June 2025

	Note	Share capital NZ$000	Share-based payment reserve NZ$000	Hedging reserve NZ$000	Revaluation reserve NZ$000	Retained earnings NZ$000	Total equity NZ$000
Balance at 30 June 2023		**75,360**	**5,387**	**11,509**	**1,932,456**	**109,004**	**2,133,716**
Profit for the period		0	0	0	0	90,849	90,849
Other comprehensive income		0	0	(2,745)	61,346	0	58,601
Total comprehensive income		**0**	**0**	**(2,745)**	**61,346**	**90,849**	**149,450**
Increase/(decrease) in share capital		(819)	0	0	0	0	(819)
Dividends paid during the period	17	0	0	0	0	(100,689)	(100,689)
Equity settled share-based payment		0	1,499	0	0	0	1,499
Shares, previously subject to call option, issued		4,722	(4,722)	0	0	0	0
Shares issued upon vesting of Management Long Term Incentive Plan		300	(510)	0	0	210	0
Total transactions with owners in their capacity as owners		**4,203**	**(3,733)**	**0**	**0**	**(100,479)**	**(100,009)**
Balance at 30 June 2024		**79,563**	**1,654**	**8,764**	**1,993,802**	**99,374**	**2,183,157**
Profit for the period		0	0	0	0	173,373	173,373
Other comprehensive income		0	0	(6,533)	28,181	0	21,648
Total comprehensive income		**0**	**0**	**(6,533)**	**28,181**	**173,373**	**195,021**
Increase/(decrease) in share capital		82	0	0	0	0	82
Dividends paid during the period	17	0	0	0	0	(106,801)	(106,801)
Equity settled share-based payment		0	2,228	0	0	0	2,228
Shares, previously subject to call option, issued		1,382	(1,382)	0	0	0	0
Shares issued upon vesting of Management Long Term Incentive Plan		4	(174)	0	0	170	0
Disposal of Equity Accounted Investees	15	0	0	84	(72,995)	72,995	84
Total transactions with owners in their capacity as owners		**1,468**	**672**	**84**	**(72,995)**	**(33,636)**	**(104,407)**
Balance at 30 June 2025		**81,031**	**2,326**	**2,315**	**1,948,988**	**239,111**	**2,273,771**

These statements are to be read in conjunction with the notes on pages 91 to 123.

Consolidated Statement of Financial Position

As at 30 June 2025

	Note	2025 NZ$000	2024 NZ$000
Assets			
Property, plant and equipment	10	**2,504,418**	2,491,506
Right-of-use assets	11	**50,503**	52,393
Intangible assets	12	**21,113**	21,027
Investments in Equity Accounted Investees	14	**278,398**	217,129
Advances to Equity Accounted Investees	22	**39,689**	0
Receivables and prepayments	16	**16,282**	17,272
Derivative financial instruments	20	**5,694**	11,869
Total non-current assets		**2,916,097**	2,811,196
Cash and cash equivalents		**8,975**	18,728
Receivables and prepayments	16	**72,248**	66,656
Advances to Equity Accounted Investees	22	**1,276**	1,234
Inventories		**2,277**	2,004
Taxation		**617**	0
Derivative financial instruments	20	**0**	340
Total current assets		**85,393**	88,962
Total assets		**3,001,490**	2,900,158
Equity	17		
Share capital		**81,031**	79,563
Share-based payment reserve		**2,326**	1,654
Hedging reserve		**2,315**	8,764
Revaluation reserve		**1,948,988**	1,993,802
Retained earnings		**239,111**	99,374
Total equity		**2,273,771**	2,183,157
Liabilities			
Loans and borrowings	19	**192,884**	192,962
Lease liabilities	11	**54,017**	55,091
Derivative financial instruments	20	**4,622**	7,244
Employee benefits	5	**2,049**	1,635
Deferred tax liabilities	9	**128,485**	135,292
Total non-current liabilities		**382,057**	392,224
Loans and borrowings	19	**275,000**	270,000
Lease liabilities	11	**1,092**	1,049
Derivative financial instruments	20	**65**	82
Trade and other payables	21	**47,695**	40,170
Revenue received in advance		**260**	212
Employee benefits	5	**5,392**	4,090
Income tax payable		**16,158**	9,146
Contingent consideration		**0**	28
Total current liabilities		**345,662**	324,777
Total liabilities		**727,719**	717,001
Total equity and liabilities		**3,001,490**	2,900,158

For and on behalf of the Board of Directors who authorised these financial statements for issue on 28 August 2025.

Chair

Director

These statements are to be read in conjunction with the notes on pages 91 to 123.

Consolidated Statement of Cash Flows

For the year ended 30 June 2025

	Note	2025 NZ$000	2024 NZ$000
Cash flows from operating activities			
Receipts from customers		**462,576**	417,790
Interest received		**726**	621
Payments to suppliers and employees		**(227,387)**	(215,796)
Taxes paid		**(43,115)**	(44,075)
Interest paid		**(20,819)**	(22,703)
Net cash inflow from operating activities		**171,981**	135,837
Cash flows from investing activities			
Proceeds from sale of property, plant and equipment		**14**	17
Dividends from Equity Accounted Investees	14	**6,375**	12,819
Purchase of property, plant and equipment		**(28,135)**	(42,612)
Purchase of intangible assets		**(716)**	(80)
Interest capitalised on property, plant and equipment		**(696)**	(845)
Investment in Equity Accounted Investees		**(10,106)**	(2,135)
Advances to Equity Accounted Investees		**(39,689)**	0
Payment of contingent consideration		**(568)**	(521)
Total net cash used in investing activities		**(73,521)**	(33,357)
Cash flows from financing activities			
Proceeds from borrowings		**5,276**	10,226
Dividends paid	17	**(106,801)**	(100,689)
Repurchase of shares		**(636)**	(801)
Repayment of borrowings		**(5,000)**	0
Repayment of lease liabilities		**(1,052)**	(994)
Net cash used in financing activities		**(108,213)**	(92,258)
Net increase in cash held		**(9,753)**	10,222
Add opening cash brought forward		**18,728**	8,506
Ending cash and cash equivalents		**8,975**	18,728

These statements are to be read in conjunction with the notes on pages 91 to 123.

Reconciliation of Profit for the Period to Cash Flows from Operating Activities

For the year ended 30 June 2025

	Note	2025 NZ$000	2024 NZ$000
Profit for the period		**173,373**	90,849
Items classified as investing/financing activities:			
(Gain)/loss on sale of property, plant and equipment		**57**	(17)
		57	(17)
Add/(less) non-cash items and non-operating items:			
Depreciation	10, 11	**42,297**	42,412
Amortisation expense	12	**628**	1,358
Impairment of property, plant and equipment		**0**	28
Increase/(decrease) in deferred taxation balances excluding transfers to reserves	9	**(4,440)**	7,596
Movement in derivative financial instruments taken to the income statement		**184**	96
Hedging reserve reclassified to profit or loss on disposal of Equity Accounted Investees		**84**	0
Share of net profit after tax retained by Equity Accounted Investees	14(c)	**(6,189)**	(4,945)
Gain on disposal of Equity Accounted Investees	15	**(49,245)**	0
Change in the fair value of contingent consideration		**(15)**	207
Increase in equity settled share-based payment accrual		**2,738**	1,499
Impairment of property, plant and equipment on revaluation		**2,534**	0
Reversal of previous revaluation deficit on property, plant and equipment		**0**	(622)
		(11,424)	47,629
Add/(less) movements in working capital:			
Change in trade receivables and prepayments		**(3,831)**	1,460
Change in inventories		**(273)**	(18)
Change in income tax payable		**6,425**	(4,436)
Change in trade, other payables and revenue received in advance		**7,654**	370
		9,975	(2,624)
Net cash flows from operating activities		**171,981**	135,837

These statements are to be read in conjunction with the notes on pages 91 to 123.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2025

1 Company information

Reporting entity

Port of Tauranga Limited (referred to as the Parent Company), is a port company. The Parent Company carries out business through the provision of wharf facilities, land and buildings, for the storage and transit of import and export cargo, berthage, cranes, tugs and pilot services for customers.

The Parent Company holds investments in other New Zealand ports and logistic companies.

The Parent Company is a company domiciled in New Zealand, and registered under the Companies Act 1993 and listed on the New Zealand Stock Exchange (NZX). The Parent Company is a Financial Markets Conduct (FMC) reporting entity for the purposes of the Financial Reporting Act 2013 and Financial Markets Conduct Act 2013. The financial statements comply with these Acts.

The financial statements of the Group for the year ended 30 June 2025 comprise the Parent Company and its Subsidiaries (together referred to as the Group) and the Group's interest in Equity Accounted Investees.

2 Basis of preparation

Statement of compliance and basis of preparation

These financial statements have been prepared in accordance with New Zealand Generally Accepted Accounting Practice (NZ GAAP). These financial statements comply with New Zealand Equivalents to International Financial Reporting Standards (NZ IFRS), and other applicable Financial Reporting Standards, as appropriate for Tier 1 for-profit entities. They also comply with International Financial Reporting Standards.

The financial statements are prepared on the historical cost basis except for the following assets and liabilities which are stated at their fair value: derivative financial instruments, land, buildings, harbour improvements, and wharves and hardstanding.

These financial statements are presented in New Zealand Dollars (NZ$), which is the Group's functional currency. All financial information presented in New Zealand Dollars has been rounded to the nearest thousand.

Significant accounting policies that are relevant to an understanding of the financial statements are provided throughout the notes to the financial statements.

Accounting estimates and judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have a significant effect on the amount recognised in the financial statements, are detailed below:

- valuation of land, buildings, harbour improvements, and wharves and hardstanding (refer to note 10);
- valuation of derivative financial instruments (refer to note 20);
- impairment assessment of intangible assets (refer to note 12); and
- impairment assessment of investments in Equity Accounted Investees (refer to note 14).

Fair value hierarchy

Assets and liabilities measured at fair value are classified according to the following levels:

- *Level 1:* quoted prices (unadjusted) in active markets for identical assets or liabilities.
- *Level 2:* inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (prices) or indirectly (derived from prices).
- *Level 3:* inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Financial instruments

Financial assets – classification and subsequent measurement

On initial recognition, a financial asset is classified as measured at: amortised cost; Fair Value Through Other Comprehensive Income (FVOCI) – debt investment; FVOCI – equity investment; or Fair Value Through Profit and Loss (FVTPL).

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets.

2 Basis of preparation (continued)

Regular way purchases and sales of financial assets are recognised on trade date, being the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

Financial liabilities – classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

New and amended accounting standards adopted

IFRS 18 - Presentation and Disclosure in Financial Statements is effective for periods beginning on or after 1 January 2027 and applies retrospectively. The new standard aims to provide greater consistency in presentation of the income and cash flow statements, and more disaggregated information. While this will not have a material impact on the Group, it will result in significant changes to how the Group presents the income statement and what information will need to be disclosed on management defined performance measures.

There are no other new or amended accounting standards and interpretations that are issued but not yet adopted that are expected to have a material impact on the Group.

3 Segmental reporting

Operating segments

The Group determines and presents operating segments based on the information that is internally provided to the Chief Executive, who is the Group's Chief Operating Decision Maker (CODM).

The Group operates in three primary reportable segments, being:

- *Port operations:* this consists of providing and managing port services, and cargo handling facilities through the Port of Tauranga, MetroPort and Timaru Container Terminal. The Port's terminal and bulk operations have been aggregated together within the Port Operations segment, due to the similarities in economic characteristics, customers, nature of products and processes, and risks.
- *Property services:* this consists of managing and maintaining the Port's property assets.
- *Terminal services:* this consists of the contracted terminal operations, general container marshalling and ancillary services of Quality Marshalling (Mount Maunganui) Limited (Quality Marshalling).

The three primary business segments are managed separately as they provide different services to customers and have their own operational and marketing requirements.

The remaining activities of the Group are not allocated to individual business segments. Due to the significant shared cost base of the Port, operating costs, measures of profitability, assets and liabilities are aggregated and are not reported to the CODM at a segmental level, but rather at a port level, as all business decisions are made at a "whole port level".

The Group operates in one geographical area, that being New Zealand. During the year the Group received revenue from two external customers which individually comprised more than 10% of total revenue. Revenue from these two customers is included in Port Operations and accounts for 27% and 13% (2024: 28% and 13%) of total revenue.

3 Segmental reporting (continued)

The Group segment results are as follows:

2025	Port Operations Group NZ$000	Property Services Group NZ$000	Terminal Services Group NZ$000	Unallocated* Group NZ$000	Inter Segment Group NZ$000	Group NZ$000
Revenue (external)	414,066	47,136	2,929	0	0	464,131
Inter segment revenue	0	81	21,983	0	(22,064)	0
Total segment revenue	**414,066**	**47,217**	**24,912**	**0**	**(22,064)**	**464,131**
Other income and expenditure:						
Share of profit from Equity Accounted Investees	0	0	0	6,189	0	6,189
Gain on disposal of Equity Accounted Investees	0	0	0	49,245	0	49,245
Interest income	0	0	0	726	0	726
Other income	0	0	0	1,159	(615)	544
Interest expense	0	0	0	(20,540)	0	(20,540)
Depreciation and amortisation expense	0	0	(1,022)	(41,903)	0	(42,925)
Other expenditure	0	0	(19,114)	(242,459)	22,679	(238,894)
Income tax expense	0	0	(1,337)	(43,766)	0	(45,103)
Total other income and expenditure	0	0	(21,473)	(291,349)	22,064	(290,758)
Total segment result	**414,066**	**47,217**	**3,439**	**(291,349)**	**0**	**173,373**

** Operating costs are not allocated to individual business segments within the Parent Company.*

2024	Port Operations Group NZ$000	Property Services Group NZ$000	Terminal Services Group NZ$000	Unallocated* Group NZ$000	Inter Segment Group NZ$000	Group NZ$000
Revenue (external)	371,898	41,646	3,199	0	0	416,743
Inter segment revenue	3	159	20,362	0	(20,524)	0
Total segment revenue	**371,901**	**41,805**	**23,561**	**0**	**(20,524)**	**416,743**
Other income and expenditure:						
Share of profit from Equity Accounted Investees	0	0	0	4,945	0	4,945
Interest income	0	0	0	657	0	657
Other income	0	0	0	1,082	(450)	632
Interest expense	0	0	0	(23,128)	0	(23,128)
Depreciation and amortisation expense	0	0	(1,058)	(42,712)	0	(43,770)
Other expenditure	0	0	(17,832)	(221,129)	20,974	(217,987)
Income tax expense	0	0	(1,299)	(45,944)	0	(47,243)
Total other income and expenditure	**0**	**0**	**(20,189)**	**(326,229)**	**20,524**	**(325,894)**
Total segment result	**371,901**	**41,805**	**3,372**	**(326,229)**	**0**	**90,849**

** Operating costs are not allocated to individual business segments within the Parent Company.*

4 Operating revenue

	2025 NZ$000	2024 NZ$000
Revenue from contracts with customers		
Container terminal revenue	**284,756**	252,751
Multi cargo revenue	**78,054**	71,702
Marine services revenue	**54,185**	50,644
	416,995	375,097
Other revenue		
Rental revenue	**47,136**	41,646
Other income	**544**	632
Total operating revenue	**464,675**	417,375

Policies	Revenue comprises the fair value of the consideration received or receivable for the sale of services in the ordinary course of the Group's activities. Standard credit terms are a month following invoice with any rebate variable component calculated at the customers financial year end. Rebateable sales are eligible for sales volume rebates. When the rebate is accrued, it is accrued as a current liability (rebate payable) based on contracted rates and estimated volumes. For financial reporting purposes rebates are treated as a reduction in profit or loss. Revenue is shown, net of GST, rebates and discounts. Revenue is recognised as follows: • *Container terminal revenue:* relates to the handling, processing, storage and rail of containers. Contracts are entered into with shipping lines and cargo owners. The primary performance obligations identified include the load and discharge of containers (which include the services provided to support the handling of containers). Container terminal revenue is recognised over time based on the number of containers exchanged (an output method). This method is considered appropriate as it allows revenue to be recognised based on the Group's effort to satisfy the performance obligation. The transaction price is determined by the contract and adjusted by variable consideration (rebates). Rebates are based on container volume and the Group accounts for the variable consideration using the expected value method. The expected value is the sum of probability weighted amounts in a range of possible consideration amounts. The Group estimates container volumes based on market knowledge and historical data. • *Multi cargo revenue:* relates to the wharfage and storage of bulk goods. Contracts are entered into with cargo owners. The stevedoring services are provided by a third party. Multi cargo revenue is recognised over time, from the point that cargo transferred from vessel to land (or vice versa), being an output method. The transaction price for multi cargo services is determined by the contract. • *Marine services revenue:* relates directly to the visit of a vessel to the port and includes fees for pilotage, towage and mooring. Contracts are entered into with vessel operators. The performance obligations identified include vessel arrival, departure and berthage. Revenue is recognised over time, based on time elapsed (berthage), being an input method. The transaction price for marine services is determined by the contract. • *Rental revenue:* from property leased under operating leases is recognised in the income statement on a straight line basis over the term of the lease. Lease incentives provided are recognised as an integral part of the total lease income, over the term of the lease. • *Other income:* is recognised when the right to receive payment is established.

5 Employee benefits

Employee benefit expenses

	2025 NZ$000	2024 NZ$000
Wages and salaries	**60,923**	54,737
ACC levy	**324**	312
KiwiSaver contribution	**2,480**	2,373
Medical subsidy	**608**	469
Total employee benefit expenses	**64,335**	57,891

5 Employee benefits (continued)

Employee benefit provisions

	Long service leave NZ$000	Profit sharing and bonuses NZ$000	Total NZ$000
Balance at 30 June 2024	1,576	4,149	**5,725**
Additional provision	314	5,692	**6,006**
Unused amounts reversed	(103)	0	**(103)**
Utilised during the period	(93)	(4,094)	**(4,187)**
Balance at 30 June 2025	**1,694**	**5,747**	**7,441**
Total current provisions	**0**	**5,392**	**5,392**
Total non-current provisions	**1,694**	**355**	**2,049**

Employee benefits – long service leave	Underlying assumptions for provisions relate to the probabilities of employees reaching the required vesting period to qualify for long service leave. Probability factors for reaching long service leave entitlements are based on historic employee retention information.
Employee benefits – profit sharing and bonuses	The Profit Sharing and Bonus Scheme rewards eligible employees based on a combination of Company performance against budget and personal performance. The incentive is generally paid biannually.

6 Audit fees

Included in other expenses are fees paid to the auditors:

	2025 NZ$000	2024 NZ$000
Audit and review of financial statements	**428**	393
Climate-related assurance	**21**	25
Agreed upon procedures over long term incentive vesting calculation	**13**	12
Total audit and other services fees	**462**	430

7 Financial income and expense

	2025 NZ$000	2024 NZ$000
Interest income on bank deposits	**538**	565
Interest on advances to Equity Accounted Investees	**144**	92
Ineffective portion of changes in fair value of cash flow hedges	**44**	0
Finance income	**726**	657
Interest expense on borrowings	**(18,341)**	(21,157)
Less:		
Interest capitalised to property, plant and equipment	**696**	845
	(17,645)	(20,312)
Interest expense on lease liabilities (refer to note 11)	**(2,712)**	(2,661)
Ineffective portion of changes in fair value of cash flow hedges	**(127)**	(66)
Change in value of fair value hedges	**(56)**	(89)
Finance expenses	**(20,540)**	(23,128)
Total net finance costs	**(19,814)**	(22,471)

7 Financial income and expense (continued)

Policies	Finance income comprises interest income on bank deposits, finance lease interest and gains on hedging instruments that are recognised in the income statement. Interest income on financial assets carried at amortised cost is calculated using the effective interest method. Finance lease interest is recognised over the term of the lease using the net investment method, which reflects a constant periodic rate of return. Finance expenses comprise interest expense on borrowings, finance lease interest expense, unwinding of the discount of provisions and losses on hedging instruments that are recognised in the income statement. Except for interest capitalised directly attributable to the purchase or construction of qualifying assets, all borrowing costs are measured at amortised cost and recognised in the income statement, using the effective interest method.
Capitalised interest	The average weighted interest rate for interest capitalised to property, plant and equipment, was 3.45% for the current period (2024: 4.01%). Total interest capitalised to property, plant and equipment, was $0.696 million for the current period (2024: $0.845 million).

8 Income tax

Components of tax expense

	2025 NZ$000	2024 NZ$000
Profit before income tax for the period	**218,476**	138,092
Income tax on the surplus for the period at 28.0 cents	**61,173**	38,666
Tax effect of amounts which are non-deductible/(taxable) in calculating taxable income:		
Share of Equity Accounted Investees after tax income, excluding Coda Group Limited Partnership and Ruakura Inland Port Limited Partnership	**(2,427)**	(2,087)
Gain on disposal of Equity Accounted Investees	**(13,788)**	0
Removal of tax depreciation on buildings	**0**	10,865
Other	**145**	(201)
Total income tax expense	**45,103**	47,243
The income tax expense is represented by:		
Current tax expense		
Tax payable in respect of the current period	**49,320**	38,703
Adjustment for prior period	**145**	944
Total current tax expense	**49,465**	39,647
Deferred tax expense		
Adjustment for prior period	**(181)**	(1,233)
Origination/reversal of temporary differences	**(4,181)**	8,829
Total deferred tax expense (refer to note 9)	**(4,362)**	7,596
Total income tax expense	**45,103**	47,243

Income tax recognised in other comprehensive income:

	2025 NZ$000	2024 NZ$000
Revaluation of property, plant and equipment	**(33)**	12,290
Cash flow hedges	**(2,412)**	(982)
Total income tax recognised in other comprehensive income (refer to note 9)	**(2,445)**	11,308

8 Income tax (continued)

Policies	Income tax expense comprises current and deferred tax, calculated using the rate enacted or substantively enacted at balance date and any adjustments to tax payable in respect to prior years. Income tax expense is recognised in the income statement except to the extent that it relates to items recognised in other comprehensive income or equity.
Imputation credits	Total imputation credits available for use in subsequent reporting periods are $67.125 million at 30 June 2025 (2024: $53.550 million).

