Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [X]

D Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
RETIREMENT PLAN FOR EMPLOYEES OF MATSON

1b Three-digit plan number (PN) ▶ 014

1c Effective date of plan 07/01/1951

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
MATSON, INC.

555 12TH STREET
OAKLAND, CA 94607

2b Employer Identification Number (EIN)
99-0032630

2c Plan Sponsor's telephone number
510-628-4000

2d Business code (see instructions)
483000

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2017	BRENT SMITH
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address (include room or suite number)

Preparer's telephone number

3a	Plan administrator's name and address [X] Same as Plan Sponsor	**3b**	Administrator's EIN
		3c	Administrator's telephone number
4	If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b**	EIN
a	Sponsor's name	**4c**	PN

5	Total number of participants at the beginning of the plan year	**5**	1754
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	579
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	627
b	Retired or separated participants receiving benefits	**6b**	633
c	Other retired or separated participants entitled to future benefits	**6c**	435
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	1695
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	113
f	Total. Add lines **6d** and **6e**.	**6f**	1808
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	4
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

1A 1C 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- **(1)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [X] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] 0 **A** (Insurance Information)
- **(4)** [ ] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
RETIREMENT PLAN FOR EMPLOYEES OF MATSON

B Three-digit plan number (PN) ▶ 014

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
MATSON, INC.

D Employer Identification Number (EIN)
99-0032630

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2016

2 Assets:

a Market value	**2a**	173494234
b Actuarial value	**2b**	183371459

3 Funding target/participant count breakdown

	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	727	97004919	97004919
b For terminated vested participants	448	23432805	23432805
c For active participants	579	50069245	50854167
d Total	1754	170506969	171291891

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]

a Funding target disregarding prescribed at-risk assumptions	**4a**	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**	
5 Effective interest rate	**5**	6.06 %
6 Target normal cost	**6**	3460862

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Signature of actuary

09/15/2017
Date

XAVIER ERHART
Type or print name of actuary

17-07608
Most recent enrollment number

MERCER
Firm name

415-743-8700
Telephone number (including area code)

4 EMBARCADERO CENTER, SUITE 400
SAN FRANCISCO, CA 94111-4156
Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	5007718
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	5007718
10	Interest on line 9 using prior year's actual return of -1.33%	0	-66603
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		6866676
b(1)	Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of 6.27%		430541
b(2)	Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c	Total available at beginning of current plan year to add to prefunding balance		7297217
d	Portion of (c) to be added to prefunding balance		7297217
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	12238332

Part III Funding Percentages

14	Funding target attainment percentage	14	99.90%
15	Adjusted funding target attainment percentage	15	107.05%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	103.13%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
03/30/2017	3000000				
			Totals ► 18(b)	3000000	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b	Contributions made to avoid restrictions adjusted to valuation date	19b	0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	2788748

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:	1st segment: 4.43%	2nd segment: 5.91%	3rd segment: 6.65%	☐ N/A, full yield curve used
b Applicable month (enter code)			**21b**	4
22 Weighted average retirement age			**22**	66

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment		☒ Yes	☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment		☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment		☒ Yes	☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	**27**		

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	**29**	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	**30**	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	3460862
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	158764	26232
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	0
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	3487094

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	698346	698346

36 Additional cash requirement (line 34 minus line 35)	**36**	2788748
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	2788748
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	**38a**	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected	☐ 2 plus 7 years	☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008	☐ 2009	☐ 2010	☐ 2011

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
RETIREMENT PLAN FOR EMPLOYEES OF MATSON

B Three-digit plan number (PN) ▶ 014

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
MATSON, INC.

D Employer Identification Number (EIN)
99-0032630

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: MATSON RETIREMENT AND PENSION TRUST

b Name of sponsor of entity listed in (a): MATSON, INC.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
99-0268171-001	M	176069665

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
RETIREMENT PLAN FOR EMPLOYEES OF MATSON

B Three-digit plan number (PN) ▶ 014

C Plan sponsor's name as shown on line 2a of Form 5500
MATSON, INC.

D Employer Identification Number (EIN)
99-0032630

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	7469000	3000000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	166197018	176069665
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	**1d(1)**		
	(2) Employer real property	**1d(2)**		
e	Buildings and other property used in plan operation	**1e**		
f	Total assets (add all amounts in lines 1a through 1e)	**1f**	173666018	179069665
	Liabilities			
g	Benefit claims payable	**1g**		
h	Operating payables	**1h**		
i	Acquisition indebtedness	**1i**		
j	Other liabilities	**1j**		
k	Total liabilities (add all amounts in lines 1g through1j)	**1k**	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	**1l**	173666018	179069665

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	**2a(1)(A)**	3000000	
	(B) Participants	**2a(1)(B)**		
	(C) Others (including rollovers)	**2a(1)(C)**		
	(2) Noncash contributions	**2a(2)**		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	**2a(3)**		3000000
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	**2b(1)(A)**		
	(B) U.S. Government securities	**2b(1)(B)**		
	(C) Corporate debt instruments	**2b(1)(C)**		
	(D) Loans (other than to participants)	**2b(1)(D)**		
	(E) Participant loans	**2b(1)(E)**		
	(F) Other	**2b(1)(F)**		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	**2b(1)(G)**		0
	(2) Dividends: **(A)** Preferred stock	**2b(2)(A)**		
	(B) Common stock	**2b(2)(B)**		
	(C) Registered investment company shares (e.g. mutual funds)	**2b(2)(C)**		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	**2b(2)(D)**		0
	(3) Rents	**2b(3)**		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	**2b(4)(A)**		
	(B) Aggregate carrying amount (see instructions)	**2b(4)(B)**		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	**2b(4)(C)**		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	**2b(5)(A)**		
	(B) Other	**2b(5)(B)**		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	**2b(5)(C)**		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		14877061
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		17877061
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	10942224	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		10942224
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	541934	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	989256	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1531190
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		12473414
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		5403647
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified **(2)** ☐ Qualified **(3)** ☒ Disclaimer **(4)** ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: DELOITTE & TOUCHE, LLP **(2)** EIN: 13-3891517

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. **(2)** ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		20000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i		X	
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	4n			
o	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☒ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 3996120. (See instructions.)

Part V Trust Information

6a Name of trust	**6b** Trust's EIN

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
RETIREMENT PLAN FOR EMPLOYEES OF MATSON

B Three-digit plan number (PN) ▶ 014

C Plan sponsor's name as shown on line 2a of Form 5500
MATSON, INC.

D Employer Identification Number (EIN)
99-0032630

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 23-3060382

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3** 4

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☒ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☒ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: 75.0 % Investment-Grade Debt: 13.0 % High-Yield Debt: 4.0 % Real Estate: 6.0 % Other: 2.0 %

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☒ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Part VII IRS Compliance Questions

20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No

22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter ____/____/____ and the serial number _____.

22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter ____/____/____.

Retirement Plan for Employees of Matson

Employer ID No: 99-0032630
Plan Number: 014

Financial Statements as of December 31, 2016 and 2015, and for the Year Ended December 31, 2016, and Independent Auditors' Report

RETIREMENT PLAN FOR EMPLOYEES OF MATSON

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NOTE: All schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

Deloitte.

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INDEPENDENT AUDITORS' REPORT

To the Administrative Committee and
the Investment Committee of
the Retirement Plan for Employees of Matson:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Retirement Plan for Employees of Matson (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by First Hawaiian Bank, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2016 and 2015, and for the year ended December 31, 2016, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Report on Form and Content in Compliance with Department of Labor Rules and Regulations

The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Deloitte & Touche LLP

October 13, 2017

RETIREMENT PLAN FOR EMPLOYEES OF MATSON

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2016 AND 2015

	2016	2015
INVESTMENTS—Investment in Master Trust at fair value	$ 176,069,665	$ 166,197,018
RECEIVABLES—Contribution receivable from employer	3,000,000	7,469,000
NET ASSETS AVAILABLE FOR BENEFITS	$ 179,069,665	$ 173,666,018

See notes to financial statements.

RETIREMENT PLAN FOR EMPLOYEES OF MATSON

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2016

NET ASSETS AVAILABLE FOR BENEFITS—December 31, 2015	$ 173,666,018
ADDITIONS:	
Net appreciation from investment in Master Trust	14,877,061
Employer contributions	3,000,000
Total additions	17,877,061
DEDUCTIONS:	
Benefit payments	(10,942,224)
Administration fees	(1,531,190)
Total deductions	(12,473,414)
DECREASE IN NET ASSETS	5,403,647
NET ASSETS AVAILABLE FOR BENEFITS—December 31, 2016	$ 179,069,665

See notes to financial statements.

RETIREMENT PLAN FOR EMPLOYEES OF MATSON

NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2016 AND 2015, AND FOR THE YEAR ENDED
DECEMBER 31, 2016

1. PLAN DESCRIPTION

The following description of the Retirement Plan for Employees of Matson (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General—The Plan, sponsored by Matson, Inc. (the "Company"), is a defined benefit pension plan generally covering salaried non-bargaining unit employees of Matson Navigation Company, Inc.; Matson Navigation Company of Alaska, LLC; Matson Terminals, Inc.; Matson Freight Agencies, Inc.; Matson Services Company, Inc.; Matson Logistics, Inc. (except those first employed after 2005); Matson Leasing Company, Inc.; and Matson Logistics Solutions, Inc. The Plan also covers (1) regular clerical employees covered by the collective bargaining agreement between Matson Navigation Company, Inc. and ILWU Local 142 and (2) retired Special Officer employees who had been covered by the collective bargaining agreement between Matson Terminals, Inc. and ILWU Local 160 (Special Officers). The Retirement Committee of the Management of the Company controls and manages the operation and administration of the Plan. First Hawaiian Bank (the "Trustee") serves as the trustee of the Plan, and together with several investment managers, manages the Plan's investments. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Pension Benefits—Generally, eligible employees become eligible to participate in the Plan after one year of service. Matson Logistics, Inc. employees first employed after 2005 are not eligible to participate in the Plan. Effective January 1, 1968, the Plan became noncontributory. The Plan's normal retirement age is 65 (62 for Special Officer employees). There are provisions for early and postponed retirement with relative adjustments in benefits. Normal retirement benefits are based on years of service and compensation. Generally, employees become fully vested after five years of service under the traditional defined benefit pension formula ("traditional formula") or three years of service for employees covered under the cash balance benefits. If employees terminate before the earlier of normal retirement age or five years of service (or three years for those with cash balance benefits), they forfeit the right to receive their accumulated plan benefits upon retirement.

Effective December 31, 2011, the Company froze benefit accruals under the traditional formula for salaried, non-bargaining unit employees hired before January 1, 2008, and transitioned them to the same cash balance formula for salaried non-bargaining unit employees hired on or after January 1, 2008. Retirement benefits under the cash balance formula are based on a fixed percentage of employee eligible compensation, plus interest. The Plan's interest credit rate will vary from year to year based on the 10-year U.S. Treasury rate. Upon termination of employment, the vested account can be paid out in the form of a lump sum or as a monthly annuity.

Retirement benefits for retired special officer employees are generally based on a flat dollar amount times years of service.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting—The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates—The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits and changes therein at the date of the financial statements. Actual results could differ from those estimates.

