

# Napier Port Holdings Ltd

Non-executive directors' fees benchmarking  
Summary report

15 November 2024

Strictly private and confidential





# *Remuneration Service provider Independence declaration*

PwC's Reward Services team has been engaged by the Napier Port Holdings Limited (Napier Port) Board of Directors (the Board) to provide independent remuneration benchmarking services in relation to Napier Port's Directors' fees (the Services).

As lead engagement Partner for the provision of the Services to the Board, I declare that no influence has been brought to bear upon me or, to the best of my knowledge and belief, any member of the PwC Reward Services team, by any Board member, employee or executive of Napier Port or any other party regarding the Services or outcomes of the Services.

Dated: 15 November 2024

A handwritten signature in black ink, appearing to read 'Chris Place', written in a cursive style.

Chris Place  
Partner  
PricewaterhouseCoopers

# Summary

The table provided below summarises market remuneration data for directors' fees from a comparator group of 14 New Zealand listed companies confirmed by the Napier Port Board for the purposes of this exercise.

The basis for the peer group composition was comparable market capitalisation, together with inclusion of relevant industry comparators. Median market capitalisation across the comparator companies was **\$449 million**, compared to Napier Port's market capitalisation of **\$479 million**. The sample has an even weighting of organisations larger and smaller than Napier Port by market capitalisation i.e. seven larger and seven smaller. Details of the comparator group are provided in Appendix 1.

Fee data is current to the date of this report and has been sourced from publicly available information, including annual reports and NZX disclosures. Where the Board chooses to position its fees against this market data will depend on the Board's view of the overall relevance of the comparator group and specifically on the relative complexity of its operations, scale, ranking (by scale), risk profile and director workload as compared with those of the comparator companies.

## Summary table:

Position	Sample size	Market median (\$)	Napier Port's policy fee (\$)	Comparison to the market median
Board Chair <sup>1</sup>	14	186,300	145,800	<b>78%</b>
Non-executive director <sup>2</sup>	14	95,000	75,600	<b>80%</b>
Chair of Audit & Risk Management committee <sup>3</sup>	14	20,000	10,800	<b>54%</b>
Member of Audit & Risk Management committee <sup>4</sup>	11	10,000	-	-
Chair of People & Remuneration committee <sup>5</sup>	11	15,000	10,800	<b>72%</b>
Member of People & Remuneration committee <sup>6</sup>	8	6,800	-	-
Chair of 'Other' committee <sup>7</sup>	9	15,000	10,800	<b>72%</b>
Member of 'Other' committee <sup>8</sup>	5	10,000	-	-
Total approved pool fee <sup>9</sup>	13	853,000	655,000	<b>77%</b>
Actual fees paid <sup>10</sup>	14	709,000	674,000	<b>95%</b>

### Notes:

- Analysis of all 14 companies in the sample which had a non-executive Board Chair. The majority of Chair roles receive no committee fees, with the base fee recompensing all Board contribution/roles held. Where additional fees are paid, this data is included in the market analysis.
- Analysis of base NED fees for all 14 companies in the comparator group.
- Analysis of each of the 14 companies that had this committee/paid separate fees for this committee.
- Analysis of each of the 11 companies that had this committee/paid separate fees for this committee role. Napier Port does not currently pay separate fees for this position.
- Analysis of each of the 11 companies that had this committee/paid separate fees for this committee.
- Analysis of each of the 8 companies that had this committee/paid separate fees for this committee role. Napier Port does not currently pay separate fees for this position.
- This data pertains to Napier Port's *Health & Safety* and *Sustainability* committees, as there was insufficient incidence of each of these specific committee types to publish robust market data. Analysis of the 11 companies in the sample that had this role/paid additional remuneration to this role.
- Analysis of each of the 5 companies that had this committee/paid separate fees for this committee role. Napier Port does not currently pay separate fees for this position.
- Analysis of each of the 13 companies where a pool fee was set/disclosed.
- Analysis for all 14 companies on disclosed actual fees paid during the FY23 financial year. Napier Port's actual fees paid differ from the total approved pool fee due to a temporary increase in the number of directors serving on the Napier Port Board during the FY23 period. The **total actual fees payable** - based on current Board roles/composition and policy fees - is \$642,600.

15 November 2024

## Appendix 1 – Comparator group

Organisation name	Market capitalisation (\$ millions)	Annual revenue (\$ millions)	Company total assets (\$ millions)
Port of Tauranga	3,333	421	2,824
Argosy Property	873	116	2,069
Stride Property	681	99	1,459
Arvida Group	665	247	4,205
Delegat Group	572	381	1,063
Channel Infrastructure	564	131	973
Scales Corporation	487	565	582
Serko	410	71	130
Oceania Healthcare	384	335	2,782
Sanford	372	553	1,072
Turners Automotive	354	416	866
Hallenstein Glassons	315	410	203
KMD Brands	263	1,103	1,533
South Port	151	54	98
<b>Napier Port</b>	<b>479</b>	<b>118</b>	<b>565</b>
<b>Market median</b>	<b>449</b>	<b>358</b>	<b>1,068</b>
<b>Comparative ratio to median</b>	<b>107%</b>	<b>33%</b>	<b>53%</b>

Source: Market capitalisation data was sourced from the NZX website in July 2024, when the peer comparator group was determined. Annual revenue and total asset numbers were sourced from available annual reports as at July/early August 2024.

# Thank you

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