9 Deferred taxation

	Assets		Liabilities		Net	
	2025 NZ$000	2024 NZ$000	2025 NZ$000	2024 NZ$000	2025 NZ$000	2024 NZ$000
Deferred tax (asset)/liability						
Property, plant and equipment	**0**	0	**134,413**	137,459	**134,413**	137,459
Right-of-use assets	**0**	0	**14,140**	14,670	**14,140**	14,670
Intangible assets	**0**	0	**237**	294	**237**	294
Derivatives	**0**	0	**900**	3,312	**900**	3,312
Provisions and accruals	**(4,953)**	(3,858)	**0**	0	**(4,953)**	(3,858)
Lease liabilities	**(15,431)**	(15,720)	**0**	0	**(15,431)**	(15,720)
Equity Accounted Investees	**(821)**	(854)	**0**	0	**(821)**	(854)
Contingent consideration	**0**	(11)	**0**	0	**0**	(11)
Total	**(21,205)**	(20,443)	**149,690**	155,735	**128,485**	135,292

	Recognised in the Income Statement		Recognised in Other Comprehensive Income	
	2025 NZ$000	2024 NZ$000	2025 NZ$000	2024 NZ$000
Deferred tax (asset)/liability				
Property, plant and equipment	**(3,013)**	9,546	**(33)**	12,290
Right-of-use assets	**(530)**	657	**0**	0
Intangible assets	**(57)**	(247)	**0**	0
Derivatives	**0**	0	**(2,412)**	(982)
Provisions and accruals	**(1,095)**	(1,576)	**0**	0
Lease liabilities	**289**	(904)	**0**	0
Equity Accounted Investees	**33**	(20)	**0**	0
Contingent consideration	**11**	140	**0**	0
Total	**(4,362)**	7,596	**(2,445)**	11,308

Policies	Deferred tax is recognised on temporary differences that arise between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse. A deferred tax asset is recognised only to the extent it is probable it will be utilised. Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. For this purpose, the carrying amount of buildings classified as property, plant and equipment carried at cost is presumed to be recovered through use.
Unrecognised tax losses or temporary differences	There are no material unrecognised income tax losses or temporary differences carried forward. There are no material unrecognised temporary differences associated with the Group's investments in Subsidiaries or Equity Accounted Investees.

10 Property, plant and equipment

	Freehold land NZ$000	Freehold buildings NZ$000	Wharves and hardstanding NZ$000	Harbour improvements NZ$000	Plant and equipment NZ$000	Work in progress NZ$000	**Total NZ$000**
Gross carrying amount:							
Balance at 1 July 2023	1,492,425	142,339	467,536	209,825	263,939	28,742	**2,604,806**
Additions	0	502	8,300	2,053	16,668	15,527	**43,050**
Disposals	0	0	0	0	(14,145)	0	**(14,145)**
Revaluation	200	0	(8,974)	15,440	0	0	**6,666**
Transfer between asset classes	0	904	(904)	0	0	0	**0**
Balance at 30 June 2024	**1,492,625**	**143,745**	**465,958**	**227,318**	**266,462**	**44,269**	**2,640,377**
Balance at 1 July 2024	1,492,625	143,745	465,958	227,318	266,462	44,269	**2,640,377**
Additions	0	3,370	8,788	2,226	33,920	(18,110)	**30,194**
Disposals	0	0	0	0	(14,710)	0	**(14,710)**
Revaluation	25,828	(17,139)	0	0	0	0	**8,689**
Balance at 30 June 2025	**1,518,453**	**129,976**	**474,746**	**229,544**	**285,672**	**26,159**	**2,664,550**
Accumulated depreciation and impairment:							
Balance at 1 July 2023	0	(4,880)	(33,535)	(3,088)	(139,213)	0	**(180,716)**
Depreciation expense	0	(4,877)	(19,981)	(1,798)	(13,899)	0	**(40,555)**
Revaluation	0	0	53,370	4,886	0	0	**58,256**
Disposals	0	0	0	0	14,144	0	**14,144**
Transfer between asset classes	0	(75)	75	0	0	0	**0**
Balance at 30 June 2024	**0**	**(9,832)**	**(71)**	**0**	**(138,968)**	**0**	**(148,871)**
Balance at 1 July 2024	0	(9,832)	(71)	0	(138,968)	0	**(148,871)**
Depreciation expense	0	(4,855)	(21,222)	(1,557)	(12,752)	0	**(40,386)**
Revaluation	0	14,488	0	0	0	0	**14,488**
Disposals	0	0	0	0	14,637	0	**14,637**
Balance at 30 June 2025	**0**	**(199)**	**(21,293)**	**(1,557)**	**(137,083)**	**0**	**(160,132)**
Carrying amounts:							
Total net book value as at 30 June 2024	**1,492,625**	**133,913**	**465,887**	**227,318**	**127,494**	**44,269**	**2,491,506**
Total net book value as at 30 June 2025	**1,518,453**	**129,777**	**453,453**	**227,987**	**148,589**	**26,159**	**2,504,418**

For each revalued class of property, plant and equipment, the notional carrying amount that would have been recognised, had the assets been carried under the cost model, would be:

	2025 Notional carrying amount NZ$000	2024 Notional carrying amount NZ$000
Freehold land	**119,203**	119,203
Freehold buildings	**77,960**	78,436
Wharves and hardstanding	**121,325**	124,704
Harbour improvements	**60,364**	61,259
Total notional carrying amount	**378,852**	383,602

10 Property, plant and equipment (continued)

Policies

Property, plant and equipment is initially measured at cost, which includes capitalised interest, and subsequently stated at either fair value or cost, less depreciation and any impairment losses.

Subsequent expenditure that increases the economic benefits derived from the asset is capitalised.

Land, buildings, harbour improvements, and wharves and hardstanding are measured at fair value, based upon periodic valuations by external independent valuers. The Group undertakes an annual revaluation of land and a three yearly revaluation cycle is applied to all other asset classes to ensure the carrying value of these assets does not differ materially from their fair value. If during the three-year revaluation cycle there are indicators that the fair value of a particular asset class may differ materially from its carrying value, an interim revaluation of that asset class is undertaken.

Depreciation of property, plant and equipment, other than freehold land and capital dredging (included within harbour improvements), is calculated on a straight line basis and expensed over their estimated useful lives.

Major useful lives are:

Freehold buildings	33 to 72 years
Maintenance dredging	3 years
Wharves	50 to 70 years
Basecourse	50 years
Asphalt	15 years
Gantry cranes	10 to 40 years
Floating plant	10 to 25 years
Other plant and equipment	5 to 25 years
Electronic equipment	3 to 5 years

Capital and maintenance dredging are held as harbour improvements. Capital dredging has an indefinite useful life and is not depreciated as the channel is maintained via maintenance dredging to its original depth and contours. Maintenance dredging is depreciated over three years.

Work in progress relates to self-constructed assets or assets that are being acquired which are under construction at balance date. Once the asset is fit for intended service, it is transferred to the appropriate asset class and depreciation commences. Software developed undertaken as part of a project is transferred to intangibles on completion.

An item of property, plant and equipment is derecognised when it is sold or otherwise disposed of, or when its use is expected to bring no future economic benefit. Upon disposal or derecognition, any revaluation reserve relating to the particular asset being disposed or derecognised is transferred to retained earnings.

Security

Certain items of property, plant and equipment have been pledged as security against certain loans and borrowings of the Group (refer to note 19).

Occupation of foreshore

The Parent Company holds consent to occupy areas of the Coastal Marine Area to enable the management and operation of port related commercial undertakings that it acquired under the Port Companies Act 1988. The consented area includes a 10-metre radius around navigation aids and a strip from 30 to 60 metres wide along the extent of the wharf areas at both Sulphur Point and Mount Maunganui. This consent has no value on the balance sheet.

Capital commitments

The estimated capital expenditure for property, plant and equipment contracted for at balance date but not provided for is $5.359 million (2024: $9.209 million).

Judgements

Fair values

This fair value measurement has been categorised as a Level 3 fair value based on the inputs for the assets which are not based on observable market data (unobservable inputs), (refer to note 2 for fair value measurement hierarchy).

Judgement is required to determine whether the fair value of land, buildings, wharves and hardstanding, and harbour improvements assets have changed materially since the last revaluation. The determination of fair value at the time of the revaluation requires estimates and assumptions based on market conditions at that time. Changes to estimates, assumptions or market conditions subsequent to a revaluation will result in changes to the fair value of property, plant and equipment.

Remaining useful lives and residual values are estimated based on Management's judgement, previous experience and guidance from registered valuers. Changes in those estimates affect the carrying value and the depreciation expense in the income statement.

At the end of each reporting period, the Group makes an assessment on whether the carrying amounts differ materially from the fair value and whether a revaluation is required (except land, which is revalued annually). The assessment considers movements in the capital goods price indices and other market indicators since the previous valuations.

As at 30 June 2025, the Group revalued land and buildings, in line with policy. For the remaining asset classes, the Group has assessed that there has been no material change in the fair value of each asset class since the last revaluation.

Land valuation

The valuation of land assets was carried out by Colliers International New Zealand Limited. The valuation increased the carrying amount of land by $25.828 million.

Land assets are valued using the direct sales comparison approach which analyses direct sales of comparable properties on the basis of the sale price per square metre which are then adjusted to reflect stronger and weaker fundamentals relative to the subject properties.

10 Property, plant and equipment (continued)

Judgements (continued)

The significant assumptions applied in the valuation of these assets are:

Asset valuation method	Key valuation assumptions	Hectares	2025 Range of significant assumptions $	2025 Weighted average $	2024 Range of significant assumptions $	2024 Weighted average $
Direct sales comparison	Tauranga (Sulphur Point) /Mount Maunganui – wharf and industrial land per square metre	182.2	**480-1,695**	**778**	470-1,650	766
	Auckland land – land adjacent to MetroPort Auckland per square metre	6.8	**1,113**	**1,113**	1,053	1,053
	Rolleston land – MetroPort Christchurch per square metre	15.0	**180**	**180**	160	160

- *Waterfront access premium:* a premium of approximately 25% has been applied to the main wharf land areas reflecting the locational benefits this land asset gains from direct waterfront access.
- *No restriction of title:* valuation is made on the assumption that having no legal title to the Tauranga harbour foreshore will not detrimentally influence the value of land assets.
- *Highest and best use of land:* subject to relevant local authority's zoning regulations.
  - *Tauranga and Mount Maunganui:* the majority of land is zoned "Port Industry" under the Tauranga City Plan and a small portion of land at both Sulphur Point and Mount Maunganui has "Industry" zoning.
  - *Auckland:* the land is zoned "Heavy Industry Zone" under the Auckland Unitary Plan.
  - *Rolleston:* the land is zoned "Business 2A" under the Selwyn District Plan.

Building valuations

The valuation of buildings was carried out by Colliers International New Zealand Limited. The valuation resulted in a decrease to the carrying value of buildings by $2.651 million.

The majority of assets are valued on a combined land and building basis using a Capitalised Income Model with either contract income or market income. A small number of specialised assets, such as gatehouses and toilet blocks, are valued on a Depreciated Replacement Cost basis due to their specialised nature and the lack of existing market.

The Capitalised Income Model uses either the contracted rental income or an assessed market rental income of a property and then capitalises the valuation of the property using an appropriate yield. Contracted rental income is used when the contracted income is receivable for a reasonable term from secured tenants. Market income is used when the current contract rent varies from the assessed market rent due to over or under renting, vacant space and a number of other factors.

The value of land is deducted from the overall property valuation to give rise to a building valuation.

The significant assumptions applied in the valuation of these building assets are:

Asset valuation method	Key valuation assumptions	2025 Range of significant assumptions %	2025 Weighted average %	2024 Range of significant assumptions %	2024 Weighted average %
Capitalised income model	Market capitalisation rate	**2.63-6.50**	**4.50**	1.75-9.50	3.71

Wharves and hardstanding, and harbour improvements

The last valuation of wharves and hardstanding, and harbour improvements was carried out on 30 June 2024 by WSP New Zealand Limited.

Wharves, hardstanding and harbour improvements assets are classified as specialised assets and have accordingly been valued on a Depreciated Replacement Cost basis.

The significant assumptions applied in the Depreciated Replacement Cost estimate of these assets are:

- *Replacement unit costs of construction rates – cost rates are calculated taking into account:*
  - The Parent Company's historic cost data, including any recent competitively tendered construction works.
  - Publicly available price indices from Statistics New Zealand and Waka Kotahi NZ Transport Agency.
  - The WSP New Zealand Limited construction cost database.
  - QV Cost Builder construction cost database.
  - An allowance is included for costs directly attributable to bringing assets into working condition, management costs and the financing cost of capital held over construction period.

10 Property, plant and equipment (continued)

Judgements (continued)

- *Depreciation – the calculated remaining lives of assets are reviewed, taking into account:*
  - Observed and reported condition, performance and utilisation of the asset.
  - Expected changes in technology.
  - Consideration of current use, age and operational demand.
  - Discussions with the Parent Company's operational officers.
  - WSP New Zealand Limited Consultants' in-house experience from other infrastructure valuations.
  - Residual values.

The significant assumptions applied in the valuation of these wharves and hardstanding, and harbour improvements assets are:

Asset valuation method	Key valuation assumptions	2025 Range of significant assumptions $	2025 Weighted average $	2024 Range of significant assumptions $	2024 Weighted average $
Depreciated replacement cost basis	Wharf construction replacement unit cost rates per lineal metre – high performance wharves	**191,135-391,434**	**273,358**	191,135-391,434	273,358
	Earthworks construction replacement unit cost rates per square metre	**9-10**	**9**	9-10	9
	Basecourse construction replacement unit cost rates per square metre	**35-117**	**56**	35-117	56
	Asphalt construction replacement unit cost rates per square metre	**47-100**	**85**	47-100	85
	Capital dredging replacement unit cost rates per cubic metre	**5-91**	*****	5-91	*
	Depreciation method	**Straight line basis**	**Not applicable**	Straight line basis	Not applicable
	Channel assets (capital dredging) useful life	**Indefinite**	**Not applicable**	Indefinite	Not applicable
	Pavement remaining useful lives (years)	**2-39**	**14**	2-39	14
	Wharves remaining useful lives (years)	**0-59**	**17**	0-59	17

**Weighted average unit cost rates are not presented due to the complexity in measuring the types and locations of removed quantities.*

Sensitivities to changes in key valuation assumptions for land, buildings, wharves and hardstanding, and harbour improvements

The following table shows the impact on the fair value due to a change in significant unobservable input:

		Impact of change in assumption NZ$000
Unobservable inputs within the direct sales comparison approach for land and the income capitalisation approach for buildings		
Rate per square metre	10% decrease/increase	-151,845 / +151,845
Market rent	10% decrease/increase	-53,300 / +48,500
Market capitalisation rate	0.5% decrease/increase	+53,400 / -44,200
Unobservable inputs within depreciated replacement cost analysis for buildings, wharves and hardstanding, and harbour improvements		
Unit costs of construction	The greatest uncertainty is the level of the unit rates. We have used a 90% confidence interval in these unit rates to be between -11% to 10%.	-75,200 / +71,600

11 Leases

The Group as the lessee has various non-cancellable leases predominantly for the lease of land and buildings. The leases have varying term and renewal rights.

Information about leases for which the Group is a lessee is presented below:

	2025 NZ$000	2024 NZ$000
Right-of-use assets		
Opening balance	52,393	50,045
Depreciation	(1,911)	(1,885)
Additions to right-of-use assets	0	0
Adjustments to existing right-of-use assets	21	4,233
Closing balance	50,503	52,393
Lease liabilities		
Opening balance	56,140	52,912
Additions	0	0
Adjustments to existing lease liabilities	21	4,222
Interest	2,712	2,661
Repayments	(3,764)	(3,655)
Closing balance	55,109	56,140

Adjustments to existing right-of-use assets and lease liabilities relate to increases in lease payments following rent reviews completed during the period.

	2025 NZ$000	2024 NZ$000
Lease liabilities maturity analysis		
Between zero to one year	1,092	1,049
Between one to five years	4,852	4,632
More than five years	49,165	50,459
Total lease liabilities	55,109	56,140

Future minimum lease receivables from non-cancellable operating leases where the Group is the lessor are:

	2025 NZ$000	2024 NZ$000
Within one year	30,726	23,662
One to two years	25,840	18,798
Two to three years	16,726	16,304
Three to four years	9,279	13,195
Four to five years	6,404	7,953
More than five years	17,306	20,233
Total	106,281	100,145

Included in the financial statements are land and buildings, leased to customers under operating leases.

	2025 Valuation NZ$000	2025 Accumulated depreciation NZ$000	2024 Valuation NZ$000	2024 Accumulated depreciation NZ$000
Land	804,356	0	783,280	0
Buildings	92,964	0	104,297	(6,231)
Total	897,320	0	887,577	(6,231)

11 Leases (continued)

Leases are classified as operating leases whenever the terms of the lease do not substantially transfer all the risks and rewards of ownership to the lessee.

Policies	Where the Group is the Lessor, assets leased under operating leases are included in various categories of property, plant and equipment, as applicable. Payments and receivables made under operating leases are recognised in the income statement on a straight line basis over the term of the lease. Lease incentives are recognised as an integral part of the total lease expense/revenue, over the term of the lease. Where the Group is a lessee, a right-of-use asset and a lease liability are recognised at the lease commencement date. The right-of-use asset is initially measured at a cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial indirect costs. The right-of-use asset is subsequently depreciated using the straight-line method over the life of the lease term. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Group's incremental borrowing rate. The lease liability is subsequently measured at amortised cost using the effective interest rate method. It is remeasured when there is a change in future lease payments or if the Group changes its assessment of whether it will exercise a right of renewal. When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use asset.

12 Intangible assets

	Goodwill NZ$000	Computer software NZ$000	Consents and contracts NZ$000	Total NZ$000
Cost:				
Balance at 1 July 2023	18,420	6,156	4,014	28,590
Additions	0	80	0	80
Balance at 30 June 2024	18,420	6,236	4,014	28,670
Balance at 1 July 2024	18,420	6,236	4,014	28,670
Additions	0	714	0	714
Disposals	0	0	(2,667)	(2,667)
Balance at 30 June 2025	18,420	6,950	1,347	26,717
Accumulated amortisation:				
Balance at 1 July 2023	0	(4,232)	(2,053)	(6,285)
Amortisation expense	0	(600)	(758)	(1,358)
Balance at 30 June 2024	0	(4,832)	(2,811)	(7,643)
Balance at 1 July 2024	0	(4,832)	(2,811)	(7,643)
Amortisation expense	0	(519)	(109)	(628)
Disposals	0	0	2,667	2,667
Balance at 30 June 2025	0	(5,351)	(253)	(5,604)
Carrying amounts:				
Total net book value 30 June 2024	18,420	1,404	1,203	21,027
Total net book value 30 June 2025	18,420	1,599	1,094	21,113

12 Intangible assets (continued)

Policies

Goodwill that arises upon the acquisition of Subsidiaries is included in intangible assets. The Group measures goodwill as the fair value of consideration transferred, less the fair value of the net identifiable assets and liabilities assumed at acquisition date.

Goodwill is measured at cost less accumulated impairment losses.

Other intangible assets acquired by the Group, which have finite useful lives, are measured at cost less accumulated amortisation and accumulated impairment losses.

The estimated useful lives for the current and comparative periods are:

Consents and contracts	4 to 35 years
Computer software	1 to 10 years

The carrying amounts of the Group's intangibles other than goodwill are reviewed at each reporting date to determine whether there is any objective evidence of impairment.

Goodwill is tested for impairment annually, based upon the value-in-use of the cash generating unit to which the goodwill relates. The cash flow projections include specific estimates for five years and a terminal growth rate thereafter.

Judgements

Goodwill relates to goodwill arising on the acquisition of Quality Marshalling (Mount Maunganui) Limited and Timaru Container Terminal Limited.

Goodwill was tested for impairment at 30 June 2025 and confirmed that no adjustment was required.

For impairment testing of goodwill, the calculation of value-in-use was based upon the following key assumptions:

- Cash flows were projected using management forecasts over the five-year period. Average EBITDA growth for this period is:
  - Quality Marshalling (Mount Maunganui) Limited: 7% (2024: 6%).
  - Timaru Container Terminal Limited: 11% (2024: 10%).
- Terminal cash flows were estimated using a constant growth rate of 2% after year five.
- A pre-tax discount rate of 12% was used.

