NAPIER PORT
Te Herenga Waka o Ahuriri

LODGE YOUR PROXY

Online
https://nz.investorcentre.mpms.mufg.com/voting/NPH

Scan & email
meetings.nz@cm.mpms.mufg.com

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

Scan this QR code with your smartphone and vote online

General Enquiries

Email
enquiries.nz@cm.mpms.mufg.com

Phone
+64 9 375 5998

Proxy Form/Admission Card for Napier Port Holdings Limited 2026 Annual Shareholders Meeting

Notice is hereby given that the Annual Shareholders Meeting of Napier Port Holdings Limited ("the Company") will be held at Napier War Memorial Centre, 48 Marine Parade, Napier and online via the MUFG Pension & Market Services meeting platform at www.virtualmeeting.co.nz/nph26 at 10:30am (New Zealand time) on Wednesday, 16 December 2026. You will require your CSN/Holder Number for verification purposes.

If you will not attend the meeting but wish to be represented by proxy, please complete and return this form (in accordance with the lodgment instructions above) to Napier Port Holdings Limited's share registry, MUFG Pension & Market Services, by **no later than 10:30am on Monday, 14 December 2026**. You can also appoint your proxy and vote on the resolutions on the reverse of this form online by going to https://nz.investorcentre.mpms.mufg.com/voting/NPH or by scanning the QR code above with your smartphone.

Wednesday, 16 December 2026 at 10:30am (New Zealand time)

Napier War Memorial Centre, 48 Marine Parade, Napier

www.virtualmeeting.co.nz/nph26

Appointment of proxy

If you are entitled to vote at the meeting, you may appoint a proxy to attend the meeting and vote on your behalf, unless specifically excluded. The proxy need not also be a shareholder. If you wish, you may appoint "The Chair of the Meeting" as your proxy or as alternative to your named proxy. The Chair of the Meeting intends to vote all discretionary proxies in favour of the relevant resolution.

Voting of your holding

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, in respect of each resolution. If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting. If you make more than one election in respect of a resolution your vote will be invalid on that resolution. If this Proxy Form is returned duly signed by a Shareholder with voting instructions included, but without specifying a person that is appointed as proxy, or your named proxy does not attend the Meeting, the Chair of the Meeting is deemed to be the proxy for the purpose of that form, but only to vote to the extent of the voting instructions provided.

Attending the meeting

If you plan to attend the meeting in person, please bring this Admission Card/Proxy Form intact as the barcode will assist in your registration.

If you plan to attend the meeting virtually, you can join via the MUFG Pension & Market Services meeting platform at www.virtualmeeting.co.nz/nph26. You will require your CSN/Holder Number for verification purposes.

A corporation may appoint a person as its representative to attend and vote at the Meeting in the same manner as that in which it could appoint a proxy. That person need not also be a shareholder.

Signing instructions for this form

Individual

Where the holding is in one name, the shareholder must sign the Proxy Form.

Joint Holding

Where the holding is in more than one name, at least one joint shareholder should sign this form (on behalf of all joint shareholders). If different joint shareholders purport to appoint different proxies, the vote of the proxy appointed by the first named joint shareholder shall apply.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney under which it was signed (if not previously provided to the Registrar), and a signed certificate of non-revocation of the power of attorney must accompany this Proxy Form.

Corporate Shareholder

In the case of a corporate shareholder, a duly authorised officer or director must sign this Proxy Form. Persons who sign on behalf of a corporate shareholder must be acting with that corporate shareholder's express or implied authority.

Step 1 Appoint a Proxy / Corporate Representative

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

Name | Email Address

or failing him/her:

Name | Email Address

as my/our proxy to vote for me/us on my/our behalf at the Annual Shareholders Meeting of the Company to be held on Wednesday, 16 December 2026 and at any adjournment of that meeting and to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). Unless otherwise instructed as above, the proxy will vote on each resolution as he/she sees fit, or may abstain from voting. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

Step 2 Items of Business – Voting Instructions

Instruct a proxy to vote by placing a tick in the relevant box. If you have appointed a proxy and want him/her to decide how to vote on the resolution, tick the box "Proxy's discretion". Please note for each resolution you must tick one box.

To consider and, if thought fit, pass the following ordinary resolutions:	FOR	AGAINST	ABSTAIN	PROXY DISCRETION
1. To re-elect Blair O'Keeffe as a Director of the Company.				
2. To re-elect Debbie Birch as a Director of the Company.				
3. To authorise Directors to fix the Auditor's remuneration for the ensuing year.				

Step 3 Shareholder Questions

Shareholders attending the Annual Meeting virtually, or in person, will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Meeting but would like to ask a question, you can submit a question online by going to https://nz.investorcentre.mpms.mufg.com/voting/NPH and completing the online validation process or complete the question section below and return to MUFG Pension & Market Services in the envelope enclosed. Questions will need to be submitted by 10:30am on Monday, 14 December 2026. The Board will endeavour to address and answer questions at the Annual Meeting.

Question:

Step 4 Signature of Shareholder(s) ***This section must be completed***

Shareholder 1
or duly authorised officer or attorney

Shareholder 2
or duly authorised officer or attorney

Shareholder 3
or duly authorised officer or attorney

Contact Name | Contact Daytime Telephone | Date

Electronic Investor Communications

If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below: