Capital Change Notice

Updated as at June 2023

Please do not amend or delete individual rows. As this template relates to prescribed content, changes to content should only be made where it is clearly indicated that this is permitted, otherwise, if an Issuer considers a particular element does not apply, mark the row as N/A, Any other changes to this prescribed form must first be approved by NZX as required under NZX Listing Rule 3.26.1.

NZX Market – Capital Change Notice Pursuant to Listing Rule 3.13.1

27 November 2026
This notice is given under NZX Listing Rule 3.13.1 and relates to the issue of unlisted Performance Share Rights (PSRs) under the Port of Tauranga Limited (POT) Long Term Incentive Scheme (LTI Scheme).

Section 1: Issuer information	
Name of issuer	Port of Tauranga Limited (**POT**)
NZX ticker code	POT
Class of financial product	Unlisted 2026/2027 performance share rights (PSRs) issued in accordance with the terms of the POT's long-term incentive (LTI) scheme.
ISIN (If unknown, check on NZX website)	Not applicable
Currency	$NZ
Section 2: Capital change details	
Number issued	12,941 – 2026/2027 PSRs
Nominal value (if any)	There is no nominal value for the PSRs.
Issue price per security	No amount is payable for the grant of PSRs. One PSR gives the participant the potential to exercise that PSR for one ordinary share at no cost.
Nature of the payment (for example, cash or other consideration)	Not applicable
Amount paid up (if not in full)	Not applicable
Percentage of total class of Financial Products issued (calculated on the number of Financial Products of the Class, excluding any Treasury Stock, in existence)[1]	12,941 PSRs represent approximately 0.002% of the ordinary shares on issue.
For an issue of Convertible Financial Products or Options, the principal terms of Conversion (for example the Conversion price and Conversion date and the ranking of the Financial Product in relation to other Classes of Financial Product) or the Option (for example, the exercise price and exercise date)	Not applicable
Reason for issue and specific authority for issue (the reason for change must be identified here)	Issue of 2026/2027 PSRs in accordance with the terms of the POT's LTI Scheme to incentivise

[1] The percentage is to be calculated immediately before the issue, acquisition, redemption or Conversion.

	selected employees to grow the Company and to attract, motivate and retain key employees.
Total number of Financial Products of the Class after the issue (excluding Treasury Stock) and the total number of Financial Products of the Class held as Treasury Stock after the issue.	680,358,564 ordinary shares (excluding Treasury Stock). 222,666 ordinary shares held as Treasury Stock. 280,761 – 2024/2025 PSRs. 207,400 – 2025/2026 PSRs. 169,658 – 2026/2027 PSRs.
In the case of an acquisition of shares, whether those shares are to be held as treasury stock	Not applicable
Specific authority for the issue, including a reference to the rule pursuant to which the issue, is made	Directors' resolution and certificate. Listing Rules 4.9.1(b) and 4.11.1.
Terms or details of the issue (for example: restrictions, escrow arrangements)	The 2026/2027 PSRs are issued in accordance with the terms of the POT LTI Scheme.
Date of issue[2]	27/11/2026
Section 3: Authority for this announcement and contact person	
Name of person authorised to make this announcement	Simon Kebbell Chief Financial Officer
Contact person for this announcement	Simon Kebbell Chief Financial Officer
Contact phone number	07 572 8809
Contact email address	Simon.kebbell@port-tauranga.co.nz
Date of release through MAP	27/11/2026

[2] Continuous issuers using this form in reliance on Rule 3.13.2, please indicate the period during which the relevant issue/acquisition/redemptions were made (for example, 1 January 2019 to 31 January 2019).