13 Investments in Subsidiaries

Investments in Subsidiaries comprises:

Name of entity	Place of business	Principal activity	**2025 %**	2024 %	Balance date
Port of Tauranga Trustee Company Limited	New Zealand	Holding company for employee share scheme	**100.00**	100.00	30 June
Quality Marshalling (Mount Maunganui) Limited	New Zealand	Marshalling and terminal operations services	**100.00**	100.00	30 June
Timaru Container Terminal Limited	New Zealand	Sea port	**100.00**	100.00	30 June

Policies

Subsidiaries are entities controlled by the Parent Company. Control exists when the Parent Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. In assessing control, potential voting rights that presently are exercisable, are taken into account. The financial statements of Subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Intra-group balances, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

14 Investments in Equity Accounted Investees

(a) Investments in Equity Accounted Investees comprise

Name of entity	Principal activity	**2025 %**	2024 %	Balance date
Coda Group Limited Partnership	Freight logistics and warehousing	**50.00**	50.00	30 June
Northport Limited	Sea port	**0**	50.00	30 June
Northport Group Limited	Sea port	**50.00**	0	30 June
PortConnect Limited	Online cargo management	**50.00**	50.00	30 June
PrimePort Timaru Limited	Sea port	**50.00**	50.00	30 June
Ruakura Inland Port LP	Inland port	**50.00**	50.00	30 June

(b) Carrying value of investments in Equity Accounted Investees

	2025 NZ$000	2024 NZ$000
Balance as at 1 July	**217,129**	213,746
Group's share of net profit after tax	**6,189**	4,945
Group's share of hedging reserve	**(332)**	(218)
Group's share of revaluation reserve	**2,436**	9,340
Group's share of total comprehensive income	**8,293**	14,067
Investment in Equity Accounted Investees	**162,011**	2,135
Disposal of Equity Accounted Investees	**(102,660)**	0
Dividends received	**(6,375)**	(12,819)
Balance as at 30 June	**278,398**	217,129

14 Investments in Equity Accounted Investees (continued)

(c) Summarised financial information of Equity Accounted Investees

The following table summarises the financial information of Equity Accounted Investees, Northport Group Limited, Northport Limited, PrimePort Timaru Limited, Coda Group Limited Partnership, Ruakura Inland Port Limited Partnership and PortConnect Limited, adjusted for fair value adjustments at acquisition and differences in accounting policies to align with Group accounting policies.

2025	Northport Group Limited NZ$000	Northport Limited NZ$000	Coda Group Limited Partnership NZ$000	PrimePort Timaru Limited NZ$000	Ruakura Inland Port Limited Partnership NZ$000	PortConnect Limited NZ$000	**Total NZ$000**
Cash and cash equivalents	851	0	10,013	233	968	2,410	**14,475**
Total current assets	**6,922**	**0**	**27,490**	**6,397**	**1,903**	**2,999**	**45,711**
Total non-current assets	**491,549**	**0**	**41,988**	**184,674**	**71,154**	**2,137**	**791,502**
Total assets	**498,471**	**0**	**69,478**	**191,071**	**73,057**	**5,136**	**837,213**
Current financial liabilities excluding trade and other payables and provisions	(35,967)	0	(7,251)	0	0	(2,797)	**(46,015)**
Total current liabilities	**(41,017)**	**0**	**(22,551)**	**(5,431)**	**(1,186)**	**(3,862)**	**(74,047)**
Non-current financial liabilities excluding trade and other payables and provisions	(121,600)	0	(27,687)	(56,500)	0	0	**(205,787)**
Total non-current liabilities	**(153,644)**	**0**	**(27,687)**	**(57,591)**	**0**	**0**	**(238,922)**
Total liabilities	**(194,661)**	**0**	**(50,238)**	**(63,022)**	**(1,186)**	**(3,862)**	**(312,969)**
Net assets	**303,810**	**0**	**19,240**	**128,049**	**71,871**	**1,274**	**524,244**
Group's share of net assets	**151,905**	**0**	**9,620**	**64,025**	**35,936**	**637**	**262,123**
Goodwill acquired on acquisition of Equity Accounted Investees, less impairment losses	**0**	**0**	**14,557**	**0**	**0**	**0**	**14,557**
Acquisition costs	**1,718**	**0**	**0**	**0**	**0**	**0**	**1,718**
Carrying amount of Equity Accounted Investees	**153,623**	**0**	**24,177**	**64,025**	**35,936**	**637**	**278,398**
Revenues	0	43,198	176,698	32,591	7,531	3,656	**263,674**
Depreciation and amortisation	0	(4,478)	(10,650)	(5,394)	(1,734)	(295)	**(22,551)**
Interest expense	0	(2,582)	(2,654)	(3,261	0	(134)	**(8,631)**
Net profit before tax	**0**	**19,451**	**(5,302)**	**4,446**	**342**	**428**	**19,365**
Tax expense	0	(5,341)	0	(1,518)	0	(128)	**(6,987)**
Net profit after tax	**0**	**14,110**	**(5,302)**	**2,928**	**342**	**300**	**12,378**
Other comprehensive income	0	4,066	0	142	0	0	**4,208**
Total comprehensive income	**0**	**18,176**	**(5,302)**	**3,070**	**342**	**300**	**16,586**
Group's share of net profit after tax	**0**	**7,055**	**(2,651)**	**1,464**	**171**	**150**	**6,189**
Group's share of total comprehensive income	**0**	**9,088**	**(2,651)**	**1,535**	**171**	**150**	**8,293**
Group's share of dividends/distributions	**0**	**5,625**	**0**	**750**	**0**	**0**	**6,375**

14 Investments in Equity Accounted Investees (continued)

2024	Northport Limited NZ$000	Coda Group Limited Partnership NZ$000	PrimePort Timaru Limited NZ$000	Ruakura Inland Port Limited Partnership NZ$000	PortConnect Limited NZ$000	**Total NZ$000**
Cash and cash equivalents	594	13,115	884	92	2,534	**17,219**
Total current assets	**4,445**	**32,423**	**5,889**	**476**	**2,958**	**46,191**
Total non-current assets	**279,318**	**52,626**	**194,134**	**55,182**	**1,649**	**582,910**
Total assets	**283,763**	**85,049**	**200,023**	**55,658**	**4,607**	**629,101**
Current financial liabilities excluding trade and other payables and provisions	0	0	0	0	2,829	**2,829**
Total current liabilities	**(3,962)**	**(30,693)**	**(4,287)**	**(905)**	**(3,634)**	**(43,481)**
Non-current financial liabilities excluding trade and other payables and provisions	(47,715)	(29,812)	(59,000)	0	0	**(136,527)**
Total non-current liabilities	**(81,409)**	**(29,812)**	**(69,256)**	**0**	**0**	**(180,478)**
Total liabilities	**(85,371)**	**(60,505)**	**(73,543)**	**(905)**	**(3,634)**	**(223,959)**
Net assets	**198,392**	**24,544**	**126,480**	**54,753**	**973**	**405,142**
Group's share of net assets	**99,197**	**12,272**	**63,240**	**27,376**	**487**	**202,572**
Goodwill acquired on acquisition of Equity Accounted Investees, less impairment losses	**0**	**14,557**	**0**	**0**	**0**	**14,557**
Carrying amount of Equity Accounted Investees	**99,197**	**26,829**	**63,240**	**27,376**	**487**	**217,129**
Revenues	40,725	249,554	29,771	3,280	3,436	**326,766**
Depreciation and amortisation	(5,574)	(11,360)	(3,650)	(1,433)	(291)	**(22,308)**
Interest expense	(2,945)	(2,026)	(3,505)	0	(71)	**(8,547)**
Net profit before tax	**19,122**	**(3,926)**	**2,331**	**(1,090)**	**762**	**17,199**
Tax expense	(5,668)	0	(1,429)	0	(214)	**(7,311)**
Net profit after tax	**13,454**	**(3,926)**	**902**	**(1,090)**	**548**	**9,888**
Other comprehensive income	15,172	0	2	3,070	0	**18,244**
Total comprehensive income	**28,626**	**(3,926)**	**904**	**1,980**	**548**	**28,132**
Group's share of net profit after tax	**6,727**	**(1,963)**	**451**	**(544)**	**274**	**4,945**
Group's share of total comprehensive income	**14,313**	**(1,963)**	**452**	**991**	**274**	**14,067**
Group's share of dividends/distributions	**7,061**	**5,000**	**758**	**0**	**0**	**12,819**

Policies	The Parent Company's interests in Equity Accounted Investees comprise interests in Joint Ventures. A Joint Venture is an arrangement in which the Parent Company has joint control, whereby the Parent Company has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities. Equity Accounted Investees are accounted for using the equity method. In respect of Equity Accounted Investees, the carrying amount of goodwill is included in the carrying amount of the investment and not tested for impairment separately.
Tax treatment of limited partnerships	Coda Group Limited Partnership and Ruakura Inland Port Limited Partnership are treated as partnerships for tax purposes and are not taxed at the partnership level. Fifty percent of the income and expense flow through the limited partnership to the Parent Company who is then taxed.
Judgements	It has been determined that the Parent Company has joint control over its investees, due to the existence of contractual agreements which require the unanimous consent of the parties sharing control over relevant business activities. The investment in Coda Group Limited Partnership (Coda) was tested for impairment at 30 June 2025, based upon the higher of fair value and value-in-use. Fair value represents an amount obtainable in an arm's length transaction, less cost of disposal. An external specialist was engaged in the prior year to perform an independent valuation of Coda.

14 Investments in Equity Accounted Investees (continued)

Judgements (continued)	For the current year's impairment testing at 30 June 2025, management has relied on that prior year's independent valuation report, having undertaken a detailed review of the key assumptions to ensure they remained valid. The fair value has been calculated by applying an EV/EBITDA multiple of 8x to a maintainable EBITDA of $4.1 million and adding the fair value of surplus assets the business intends to sell. The multiple was determined with reference to listed and transaction multiples of comparable entities, while the maintainable EBITDA was based on management forecasts with adjustments applied by the external specialist. Following the review, management concluded that the assumptions used in the prior year valuation continued to be appropriate, and based on the calculated fair value, no impairment has been recorded at 30 June 2025. Coda has one key customer with circa 90% of its revenue coming from this customer. The fair value calculation assumes that this customer relationship will continue on substantially the same terms. If the relationship is not continued then it is likely the fair value of Coda will be materially less and the carrying value will be impaired.

15 Acquisition of Northport Group Limited

On 26 June 2025, the Parent Company sold its 50% share of Northport Limited (Northport) to Marsden Maritime Holdings Limited (MMH), (the other 50% shareholder), in exchange for a 50% interest in the newly incorporated Northport Group Limited (NGL) with no cash consideration involved.

NGL is owned 50% by the Parent Company, 43% by Northland Regional Council and 7% by Tupu Tonu (Ngāpuhi Investment Fund Limited). MMH is now a 100% owned subsidiary of NGL, after NGL bought out the minority shareholders.

This transaction allows for the ability to better align the strategic interests of Northport with MMH's land-based assets to improve future growth and development prospects, while significantly simplifying the ownership structure through delisting MMH's shares.

The investment in Northport was previously accounted for using the equity method under NZ IAS 28 Investments in Associates and Joint Ventures (NZ IAS 28) as disclosed within note 14. As of the date of disposal, the carrying amount of the investment in Northport was $102.660 million, of which $72.911 million related to other comprehensive income associated primarily with revaluations of property, plant and equipment by Northport.

The investment in NGL is recognised at fair value as of 26 June 2025. The initial recognition involved measuring the fair value of the shares received, determined to be $151.905 million. Directly attributable costs relevant to the acquisition amounted to $1.718 million and were included as part of the initial cost of investment.

The fair value of Northport Group Limited was primarily determined using a discounted cash flow model, supported by cross-checks against comparable company trading multiples and precedent transaction multiples. This valuation involved significant judgement and was undertaken by an independent expert.

There is a conflict between the requirements of NZ IFRS 10 Consolidated Financial Statements (NZ IFRS 10) and NZ IAS 28 in accounting for transactions involving exchange of interests in jointly controlled entities. This acknowledged conflict gives rise to an accounting policy choice: the Parent Company can choose to recognise a partial gain under the NZ IAS 28 approach or a full gain under the NZ IFRS 10 approach. The International Accounting Standards Board (IASB) has published amendments to resolve the conflict and to clarify that a full gain or loss is recognised on the contribution of a business, and a partial gain or loss on the contribution of assets. The amendments are available but not yet mandatory. Given the Parent Company has contributed a business it has decided to adopt a policy using the NZ IFRS 10 approach, in line with the published amendments.

Given the policy election noted above, this transaction's effect on the consolidated financial statements include:

- *Gain on disposal*: A full gain of $49.245 million was recognised in profit or loss, calculated as the difference between the carrying amount of the disposed interest and the fair value of the new interest acquired.
- *Impact on the Consolidated Statement of Changes in Equity:* The Parent Company's share of Northport's revaluation reserve, $72.995 million, previously recognised in other comprehensive income, was transferred directly to retained earnings upon disposal.
- *Impact on the Consolidated Statement of Financial Position:* The carrying amount of the investment in Northport was derecognised, and the new $153.623 million investment in NGL is now included under non-current assets with further disclosures provided in note 14.

16 Receivables and prepayments

	2025 NZ$000	2024 NZ$000
Non-current		
Prepayments and sundry receivables	**16,282**	17,272
Total non-current	**16,282**	17,272
Current		
Trade receivables	**65,638**	63,878
Provision for expected credit losses – trade receivables (refer to note 20(b)(ii))	**(30)**	(30)
Trade receivables from Equity Accounted Investees and related parties	**395**	757
	66,003	64,605
Prepayments and sundry receivables	**6,245**	2,051
Total current	**72,248**	66,656
Total	**88,530**	83,928

16 Receivables and prepayments (continued)

The ageing of trade receivables at reporting date was:

	2025 NZ$000	2024 NZ$000
Not past due	**51,283**	49,596
Past due 0-30 days	**12,940**	13,169
Past due 30-60 days	**1,088**	820
Past due 60-90 days	**390**	698
More than 90 days	**332**	322
Total of ageing of trade receivables	**66,033**	64,605

Polices	Receivables and prepayments are initially recognised at transaction price. They are subsequently measured at amortised cost and adjusted for impairment losses. Receivables with a short duration are not discounted.
Fair values	The nominal value less impairment provision of trade receivables are assumed to approximate their fair values due to their short term nature.
Judgements	A provision for expected credit losses is established when the assessment under NZ IFRS 9 deems a provision is required (refer to note 20(b)(ii)).
Prepayments	Prepayments is predominantly made up of consideration paid to KiwiRail Limited in 2020 for the extension of the rail agreement at MetroPort. The current balance of this prepayment is $17.272 million (2024: $18.424 million). The payment is amortised over 20 years.

17 Equity

Share capital

	2025	2024
Number of ordinary shares issued		
Balance as at 1 July	**680,236,269**	680,336,394
Shares issued during year	**26,172**	53,390
Shares repurchased by the Group during the year	**(10,583)**	(153,515)
Balance as at 30 June	**680,251,858**	680,236,269

Dividends

The following dividends were declared and paid during the period:

	2025 NZ$000	2024 NZ$000
Final 2024 dividend paid 8.7 cents per share (2023: 8.8 cps)	**59,183**	59,875
Interim 2025 dividend paid 7.0 cents per share (2024: 6.0 cps)	**47,618**	40,814
Total dividends	**106,801**	100,689

Policies	*Capital Management* The Parent Company's policy is to maintain a strong capital base, which the Group defines as total shareholders' equity, so as to maintain investor, creditor and market confidence, and to sustain the future business development of the Group. The Group has established policies in capital management, including the specific requirements that interest cover is to be maintained at a minimum of three times and that the debt/(debt + equity) ratio is to be maintained at a 40% maximum. It is also Group policy that the ordinary dividend payout is maintained between a level of between 70% and 100% of underlying net profit after tax for the period. The Group has complied with all capital management policies during the reporting periods.

17 Equity (continued)

Share capital	All shares are fully paid and have no par value. All shares rank equally with one vote attached to each fully paid ordinary share. Where the Group purchases its own share capital (treasury shares), the consideration paid, including any directly attributable incremental costs are deducted from share capital until the shares are cancelled or reissued. Where such shares are reissued, any consideration received, net of any directly attributable transaction costs, are included in share capital.
Dividends	The dividends are fully imputed. Supplementary dividends of $0.505 million (2024: $0.465 million) were paid to shareholders that are not tax residents in New Zealand, for which the Group received a foreign tax credit entitlement.
Share-based payments reserve – Container Volume Commitment Agreement	On 1 August 2014 the Parent Company issued 2,000,000 shares as a volume rebate to Kotahi as part of a 10-year freight alliance. Due to the Parent Company completing a 5:1 share split on 17 October 2016, the number of shares originally issued to Kotahi increased to 10,000,000. Of these shares, 5,500,000 are subject to a call option allowing the Parent Company to "call" shares back at zero cost if Kotahi fails to meet the volume commitments. The increase in the reserve of $1.450 million (2024: $1.328 million) recognises the shares earned based on containers delivered during the period. The grant-date fair value of equity settled share-based payments is recognised as a rebate against revenue, with a corresponding increase in equity, over the vesting period. The amount recognised as a rebate is adjusted to reflect the number of awards for which the related service is expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service conditions at the vesting date.
Share-based payments reserve – management long term incentive	Share rights are granted to employees in accordance with the Parent Company's Management Long Term Incentive Plan. The fair value of share rights granted under the plan are measured at grant date and recognised as an employee expense over the vesting period with a corresponding increase in equity. The fair value at grant date of the share rights are independently determined using an appropriate valuation model that takes into account the terms and conditions upon which they were granted (refer to note 23). This reserve is used to record the accumulated value of the unvested shares rights, which have been recognised as an expense in the income statement. Upon the vesting of share rights, the balance of the reserve relating to the share rights is offset against the cost of treasury stock allotted to settle the obligation, with any difference in the cost of settling the commitment transferred to retained earnings.
Hedging reserve	The hedging reserve comprises the effective portion of the cumulative net change in fair value of cash flow hedging instruments, related to hedged transactions that have not yet occurred.
Revaluation reserve	The revaluation reserve relates to the revaluation of land, buildings, wharves and hardstanding, and harbour improvements.

18 Earnings per share

	2025	2024
Earnings per share		
Net profit attributable to ordinary shareholders (NZ$000)	**173,373**	90,849
Weighted average number of ordinary shares (net of treasury stock) for basic earnings per share	**675,059,476**	674,158,384
Basic earnings per share (cents)	**25.7**	13.5
Weighted average number of ordinary shares (net of treasury stock) for diluted earnings per share	**680,909,356**	680,805,939
Diluted earnings per share (cents)	**25.5**	13.3

Policies	The Group presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Parent Company by the weighted average number of ordinary shares outstanding for the Parent Company during the period. Diluted EPS adjusts for any commitments the Parent Company has to issue shares in the future that would decrease the basic EPS. The Parent Company has two types of dilutive potential ordinary shares, Management Long Term Incentive Plan share rights (refer to note 23) and Container Volume Commitment Agreement share rights (refer to note 17). Diluted EPS is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of the share rights.

19 Loans and borrowings

This note provides information about the contractual terms of the Group's interest-bearing loans and borrowings.

2025	Maturity	Coupon	Committed facilities NZ$000	Undrawn facilities NZ$000	Fair value adjustments NZ$000	Carrying value NZ$000
Non-current						
Standby Revolving Cash Advance Facility	2030	Floating	130,000	130,000	0	0
Standby Revolving Cash Advance Facility	2029	Floating	100,000	100,000	0	0
Standby Revolving Cash Advance Facility	2028	Floating	50,000	50,000	0	0
Fixed rate bond	2028	3.552%	100,000	0	(2,116)	97,884
Standby Revolving Cash Advance Facility	2027	Floating	150,000	125,000	0	25,000
Standby Revolving Cash Advance Facility	2026	Floating	70,000	0	0	70,000
Total non-current			**600,000**	**405,000**	**(2,116)**	**192,884**
Current						
Multi Option Facility	2025	Floating	5,000	5,000	0	0
Fixed rate bond	2025	1.020%	100,000	0	0	100,000
Commercial papers	<3 months	Floating	0	0	0	175,000
Total current			**105,000**	**5,000**	**0**	**275,000**
Total			**705,000**	**410,000**	**(2,116)**	**467,884**

2024	Maturity	Coupon	Committed facilities NZ$000	Undrawn facilities NZ$000	Fair value adjustments NZ$000	Carrying value NZ$000
Non-current						
Fixed rate bond	2028	3.552%	100,000	0	(7,038)	92,962
Standby Revolving Cash Advance Facility	2028	Floating	50,000	50,000	0	0
Standby Revolving Cash Advance Facility	2026	Floating	130,000	130,000	0	0
Fixed rate bond	2025	1.020%	100,000	0	0	100,000
Standby Revolving Cash Advance Facility	2025	Floating	100,000	100,000	0	0
Total non-current			**480,000**	**280,000**	**(7,038)**	**192,962**
Current						
Multi Option Facility	2024	Floating	5,000	5,000	0	0
Standby Revolving Cash Advance Facility	2024	Floating	100,000	0	0	100,000
Commercial papers	<3 months	Floating	0	0	0	170,000
Total current			**105,000**	**5,000**	**0**	**270,000**
Total			**585,000**	**285,000**	**(7,038)**	**462,962**

Policies	Loans and borrowings are recognised initially at fair value, plus any directly attributable transaction costs, if the Group becomes a party to the contractual provisions of the instrument. Loans and borrowings are derecognised if the Group's obligations as specified in the contract expire or are discharged or cancelled. Subsequent to initial recognition, loans and borrowings are measured at amortised cost using the effective interest method, less any impairment losses, with the hedged risks on certain debt instruments measured at fair value.
Fixed rate bonds	The Parent Company has issued two $100 million fixed rate bonds, a five-year bond with a final maturity on 29 September 2025, and a seven-year bond with a final maturity on 24 November 2028.
Commercial papers	Commercial papers are secured, short term discounted debt instruments issued by the Parent Company for funding requirements as a component of its banking arrangements. The commercial paper programme is fully backed by committed term bank facilities. At 30 June 2025 the Group had $175 million of commercial paper debt that is classified within current liabilities (2024: $170 million). Due to this classification, the Group's current liabilities exceed the Group's current assets. Despite this fact, the Group does not have any liquidity or working capital concerns as a result of the commercial paper debt being interchangeable with direct borrowings within the Standby Revolving Cash Advance Facility which is a term facility.