Risks and Uncertainties—The Plan's investment in the Matson Retirement and Pension Trust (the "Master Trust") utilizes various investment securities, including common stocks, fixed-income securities, money market funds and limited partnership interests. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the financial statements.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumption pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Valuation of Investment in Master Trust—The Plan's interest in the investments in the Master Trust is stated at fair value, which has been determined based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for a description of the valuation methods. Purchase and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold, as well as held, during the year.

Administrative Expenses—Administrative expenses of the Plan are paid by the Master Trust, as provided in the Plan document.

Payment of Benefits—Benefit payments to participants are recorded upon distribution.

Contribution Receivable from Employer—Contributions made by the Company that are attributable to the plan year, but which were not paid as of year-end, have been recorded as a contribution receivable to the Plan.

Subsequent Events—For the year ended December 31, 2016, subsequent events were evaluated through October 13, 2017, the date the financial statements were available to be issued.

New Accounting Pronouncements— In February 2017, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2017-06, *Plan Accounting-Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): Employee Benefit Plan Master Trust Reporting (A Consensus of the Emerging Issues Task Force)*. ASU 2017-06 amended the presentation and disclosure requirements relating to master trusts in accordance with GAAP. The amendments are effective for all plan years beginning after December 15, 2018, and are to be applied retrospectively. Early adoption is permitted. The Plan is currently evaluating the impact that the guidance will have on the Plan's financial statements.

3. FUNDING POLICY

Contributions to the Plan are made solely by the Company. The Company's funding policy is to make contributions to the Plan sufficient to meet the minimum funding requirements of the Internal Revenue Code and the Employee Retirement Income Security Act as amended, along with any related regulations issued by the Internal Revenue Service and Department of Labor. Matson may, at its sole discretion, make additional contributions to the Plan within the maximum deductible limits imposed by the Internal Revenue Code. The Company met the minimum funding requirements of ERISA for the year ended December 31, 2016.

4. INTEREST IN MASTER TRUST

The Plan's investment assets are held in a trust account by the Trustee, and consist of an undivided interest in an investment account of the Master Trust, a master trust established by the Company and administered by the Trustee. Use of the Master Trust permits the commingling of trust assets with the assets of the Company's various pension plans for investment and administrative purposes. Although assets of multiple plans are commingled in the Master Trust, the Trustee maintains supporting records for the purpose of allocating the net gain or loss of the investment account to the participating plans. The net investment income of the investment assets is allocated by the Trustee to each participating plan based on the relationship of the interest of each plan to the total of the interests of the participating plans.

The net assets and investments of the Master Trust at December 31, 2016 and 2015, are presented as follows:

	2016	2015
Investments—at fair value	$ 178,263,811	$ 168,553,604
Receivables—accrued income	527,426	309,400
Total assets of the Master Trust	$ 178,791,237	$ 168,863,004
Plan's interest in net assets of the Master Trust	$ 176,069,665	$ 166,197,018
Plan's interest in the net assets and investments of the Master Trust as a percentage of total assets	98 %	98 %

The net investment gain (including gains and losses on investments bought and sold, as well as held during the year) in the Master Trust for the year ended December 31, 2016, is summarized below:

Interest, dividends and other income	$ 1,884,774
Net appreciation in investments—at fair value	13,224,938
Net investment gain in Master Trust	$ 15,109,712
Plan's interest in net appreciation from investment in Master Trust	$ 14,877,061

5. FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, as follows: Level 1, which refers to securities valued using unadjusted quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Asset Valuation Techniques—Valuation technologies maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2016 and 2015.

Mutual Funds—Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Corporate Bonds—Valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing value on yields currently available on comparable securities of issuers with similar credit ratings. When quoted prices are not available for identical or similar bonds, the bond is valued under a discounted cash flows approach that maximizes observable inputs, such as current yields of similar instruments, but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks or a broker quote, if available.

U.S. Government Securities—Valued using pricing models maximizing the use of observable inputs for similar securities.

Cash Equivalents—Held primarily in short-term money market commingled funds, which are valued at cost plus accrued interest.

Equity Securities—Domestic and international common stocks are valued by obtaining quoted prices on recognized and highly liquid exchanges.

Fixed-Income Securities—Corporate bonds and U.S. government treasury and agency securities are valued based upon the closing price reported in the active market in which the security is traded. U.S. government agency and corporate asset-backed securities may utilize models, such as a matrix pricing model, that incorporates other observable inputs, such as cash flow, security structure, or market information, when broker-dealer quotes are not available.

Real Estate and Private Equity Interests—The fair value of real estate and private equity funds are determined by the issuer based on the unit values of the funds. Unit values are determined by dividing the fund's net assets, as recorded in the fund's audited financial statements, by the number of units outstanding at the valuation date. Fair value for underlying investments in real estate is determined through independent property appraisals. Fair value of underlying investments in private equity assets is determined based on information provided by the general partner taking into consideration the purchase price of the underlying securities, developments concerning the investee company subsequent to the acquisition of the investment, financial data and projections of the investee company provided to the general partner, and such other factors as the general partner deems relevant.

The following table set forth by level within the fair value hierarchy a summary of the Master Trust's investments measured at fair value on a recurring basis at December 31, 2016:

	Master Trust Assets Fair Value Measurements at December 31, 2016			
	Total	**Level 1**	**Level 2**	**Level 3**
Cash and money market funds	$ 7,791,714	$ 7,791,714	$ -	$ -
Equity securities	129,762,397	63,246,443	66,515,954	
Fixed-income securities	29,795,957		29,795,957	
Total	167,350,068	$71,038,157	$96,311,911	$ -
Investments measured at net asset value	10,913,743			
Total Investments	$ 178,263,811			

The following table set forth by level within the fair value hierarchy a summary of the Master Trust's investments measured at fair value on a recurring basis at December 31, 2015:

	Master Trust Assets Fair Value Measurements at December 31, 2015			
	Total	**Level 1**	**Level 2**	**Level 3**
Cash and money market funds	$ 6,856,535	$ 6,856,535	$ -	$ -
Equity securities	121,867,244	77,307,732	44,559,512	
Fixed-income securities	29,290,318	9,999,357	19,290,961	
Total	158,014,097	$94,163,624	$ 63,850,473	$ -
Investments measured at net asset value	10,539,507			
Total Investments	$ 168,553,604			

Transfers between Levels—The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

Plan management evaluates the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. There were no transfers between Level 1, 2, or 3 categories during 2016 and 2015.

Fair Value of Investments that Calculate Net Asset Value—Below is a summary of the Plan's Master Trust investments at December 31, 2016 and 2015, where fair value is estimated based on the net asset value:

	Fair Value Estimated Using Net Asset Value per Share December 31, 2016			
Investment	**Fair Value**	**Unfunded Commitment**	**Redemption Frequency (If Currently Eligible)**	**Redemption Notice Period**
Real estate partnerships [(a)]	$10,776,070	$ -	Quarterly	45–90 days
Private equity partnerships [(b)]	137,673			
Total	$10,913,743	$ -		

	Fair Value Estimated Using Net Asset Value per Share December 31, 2015			
Investment	**Fair Value**	**Unfunded Commitment**	**Redemption Frequency (If Currently Eligible)**	**Redemption Notice Period**
Real estate partnerships [(a)]	$10,346,148	$ -	Quarterly	45–90 days
Private equity partnerships [(b)]	193,359			
Total	$10,539,507	$ -		

(a) This class includes investments in limited partnership interests that invest in U.S. commercial real estate assets. The fair values of investments in this class are estimated using the net asset value of the Plan's limited partnership interest in underlying assets of the investment. Distributions from the investment are received following a withdrawal request by the Plan. The fair value of each individual property is based on independent property appraisals and it is probable that all of the investments in this class will be sold at an amount different from the net asset value of the Plan's partnership interest.

(b) This class includes private equity partnership interests that primarily invest in domestic technology companies. These investments cannot be redeemed. Instead, the nature of the investments in this class is that distributions are received through the liquidation of the underlying assets of the fund. As of December 31, 2016, it is probable that all of the investments in this class will be sold at an amount different from the net asset value of the Plan's ownership interest. The fair values of the investments in this class have been estimated using recent observable transaction information for similar investments, nonbinding bids received from potential buyers of the investments, developments concerning the investee company subsequent to the acquisition of the investment, financial data and projections of the investee company provided to the general partner, and such other factors as the general partner deems relevant.

6. ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to service rendered by employees as of the valuation date. Accumulated plan benefits include benefits expected to be paid to: (1) retired or terminated employees or their beneficiaries; (2) beneficiaries of employees who have died; and (3) present employees or their beneficiaries. Benefits under the Plan are based on employees' compensation and service. The accumulated plan benefits for salaried non-bargaining active employees are based on their frozen final pay formula benefit as of December 31, 2011, plus their cash balance benefit. The actuarial present value of accumulated plan benefits is determined by an independent actuary and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements, such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The following table presents the actuarial present value of accumulated plan benefits at December 31, 2016 and 2015, and changes in accumulated plan benefits for the year ended December 31, 2016:

	2016	2015
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Participants currently receiving payments	$ 92,656,936	$ 89,568,725
Other participants	63,888,416	61,194,038
Total vested benefits	156,545,352	150,762,763
Nonvested benefits	797,931	627,711
Total actuarial present value of accumulated plan benefits	$ 157,343,283	$ 151,390,474
Actuarial present value of accumulated plan benefits—January 1, 2016	$ 151,390,474	
Increase (decrease) during the year attributable to:		
Interest due to the decrease in the discount period	11,637,075	
Benefits paid	(10,942,224)	
Present value of benefits accumulated	2,052,926	
Actuarial assumption changes	3,205,032	
Actuarial present value of accumulated plan benefits—December 31, 2016	$ 157,343,283	

Significant actuarial assumptions used in the actuarial present value of accumulated benefits at December 31, 2016 and 2015, are as follows:

- Mortality Table used in December 31, 2016 and 2015 valuation: a modified version of the RP-2014 Mortality Table issued by the Society of Actuaries in October 2014 along with a modified mortality improvement scale
- Retirement age assumptions (representative annual rates of retirement were used)
- Investment return: 7.75% and 8.0%, respectively, per annum for 2016 and 2015

The foregoing actuarial assumptions are based on the presumption that the Plan will continue indefinitely. If the Plan were to terminate, different actuarial assumptions and other factors would be applicable in determining the actuarial present value of accumulated plan benefits. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that certain changes in these estimates and assumptions could be material to the financial statements.

7. INFORMATION CERTIFIED BY TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of December 31, 2016 and 2015, and for the year ended December 31, 2016 included in the Plan's financial statements that was prepared by or derived from information prepared by the Trustee of the Plan and furnished to the Plan administrator. The Plan administrator has obtained certifications from the Trustee that such information is complete and accurate.

	2016	2015
Statements of net assets available for benefits—investment in Master Trust	$ 176,069,665	$ 166,197,018
Statement of changes in net assets available for benefits—net appreciation from investment in Master Trust	$ 14,877,061	

Notes 4 and 5: All investment balances and investment information have been certified by the Trustee, excluding the classification of investments by level in Note 5.

8. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan, in certain circumstances, to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of Plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder, and the Plan document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested normal-age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

9. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain investments in the Master Trust are invested in securities managed by the Trustee, and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services are included as a reduction of the return on each fund.

10. FEDERAL INCOME TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the employer, by letter dated June 4, 2013, that the Plan and related trust are designed in accordance with the applicable regulations of the Internal Revenue Code (IRC). The Plan has been amended since it was submitted to the IRS with the request for the determination letter. The Plan has applied for an updated determination letter in 2016 after the expiration of the June 2013 determination letter and has received an IRS acknowledgment letter regarding the receipt of its request. On July 25, 2017, the Plan received a favorable determination letter from the IRS. The Plan has 91 days from the date of this letter to adopt the amended and restated plan document for the defined benefit plan. As of the date that the financial statements were available to be issued, the Plan has not adopted the amended and restated plan document but plans to do so before this deadline. The Administrative Committee and the Investment Committee believe the Plan is currently designed and operating in compliance with the applicable requirements of the IRC, and the Plan and related trust continue to be tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. No uncertain tax positions were recorded at December 31, 2016 and December 31, 2015. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

* * * * * *

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service										
	Under 1	**1–4**	**5–9**	**10–14**	**15–19**	**20–24**	**25–29**	**30–34**	**35–39**	**40 & up**	**Total**
Under 25	4										4
25–29	7	1	2								10
30–34	8	6	11	4							29
35–39	9	6	18	25	1						59
40–44	9	11	15	22	11	2					70
45–49	11	7	13	27	11	6	4				79
50–54	12	2	16	34	7	10	13	1	1		96
55–59	12	3	12	20	8	10	29	9	6		109
60–64	8	3	7	18	11	6	11	1	9	2	76
65–69	6		4	4	2	3	1	1	4	7	32
70 & up	3		2				2	1		1	9
Total	89	39	100	154	51	37	60	13	20	10	573

In each cell, the number is the count of active participants for each age/service combination.

* Participant count excludes those participants who transferred to an ineligible employment classification and therefore ceased receiving future benefit accruals in the above-named plan. However, the participant count in column 1 of line 3(c)(3) of the Schedule SB does include such transferred participants.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Actuarial Assumptions

Discount rate sponsor elections			
• Segment rates or full yield curve	Segment		
• Look-back months	4		
	Stabilized	**Nonstabilized**	
• First 5 years	4.43%	1.34%	
• Next 15 years	5.91%	4.03%	
• Over 20 years	6.65%	5.06%	
Mortality sponsor elections			
• Healthy participants	Section 430(h)(3) prescribed separate static annuitant and non-annuitant mortality tables used for 2016 funding purposes. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 years for annuitants and 15 years for non-annuitants based on Scale AA.		
• Disabled participants	Same as healthy		
Cash balance plans			
• Interest credit rate	2.14% per year		
• Annuity conversion			
— Mortality table	IRC Section 417(e) unisex mortality for 2016		
— Interest rate basis	Funding interest rates applied on a rolling basis: - First 5 years: 4.43% - Next 15 years: 5.91% - After 20 years: 6.65%		
Other economic assumptions			
• Salary increases	3.00% per year		
• Social Security wage base	3.00% per year		
• Inflation	2.25% per year		
• Expected investment return	8.25% for 2014 and 8.00% for 2015		
• Administrative expenses	$1,565,000 added to current year normal cost.		

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Demographic assumptions[1]

- Withdrawal: See table of sample rates.
- Retirement age

Attained age	Percentage
Under 62	2%
62	10%
63	5%
64	5%
65	20%
66	20%
67	20%
68	20%
69	20%
70	20%
71 and above	100%

- Disability incidence: None
- Benefit commencement age for
  - Future vested deferred: 62
  - Current vested deferred
    - Matson Shoreside: 62
    - Matson Clerical BU (Honolulu): 60
- Spouse assumptions

	Male participants	Female participants
Percentage married		
Matson Shoreside	80%	80%
Matson Clerical BU (Honolulu)	70%	70%
Spouse age difference	3 years younger	3 years older

Form of payment — Traditional Pension Benefits	Single Life	50% J&S	100% J&S
Matson Shoreside	50%	25%	25%
Matson Clerical BU (Honolulu)	70%	30%	0%

Form of payment — Cash Balance Benefits (Matson Shoreside only)	Lump sum[2]	Single life
Active retirements	80%	20%
Future / current vested deferred	80%	20%
Future Deaths	100%	0%

[1] The demographic assumptions listed in this section are not applicable to the MTI Security Officers because they are all currently in receipt of benefits.

[2] Lump sum is expected to commence immediately for the deferred vested participants. Other optional forms are expected to commence at the assumed commencement age for the deferred vested participants.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Table of Sample Rates[3]

Attained age	Withdrawal percentage
20	20.80%
25	14.40%
30	9.76%
35	6.96%
40	5.52%
45	4.88%
50	4.48%
55	0.00%

Actuarial Methods

Asset Methods

The asset valuation method is an average of the adjusted market value for each year during the last two years preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

Participant Methods

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.

Minimum Funding Methods

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

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[3] The rates above are applicable for Matson Shoreside and Matson Clerical BU (Honolulu) active members. There are no active members for MTI Security Officers.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
RETIREMENT PLAN FOR EMPLOYEES OF MATSON

B Three-digit plan number (PN) ▶ 014

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
MATSON, INC.

D Employer Identification Number (EIN)
99-0032630

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2016

2 Assets:

a Market value	**2a**	173,494,234
b Actuarial value	**2b**	183,371,459

3 Funding target/participant count breakdown

	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	727	97,004,919	97,004,919
b For terminated vested participants	448	23,432,805	23,432,805
c For active participants	579	50,069,245	50,854,167
d Total	1,754	170,506,969	171,291,891

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]

a Funding target disregarding prescribed at-risk assumptions	**4a**	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**	
5 Effective interest rate	**5**	6.06%
6 Target normal cost	**6**	3,460,862

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

XE
Signature of actuary

9/15/2017
Date

XAVIER ERHART
Type or print name of actuary

1707608
Most recent enrollment number

MERCER
Firm name

415-743-8700
Telephone number (including area code)

4 EMBARCADERO CENTER, SUITE 400
SAN FRANCISCO CA 94111-4156
Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	5,007,718
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	5,007,718
10	Interest on line 9 using prior year's actual return of -1.33%	0	-66,603
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		6,866,676
	b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of 6.27%		430,541
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
	c Total available at beginning of current plan year to add to prefunding balance		7,297,217
	d Portion of (c) to be added to prefunding balance		7,297,217
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	12,238,332

Part III Funding Percentages

14	Funding target attainment percentage	14	99.90%
15	Adjusted funding target attainment percentage	15	107.05%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	103.13%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
03/30/2017	3,000,000				
			Totals ► 18(b)	3,000,000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	2,788,748

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [ ] Yes [X] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [ ] Yes [ ] No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	☐ N/A, full yield curve used
4.43 %	5.91 %	6.65%	

b Applicable month (enter code)	21b	4
22 Weighted average retirement age	22	66

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment		☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment		☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	31a	3,460,862
b Excess assets, if applicable, but not greater than line 31a	31b	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	158,764	26,232
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	3,487,094

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	698,346	698,346

36 Additional cash requirement (line 34 minus line 35)	36	2,788,748
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	2,788,748
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	38a	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0
40 Unpaid minimum required contributions for all years	40	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	42	
43 Excess installment acceleration amount to be carried over to future plan years	43	

Schedule SB, line 22 — Description of Weighted Average Retirement Age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 66.

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	2%	10,000	200	11,000
56	2%	9,800	196	10,976
57	2%	9,604	192	10,944
58	2%	9,412	188	10,904
59	2%	9,224	184	10,856
60	2%	9,040	181	10,860
61	2%	8,859	177	10,797
62	10%	8,682	868	53,816
63	5%	7,814	391	24,633
64	5%	7,423	371	23,744
65	20%	7,052	1,410	91,650
66	20%	5,642	1,128	74,448
67	20%	4,514	903	60,501
68	20%	3,611	722	49,096
69	20%	2,889	578	39,882
70	20%	2,311	462	32,340
71	100%	1,849	1,849	131,279
Total			10,000	657,726
Average				65.77

Schedule SB, Part V — Summary of Plan Provisions

Summary of Major Plan Provisions

The retirement plan for employees of Matson is merged plan consisting of following groups:-
1) Matson Salaried NBU
2) Matson clerical BU (Honolulu)
3) MTI Security Officers

1) Matson Salaried NBU:

Effective date and plan year	Original plan: January 1, 1968 Restated plan: January 1, 2015 Plan year: January 1 – December 31
Status of the plan	The plan has ongoing benefit accruals and new employees are eligible to participate in the cash balance portion of the plan once they satisfy the participation requirements. Traditional benefits are frozen under this plan on December 31, 2011.
Significant events that occurred during the year	None
Definitions	
• Covered employees	All salaried employees of Matson Navigation Company, Inc. or Matson Terminals, Inc. whose wages or conditions of employment are not covered by collective bargaining. Effective January 1, 2016, salaried Employees of Matson Navigation Company of Alaska, LLC (formerly Horizon Lines of Alaska, LLC) are also covered.
• Participation	All covered employees become participants on the first day of the month coinciding with or next following completion of one year of service. Former employees of Aquitaine Assets Ltd., Aquitaine L.L.C. or TransAmerica Transportation Service LLC will not be eligible to participate in the plan unless they become an eligible employee. Special rules may apply for salaried employees who transfer employment to or from Matson Logistics, Inc.
• Employee contributions	None
• Vesting service	Vesting service consists of any periods of employment with Matson or an affiliated company, beginning on the date the employee first completes an hour of service, computed to the next whole month. Vesting service also includes any periods of service with the Former A&B Controlled Group, and certain periods of prior employer service for participants who become a Matson employee as part of acquisitions or transfers.

Schedule SB, Part V — Summary of Plan Provisions

• Credited service	All periods of service as an eligible employee prior to January 1, 2012, beginning on the date the employee first completes an hour of service, computed to the next whole month, plus eligible service with Matcinal Corporation or American President Lines, Ltd. Credited service is only used in the determination of the traditional pension benefit.
• Compensation	Base compensation, overtime and bonuses paid under specific annual incentive programs, earned as an eligible employee.
• Final average compensation	Average monthly compensation earned during the 60 consecutive months that produce the highest such average taken from the most recent 120 months of eligible employment. For purposes of calculating the traditional pension benefit, final average compensation will not include any compensation earned after December 31, 2011.
• Traditional pension benefit	The monthly benefit is the sum of the following: (a) 1.45% of final average compensation up to monthly Covered Compensation plus 1.85% of final average compensation in excess of monthly Covered Compensation, times years of credited service up to 25, plus (b) 0.725% of final average compensation up to monthly Covered Compensation plus 0.925% of final average compensation in excess of monthly Covered Compensation, times years of credited service in excess of 25 (up to 25 years), plus (c) 0.725% of final average compensation times years of credited service over 50.
• Pay credit	Pay credit is the amount credited as of the last day of each plan year to the cash balance account. Pay credit for a plan year is equal to 5% of the participant's compensation paid during the plan year. An additional pay credit of 5% of compensation will be credited for the plan year preceding the plan year in which the eligible employee becomes a participant.
• Interest credit	Interest credit for a plan year is equal to the participant's cash balance account as of January 1 multiplied by the interest credit rate for the plan year. Interest credit are credited as of the last day of the plan year, or if earlier, the last day of the month preceding the participant's annuity starting date and on a simple interest basis. The interest credit rate for a plan year is the arithmetic average of the month-end 10-year Treasury Constant Maturities rate for the months of August, September, and October of the prior plan year.
• Cash balance account benefit	The cash balance account as of any date is the sum of a participant's pay credits and interest credits.

Schedule SB, Part V — Summary of Plan Provisions

• Accrued benefit	Employees who became participants prior to January 1, 2008 (excluding rehires on or after January 1, 2008), are eligible for traditional pension benefit accruals for service through December 31, 2011 and cash balance account benefit accruals for service after December 31, 2011. Upon termination of employment, these participants will receive the sum of their frozen traditional pension benefit and cash balance account benefit. Employees who became participants on or after January 1, 2008, are only eligible for cash balance account benefits.
Normal retirement	
• Eligibility	First day of the month coincident with or next following the attainment of age 65.
• Benefit	The accrued benefit determined as of the Normal Retirement Date.
Early retirement	
• Eligibility	Retirement before Normal Retirement Date and on or after attaining age 55 and 5 years of service.
• Benefit	Traditional pension benefit: The Normal Retirement Benefit calculated using service to the early retirement date multiplied by the following early retirement factor:

Age	If Terminated Before Age 55	If Terminated At or After Age 55
55	0.50	0.64
56	0.54	0.70
57	0.58	0.76
58	0.62	0.82
59	0.66	0.88
60	0.70	0.94
61	0.76	0.97
62	0.82	1.00
63	0.88	1.00
64	0.94	1.00

Cash balance account benefit: Actuarially equivalent monthly annuity based on cash balance account as of the last day of the month preceding participant's early retirement date.

Schedule SB, Part V — Summary of Plan Provisions

Late retirement	
• Eligibility	Retirement after Normal Retirement Date
• Benefit	Benefits are calculated based on compensation and credited service as of the late retirement date. Benefits earned in any non-suspendible month are subject to comparison between the actuarially increased normal retirement benefit and benefit accruals.
Deferred vested	
• Eligibility	5 years of service, or 3 years of service if any portion of accrued benefit is a cash balance account benefit)
• Benefit	The accrued benefit determined as of the Normal Retirement Date.
Disability	
• Benefit	If an active participant eligible for traditional pension benefits is disabled and receiving benefits under the employer's long term disability plan, he will continue to accrue vesting service and credited service through December 31, 2011 (or the end of disability, if earlier). If an active participant eligible for a cash balance account Benefit is disabled and continuously receiving benefits under the employer's long term disability plan, they will continue to accrue vesting service until the earlier of the date they terminate employment or attain normal retirement age.
Pre-retirement death – traditional pension benefits	
• Eligibility	Married at least one year, with a vested benefit or eligible for retirement.
• Benefit	The spouse receives 1/2 of the 50% Joint and Survivor benefit that would have been in effect had the participant terminated on the date of death and survived to the date payments commenced, and then died immediately thereafter. The benefit is reduced for early retirement if the requested commencement date is before the participant's normal retirement date. If the participant's death occurs before the normal retirement date, this benefit is deferred until the date the participant would have reached age 65 (or if the participant had at least 5 years of service at death, at the spouse's election, any time after the date the participant would have reached age 55).

Schedule SB, Part V — Summary of Plan Provisions

<table>
<tr><td>• Alternative benefit</td><td>If the participant has met the early retirement eligibility, the spouse receives an immediate monthly annuity equal to the following percentage of the normal retirement benefit, but not less than the surviving spouse's benefit described above:

<table><tr><th>Surviving Spouse's Age at Participant's Date of Death</th><th>Percentage of Normal Retirement Benefit</th></tr><tr><td>53 and over</td><td>50%</td></tr><tr><td>45 through 52</td><td>45%</td></tr><tr><td>37 through 44</td><td>40%</td></tr><tr><td>30 through 36</td><td>35%</td></tr><tr><td>Under 30</td><td>30%</td></tr></table></td></tr>
<tr><td>Pre-retirement death – cash balance account benefit</td><td></td></tr>
<tr><td>• Eligibility</td><td>3 years of service or eligible for retirement</td></tr>
<tr><td>• Benefits if the participant was married on date of death</td><td>Spouse receives a monthly single life annuity that is of equivalent actuarial value to the participant's cash balance account as of the last day of the month preceding the spouse's annuity starting date. In lieu of a monthly annuity, spouse may elect a lump sum payment equal to the participant's cash balance account as of the last day of the month preceding the spouse's annuity starting date.
The spouse's benefit is deferred until the participant's normal retirement date (or, at the spouse's election, the first of any month following the participant's death).</td></tr>
<tr><td>• Benefits if the participant was not married on date of death</td><td>The participant's designated beneficiary receives a lump sum payment equal to the participant's cash balance account as of the last date of the month preceding the beneficiary's annuity starting date. If no beneficiary is designated, the benefit will be paid (in order) to the participant's surviving children and estate.</td></tr>
<tr><td>Form of benefits</td><td></td></tr>
<tr><td>• Automatic form for unmarried participants</td><td>Single life annuity
Lump sum of not more than $5,000</td></tr>
<tr><td>• Automatic form for married participants</td><td>50% Joint & Survivor annuity
Lump sum of not more than $5,000</td></tr>
<tr><td>• Optional forms</td><td><u>Traditional pension benefits:</u>
Single life annuity
50%, 75% or 100% Joint & Survivor annuity
66-2/3% Joint & Last Survivor annuity with spouse
<u>Cash balance account benefits:</u>
Single life annuity
75% Joint & Survivor annuity with spouse
50%, 75% or 100% Joint & Survivor annuity (if at least age 55 with 5 years of service or age 65)
Lump sum</td></tr>
</table>

