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## LODGE YOUR PROXY

**Online:**

<https://investorcentre.linkmarketservices.co.nz/voting/NPH>

**Scan & email:**

[meetings@linkmarketservices.co.nz](mailto:meetings@linkmarketservices.co.nz)

**Mail:**

Use the reply paid envelope or address to :  
Link Market Services  
PO Box 91976  
Auckland 1142

**Fax:** +64 9 375 5990

**Deliver:**

Link Market Services  
Level 11, Deloitte Centre,  
80 Queen Street, Auckland 1010

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Scan this QR code with your smartphone and vote online



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### General Enquiries

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

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## PROXY FORM/ADMISSION CARD FOR NAPIER PORT HOLDINGS LIMITED 2019 ANNUAL MEETING

Notice is hereby given that the Annual Meeting of Shareholders of Napier Port Holdings Limited (the **Company**) will be held at Napier Conference Centre, 48 Marine Parade, Napier on **Friday, 20 December 2019**, commencing at **10:30am**. If you will attend the Meeting, please bring this form to assist with your registration. If you will not attend the Meeting but wish to be represented by proxy, please complete and return this form (in accordance with the lodgement instructions above) to Napier Port Holdings Limited's share registry, Link Market Services, by no later than **10:30am, Wednesday 18 December 2019**.

### Appointment of proxy

All shareholders are entitled to attend and vote at the meeting or to appoint a proxy and vote in their place, unless specifically excluded, in the case of a corporate shareholder, a representative to attend and vote instead of him/her and that proxy or representative need not also be a shareholder. If you wish, you may appoint "The Chair of the Meeting" as your proxy or as alternative to your named proxy. The Chair of the Meeting intends to vote all discretionary proxies in favour of the relevant resolution.

### Voting of your holding

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, in respect of each resolution. If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting. If you make more than one election in respect of a resolution your vote will be invalid on that resolution. If this Proxy Form is returned duly signed by a Shareholder with voting instructions included, but without specifying a person that is appointed as proxy, the Chairperson 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 wish to vote in person, you should attend the Meeting. **Please bring this Proxy Form/Admission Card with you to the Meeting** to assist with your registration.

A corporation which is a Shareholder may appoint a representative to attend the Meeting on its behalf in the same manner as it could appoint a proxy. A proxy does not need to be a shareholder of the Company.

### Signing instructions for proxy forms

#### Individual

This Proxy Form must be signed by the shareholder or his/her/its attorney duly authorised in writing.

#### Joint Holding

In the case of a joint shareholding, this Proxy Form may be signed by either, or on behalf of, the joint shareholder (or their duly authorised attorney).

#### Power of Attorney

This Proxy Form and the power of attorney or other authority, if any, under which it is signed, or a copy of that power or authority certified by a Solicitor, Justice of the Peace or Notary Public must be received at the office of Link Market Services Limited, in any manner as per the instructions below

#### Corporate Shareholder

In the case of a corporate shareholder, this Proxy Form must be signed by a director or a duly authorised officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder.

Go online to <https://investorcentre.linkmarketservices.co.nz/voting/NPH> to appoint your proxy

# PROXY/CORPORATE REPRESENTATIVE FORM

## STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

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

\_\_\_\_\_ of \_\_\_\_\_  
(full name of proxy) (full address)

Or

\_\_\_\_\_ of \_\_\_\_\_  
(full name of proxy) (full address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of the Company to be held on Friday 20 December 2019 and at any adjournment of that meeting and to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). Unless otherwise instructed as above, the proxy will vote on each resolution as he/she sees fit, or may abstain from voting. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

## STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

Complete this part if you have appointed a proxy above and you want to direct the proxy as to how the proxy should vote.

Please note: For each resolution you must tick one box. If you mark the abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted computing the required majority, for that item.

### BUSINESS

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

ORDINARY RESOLUTIONS	For	Tick (✓) in box to vote Against	Abstain	Discretion
1. Re-election of Alasdair MacLeod as Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Stephen Moir as Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To record the reappointment of the Auditor General as Auditors of the Company pursuant to section 19 of the Port Companies Act 1988 and to authorise Directors to fix the Auditors remuneration for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## STEP 3: SIGN: SIGNATURE OF SECURITY HOLDER(S) This section must be completed

Security Holder 1

or duly authorised officer or attorney

Security Holder 2

or duly authorised officer or attorney

Security Holder 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.