19 Loans and borrowings (continued)

Standby Revolving Cash Advance Facility Agreement	The Parent Company has a $500 million financing arrangement with ANZ Bank New Zealand Limited, Bank of New Zealand Limited, Commonwealth Bank of Australia, New Zealand Branch and China Construction Bank Corporation, New Zealand Branch (2024: $380 million). The facility, which is secured, provides for both direct borrowings and support for issuance of commercial papers.
Multi Option Facility	The Parent Company has a $5 million Multi Option Facility with Bank of New Zealand Limited, used for short term working capital requirements (2024: $5 million).
Security	Bank facilities and fixed rate bonds are secured by way of a security interest over certain floating plant assets ($13.292 million, 2024: $13.958 million), mortgages over the land and building assets ($1,647.746 million, 2024: $1,626.044 million), and by a general security agreement over the assets of the Parent Company ($2,919.190 million, 2024: $2,741.069 million).
Covenants	The Parent Company borrows under a negative pledge arrangement, which with limited circumstances does not permit the Parent Company to grant any security interest over its assets. The negative pledge deed requires the Parent Company to maintain certain levels of shareholders' funds and operate within defined performance and debt gearing ratios. The Parent Company has complied with all covenants during the reporting periods.
Fair values	The fair value of fixed rate loans and borrowings is calculated by discounting the future contractual cash flows at current market interest rates that are available for similar financial instruments. The amortised cost of variable rate loans and borrowings is assumed to closely approximate fair value as debt facilities mature every 90 days.
Interest rates	The average weighted interest rate of interest-bearing loans was 3.10% at 30 June 2025 (2024: 4.45%).

20 Financial instruments

(a) Accounting classification and fair values

The following tables show the classification, fair value and carrying amount of financial instruments held by the Group at reporting date. The carrying amounts of the following financial instruments are reasonable approximations of their fair value:

- Cash and cash equivalents
- Receivables
- Trade and other payables.

2025	Fair value through profit and loss NZ$000	Amortised cost NZ$000	Total carrying amount NZ$000	Fair value NZ$000
Derivative financial instruments	5,694	0	5,694	5,694
Advances to Equity Accounted Investees	0	39,689	39,689	39,689
Total non-current assets	**5,694**	**39,689**	**45,383**	**45,383**
Cash and cash equivalents	0	8,975	8,975	8,975
Receivables	0	66,003	66,003	66,003
Advances to Equity Accounted Investees	0	1,276	1,276	1,276
Total current assets	**0**	**76,254**	**76,254**	**76,254**
Total assets	**5,694**	**115,943**	**121,637**	**121,637**
Liabilities				
Lease liabilities	0	54,017	54,017	42,598
Loans and borrowings	0	192,884	192,884	193,292
Derivative financial instruments	4,622	0	4,622	4,622
Total non-current liabilities	**4,622**	**246,901**	**251,523**	**240,512**
Lease liabilities	0	1,092	1,092	923
Loans and borrowings	0	275,000	275,000	274,405
Trade and other payables	0	18,281	18,281	18,281
Derivative financial instruments	65	0	65	65
Total current liabilities	**65**	**294,373**	**294,438**	**293,674**
Total liabilities	**4,687**	**541,274**	**545,961**	**534,186**

20 Financial instruments (continued)

2024	Fair value through profit and loss NZ$000	Amortised cost NZ$000	Total carrying amount NZ$000	Fair value NZ$000
Derivative financial instruments	11,869	0	11,869	11,869
Total non-current assets	**11,869**	**0**	**11,869**	**11,869**
Cash and cash equivalents	0	18,728	18,728	18,728
Receivables	0	66,005	66,005	66,005
Derivative financial instruments	340	0	340	340
Total current assets	**340**	**84,733**	**85,073**	**85,073**
Total assets	**12,209**	**84,733**	**96,942**	**96,942**
Liabilities				
Lease liabilities	0	55,091	55,091	42,633
Loans and borrowings	0	192,962	192,962	187,703
Derivative financial instruments	7,244	0	7,244	7,244
Total non-current liabilities	**7,244**	**248,053**	**255,297**	**237,580**
Lease liabilities	0	1,049	1,049	867
Loans and borrowings	0	270,000	270,000	270,000
Trade and other payables	0	14,223	14,223	14,223
Derivative financial instruments	82	0	82	82
Contingent consideration	28	0	28	28
Total current liabilities	**110**	**285,272**	**285,382**	**285,200**
Total liabilities	**7,354**	**533,325**	**540,679**	**522,780**

(b) Financial risk management

The Group's overall financial risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group.

The Board of Directors has overall responsibility for the establishment and oversight of the Group's financial risk management framework. The Audit Committee is responsible for developing and monitoring the Group's financial risk management policies, and reports to the Board of Directors on its activities.

The Group's financial risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Financial risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Board of Directors oversees how management monitors compliance with the Group's financial risk management policies and procedures and reviews the adequacy of the financial risk management framework in relation to the risks faced by the Group.

The Group has exposure to the following risks arising from financial instruments:

- Credit risk (refer (b)(ii))
- Liquidity risk (refer (b)(iii))
- Market risk (refer (b)(iv)).

20 Financial instruments (continued)

Refer (b)(i) for the derivative financial instruments used by the Group to manage its financial risks.

(i) Derivative financial instruments

The Group has the following derivative financial instruments in the following line items in the Statement of Financial Position:

	2025 NZ$000	2024 NZ$000
Current assets		
Interest rate derivatives	0	340
Total current derivative financial instrument assets	**0**	340
Non-current assets		
Interest rate derivatives	5,694	11,869
Total non-current derivative financial instrument assets	**5,694**	11,869
Current liabilities		
Interest rate derivatives	65	0
Foreign exchange derivatives	0	82
Total current derivative financial instrument liabilities	**65**	82
Non-current liabilities		
Interest rate derivatives	4,622	7,244
Total non-current derivative financial instrument liabilities	**4,622**	7,244

Policies	The Group uses derivative financial instruments to hedge its exposure to foreign exchange, commodity and interest rate risks arising from operational, financing and investment activities. In accordance with its Treasury Policy, the Group does not hold or issue derivative financial instruments for trading purposes. However, derivatives that do not qualify for hedge accounting are accounted for as trading instruments.
Policies (continued)	Derivative financial instruments qualifying for hedge accounting are classified as non-current if the maturity of the instrument is greater than 12 months from reporting date and current if the instrument matures within 12 months from reporting date. Derivatives accounted for as trading instruments are classified as current. Derivative financial instruments are recognised initially at fair value and transaction costs are expensed immediately. Subsequent to initial recognition, derivative financial instruments are stated at fair value. The gain or loss on remeasurement to fair value is recognised immediately in the income statement. However, where derivatives qualify for hedge accounting, recognition of any resultant gain or loss depends on the nature of the hedging relationship.
Fair values	The fair value of derivatives that are not traded in active markets (for example over-the-counter derivatives), are determined by using market accepted valuation techniques incorporating observable market data about conditions existing at each reporting date. The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable forward price curves. The fair value of forward exchange contracts is calculated as the present value of future cash flows based on quoted forward exchange rates at the reporting date. All financial instruments held by the Group and measured at fair value are classified as level 2 under the fair value measurement hierarchy (refer to note 2).

(ii) Credit risk

The Group recognises an allowance for expected credit losses (ECLs) for all financial assets. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

For advances to Equity Accounted Investees, which have not had a significant increase in credit risk since initial recognition, ECLs are calculated based on the probability of a default event occurring within the next 12 months. An industry-accepted probability of default is obtained annually from the Standard & Poor's Global Corporate Default Study for use in this calculation.

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead, recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for any significant known amounts that are not receivable.

20 Financial instruments (continued)

On that basis, the following table details loss allowance for trade receivables:

2025	Not past due	Past due 0-30 days	Past due 30-60 days	More than 60 days	Total
Expected loss rate (%)	0	0	0	4.16	**0.05**
Gross carrying amount – trade receivables (NZ$000)	51,283	12,940	1,088	722	**66,033**
Loss allowance on trade receivables (NZ$000)	**0**	**0**	**0**	**30**	**30**

Movements in the provision for impairment of financial assets are:

	2025 NZ$000	2024 NZ$000
Opening balance	196	228
Provision for trade receivables	(1)	(40)
Provision for advances to Equity Accounted Investees	(41)	8
Closing balance	**154**	196

Credit risk management policies	Counterparty credit risk is the risk of losses (realised or unrealised) arising from a counterparty failing to meet its contractual obligations. Financial instruments which potentially subject the Group to credit risk, principally consist of bank balances, trade receivables, advances to Equity Accounted Investees and derivative financial instruments. The Group only transacts in treasury activity (including investment, borrowing and derivative transactions) with Board approved counterparties. Unless otherwise approved by the Board, counterparties are required to be New Zealand registered banks with a Standard & Poor's credit rating of A or above. The Group continuously monitors the credit quality of the financial institutions that are counterparties and does not anticipate any non-performance. The Group adheres to a credit policy that requires each new customer to be analysed individually for creditworthiness before the Group's standard payment terms and conditions are offered. Customer payment performance is constantly monitored with customers not meeting creditworthiness being required to transact with the Group on cash terms. The Group generally does not require collateral.
Default	The Group considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as security (if any is held).
Write-off	The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof.
Concentration of credit risk	The only significant concentration of credit risk at reporting date relates to bank balances and advances to Equity Accounted Investees. The nature of the Group's business means that the top ten customers account for 62.4% of total Group revenue (2024: 62.1%). The Group is satisfied with the credit quality of these debtors and does not anticipate any non-performance.

(iii) Liquidity risk

The following table sets out the contractual cash outflows for all financial liabilities (including estimated interest payments) and derivatives:

2025	Statement of Financial Position NZ$000	Contractual cash flows NZ$000	6 Months or less NZ$000	6-12 Months NZ$000	1-2 Years NZ$000	2-5 Years NZ$000	More than 5 years NZ$000
Non-derivative financial liabilities							
Loans and borrowings	(467,884)	(489,768)	(374,052)	(2,605)	(5,092)	(107,791)	(228)
Lease liabilities	(55,109)	(107,112)	(1,880)	(1,874)	(3,745)	(11,199)	(88,414)
Trade and other payables	(18,281)	(18,281)	(18,281)	0	0	0	0
Total non-derivative financial liabilities	**(541,274)**	**(615,161)**	**(394,213)**	**(4,479)**	**(8,837)**	**(118,990)**	**(88,642)**
Derivatives							
Interest rate derivatives							
Cash flow hedges – outflow	(2,533)	(3,322)	(380)	(598)	(1,058)	(1,286)	0
Cash flow hedges – inflow	5,694	6,911	684	757	1,664	3,208	598
Fair value hedges – outflow	(2,154)	(2,334)	(267)	(189)	(497)	(1,381)	0
Total derivatives	**1,007**	**1,255**	**37**	**(30)**	**109**	**541**	**598**
Total	**(540,267)**	**(613,906)**	**(394,176)**	**(4,509)**	**(8,728)**	**(118,449)**	**(88,044)**

20 Financial instruments (continued)

2024	Statement of Financial Position NZ$000	Contractual cash flows NZ$000	6 Months or less NZ$000	6-12 Months NZ$000	1-2 Years NZ$000	2-5 Years NZ$000	More than 5 years NZ$000
Non-derivative financial liabilities							
Loans and borrowings	(462,962)	(491,688)	(274,586)	(2,827)	(104,927)	(109,348)	0
Lease liabilities	(56,140)	(110,852)	(1,880)	(1,880)	(3,750)	(11,201)	(92,141)
Trade and other payables	(14,223)	(14,223)	(14,223)	0	0	0	0
Contingent consideration	(28)	(39)	(39)	0	0	0	0
Total non-derivative financial liabilities	**(533,353)**	**(616,802)**	**(290,728)**	**(4,707)**	**(108,677)**	**(120,549)**	**(92,141)**
Derivatives							
Interest rate derivatives							
Cash flow hedges – outflow	(224)	(364)	0	0	0	(330)	(34)
Cash flow hedges – inflow	12,209	14,331	2,482	1,854	3,509	5,754	732
Fair value hedges – outflow	(7,020)	(8,056)	(1,510)	(1,285)	(1,840)	(3,421)	0
Foreign currency derivatives							
Cash flow hedges – outflow	(82)	(3,529)	(3,529)	0	0	0	0
Cash flow hedges – inflow	0	3,446	3,446	0	0	0	0
Total derivatives	**4,883**	**5,828**	**889**	**569**	**1,669**	**2,003**	**698**
Total	**(528,470)**	**(610,974)**	**(289,839)**	**(4,138)**	**(107,008)**	**(118,546)**	**(91,443)**

Liquidity and funding risk management policies	Liquidity risk is the risk that the Group will not be able to meet its financial obligations as and when they fall due. The Group's approach to managing liquidity risk is to ensure, as far as possible, that it will always have sufficient cash and borrowing facilities available to meet its liabilities when due, under both normal and adverse conditions. The Group's cash flow requirements and the utilisation of borrowing facilities are continuously monitored, and it is required that committed bank facilities are maintained at a minimum of 10% above maximum forecast usage. Funding risk is the risk that arises when either the size of borrowing facilities or the pricing thereof is not able to be replaced on similar terms, at the time of review with the Group's banks. To minimise funding risk, it is Board policy to spread the facilities' renewal dates and the maturity of individual loans. Where this is not possible, extensions to, or the replacement of, borrowing facilities are required to be arranged at least six months prior to each facility's expiry. The inflows/outflows disclosed in the above tables represent the contractual undiscounted cash flows relating to derivative financial liabilities held for risk management purposes and which are not usually closed out before contractual maturity. The disclosure shows net cash flow amounts for derivatives that are net cash-settled and gross cash inflow and outflow amounts for derivatives that have simultaneous gross cash settlement.

(iv) Market risk

Interest rate risk

At reporting date, the interest rate profile of the Group's interest-bearing financial assets/(liabilities) were:

	Carrying amount 2025 NZ$000	2024 NZ$000
Fixed rate instruments		
Lease liabilities	**(55,109)**	(56,140)
Fixed rate bonds	**(197,884)**	(192,962)
Total	**(252,993)**	(249,102)
Variable rate instruments		
Commercial papers	**(175,000)**	(170,000)
Standby Revolving Cash Advance Facility	**(95,000)**	(100,000)
Interest rate derivatives	**1,007**	4,965
Cash balances	**8,975**	18,728
Total	**(260,018)**	(246,307)

20 Financial instruments (continued)

Sensitivity analysis

Interest rate movements have been applied to the Group's variable rate debt to demonstrate the sensitivity to interest rate risk.

If, at reporting date, bank interest rates had been 100 basis points higher/lower, with all other variables held constant, the result would increase/(decrease) post tax profit or loss and the hedging reserve by the amounts shown below.

The effect on equity is the movement in the valuation of derivatives that are designated as cash flow hedges due to an increase or decrease in interest rates. All derivatives that are effective as at 30 June 2025 are assumed to remain effective until maturity. Therefore, any movements in these derivative valuations are taken to the cash flow hedge reserve within equity and they will reverse entirely by maturity date.

The analysis was performed on the same basis for 2024.

	Profit or loss 100 bp Increase NZ$000	Profit or loss 100 bp Decrease NZ$000	Cash flow hedge reserve 100 bp Increase NZ$000	Cash flow hedge reserve 100 bp Decrease NZ$000
Variable rate debt	(1,848)	1,870	0	0
Interest rate derivatives – paying fixed	1,332	(1,280)	8,272	(8,704)
Interest rate derivatives – paying floating	(720)	720	0	0
Total as at 30 June 2025	**(1,236)**	**1,310**	**8,272**	**(8,704)**
Variable rate debt	(1,800)	1,821	0	0
Interest rate derivatives – paying fixed	1,404	(1,352)	5,288	(5,563)
Interest rate derivatives – paying floating	(720)	720	0	0
Total as at 30 June 2024	**(1,116)**	**1,189**	**5,288**	**(5,563)**

Market risk management policies	Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk. The Group uses derivative financial instruments such as interest rate swaps and foreign currency options to hedge certain risk exposures. All derivative transactions are carried out within the guidelines set out in the Group's Treasury Policy which has been approved by the Board of Directors. Generally, the Group seeks to apply hedge accounting in order to manage volatility in the income statement.
Interest rate risk	Interest rate risk is the risk of financial loss, or impairment to cash flows in current or future periods, due to adverse movements in interest rates on borrowings or investments. The Group uses interest rate derivatives to manage its exposure to variable interest rate risk by converting variable rate debt to fixed rate debt. The Group's policy is to keep its exposure to borrowings at fixed rates of interest between parameters as set out in the Group's treasury policy.
Foreign exchange risk	Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the functional currency of the relevant Group entity. The risk is measured through a forecast of highly probable foreign currency expenditures. The risk is hedged with the objective of minimising the volatility of the NZD cost of highly probable forecast property, plant and equipment purchases. The Group's policy is to hedge between 0% and 50% of foreign exchange exposures for property, plant and equipment purchases following approval from the Board for the capital expenditure, and a minimum of 75% hedging is required at the time a supply contract is signed. The above limits apply to foreign currency imports of capital items exceeding NZD500,000.

20 Financial instruments (continued)

(v) Hedging activity

Cash flow hedges

The details of hedging instruments and hedged items for cash flow hedges are as follows:

			Carrying amount of hedging instrument		Carrying amount of hedged item		Change in fair value of outstanding hedging instruments	Change in fair value of hedged item used to determine hedge ineffectiveness	Hedge ineffectiveness recognised in profit or loss	Line item in profit or loss that includes hedge ineffectiveness
2025	Hedging instrument	Hedged item	Assets NZ$000	(Liabilities) NZ$000	Assets NZ$000	(Liabilities) NZ$000	NZ$000	NZ$000	NZ$000	
Cash flow hedge	Interest rate derivatives	Loans and borrowings	5,694	(4,687)	0	185,000	(8,737)	8,779	(127)	Finance expense
Cash flow hedge	Foreign exchange derivatives	Property, plant and equipment	0	0	0	0	82	(82)	0	Finance expense
Total			**5,694**	**(4,687)**	**0**	**185,000**	**(8,655)**	**8,697**	**(127)**	

			Carrying amount of hedging instrument		Carrying amount of hedged item		Change in fair value of outstanding hedging instruments	Change in fair value of hedged item used to determine hedge ineffectiveness	Hedge ineffectiveness recognised in profit or loss	Line item in profit or loss that includes hedge ineffectiveness
2024	Hedging instrument	Hedged item	Assets NZ$000	(Liabilities) NZ$000	Assets NZ$000	(Liabilities) NZ$000	NZ$000	NZ$000	NZ$000	
Cash flow hedge	Interest rate derivatives	Loans and borrowings	12,209	(224)	0	(195,000)	(3,405)	4,125	(7)	Finance expense
Cash flow hedge	Foreign exchange derivatives	Property, plant and equipment	0	(82)	0	0	(187)	128	(59)	Finance expense
Total			**12,209**	**(306)**	**0**	**(195,000)**	**(3,592)**	**4,253**	**(66)**	

Fair value hedges

The details of hedging instruments and hedged items for fair value hedges are as follows:

			Carrying amount of hedging instrument		Carrying amount of hedged item		Accumulated amount of fair value hedge adjustments on the hedged item included in the carrying amount of the hedged item		Change in fair value of outstanding hedging instruments	Change in fair value of hedged item used to determine hedge ineffective-ness	Hedge ineffective-ness recognised in profit or loss	Line item in profit or loss that includes hedge ineffective-ness
2025	Hedging Instrument	Hedged Item	Assets NZ$000	(Liabilities) NZ$000	Assets NZ$000	(Liabilities) NZ$000	Assets NZ$000	(Liabilities) NZ$000	NZ$000	NZ$000	NZ$000	
Fair value hedge	Interest rate derivatives	Loans and borrowings	0	(2,154)	0	(97,884)	2,116	0	4,866	(4,922)	(56)	Finance expense

			Carrying amount of hedging instrument		Carrying amount of hedged item		Accumulated amount of fair value hedge adjustments on the hedged item included in the carrying amount of the hedged item		Change in fair value of outstanding hedging instruments	Change in fair value of hedged item used to determine hedge ineffective-ness	Hedge ineffective-ness recognised in profit or loss	Line item in profit or loss that includes hedge ineffective-ness
2024	Hedging Instrument	Hedged Item	Assets NZ$000	(Liabilities) NZ$000	Assets NZ$000	(Liabilities) NZ$000	Assets NZ$000	(Liabilities) NZ$000	NZ$000	NZ$000	NZ$000	
Fair value hedge	Interest rate derivatives	Loans and borrowings	0	(7,020)	0	(92,962)	7,038	0	2,098	(2,187)	(89)	Finance expense

The accumulated amount of fair value hedge adjustments remaining in the balance sheet for any hedged items that have ceased to be adjusted for hedging gains and losses is $nil (30 June 2024: $nil).

20 Financial instruments (continued)

Profile of timing

The following table sets out the profile of timing of the notional amount of the hedging instrument:

	Maturity				
2025	Less than 12 months	1-4 Years	4-7 Years	More than 7 years	**Total**
Interest rate derivatives					
Notional amount – fixed (NZ$000)	45,000	140,000	205,000	20,000	**410,000**
Average fixed rate (%)	2.96	3.29	3.70	4.15	**3.30**
Notional amount – variable (NZ$000)	0	100,000	0	0	**100,000**
Average variable rate (%)	4.01	4.47	0	0	**4.34**

	Maturity				
2024	Less than 12 months	1-4 Years	4-7 Years	More than 7 years	**Total**
Interest rate derivatives					
Notional amount – fixed (NZ$000)	90,000	120,000	175,000	0	**385,000**
Average fixed rate (%)	2.91	2.81	3.31	0	**2.93**
Notional amount – variable (NZ$000)	0	0	100,000	0	**100,000**
Average variable rate (%)	6.35	5.23	4.95	0	**5.46**
Foreign exchange derivatives					
Notional amount (EUR$000)	1,957	0	0	0	**1,957**
Average EUR:NZD forward contract rate	0.55	0	0	0	**0.55**

Hedging reserves

The details of movements within the hedging reserve are as follows:

	2025 NZ$000	2024 NZ$000
Opening balance	**8,764**	11,509
Fair value gains included in OCI	**(4,385)**	816
Reclassified to income statement – included in finance expenses	**(4,229)**	(4,325)
Movement in hedging reserve of Equity Accounted Investees	**(248)**	(218)
Tax impact (refer to note 8)	**2,413**	982
Closing balance	**2,315**	8,764

Hedge effectiveness

Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument.

For hedges of foreign currency purchases, the Group enters into hedge relationships where the critical terms of the hedging instrument match exactly with the terms of the hedged item. The Group therefore performs a qualitative assessment of effectiveness. If changes in circumstances affect the terms of the hedged item such that the critical terms no longer match exactly with the critical terms of the hedging instrument, the Group uses the hypothetical derivative method to assess effectiveness.

In hedges of foreign currency purchases, ineffectiveness may arise if the timing of the forecast transaction changes from what was originally estimated, or if there are changes in the credit risk of the Group or the derivative counterparty.

The Group enters into interest rate swaps that have similar critical terms as the hedged item, such as reference rate, reset dates, payment dates, maturities and notional amount. The Group does not hedge 100% of its loans, therefore the hedged item is identified as a proportion of the outstanding loans up to the notional amount of the swaps. As all critical terms matched during the year, there is an economic relationship.

20 Financial instruments (continued)

Hedge effectiveness (continued)	Hedge ineffectiveness for interest rate swaps is assessed using the same principles as for hedges of foreign currency purchases. It may occur due to: • the credit value/debit value adjustment on the interest rate swaps which is not matched by the loan; • differences in critical terms between the interest rate swaps and loans; and • drawn liabilities that fall below the hedging amount, causing the hedge ratio to exceed 100%.
Cash flow hedges	The Group manages its interest rate risk and foreign exchange risk by designating cash flow hedges. The Group's policy of ensuring a certain level of its interest rate risk exposure is at a fixed rate, is achieved partly by entering into fixed-rate instruments and partly by borrowing at a floating rate and using interest rate swaps as hedges of the variability in cash flows attributable to movements in interest rates. The Group uses foreign exchange forwards to hedge its foreign exchange risk exposure in respect of highly probable forecast transactions. The Group designates the forward rates of foreign currency forwards in hedge relationships. The Group applies a hedge ratio of 1:1. Changes in the fair value of the derivative hedging instrument designated as a cash flow hedge are recognised directly in the cash flow hedge reserve to the extent that the hedge is effective. To the extent that the hedge is ineffective, changes in fair value are recognised in the income statement. The effective portion of changes in fair value of hedging instruments is accumulated in the cash flow hedge reserve as a separate component of equity. Amounts accumulated in equity are reclassified in the periods when the hedged item affects profit or loss, as follows: • Where the hedged item subsequently results in the recognition of a non-financial asset (such as property, plant and equipment), the deferred hedging gains and losses, if any, are included within the initial cost of the asset. The deferred amounts are ultimately recognised in profit or loss as the hedged item affects profit or loss (e.g. through depreciation). • The gain or loss relating to the effective portion of the interest rate swaps hedging variable rate borrowings is recognised in profit or loss within finance cost at the same time as the interest expense on the hedged borrowings. If the hedging instrument no longer meets the criteria for hedge accounting, expires, or is sold, terminated or exercised, then hedge accounting is discontinued prospectively. The cumulative gain or loss previously recognised in the hedging reserve remains there until the highly probable forecast transaction, upon which the hedging was based, occurs. When the hedged item is a non-financial asset, the amount recognised in the hedging reserve is transferred to the carrying amount of the asset when it is recognised. In other cases, the amount recognised in the hedging reserve is transferred to the income statement in the same period that the hedged item affects the income statement.
Fair value hedges	The Group designates as fair value hedges derivative financial instruments on fixed rate debt where the fair value of the debt changes as a result of changes in interest rates. The carrying amount of the hedged items are adjusted for gains and losses attributable to the risk being hedged. The hedging instruments are also measured to fair value. The Group applies a hedge ratio of 1:1. Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in the income statement, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk. The gain or loss relating to the effective portion of interest rate swaps hedging fixed rate borrowings is recognised in profit or loss within finance expenses, together with changes in the fair value of the hedged fixed rate borrowings attributable to interest rate risk. If the hedge no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest method is used is amortised to profit or loss over the period to maturity using a recalculated effective interest rate.

21 Trade and other payables

	2025 NZ$000	2024 NZ$000
Accounts payable	**17,775**	13,944
Accrued employee benefit liabilities	**9,288**	8,150
Accruals	**20,126**	17,797
Payables due to Equity Accounted Investees and related parties	**506**	279
Total trade and other payables	**47,695**	40,170

Policies	Trade and other payables are initially measured at fair value and subsequently measured at amortised cost.
Fair values	The nominal value of trade and other payables are assumed to approximate their fair values due to their short-term nature.

22 Related party transactions

Related party transactions with related parties:

	2025 NZ$000	2024 NZ$000
Transactions with Equity Accounted Investees		
Services provided to Port of Tauranga Limited	**(5,511)**	(3,244)
Services provided by Port of Tauranga Limited	**6,806**	7,561
Accounts receivable by Port of Tauranga Limited	**151**	1,187
Accounts payable by Port of Tauranga Limited	**(351)**	(90)
Advances by Port of Tauranga Limited	**41,089**	1,400
Services provided to Quality Marshalling (Mount Maunganui) Limited	**(1)**	(1)
Services provided by Quality Marshalling (Mount Maunganui) Limited	**1,335**	1,007
Accounts receivable by Quality Marshalling (Mount Maunganui) Limited	**141**	72
Services provided to Timaru Container Terminal Limited	**(3,695)**	(3,893)
Services provided by Timaru Container Terminal Limited	**309**	635
Accounts receivable by Timaru Container Terminal Limited	**46**	19
Accounts payable by Timaru Container Terminal Limited	**(240)**	(188)
Transactions with Directors and Members of the Executive Leadership Team		
Directors' fees recognised during the period	**1,018**	922
Executive officers' salaries and other employee benefits (cash settled) recognised during the period	**5,137**	3,971
Executive officers' share-based payments (equity settled) recognised during the period	**1,311**	129

Related parties	Related parties of the Group include the Joint Ventures disclosed in note 14 and the Controlling Entity (Quayside Securities Limited) or Ultimate Controlling Party (Bay of Plenty Regional Council). Quayside Securities Limited owns 54.14% (2024: 54.14%) of the ordinary shares in Port of Tauranga Limited. Quayside Securities Limited is beneficially owned by Bay of Plenty Regional Council. Transactions with the Ultimate Controlling Party during the period include services provided to Port of Tauranga Limited, $0.236 million (2024: $0.119 million). In March 2013, the Ultimate Controlling Party granted Port of Tauranga Limited a resource consent to widen and deepen the shipping channels. As a condition of this consent, an environmental bond to the value of $1.000 million is to be held in escrow in favour of the Ultimate Controlling Party. The bond is to ensure the remedy of any unforeseen adverse effects on the environment arising from the dredging. The resource consent expires on 6 June 2027. No related party debts have been written off, forgiven or provided for as doubtful during the year.

22 Related party transactions (continued)

Advances to Equity Accounted Investees

The Parent Company makes advances to Equity Accounted Investees for short- to medium-term funding purposes.

Advances to Equity Accounted Investees are as follows:

- PortConnect Limited
  - Loan amount: $1.400 million
  - Loan maturity: repayable on demand
  - Average interest rate: 4.195% (2024: 6.550%).
- Northport Group Limited
  - Loan amount: $39.689 million
  - Loan maturity: 26 June 2027
  - Average interest rate: 6.090% (2024: nil).

Total expected credit losses against these advances total $0.124 million.

Transactions with Directors and members of the Executive Leadership Team

During the year, the Group entered into transactions with companies in which Group Directors hold directorships. Any transactions undertaken with these entities have been entered into on an arm's-length commercial basis, without special privileges. These directorships have not resulted in Directors and Members of the Executive Leadership Team having a significant influence over the operations, policies, or key decisions of these companies. The Board of Directors have established protocols for identifying and addressing any conflicts of interest Directors may have.

The Group does not provide any non-cash benefits to Directors in addition to their Directors' fees.

All members of the Parent Company's Executive Leadership Team participate in Management Long Term Incentive Plans and may receive cash or non-cash benefits as a result of these plans (refer to note 23).

23 Management Long Term Incentive Plan

Policy

The Group provides benefits to the Parent Company's Executive Management Team in the form of share-based payment transactions, whereby executives render services in exchange for rights over shares (equity settled transactions) or cash settlements based on the price of the Parent Company's shares (cash settled transactions). The cost of the transactions is spread over the period in which the employees provide services and become entitled to the awards.

Equity settled transactions

The cost of the equity settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted. The cost of equity settled transactions is recognised in the income statement, together with a corresponding increase in the share-based payment reserve in equity.

Management Long Term Incentive Plan – equity settled

Members of the Parent Company's executive management team participate in an equity settled Long Term Incentive (LTI) Plan. Under this LTI Plan, share rights are issued and have a three-year vesting period.

The vesting of share rights, which entitles the executive to the receipt of one Port of Tauranga Limited ordinary share at nil cost, is subject to the executive remaining employed by Port of Tauranga Limited during the vesting period and the achievement of certain earnings per share (EPS) and total shareholder return (TSR) targets.

For EPS share rights granted, the proportion of share rights that vests depend on the Group achieving EPS growth targets.

For TSR share rights granted, the proportion of share rights that vests depend on the Groups TSR performance ranking relative to the NZX50 index less Australian listed stocks.

To the extent that performance hurdles are not met or executives leave Port of Tauranga Limited prior to vesting, the share rights are forfeited.

The share-based payment expense relating to the LTI Plan for the year ended 30 June 2025 is $0.767 million (2024: $0.171 million) with a corresponding increase in the share-based payments reserve (refer to note 17).

Number of share rights issued to executives:

Grant date	Scheme end date	Right type	Balance at 30 June 2024	Granted during the year	Vested during the year	Forfeited during the year	Balance at 30 June 2025
1 July 2021	30 June 2024	EPS	79,203	0	(1,038)	(78,165)	**0**
1 July 2021	30 June 2024	TSR	66,003	0	0	(66,003)	**0**
1 July 2022	30 June 2025	EPS	100,972	0	0	0	**100,972**
1 July 2022	30 June 2025	TSR	84,143	0	0	0	**84,143**
1 July 2023	30 June 2026	EPS	108,216	0	0	0	**108,216**
1 July 2023	30 June 2026	TSR	90,047	0	0	0	**90,047**
1 July 2024	30 June 2027	EPS	0	153,142	0	0	**153,142**
1 July 2024	30 June 2027	TSR	0	127,619	0	0	**127,619**
Total LTI Plan			528,584	280,761	(1,038)	(144,168)	664,139

23 Management Long Term Incentive Plan (continued)

Fair value of share rights granted

Share rights are valued as zero cost in-substance options at the day at which they are granted, using the Black-Scholes-Merton model. The following table lists the key inputs into the valuation:

Grant date	Scheme end date	Right type	Grant date share price $	Risk free interest rate %	Expected volatility of share price %	Valuation per share right $
1 July 2022	30 June 2025	EPS	6.17	4.24	27.2	6.09
1 July 2022	30 June 2025	TSR	6.17	4.24	27.2	2.92
1 July 2023	30 June 2026	EPS	6.21	5.57	20.3	5.51
1 July 2023	30 June 2026	TSR	6.21	5.57	20.3	2.93
1 July 2024	30 June 2027	EPS	4.75	3.83	21.93	5.41
1 July 2024	30 June 2027	TSR	4.75	3.83	21.93	2.91

PAYE liability

Upon vesting of share rights, the Parent Company funds the PAYE liability and issues the net amount of shares to executives.

24 Subsequent events

Final and special dividend

A final dividend of 9.7 cents per share to a total of $65.986 million has been approved subsequent to reporting date. The final dividend was not approved until after year end, therefore it has not been accrued in the current year financial statements.

Fast-track application

A judicial review of Port of Tauranga's Fast-track application for the Stella Passage development has been upheld. In its decision on 27 August 2025, the High Court has determined that the Environmental Protection Authority should not have accepted the Fast-track application, as the project was not as described in schedule 2 of the legislation.

The Fast-track Panel that was due to commence on 1 September, has been put on hold pending further direction from the Court.

Management is working with the Government and Ministry for Environment officials to act quickly and rectify the wording in the Fast-track legislation to resolve the situation.

The Group will continue to monitor the situation and in the unlikely event that approval is not obtained, the amount capitalised to Property, Plant and Equipment Work in Progress of $13.900 million would be impaired through profit and loss.

Committed to effective governance

The Board of Directors ("the Board") and the senior management team of Port of Tauranga Limited ("the Port") believe good corporate governance is essential to the creation, protection and enhancement of shareholder value.

The Board is committed to ensuring the company meets best practice governance principles and maintains the highest ethical standards in serving the interests of Port of Tauranga stakeholders, including shareholders, employees, customers and the wider community.

The Board is responsible for setting the company's strategic direction, providing oversight of its management and directing business strategy, with the aim of increasing shareholder value. A planned programme of meetings and strategy days gives the Board the opportunity to share thoughts and challenge the management team on business direction and strategy execution. The Board examines how long-term value drivers are being managed, including investment in assets, building engagement with employees, iwi and the community, satisfying customers, enhancing environmental performance, and protecting and building the company's reputation.

The company's corporate governance practices adhere to the NZX Main Board Listing Rules (NZX Rules) and guidance, including the NZX Corporate Governance Code (updated April 2023). The Board regularly reviews and assesses the company's governance structures, processes and policies to ensure they are consistent with best practice.

The Board's policies and charters are available on the governance page of the investors section of the company website: www.port-tauranga.co.nz/investors/governance.

This statement was approved by the Board on 28 August 2025.

Board composition, performance and committees

The Board has the ultimate responsibility for all decision making within the company. The roles and responsibilities are set out in the Board Charter, which is available on the company website: www.port-tauranga.co.nz/investors/governance.

The Board meets its responsibilities by meeting regularly to receive reports and plans from management and through its annual work programme. The Board undertakes "deep dives" into key issues and uses committees to address those areas that require detailed consideration by Directors with specialist knowledge and experience. The Board retains ultimate responsibility for the functions of its committees and determines their responsibilities.

Delegated authorities establish the responsibilities devolved to management and those retained by the Board. The delegated authorities are subject to review and approval by the Board annually. The Chief Executive has responsibility for the proper exercise of and compliance with the delegation policies.

Director nominations and appointments

The Board seeks to appoint Directors with a range of skills, perspectives, knowledge, competencies and experiences.

The Nomination Committee assists the Board to review Board composition, performance and succession planning by identifying, evaluating and recommending candidates.

When considering an appointment, the committee undertakes a thorough check of the candidate and their background. Shareholders are notified and provided with all material information that is relevant to the decision on whether to elect or re-elect a Director.

A Director Tenure and Reappointment Policy applies to Board Directors other than those appointed by Quayside Holdings. The Chair facilitates a formal process to determine the support or otherwise for Directors who offer themselves for re-election. The policy establishes a nine-year or three-term tenure for non-executive Directors, unless the Board and shareholders support a further term.

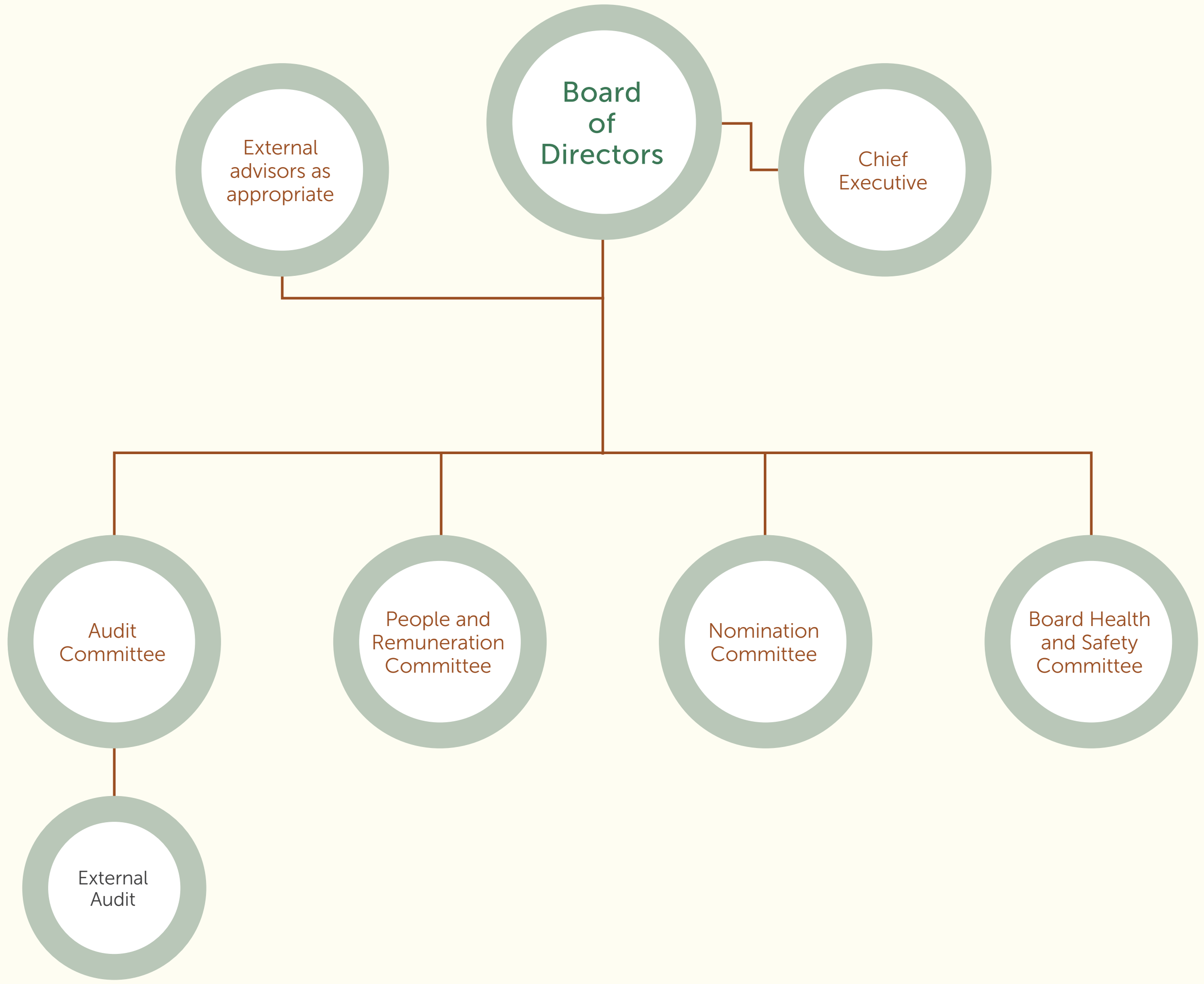
Composition/independence

The Board comprises seven Directors, five of whom are independent including the Board Chair. Due to managing Director succession, there may be periods when the Board comprises eight members as a transitional arrangement.

Director profiles are provided in the 2025 Integrated Annual Report and on the company website: www.port-tauranga.co.nz/about-port-of-tauranga/board-of-directors/. The profiles list the year of appointment, skills, experience and background of each Director, as well as their current Board appointments.

The positions of Chair of the Board and Chair of the Audit Committee are held by independent Directors. These two roles, and the role of Chief Executive, are all held by different individuals. The Chair has been assessed as independent by the Board. Directors' current length of tenure is:

	0-3 years	4-6 years	7-9 years	9+ years
Number of Directors	3	0	2	2



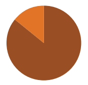
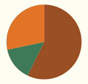
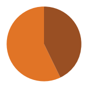
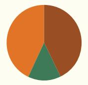
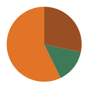
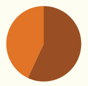
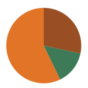
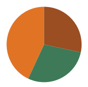
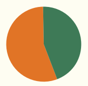
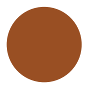
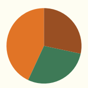
Skills and experience

Our Board is diverse, and Directors bring a wide range of skills and experience to the table to the benefit of the company.

The Board has determined that, to operate effectively and meet its responsibilities, it requires competencies in disciplines including governance, executive leadership, financial, sector experience, customer management, regulatory compliance, large capital project investment, risk management, iwi, government and stakeholder relations, technology and digital, broad commercial acumen and sustainability.

The Board comprises five independent and two non-independent Directors (appointed by Quayside Holdings). While the Board has no direct control over the appointments of the non-independent Directors, it provides the skills matrix to the shareholder and highlights the preferred skill sets.

The Board regularly reviews the Board's skills matrix. The most recent review undertaken was in June 2025.

Skill	Combined Board
Governance – experience including publicly listed companies	
Executive leadership – proven operating experience as a CEO or member of senior leadership team of a large and complex relevant business	
Financial – accountancy/finance qualification or similar experience	
Sector experience – in port/shipping/supply chain/transport	
Customer management – understanding of global importing/exporting dynamics	
Regulatory compliance – including experience with H&S, RMA and FMA requirements	
Large capital project investment – understanding of contract management	
Risk management – ability to identify business risks and risk mitigation strategies	
Iwi, government and stakeholder liaison – ability to assist the CEO engaging with stakeholders and government officials (including key politicians)	
Technology and digital	
Broad commercial acumen	
Sustainability	

Substantial experience Moderate experience Some experience

Diversity

The Board is committed to providing a workplace that recognises and values different skills, abilities, genders, ages, beliefs, ethnicities, and experiences. The Board is committed to creating an inclusive workplace where all employees feel included and valued, and to providing equal employment opportunities, with all appointments merit-based.

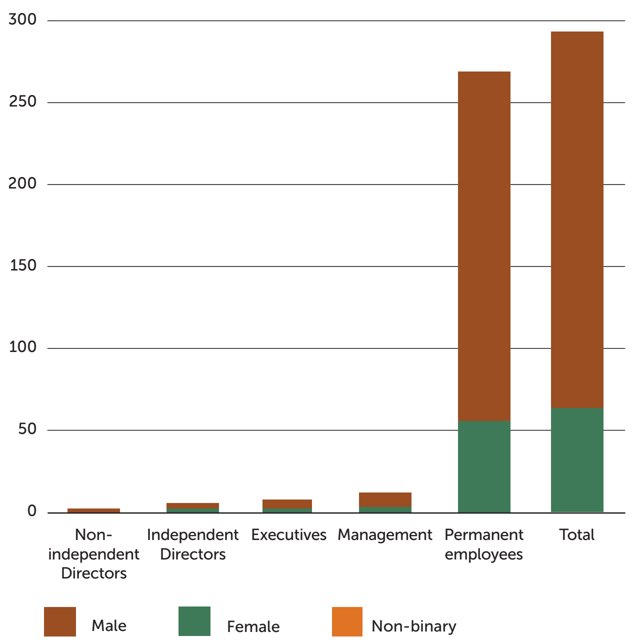
Port of Tauranga's Diversity and Inclusion Policy applies to the Board, management and all employees and sets out the philosophy, roles, processes, and initiatives for measuring progress towards achieving the objectives of the policy. The People and Remuneration Committee oversees diversity and inclusion at Port of Tauranga.

Port of Tauranga is yet to reach the gender diversity targets set by the Board. The organisation's progress is set out on the table below. The numbers relate to Port of Tauranga's permanent employees, and do not include casual employees, contractors or consultants.

The company's objective is to target a minimum of 40% females and 40% males holding Director, senior management and manager level positions. In 2025, the company had 24% females and 76% males holding these positions.

The Board and management are actively working towards closing any gaps in skills and diversity objectives.

Diversity by gender as at 30 June 2025



	As at 30 June 2025						As at 30 June 2024			
	No. of female	Female %	No. of male	Male %	No. of non-binary	Non-binary %	No. of female	Female %	No. of male	Male %
Non-independent Directors*	0	0	2	100	0	0	0	0	2	100
Independent Directors	2	40	3	60	0	0	2	40	3	60
Executives/senior management	2	29	5	71	0	0	2	29	5	71
Management	3	27	8	73	0	0	2	20	8	80
Permanent employees	57	21	212	79	0	0	51	19	211	81
Total	64	23	230	77	0	0	57	22	229	78

** Directors appointed by Quayside Holdings.*

Director training

Port of Tauranga supports the ongoing development of the Board. Copies of all relevant company documents are provided to Directors and new Directors are familiarised with the industry and company operations.

Directors visit Port operations and make safety-related inspections, and work in conjunction with the Port of Tauranga health and safety team to align these assessments with critical risks and ensure engagement with employees.

Performance

The Board monitors its effectiveness in carrying out its functions and responsibilities and uses external facilitators to review knowledge and performance.

Committees

Committees support the Board by providing input and detail on specific matters and by having subject matter experts provide specialist advice.

As at 30 June 2025, there were four committees – Audit, People and Remuneration, Nomination and Board Health and Safety. Committees operate under respective charters approved by the Board, and each Committee's proceedings are reported back to the Board.

The Chief Executive, Chief Financial Officer and other senior managers regularly attend Board meetings, as well as committee meetings by invitation.

Audit Committee

Chair: *Alastair Lawrence (resigned 31 August 2024)*
Sir Robert McLeod KNZM (appointed 1 July 2024)

Committee members: *Alison Andrew, Brodie Stevens, Fraser Whineray. Ex-officio: Julia Hoare*

The Audit Committee assists the Board in fulfilling its responsibilities on the financial reporting process, the internal controls and management of financial risks, and the audit process (including assurance on regulatory requirements such as Climate-related Disclosures). The committee provides an independent reporting line for the Chief Financial Officer and external auditors (together or separately) as the Chair of the Audit Committee considers appropriate.

The Audit Committee Charter requires that the committee should be of sufficient size, independence and technical expertise to discharge its mandate effectively. The Chair is appointed by the Board and is not the Chair of the Board. The committee is compliant with the other obligations imposed by NZX Rules.

The Chief Executive and Chief Financial Officer attend the committee's meetings.

People and Remuneration Committee

Chair: *Alison Andrew*

Committee members: *Dean Bracewell, Julia Hoare, Doug Leeder*

The People and Remuneration Committee oversees remuneration policies and practices, executive remuneration packages, diversity and inclusion progress and succession planning. The committee approves performance criteria for the Chief Executive and recommends to the Board incentive payments or other adjustments. The committee also reviews Board remuneration, which is subject to Board and shareholder approval.

The committee engages independent, external experts to provide benchmarking to an agreed comparison group when reviewing both Director fees and executive remuneration.

The committee comprises at least three members, each of whom are non-executive and independent of management. The committee is compliant with these requirements.

The Chief Executive and General Manager Corporate Services attend the committee's meetings.

Nomination Committee

Chair: *Julia Hoare*

Committee members (full Board): *Alison Andrew, Dean Bracewell, Alastair Lawrence (resigned 31 August 2024), Doug Leeder, Sir Robert McLeod KNZM (appointed 1 July 2024), Brodie Stevens, Fraser Whineray*

The Nomination Committee reviews Board composition, performance and Director succession planning.

The Nomination Committee also develops the appropriate process for evaluating the performance of the Board, its committees and the Chair. It makes determinations on an ongoing basis on the independence status of all Directors in accordance with NZX Rules and ensures letters of engagement are in place.

The Chief Financial Officer attends the committee's meetings.

Board Health and Safety Committee

Chair: *Dean Bracewell*

Committee members: *Julia Hoare, Brodie Stevens*

The Board Health and Safety Committee was established in July 2023 to assist the Board in gaining an in-depth understanding of the organisation's health and safety management systems, risk profiles and practices. The committee meets quarterly and reviews strategic health and safety initiatives, improvement plan advancement, as well as deep dives into critical risk management followed by in-field assurance reviews. This allows the committee to evaluate key objectives and related action plans, assess risk control effectiveness, and experience workplace culture through worker engagement.

The Chief Executive and the General Manager Health and Safety attend the committee's meetings.

Meetings attendance

Director	Board	Audit	People and Remuneration	Nomination	Board Health and Safety
Ms A M Andrew	7	4	6	1	
Mr D J Bracewell	7	2	6	1	5
Ms J C Hoare	7	4	6	1	5
Mr A R Lawrence*	2	3			
Mr D W Leeder	7		6	1	
Sir Robert McLeod KNZM**	7	3		1	
Mr F S Whineray	7	3		1	
Mr J B Stevens	7	4		1	5
Total meetings held	**7**	**4**	**6**	**1**	**5**

** Resigned 31 August 2024.*

*** Resigned 31 October 2023 and reappointed 1 July 2024.*

Note:

– The above table covers the period of the financial year from 1 July 2024, through to 30 June 2025.

– Mr Campbell as a Future Director is not included in the above data.

Ethical behaviour

Code of Ethics

The Code of Ethics outlines the ethical and behavioural standards expected of Directors, senior management and employees in relation to conduct, conflicts, proper use of assets and information.

The Code of Ethics is included in the Director induction and Directors are required to confirm that it has been read and understood.

The Whistleblowing Policy sets out the procedure for reporting concerns regarding a breach of the Code of Ethics, or any other serious wrongdoing within the company.

The Board has an Insider Trading Policy which sets out the procedures that must be followed by Directors, executives and any other employees with inside information when purchasing or selling company securities. The fundamental rule is that insider trading is prohibited at all times. The requirements of the policy are separate from, and in addition to, the legal prohibitions on insider trading in New Zealand.

It is not a requirement of appointment that Directors own shares in the company. However, Directors are encouraged to do so. Directors' and executives' ownership interests are disclosed below.

The Code of Ethics, Whistleblowing Policy and Insider Trading Policy are available on the company website: www.port-tauranga.co.nz/investors/governance.

Interests' register

The matters set out below were recorded in the interests register of the company during the financial year.

General notice of interest by Directors

As at 30 June 2025:

Director	Interest	Entity
Alison Moira Andrew	Director (Independent) (from 11 June 2025)	Tilt Renewables Pty Ltd
Dean John Bracewell	Chair	Property for Industry Limited
	Director	Air NZ Limited
	Director	Halberg Trust
	Director (from 26 June 2025)	Northport Group Limited
	Director/Shareholder	Ara Street Investments Limited
	Director/Shareholder	Dean Bracewell Limited
	Shareholder	Freightways Limited
Julia Cecile Hoare	Chair (Director to 17 October 2024, then designation changed to Chair)	Auckland International Airport Limited
	Chair (Director to 20 August 2024, then designation changed to Chair)	Northport Limited
	Chair (from 26 June 2025)	Northport Group Limited
	Director (to 31 August 2024)	Comvita Limited
	Director	Meridian Energy Limited
	Director	Port of Tauranga Trustee Company Limited
	Director	PrimePort Timaru Limited
	Member	Chapter Zero New Zealand Steering Committee
Alastair Roderick Lawrence (retired 31 August 2024)	Chair	Brittain Wynyard Limited
	Director/Shareholder	Antipodes Properties Limited
	Director/Shareholder	Antipodes Ventures Limited
	Director/Shareholder	CBS Advisory Limited
	Director/Shareholder	Olrig Limited
	Director/Shareholder	Retail Dimension Limited
	Trustee	JAB Hellaby Trust
Douglas William Leeder	Chair	Bay of Plenty Regional Council
Sir Robert Arnold McLeod KNZM (appointed 1 July 2024)	Chair	Nati Growth Limited (formerly Ngāti Porou Holding Company Limited)
	Chair	Sanford Group
	Director	China Construction Bank (New Zealand) Limited
	Director (from 19 February 2025)	Clime Asset Management Limited
	Director	Nati Properties Limited
	Director (from 13 August 2024)	Ngati Porou Berries Limited
	Director (from 13 August 2024)	Ngati Porou Fisheries Limited
	Director (from 13 August 2024)	Ngati Porou Manuka Limited
	Director (from 13 August 2024)	Ngati Porou Seafoods Limited
	Director (from 13 August 2024)	Pakihiroa Farms Limited
	Director	Point 76 Limited
	Director	Point Guard Limited
	Director	Point Seventy Limited
	Director	Singita Holdings Limited
	Director (from 13 August 2024)	Porou Miere Limited
	Director	Sanford LTI Limited
	Director	Singita Investments Limited
	Director	Singita Properties Limited
	Director	VCFA NZ Limited
John Brodie Stevens	Director (to 31 May 2025)	Chatham Island Shipping Limited
	Director (from 16 July 2024)	Eastland Airport Limited
	Director (from 16 July 2024)	Eastland Infrastructure Limited
	Director (from 16 July 2024)	Eastland Investment Properties Limited
	Director (from 16 July 2024)	Eastland Port Limited
	Director (from 1 February 2025)	Fliway Group Limited
	Director (from 14 November 2024)	NZ Post Limited
	Director (from 9 May 2025)	PrimePort Timaru Limited
	Chair and Trustee (Chair from 13 November 2024)	Maritime Retirement Scheme
	Director and Trustee (from 23 July 2024)	Maritime Retirement Scheme Nominees Limited
	Trustee	Maritime KiwiSaver Scheme
Fraser Scott Whineray	Director (Independent)	AgriZero, Centre for Climate Action
	Director	Quayside Holdings
	Director	Waste Management NZ Limited (owned by Igneos, private equity)
	Shareholder (appointed Executive Chair from 22 July 2024, and changed to Shareholder from 19 May 2025)	Jarden Group
	Visiting Fellow	Judge Business School, University of Cambridge
	Trustee	St Cuthbert's College

Directors' loans

There were no loans by the company to Directors.

Directors' insurance

The company has arranged policies of Directors' liability insurance which, together with a Deed of Indemnity, ensures that generally Directors will incur no monetary loss as a result of actions undertaken by them as Directors. Certain actions are specifically excluded, such as the incurring of penalties imposed as a result of breaches of the law.

Supplier Code of Conduct

Companies operating at Port of Tauranga are expected to abide by all relevant legislation and regulations, including the Health and Safety at Work Act. Policies, procedures and operating rules are listed on the company website.

In addition, suppliers and subcontractors are required to meet the expectations outlined in the Supplier Code of Conduct regarding their social, environmental and ethical business practices. The code addresses business integrity, health and safety, labour and human rights, protection of the environment and sustainability.

Reporting and disclosure

Port of Tauranga is committed to promoting investor confidence and trust by providing robust, accurate and complete information in a timely and open manner, in accordance with NZX Rules. This commitment is supported by a Continuous Disclosure and Communications Policy, available on the company website: www.port-tauranga.co.nz/investors/governance.

The company's Chief Financial Officer and Company Secretary is responsible for ensuring the timely release of information to the market. Port of Tauranga Limited undertakes to notify the market immediately through the NZX of any material information and abide by any NZX guidance as to whether a trading halt may be required.

Directors formally consider at each Board meeting whether there is relevant material information that should be disclosed to the market. All employees of Port of Tauranga Limited are responsible for reporting immediately to the Chief Executive and Chief Financial Officer any information that is, or is likely to be, material.

Any announcements are published on Port of Tauranga's website (www.port-tauranga.co.nz) and disseminated through broadcast emails and media releases.

Port of Tauranga has a proactive investor relations programme involving twice-yearly briefing sessions for analysts and investors to provide background to previously disclosed information. Investors are also able to tour the port following the Annual Meeting each year, or during the public port tours held in January and July.

Comprehensive financial and non-financial disclosures are published in the company's Integrated Annual Report, including Port of Tauranga's material exposure to environmental, economic, and social sustainability risks and other key risks. Shareholders can elect to receive an electronic or hard copy of Port of Tauranga's Integrated Annual Report. The company encourages investors to support its commitment to the environment by opting for electronic communications.

The company describes its carbon emissions profile in a greenhouse gas inventory report, which is audited externally. Highlights from this report are disclosed in the company's Integrated Annual Report and Climate-related Disclosures Report.

Risk management

The Board and senior management recognise risk management as an integral part of good management practice and an essential component of good governance. Risk management adds value to the operations of the company by identifying and mitigating events and threats that would otherwise impede the achievement of our objectives and/or the continued effectiveness of the company's service to customers and communities.

The company's Enterprise Risk Policy:

- Establishes enterprise-wide commitment and responsibility for risk management
- Promotes a risk-aware culture where all employees understand and proactively manage risks to achieve corporate objectives, protect people, assets and the environment and to ensure the Port has sustainable financial earnings
- Establishes a systematic and structured approach to integrate risk management into all of the Port's activities, including governance, decision-making and reporting.

The company's comprehensive risk management programme comprises a series of processes and guidelines that enable it to identify, assess, monitor and manage business risk. The programme is overseen by the Board and includes monitoring the company's compliance with laws and regulations and a robust IT risk assessment process which includes penetration testing and cyber monitoring. The risk management programme is supported by:

- A robust risk governance framework
- A strong and experienced management team
- A risk identification framework and tools, including a company risk register
- An annual external specialist risk advisor review and support
- Adequate external insurance cover, reviewed annually
- Internal audit practices.

The Board considers the identification, understanding and control of core risks to be a whole-of-Board function. As such, it is not delegated to the Audit Committee but regularly reviewed by all Directors.

Regular reviews are designed to establish an integrated and forward-looking perspective of the company's risk landscape including the internal and external environment, changes in likelihood and consequence ratings, and the business unit risk profiles. Both specific risks and any broader linkages are considered.

The Chief Executive is responsible for promoting proactive risk management, reporting to the Board, and managing any changes to the rating of the enterprise risk. The Chief Financial Officer is responsible for providing and management of the risk framework.

The significant risks described below have the potential to impact on our ability to achieve our growth and business objectives and create value in the short, medium or long-term. They reflect the material issues identified by our stakeholders.

Significant risks

Description	Potential consequence	Mitigation strategies and key controls
Health, safety and wellbeing	• The company operates in a complex multi-person conducting a business or undertaking (PCBU) environment, where the ability to control, direct or influence depends on the status of relationships. • While the Port has established comprehensive health and safety practices, there is still the possibility that workers may be exposed to serious harm while undertaking their roles. • An incident may negatively impact on our reputation or brand (even if it is not a company worker).	**Leadership and engagement** • Sector leadership – Port Industry Health and Safety Leadership Group and Port Industry Association. • Board Health and Safety Committee with employee and contractor PCBU involvement. • Senior management team responsiveness and commitment to health and safety. • Regular and consistent health and safety communications and messages. • Strong proactive employee engagement via internal Safety Committee, Port Users' Health, Safety and Environment Forum, and use of Learning Teams. • Safety Committee representative engagement and development. • Maintaining relationships and collaborating with key contractors, regulators and industry bodies. • Internal training in safety procedures results in qualified well-trained employees and contractors. **Ongoing critical risk assessments, review and assurance programmes, including, inter alia:** • On-site critical control verification of operational activities (Board, senior management team, and employees), including multi PCBU joint critical risk reviews. • 'High Potential Event' Learning Team finding reviews. • Bowtie deep dives into all critical risks. • A regular external review (audit) of health and safety practices and Board, manager and worker participation (SafePlus). **Contractor management** • Fully legally compliant and highly effective contractor engagement and management system. • External independent contractor prequalification process. • Contract manager development programme. • Development of contractor management support material. • Reviewed and enhanced authority to work permit process. • Enhanced digital contactor assurance tools.
Cyber security	Vulnerabilities in digital systems can lead to exploitation through cyber attacks, resulting in disruption to operations, compromised sensitive or private data, and may lead to financial losses, reputational damage, or safety compromise.	We have robust cyber security measures in place, including advanced monitoring, strong access controls, and ongoing employee awareness, to protect our systems, data, and people. Security is continuously monitored and improved to reduce risks and ensure resilience.
Social licence to operate	• Stakeholders' concerns about the environment, linked to the way the Port operates in the natural environment. • Stakeholders' perception that there is insufficient engagement with the wider community. • Consequences of impact on the company brand and reputation and finances. • Protests, boycotts, or community opposition can lead to disruptions in operations or harm to our people.	**Environmental stewardship** • The measurement of the company's carbon footprint and management of climate-related risks and opportunities. • Monitor and ensure compliance with the environmental standards the Port sets for operations within its boundaries. • Increased air quality monitoring and improved use of technology to reduce dust. • Stormwater management activities such as increased log yard sweeping, debarking and resourcing. **Authentic and constructive engagement** • Formal and informal engagement and collaboration with the community including the councils, various community groups, education institutions, iwi and other interest groups. • Maintain collaborative relationships with port users including lessees, customers and suppliers, and ensure all operating requirements are understood and complied with. **Communication** • Undertake proactive communication across a range of channels, including social media, to inform all stakeholders about improvements and other community activities the Port undertakes. • An annual community sentiment survey which measures the impact of community initiatives and helps identify the needs, interests and expectations of stakeholders in the community. • A biennial materiality assessment highlights the issues that are a priority for our stakeholders.

Description	Potential consequence	Mitigation strategies and key controls
Social licence to operate (continued)		**Community support** • Conservation enhancement projects in place through the Ngā Mātarae Charitable Trust. • Sponsorship strategy to align opportunities to support local community activities, including biodiversity initiatives.
Legal and regulatory risk	• Government (national, regional or local) actions negatively influence or restrict operations, e.g. significant changes to labour laws or resource management laws and regulations. • Failure to comply with regulatory requirements may result in legal action, financial penalties and restrict operations. • Any potential legislative change that may arise because of the Government's Upper North Island Supply Chain or other strategies.	**Compliance** • Annual compliance review and awareness. • Use of specialist legal services when required. • Skilled and expert workforce knowledgeable about regulatory requirements. • Maintain collaborative and constructive relationships with our employees and the unions that represent them. **Industry engagement and strategic partnerships** • Active participation in key industry associations such as the Port Chief Executive Forum and Port Industry Association supports collaboration on shared challenges and advancement of sector-wide strategic objectives. • Membership in Business NZ's Major Companies Group connects the Port to a national network of major businesses, offering a platform to engage in policy and economic discussions that shape the business environment. • Involvement with the NZ Initiative provides access to independent policy research, thought leadership, and networking opportunities with influential business and political leaders. These connections strengthen the Port's ability to respond to industry developments, contribute to informed dialogue, and enhance strategic decision-making without implying influence over government policy. **Regular and meaningful engagement with legislative and regulatory authorities** • Maintain strong relationships with all levels of government and the regulators to build relationships and promote transparency, respect and cooperation.
Climate change/ natural disaster event	• The loss of key infrastructure, physical operations or IT systems due to a natural disaster event. • Inability to deliver Port services, causing backlog and supply chain disruptions. • Potential loss or displacement of employees.	**Climate response and preparedness** • Measurement and management of the Port's climate-related physical risks and opportunities, and transition risks and opportunities, as outlined in the Port's annual Climate-related Disclosures Report. **Business resilience** • Business continuity and crisis management planning including regular simulations and testing of the Port's response capability are undertaken. • IT disaster recovery capability, including back-up generation, is in place. • Insurance protection reviewed and updated annually. • Civil Defence response, support and assistance are provided.
Commercial and business risks due to: • global economic or geopolitical situations • global pandemics/ health crises • disrupted supply chain	Exposure to international market dynamics beyond control of the Port: trade protectionism, other geopolitical situations and global pandemics/health crises impacts on demand, commodity cycles, and exchange rate volatility creates uncertainty, potentially affecting key exports and/or imports.	**Diversification and long-term resilience** • Our broad mix of cargo types and markets ensures that a downturn in one area can often be offset by strength in another, supported by proactive efforts to attract new customers and facilitate trade with emerging markets. • Long-term contractual relationships with key partners provide a degree of insulation from sudden trade disruptions. • Earnings from subsidiaries and associates contribute to a diversified revenue base, enhancing our ability to absorb volatility and maintain supply chain continuity. **Continuous monitoring and response** • The global situation is monitored, and action can be taken at relatively short notice. • Our business model has inherent flexibility at group level. • Business continuity and crisis management plans are in place and regularly tested.

Description	Potential consequence	Mitigation strategies and key controls
Ship collision or grounding	• Asset infrastructure damage and significant business disruption. • Closure of the shipping channel causing disruption to commercial and recreational activity. • Potential harm to people in the event of a collision.	**A routine survey and dredging programme** • Annual maintenance dredging. • Quarterly survey programme, as well as surveys after major weather events. **Administrative controls** • Matrix of Permitted Operations outlines well defined shipping parameters, beyond which all marine operations cease, including wind, swell and tidal flows condition parameters. This is supported by detailed forecast models and real time measurements. • Marine operations are managed through the Navigational Safety Management System which is governed by the Port and Harbour Safety Code and administered by the Harbourmaster. • The Vessel Arrival Information System (VAIS) requires vessels to declare, amongst others, non-functional equipment, main engine deficiencies, port state control detentions, condition of class, and repairs requested to be conducted whilst in port or at anchor. **Towage capacity** • The Port's current towage capacity enables the handling of big ships within harbour limits. There is also a back-up tug available. • Tugboat escort protocols for arriving and departing vessels. **Training** • Effective and focused training for pilots and tugboat operators. • Highly trained and experienced marine team.
Key infrastructure resilience	Factors such as a significant natural disaster, weather events, deterioration, and accidents may lead to the loss of critical port infrastructure. This could result in significant disruptions in port operations, severe financial impact, and damage to reputation, ultimately affecting the national supply chain and economy.	**Asset management plans** • For all critical infrastructure, asset management plans are in place, with clearly assigned roles and responsibilities and design standards to ensure maximum benefit and support of strategic objectives. **Automated system controls** • Automated and system controls to prevent overloading. **Condition assessments and resilience assessments** • Regular condition assessments are completed for all critical infrastructure to ensure that any issues are identified and addressed timeously. • Resilience assessments for adverse weather conditions or vulnerability to climate change. **Emergency and crisis management plans** • Emergency response and crises management plans are in place. • Business continuity plans ensure that critical assets are recovered within acceptable recovery timeframes. **Insurance** • Material damages and business interruption insurance. **Planned maintenance** • Planned maintenance protocols are in place for all critical infrastructure. This ensures maximum availability/minimum downtime and longer asset life. **Standard Operating Procedures (SOP)** • Standard Operating Procedures to ensure that the risk of potential damage to cranes and wharves is mitigated.
Human capital and culture	Without ongoing focus on leadership, culture, and employee engagement, there is a risk of declining morale, reduced productivity, and higher employee turnover. A lack of strong industrial relationships could lead to workplace disruptions, while poor recruitment practices may weaken team dynamics and undermine diversity and inclusion goals. Failing to listen to employee feedback or address emerging cultural issues early can erode trust, limit innovation, and ultimately impact the organisation's ability to deliver on its strategic objectives.	**Developing strong leaders** • Our leadership programme encourages openness, empathy, and curiosity – helping leaders create supportive, people-focused teams. **Shaping our culture** • We're fostering a culture where everyone feels safe to speak up, work across teams, and contribute to continuous improvement. **Listening to our people** • Regular engagement surveys help us understand how our people are feeling and where we can do better. **Working together** • We value strong, constructive relationships with unions and continue to build trust through our High-Performance High-Engagement approach.

Description	Potential consequence	Mitigation strategies and key controls
Human capital and culture (continued)		**Hiring for the future** • We're intentional about bringing in people who will help grow a positive culture and support our diversity and inclusion goals. **Learning from feedback** • Tracking and reviewing complaints help us identify and respond to areas that need attention.
Financial mismanagement or fraud/loss of investor support	The organisation may face increased risk of fraud, financial misstatements, and ethical breaches. There may be potential gaps in oversight, authorisation, and verification processes can lead to financial loss, reputational damage, and weakened stakeholder trust.	**Delegation of authority** • A formal structure ensures all transactions are properly authorised and reviewed, helping to contain potential fraud. **Code of Ethics** • Sets out the ethical standards expected across the organisation. **Monitoring dashboard** • Tracks issues such as duplicate payments and other irregularities. **Financial reviews** • Profit and Loss and Balance Sheet reconciliations are conducted regularly to maintain financial accuracy. **Procurement Policy** • Provides clear rules for purchasing, ensuring fairness, ethics, and value for money, while managing conflicts of interest. **Segregation of duties** • Roles are structured to prevent any one person from controlling an entire process. **Supplier verification** • A third-party system verifies supplier information and payment details to protect against fraud. **Other annual assurance** • Independent statutory audits and tax compliance reviews provide additional verification of financial controls and accuracy beyond internal processes.
Key supplier and customer relationships	A disagreement in commercial and/or other terms may result in the loss of benefits realised from these relationships, potentially leading to major impacts on the Port's operations and growth strategy.	Customers **Capital dredging and maintenance** • Ongoing dredging ensures the Port remains competitive by accommodating larger vessels. **Long-term customer relationships** • Strong, enduring partnerships with key customers underpin stability and future growth. **Performance monitoring** • Continuous tracking of operational metrics supports efficiency, reliability, and customer satisfaction. Suppliers **Contractual agreement** • Clear contracts define mutual responsibilities and performance expectations. **Stakeholder engagement** • Ongoing, open communication with suppliers ensures alignment and swift issue resolution.

Health and safety

The progressive improvement of health and safety performance is a key Board and management objective, to ensure the company conducts its operations in such a way as to protect the health and safety of all employees of the company and its subsidiaries, contractors, the public and visitors, in its work environment.

While the Board has delegated day-to-day responsibility for the implementation of health and safety standards and practices to management, the Board provides oversight and direction while ensuring appropriate resources are available to employees to conduct their work safely. The Board is committed to ensuring the company provides sufficient, competent resources and effective systems at all levels of the organisation to enable it to fulfil its commitment to employees, customers, shareholders and stakeholders.

Further information is included in the Our People section on pages 36 to 41 of the 2025 Integrated Annual Report.

Remuneration

Message from the Chair of the People and Remuneration Committee

In this year's remuneration report, we have provided additional information. In particular, we have included more information about the Chief Executive's remuneration and performance.

A new section describes the Chief Executive's performance share rights (PSRs) granted as part of his long-term incentive plan. We have provided more detail about his short-term objectives and measures and have shifted from reporting paid short-term incentives (STIs) to earned STIs during the reporting period, to give shareholders a more accurate view of performance in a particular financial year.

In the 2025 financial year, the financial component of the Chief Executive's annual targets has moved from 60% to 50% of base salary, to more closely align on strategic objectives.

This year, we have reviewed the comparator group used for benchmarking the remuneration of non-executive directors and the senior management team, and have reviewed our Long-term Incentive Plan, confirming it is fit for purpose.

In addition, we have added more detail on gender pay parity.

Ngā mihi

Alison Andrew
Chair

People and remuneration governance

The responsibilities and processes of the Committee are described on page 127 of the Corporate Governance Statement. The internal governance policies that provide context for the remuneration outcomes and People and Remuneration Charter are available to view on the company website at www.port-tauranga.co.nz/investors/governance/.

Directors' remuneration

Non-executive Directors' remuneration is paid in the form of Directors' fees as determined by the Board. Setting fees is subject to periodic review and independent expert advice against comparable size and performing companies. The Director Fee Policy is to set Director fees to around the median of this market. The Remuneration Committee considers Directors' fees annually and recommends adjustments to the Board. The last external review was undertaken in April 2025 and reviews are planned to be undertaken biennially.

The aggregate pool of fees able to be paid to Directors is subject to shareholder approval and is currently $1,125,000.

Port of Tauranga meets Directors' reasonable travel and other costs associated with the business.

Port of Tauranga Directors' fees are:

Designation	Directors' fees $
Chair	202,800
Directors	102,440
Audit Committee Chair	20,800
Audit Committee member	12,480
People and Remuneration Committee Chair	20,800
People and Remuneration Committee member	12,480
Board Health and Safety Committee Chair	20,800
Board Health and Safety Committee member	12,480

No fees are paid to the Nomination Committee.

Directors' fees received during FY2025 were:

Director	Board $	Audit $	People and Remuneration $	Board Health and Safety $	Total 2025
Ms A M Andrew	102,440	12,480	20,800		135,720
Mr D J Bracewell	102,440		12,480	20,800	135,720
Ms J C Hoare	202,800		12,480	12,480	227,760
Mr A R Lawrence*	17,073	3,467			20,540
Mr D W Leeder	102,440		12,480		114,920
Sir Robert McLeod KNZM**	102,440	17,333			119,773
Mr F S Whineray	102,440	12,480			114,920
Mr J B Stevens	102,440	12,480		12,480	127,400
Total	**834,513**	**58,240**	**58,240**	**45,760**	**996,753**

** Resigned 31 August 2024.*
*** Appointed 1 July 2024.*

Remuneration paid to Directors in their capacity as Directors of Port of Tauranga Limited subsidiaries during the year are:

Director	Subsidiary	Fees $
Ms J C Hoare	Northport Limited (Director)	61,250
Ms J C Hoare	PrimePort Timaru Limited (Director)	40,416
Mr J B Stevens	PrimePort Timaru Limited (Director)*	6,700
Total		**108,366**

** Appointed 9 May 2025.*

Any fees paid to Port of Tauranga permanent employees appointed as Directors of subsidiaries are paid to the company, not the individual.

Non-executive Directors have no entitlement to any performance-based remuneration, and they do not participate in any share-based incentive schemes. A non-executive Director is not entitled to receive a retirement payment.

Non-executive Directors are encouraged to be shareholders but are not required to hold company shares. Details of Directors' shareholdings are listed on page 141.

Executive remuneration

Port of Tauranga provides a remuneration framework that promotes a high-performance culture and aligns rewards to the creation of sustainable value for shareholders.

Port of Tauranga's remuneration philosophy is aimed at attracting, retaining, and motivating employees of the highest quality at all levels of the organisation. It is based on practical guiding principles and a framework that provides consistency, fairness, and transparency. The guiding principles include:

- Providing clear alignment with company values, culture, and strategy
- Supporting the attraction, retention, and motivation of employees
- Being clear, fair, equitable and flexible
- Reflecting market conditions
- Recognising individual competence and performance
- Recognising team and company performance and the creation of shareholder value.

Executive remuneration policy

Through the People and Remuneration Committee, the Board establishes policies and practices for executive remuneration. Port of Tauranga's remuneration for the Chief Executive and nominated executives provides the opportunity to receive, where performance merits, a total remuneration package in the median to upper quartile for equivalent market-matched positions.

Total remuneration is made up of three components: fixed remuneration, a short-term incentive (STI) and a long-term incentive (LTI). Both incentives are at-risk, with the outcome determined by performance against a combination of agreed financial and non-financial objectives.

Cash		Equity
Fixed remuneration	Short-term incentive	Long-term incentive
Reviewed biennially	Set annually	Offers made annually covering a three-year period

Fixed remuneration

Fixed remuneration is determined in relation to the market for comparable sized and performing companies.

It includes all benefits, allowances, and deductions. Port of Tauranga's policy is to pay fixed remuneration at around the median of its peer group. Adjustments are not automatic and are determined based on performance.

Short-term incentives

STIs are at-risk payments linked to the achievement of annual financial, safety and strategic targets, individualised to each role. They are designed to motivate and reward for performance in that financial year. The target value of the STI is set as a percentage of the fixed remuneration. For the 2025 financial year, the Chief Executive's STI was set at 50% and for all nominated executives it was set at 40%.

For the 2025 financial year, there were seven nominated executives included in the STI scheme, the same as the previous year.

For the Chief Executive, 50% of the STI is linked to the company's financial performance, with the actual opportunity in the range of 0-110% (i.e. 0-55% of fixed remuneration). The remaining 50% comprised agreed safety, environmental and strategic objectives. Annual objectives are set by the People and Remuneration Committee (and approved by the Board) and closely align to the company's strategic aspirations.

The financial objective is to meet or exceed the normalised net profit after tax target. A threshold of 90% of target is required before any of the financial component is paid.

The Board retains complete discretion in paying an STI and may determine, despite the actual performance against objectives, that an increased bonus, reduced bonus or no bonus will be paid in a given year.

Long-term incentives

The LTI is an at-risk payment designed to align executives' rewards with the growth in shareholder value over a three-year period.

The LTI is a Performance Share Rights Plan (PSR), where payments are made in shares rather than cash. The maximum number of shares an executive may receive as an allocation is determined by dividing the value of the grant less tax by the face value of a Port of Tauranga share at the grant date.

The 2023 LTI (allocated on 1 July 2022), which vested at the end of the 2025 financial year, was set at 55% of fixed remuneration for the Chief Executive and up to 33% of fixed remuneration for the nominated executives. The value of each allocation is set at the date of the grant.

The plan's performance hurdles are based on two metrics. The first 50% is Port of Tauranga's three-year relative Total Shareholder Return (rTSR), relative to the performance of the NZX50 (less Australian companies listed in New Zealand). The second 50% is measured by achieving target compound earnings per share (EPS) growth.

EPS three-year compound annual growth rate %	Earned %	
0	0	
3.5	50	With straight line progression between 0% and 3.5%
7.0	100	With straight line progression between 3.5% and 7%
8.0	110	With straight line progression between 7% and 8%
9.0	120	With straight line progression between 8% and 9%

rTSR percentile ranking %	Earned %
Below 40	0
Above 40 to below 50	40-50
Above 50 to below 75	50-99
At 75 or above	100

As with the STI, the Board retains complete discretion over the payment of the LTI to participants.

All remuneration packages are reviewed annually in the context of individual and company performance, market movements and expert advice, and are benchmarked externally biennially. This was undertaken by PwC in April 2025.

Chief Executive remuneration realised

Total remuneration paid includes fixed remuneration, short-term incentive earned, and long-term incentive vested in the financial year and paid after the balance date.

Year		Short-term incentive		Total	Long-term incentive				
	Fixed remuneration $	Earned $	Amount earned as a % of maximum	Total cash-based remuneration earned $	Number of shares vested	% of maximum awarded for relevant performance period	Market price at vesting date $	Total for vested shares $	$
FY2025	1,083,375	529,770	93	1,613,145	48,072	55.92	6.85**	329,293	1,942,438
FY2024***	963,000	317,790	66	1,280,790	421	1	5.71	2,404	1,283,194

** Fixed remuneration includes the value of any benefits (health care, superannuation or vehicle) taken. The Chief Executive participates in the company's health insurance scheme.*

*** Closing share price as at 30 June 2025.*

**** FY2024 information is different to what was presented in the 2024 Integrated Annual Report. In FY2024 we reported on remuneration paid and have moved to showing earned, to align with NZX Remuneration Reporting guidance.*

Chief Executive performance pay elements realised

An explanation of the Chief Executive's performance pay outcomes for financial year 2025 is shown in the following tables:

Short-term incentive

Measure	Weighting %	Assessment criteria	Outcome	% agreed	Amount achieved $
Financial					
Achieve or exceed normalised Group NPAT target	50.0	90% NPAT minimum threshold = 50% of NPAT incentive (25%). 100% NPAT target = 100% of incentive (50%). 110% NPAT = 100% maximum incentive (55%).	Achieved 109.6% of budget triggering financial results.	54.8	296,844.75
Safety					
Achieve a 15% reduction in rolling TRIFR*. Quarterly critical audits, bowtie safety reviews	10.0	% reduction in TRIFR. Audits conducted; bowtie reviews completed.	% TRIFR reduction not achieved for the year. All critical audits and bowtie safety reviews completed.	8.0	43,335.00
Environmental sustainability					
Develop a Climate Transition Plan as per Climate-related Disclosures requirements, and achieve 5% reduction in CO_2 emissions intensity (CO_2e per cargo tonne)	5.0	% CO_2 emission reduction per tonne of cargo and detail of transition plan provided.	CO_2e/tonne cargo reduction % not achieved for year due to 32% change to electricity emissions factor. Transition plan 90% complete.	2.0	10,833.75
Individual objectives					
Business leadership/stakeholder engagement/social licence, Government, local government, iwi and community	10.0	As assessed by the Board.	Achieved 100% of the objective as assessed by the Board.	10.0	54,168.75
Infrastructure development – consenting progress, critical infrastructure pipeline, capital management	12.5	As assessed by the Board.	Achieved 88% of the objective as assessed by the Board.	11.0	59,585.63
Strategic growth/future earnings/ associate companies/strategic partnerships	12.5	As assessed by the Board.	Achieved 96% of the objective as assessed by the Board.	12.0	65,002.50
Total	**100.0**			**97.8**	**529,770.38**

** TRIFR=Total Recordable Injury Frequency Rate*

Long-term incentive

Description	Performance measures*	Weight %	Outcome %
Set at 50% of fixed remuneration based on: • 50% on rTSR performance relative to the NZX50 (less Australian companies listed in NZ). The range is 0-100%.	rTSR	50	39
• 50% based on EPS CAGR. The range is 0-120%.	EPS	50	22

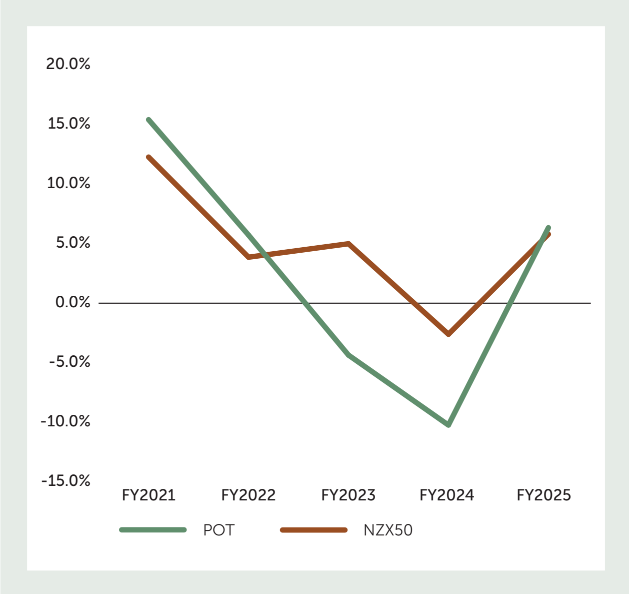
** This performance outcome is for the allocation period 2022-2024 and awarded in financial year 2025.*

PSRs granted to the Chief Executive as at 30 June 2025									
			Awarded during the reporting period			Shares vested during the reporting period			
PSR award date	Vesting date	Balance of PSRs at 30 June 2024	PSRs awarded	Market price at award $	PSRs lapsed during the reporting period	Shares issued/ transferred	Market price at issue/ transfer date $	Issue/ transfer date	Balance of PSRs at 30 June 2025
01/07/2024	30/06/2027	165,557	125,443	595,854	32,126	48,072	329,293*	30/06/2025	200,187
01/07/2023	30/06/2026	139,127	85,359	530,079	58,508	421	2,403.91	30/06/2024	165,557
01/07/2022	30/06/2025	90,813	80,198	494,822	14,667	17,217	100,544	30/06/2023	139,127
01/07/2021	30/06/2024	31,884	58,929	412,503					90,813
01/07/2020	30/06/2023	0	31,884**	242,000					31,884

** Based on closing share price 30 June 2025.*

*** Allocated in previous role as Chief Operating Officer.*

Relative Total Shareholder Return (rTSR) performance (three-year return)



The five-year summary – Chief Executive remuneration

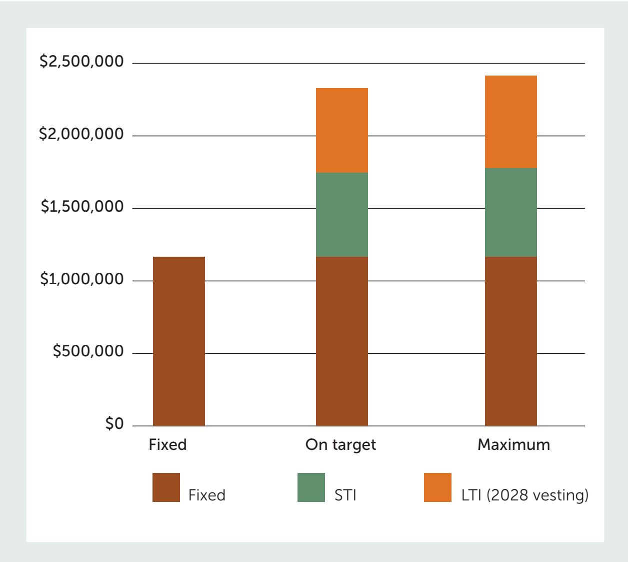
Year	Total remuneration $	STI against maximum %	LTI against maximum %	Span of LTI performance period
FY2025*	**1,942,438**	**93**	**56**	**FY2023-2025**
FY2024*	1,283,194	66	1	FY2022-2024
FY2024	1,505,446	66	54	FY2021-2023
FY2023	1,350,971	86	48	FY2020-2022
FY2022	1,082,144	87	40	FY2019-2021
FY2021**	1,553,455	19	54	FY2018-2020

** Moved to showing Chief Executive remuneration realised in FY2024 and FY2025 in line with NZX remuneration guidelines.*

*** Previous Chief Executive, Mark Cairns.*

Chief Executive remuneration for FY2026

The Chief Executive's potential remuneration package for the year ending June 2026 is shown in the following chart:



Fixed remuneration reflects base salary and benefits. For performance that meets expectations, the STI would pay out at 50% of fixed remuneration and the LTI at 50% of fixed remuneration. For performance that exceeds expectations, the STI would pay out a maximum 105% of available STI and the LTI at 110% of available LTI.

An explanation of the Chief Executive's performance pay in financial year 2026 is shown in the following table:

Measure	Weighting %	Assessment criteria
Short-term objective		
Financial		
Achieve or exceed normalised Group NPAT target	50.0	90% NPAT minimum threshold = 50% of NPAT incentive (25%). 100% NPAT target = 100% of incentive (50%). 110% NPAT = 100% maximum incentive (55%).
Safety		
Achieve a 15% reduction in rolling TRIFR. Quarterly critical audits, bowtie safety reviews	10.0	% reduction in TRIFR. Audits conducted; bowtie reviews completed.
Environmental sustainability		
Develop a Climate Transition Plan as per CRD requirements, and achieve 5% reduction in CO_2 emissions intensity (CO_2e per cargo tonne)	5.0	% CO_2 emission reduction per tonne of cargo and detail of transition plan provided.
Individual objectives		
Business leadership/stakeholder engagement/social licence, Government, local government, iwi and community	10.0	As assessed by the Board.
Infrastructure development – consenting progress, critical infrastructure pipeline, capital management	12.5	As assessed by the Board.
Strategic growth/future earnings/associate companies/strategic partnerships	12.5	As assessed by the Board.
Total	**100.0**	

Long-term objective		
Set at 50% of fixed remuneration based on: • 50% on rTSR performance relative to NZX50 (less Australian companies listed in NZ). The range is 0-100%.	50	Relative Total Shareholder Return (rTSR)
• 50% based on EPS CAGR. The range is 0-120%.	50	EPS

Employee remuneration

The number of employees and former employees of Port of Tauranga who, during the year, received cash remuneration and benefits (including at-risk performance incentives) exceeding $100,000 are:

Remuneration range $000	Number of employees 2025	Number of employees 2024
100-109	**12**	21
110-119	**18**	20
120-129	**16**	26
130-139	**22**	36
140-149	**30**	15
150-159	**31**	16
160-169	**10**	13
170-179	**13**	10
180-189	**8**	9
190-199	**11**	7
200-209	**14**	3
210-219	**1**	5
220-229	**3**	0
230-239	**1**	3
240-249	**1**	1
250-259	**1**	3
260-269	**2**	0
270-279	**1**	1
280-289	**1**	5
290-299	**5**	2
300-309	**5**	1
310-319	**1**	2
320-329	**3**	0
330-339	**0**	1
340-350	**1**	0

Remuneration range $000	Number of employees 2025	Number of employees 2024
380-389	**1**	1
440-450	**1**	0
490-495	**0**	1
501-510	**1**	0
560-569	**0**	1
700-710	**1**	0
730-740	**1**	0
790-799	**0**	1
810-819	**0**	1
1,430-1,439	**1**	0
1,460-1,469	**0**	1
Total	**217**	**205**

Employee share ownership

Permanent employees can choose to join Port of Tauranga's Employee Share Ownership Plan (ESOP). The ESOP gives employees the opportunity to buy shares in the company via weekly pay deductions. The shares are offered every three years and paid off over the intervening three-year period. In FY2025 an offer of up to $5,000 worth of shares was made to employees at a 10% discount to the market price and will commence in FY2026.

Gender pay gap

Port of Tauranga's median gender pay gap for FY2025 is 31.5%.

Audit

The Audit Committee is responsible for overseeing the external audit to ensure the integrity of the company's financial reporting.

The committee's approach to ensuring the quality and independence of the audit process includes:

- Overseeing and appraising the quality of the audits conducted by the company's external auditors
- Maintaining open lines of communication between the Board, any internal auditors and the external auditors to exchange views and information. The committee also confirms the parties' respective authorities and responsibilities
- Serving as an independent and objective party to review the financial information presented by senior management to shareholders, regulators and the general public, and also assisting in the development of the future format and content of external reporting
- Determining the adequacy of the organisation's administrative, operating and accounting controls
- Ensuring processes are in place and monitoring those processes so that the Board is properly and regularly informed and updated on corporate financial matters
- Reviewing the financial reports and advising all Directors whether they comply with the appropriate laws and regulations.

Under section 19 of the Port Companies Act 1988, the Audit Office is the Auditor of Port of Tauranga Limited.

The Auditor-General has appointed, pursuant to section 32 of the Public Audit Act 2001, the firm of KPMG to undertake the audit on their behalf. Port of Tauranga Limited has no control over the appointment of the Auditor, nor the tenure of the Lead Audit Partner. The current Lead Audit Partner, Glenn Keaney, was appointed in 2024.

The Board has received written confirmation from KPMG regarding its independence.

Any non-audit work undertaken by KPMG must be approved by the Auditor-General. Fees paid to KPMG for audit and non-audit services are included in note 6 to the financial statements in the 2025 Integrated Annual Report.

The Audit Committee also oversees an active internal audit programme where risks are identified and external expertise is engaged to review them when required. The committee oversees the company's compliance with the Climate-related Disclosures reporting regime.

Shareholder relations

The Board is committed to engaging with shareholders and market participants so that timely and accurate information is provided and feedback is facilitated.

Port of Tauranga's website (www.port-tauranga.co.nz) has the company's Integrated Annual Reports, Mid-Year Market Updates and announcements to the NZX and the public.

The Annual Meeting of Shareholders is held in Tauranga, near the location of the company's head office and to encourage local shareholders to attend in person. The company's website lists the dates of upcoming meetings. The 2025 Annual Meeting will be held on Friday, 31 October 2025 at Mercury Baypark and will also be livestreamed.

Shareholders can receive electronic communications from the Share Registry. Contact details are available on the company website and in the 2025 Integrated Annual Report.

Directors' commitment to timely and balanced disclosure is set out in its Continuous Disclosure and Communication Policy, available on our website. The commitments include advising shareholders of any major decisions.

When voting on a matter is required, the Board encourages shareholders to attend the Annual Meeting or send in a proxy vote. Voting is conducted by way of poll.

The Notice of Annual Meeting will be available at least 20 business days prior to the meeting and will be available in the Investors section of the company website.

Shareholder information

The ordinary shares of Port of Tauranga Limited are listed on NZX. The information in the disclosures below has been taken from the company's registers as at 30 June 2025:

Twenty largest ordinary equity holders

Holder	Number of shares held	Issued equity %
Quayside Securities Limited	368,437,680	54.14
Custodial Services Limited	53,615,749	7.88
Tea Custodians Limited	20,134,979	2.96
BNP Paribas Nominees NZ Limited	17,921,435	2.63
FNZ Custodians Limited	12,017,819	1.77
Accident Compensation Corporation	10,540,350	1.55
JBWere (NZ) Nominees Limited (NZ Resident A/c)	9,543,332	1.40
Forsyth Barr Custodians Limited	8,752,610	1.29
Kotahi Logistics LP	8,500,000	1.25
Premier Nominees Limited	7,269,923	1.07
Citibank Nominees (NZ) Limited	7,100,951	1.04
New Zealand Depository Nominee	6,976,080	1.03
HSBC Nominees (New Zealand) Limited	6,221,311	0.91
New Zealand Superannuation Fund Nominees Limited	4,171,792	0.61
HSBC Nominees (New Zealand) Limited	3,566,627	0.52
Public Trust	3,559,964	0.52
New Zealand Permanent Trustees Limited	2,746,456	0.40
Masfen Securities Limited	2,708,395	0.40
NZX WT Nominees Limited	2,302,702	0.34
JBWere (NZ) Nominees Limited (Res Inst A/c)	2,267,245	0.33
Total	**558,355,400**	**82.04**

Distribution of equity securities

Range of equity holdings	Number of holders	Number of shares held	Issued equity %
1-5,000	7,496	14,951,194	2.20
5,001-10,000	1,970	15,062,084	2.21
10,001-50,000	1,994	42,415,134	6.23
50,001-100,000	201	13,957,462	2.05
100,001 and over	109	594,195,356	87.31
Total	**11,770**	**680,581,230**	**100.00**

Substantial security holders

According to company records and notices given under the Financial Markets Conduct Act 2013, the substantial security holders in ordinary shares (being the only class of quoted voting securities) of the company as at 30 June 2025, were:

Holder	Number of shares held	%
Quayside Securities Limited	368,437,680	54.14

The total number of issued voting securities of the company as at 30 June 2025 was 680,581,230.

Directors' equity holdings

As at 30 June 2025, Port of Tauranga Limited Directors had the following relevant interests in Port of Tauranga Limited equity securities.

	Held beneficially		Held by associated persons	
Director	30 June 2025	30 June 2024	30 June 2025	30 June 2024
Ms A M Andrew	**0**	0	**29,750**	82,500
Mr D J Bracewell	**0**	0	**15,000**	15,000
Ms J C Hoare	**10,500**	6,500	**0**	0
Mr A R Lawrence*	**0**	0	**0**	0
Mr D W Leeder	**0**	0	**0**	0
Sir Robert McLeod KNZM**	**0**	0	**0**	0
Mr J B Stevens	**16,750**	16,750	**0**	0
Mr F S Whineray	**0**	0	**6,300**	6,300

** Resigned 31 August 2024.*

*** Reappointed 1 July 2024.*

Senior managers' equity holdings

As at 30 June 2025, Port of Tauranga Limited senior managers had the following relevant interests in Port of Tauranga Limited equity securities:

	Held beneficially		Held by associated persons	
Senior manager	30 June 2025	30 June 2024	30 June 2025	30 June 2024
Ms M J Dyer	**4,175**	4,112	**0**	0
Mr B J Hamill	**7,726**	6,803	**0**	821
Mr S R Kebbell	**13,967**	13,049	**0**	821
Mr P M Kirk	**2,585**	1,730	**0**	821
Mr D A Kneebone	**99,587**	98,691	**84,100**	84,921
Ms R A Lockley	**836**	0	**0**	821
Mr L E Sampson	**90,421**	89,343	**0**	821

Other information

Donations

Donations of $72,943 were made during the year ended 30 June 2025 (2024: $74,225). No donations were made to any political parties.

Stock Exchange listing

The company's shares are listed on the New Zealand Stock Exchange (NZX). The company currently has no NZX waivers.

Credit rating

During the year ended 30 June 2025, the company had an S&P Global (Standard & Poor's) rating of A-/Stable/A-2.

Annual Meeting

The Annual Meeting of Shareholders will be held on Friday, 31 October 2025 at 1.00pm at Mercury Baypark, 81 Truman Lane, Mount Maunganui. The meeting will be livestreamed by MUFG (formerly known as Link Market Services).

Further information

Additional information on Port of Tauranga Limited can be found on the company's website at www.port-tauranga.co.nz.

Financial and operational five-year summary

As at 30 June 2025

Financial	2025 $000	2024 $000	2023 $000	2022 $000	2021 $000
Operating income	**464,675**	417,375	420,929	375,288	338,281
EBITDA*	**234,504**	203,739	219,081	204,663	189,917
Surplus after taxation – reported	**173,373**	90,849	117,136	111,317	102,375
Surplus after taxation – underlying**	**126,036**	102,290	117,136	112,357	104,058
Dividends paid related to earnings	**106,802**	100,689	102,054	95,242	84,353
Total equity	**2,273,771**	2,183,157	2,133,716	2,074,438	1,396,968
Net interest-bearing debt	**458,909**	444,234	442,269	435,200	477,114
Total assets	**3,001,490**	2,900,158	2,824,269	2,743,526	2,081,270
Interest cover (times)	**12.0**	7.1	9.2	10.3	9.3
Gearing ratio (%)***	**16.8**	16.9	17.2	17.3	25.5
Return on average equity (%)	**7.8**	4.2	5.6	6.4	7.9
Share price ($)	**6.85**	4.72	6.24	6.22	7.03
Market capitalisation ($)	**4,659,835**	3,210,862	4,201,739	4,231,557	4,782,274
Net asset backing per share ($)	**3.40**	3.27	3.14	3.05	2.04

** EBITDA is a non-GAAP financial measure but is commonly used as a measure of performance as it shows the level of earnings before the impact of gearing levels and non-cash charges such as depreciation and amortisation. Market analysts use the measure as an input into company valuation and other valuation metrics.*

	2025 $000	2024 $000	2023 $000	2022 $000	2021 $000
Profit before taxation	***218,476***	*138,092*	*159,297*	*150,396*	*137,009*
Net finance costs	***19,814***	*22,471*	*19,361*	*16,165*	*16,572*
Depreciation and amortisation	***42,925***	*43,770*	*40,423*	*36,657*	*33,998*
Asset impairment	***0***	*28*	*0*	*0*	*12*
Asset impairment on revaluation	***2,534***	*0*	*0*	*1,445*	*2,326*
Reversal of previous revaluation deficit	***0***	*(622)*	*0*	*0*	*0*
Gain on disposal of Equity Accounted Investees	***(49,245)***	*0*	*0*	*0*	*0*
Total	***16,028***	*65,647*	*59,784*	*54,267*	*52,908*
EBITDA	***234,504***	*203,739*	*219,081*	*204,663*	*189,917*

*** Underlying profit after tax is a non-GAAP financial measure which excludes items considered to be one-off and not related to core business such as changes to tax legislation and impairment of assets. Underlying profit after tax does not have a standardised meaning prescribed by GAAP and therefore may not be comparable to similar financial information presented by other entities. .*

	2025 $000	2024 $000	2023 $000	2022 $000	2021 $000
Profit after taxation - reported	***173,373***	*90,849*	*117,136*	*111,317*	*102,375*
Asset impairment	***0***	*28*	*0*	*0*	*12*
Asset impairment on revaluation	***2,534***	*0*	*0*	*1,445*	*2,326*
Reversal of previous revaluation deficit	***0***	*(622)*	*0*	*0*	*0*
Gain on sale of MetroBox Limited, recorded within share of profit from Equity Accounted Investees	***0***	*0*	*(7,215)*	*0*	*0*
Impairment of investment in Equity Accounted Investees	***0***	*0*	*7,871*	*0*	*0*
Gain on disposal of Equity Accounted Investees	***(49,245)***	*0*	*0*	*0*	*0*
Hedging reserve reclassified to profit or loss on disposal of Equity Accounted Investees	***84***	*0*	*0*	*0*	*0*
Adjustments before taxation	***(46,627)***	*(594)*	*656*	*1,445*	*2,338*
Tax impact in relation to adjustments	***(710)***	*166*	*0*	*(405)*	*(655)*
Change in tax treatment of commercial buildings	***0***	*11,869*	*0*	*0*	*0*
Adjustments after taxation	***(47,337)***	*11,441*	*656*	*1,040*	*1,683*
Profit after taxation - underlying	***126,036***	*102,290*	*117,792*	*112,357*	*104,058*

**** Net interest bearing debt to net interest-bearing debt + equity.*

The Board approved a final dividend of 9.7 cents per share after year end payable on 3 October 2025.

Operational	2025	2024	2023	2022	2021
Cargo throughput (000 tonnes)	**25,307**	23,649	24,698	25,615	25,738
Containers (TEU)*	**1,208,252**	1,147,350	1,177,350	1,241,061	1,200,831
Net crane rate (container moves per hour)**	**29.4**	30.1	27.92	32.1	29.7
Ship departures	**1,442**	1,427	1,432	1,369	1,307
Berth occupancy (%)***	**59**	57	61	56	53
Total cargo ship days in port	**2,908**	2,930	3,112	3,078	3,072
Turn-around time per cargo ship (days)	**2.02**	2.05	2.17	2.26	2.05
Cargo tonnes per ship	**17,550**	16,573	17,247	18,711	19,693
Average cargo ship gross tonnage (GT)	**31,372**	32,580	31,480	28,172	29,036
Average cargo ship length overall (metres)	**201**	203	201	197	201
Number of employees – Port of Tauranga Limited	**287**	279	289	257	243
Parent total injury (frequency rate)****	**4.1**	2.2	4.5	0	0
Parent plus contractors total injury (frequency rate)****	**16.0**	13.2	20.7	26.6	13.0

** TEU = Twenty Foot Equivalent Unit.*

*** As measured by the Australian Productivity Commission.*

**** The ratio of time a berth is occupied by a vessel in the total time available in that period.*

***** Number of lost time claims per million hours worked.*

Operational data relates to the Parent Company as opposed to the Group.

Company directory

Directors

J C Hoare
Chair

A M Andrew

D J Bracewell

S A Campbell *(appointed 1 October 2024, Future Director for one-year term)*

A R Lawrence *(retired 31 August 2024)*

D W Leeder

Sir Robert McLeod KNZM *(reappointed 1 July 2024)*

J B Stevens

F S Whineray

Executive

L E Sampson
Chief Executive

M J Dyer
GM Corporate Services

B J Hamill
GM Commercial

S R Kebbell
Chief Financial Officer and Company Secretary

P M Kirk
GM Health and Safety

D A Kneebone
GM Property and Infrastructure

R A Lockley
GM Communications

Registered office

Salisbury Avenue
Mount Maunganui

Private Bag 12504
Tauranga Mail Centre
Tauranga 3143
New Zealand

Telephone 07 572 8899
Email marketing@port-tauranga.co.nz
Website www.port-tauranga.co.nz

Auditors

KPMG
Tauranga
(On behalf of the Auditor-General)

Solicitors

Holland Beckett Law
Tauranga

Bankers

ANZ Bank New Zealand Limited

Bank of New Zealand

Commonwealth Bank of Australia

China Construction Bank (New Zealand) Limited

Credit rating agency

S&P Global (Standard & Poor's)
Australia

Port of Tauranga Limited's rating: A-/Stable/A-2

Share registry

For enquiries about share transactions, change of address or dividend payments contact:

MUFG Corporate Markets
(formerly Link Market Services)
PO Box 91976
Victoria Street West
Auckland 1142
New Zealand

Telephone 09 375 5998

Facsimile 09 375 5990

Email enquiries.nz@cm.mpms.mufg.com

Website www.mpms.mufg.com

Copies of the Integrated Annual Report and Market Update (which replaced the Interim Report) are available from our website.

Financial calendar

3 October 2025	Final dividend payment
31 October 2025	Annual Meeting
27 February 2026	Interim results announcement
February 2026	Interim Accounts and Market Update produced
20 March 2026	Interim dividend payment
30 June 2026	Financial year end
28 August 2026	Annual results announcement

International Standard Serial Numbers

ISSN 2744-6530 (Print)
ISSN 2744-6549 (Online)

Port of
Tauranga

www.port-tauranga.co.nz