Schedule SB, Part V — Summary of Plan Provisions

• Optional form conversion factors	Traditional Pension Benefits: The single life annuity is converted into an actuarially equivalent other form of payment (except for lump sums) using the Unisex Pension 1984 Mortality Table set back two years for participants and seven years for contingent annuitants, and an interest rate of 6.5% per year. The single life annuity is converted into an actuarially equivalent lump sum payment using the IRC 417(e) assumptions with a four month lookback. Cash Balance Account Benefits: The cash balance account is converted into an actuarially equivalent single life annuity or other form of payment using IRC Section 417(e) assumptions with a four month lookback. The lump sum form of payment is equal to the participant's cash balance account
Miscellaneous	
• Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2016, the limit is $265,000.
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2016, the limit is $210,000.

Schedule SB, Part V — Summary of Plan Provisions

2) Matson Clerical BU (Honolulu):

Effective date and plan year	Original plan: May 27, 1971 Restated plan: January 1, 2015 Plan year: January 1 – December 31
Status of the plan	The plan has ongoing benefit accruals and new employees are eligible to participate in the plan once they satisfy the participation requirements.
Significant events that occurred during the year	None.
Definitions	
• Covered employees	All Matson clerical employees covered under the collective bargaining agreement between Matson Navigation Company, Inc. and ILWU Local 142.
• Participation	Covered employees become participants on the first day of the month coinciding with or next following completion of one year of service.
• Employee contributions	None.
• Vesting service	Vesting service consists of any periods of employment with Matson or an affiliated company, beginning on the date the employee first completes an hour of service, computed to the next whole month. Vesting service also includes any periods of service with the Former A&B Controlled Group, and certain periods of prior employer service for participants who become a Matson employee as part of acquisitions or transfers.
• Credited service	All periods of service as an eligible employee, beginning on the date the employee first completes an hour of service, computed to the next whole month.
• Compensation	Base compensation, overtime and bonuses paid under specific annual incentive programs, earned as an eligible employee.
• Final average compensation	Average monthly compensation earned during the 60 consecutive months that produce the highest such average taken from the most recent 120 months of eligible employment.

Schedule SB, Part V — Summary of Plan Provisions

• Accrued benefit	The monthly benefit is the greater of (1) or (2): 1) (a) 1.45% of final average compensation up to monthly Covered Compensation plus 1.85% of final average earnings in excess of monthly Covered Compensation, times years of credited service up to 25, plus (b) 0.725% of final average compensation up to monthly Covered Compensation plus 0.925% of final average earnings in excess of monthly Covered Compensation, times years of credited service in excess over 25 (up to 25 years), plus (c) 0.725% of final average earnings times years of credited service over 50. 2) The accrued benefit determined on June 30, 1990 under the plan provisions in effect on that date. Effective August 1, 2015, the pension benefit payment for specific participants who retired in 1996 or earlier increased by $100 per month.
Normal retirement	
• Eligibility	First day of the month coincident with or next following the attainment of age 65.
• Benefit	The accrued benefit determined as of the Normal Retirement Date.
Early retirement	
• Eligibility	Retirement before Normal Retirement Date and on or after attaining age 55 and 5 years of service.
• Benefit	The Normal Retirement Benefit calculated using service to the early retirement date multiplied by the following early retirement factor:

Age	If Terminated Before Age 55	If Terminated At or After Age 55
55	0.50	0.64
56	0.54	0.70
57	0.58	0.76
58	0.62	0.82
59	0.66	0.88
60	0.70	0.94
61	0.76	0.97
62	0.82	1.00
63	0.88	1.00
64	0.94	1.00

Late retirement	
• Eligibility	Retirement after Normal Retirement Date

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	Benefits are calculated based on compensation and credited service as of the late retirement date. Benefits earned in any non-suspendible month are subject to comparison between the actuarially increased normal retirement benefit and benefit accruals.
Deferred vested	
• Eligibility	5 years of service.
• Benefit	The accrued benefit determined as of the Normal Retirement Date.
Disability	
• Benefit	If an active participant eligible for benefits is disabled and receiving benefits under the employer's long term disability plan, they will continue to accrue vesting service and credited service.
Pre-retirement death	
• Eligibility	Married at least 1 year, with a vested benefit or eligible for retirement.
• Benefit	The spouse receives 1/2 of the 50% Joint and Survivor benefit that would have been in effect had the participant terminated on the date of death and survived to the date payments commenced, and then died immediately thereafter. The benefit is reduced for early retirement if the requested commencement date is before the participant's normal retirement date. If the participant's death occurs before the normal retirement date, this benefit is deferred until the date the participant would have reached age 65 (or if the participant had at least 5 years of service at death, at the spouse's election, any time after the date the participant would have reached age 55).
• Alternative benefit	If the participant has met the early retirement eligibility, the spouse receives an immediate monthly annuity equal to the following percentage of the normal retirement benefit, but not less than the surviving spouse's benefit described above:

Surviving Spouse's Age at Participant's Date of Death	Percentage of Normal Retirement Benefit
53 and over	50%
45 through 52	45%
37 through 44	40%
30 through 36	35%
Under 30	30%

Form of benefits	
• Automatic form for unmarried participants	Single life annuity Lump sum of not more than $5,000

Schedule SB, Part V — Summary of Plan Provisions

• Automatic form for married participants	50% Joint & Survivor annuity Lump sum of not more than $5,000
• Optional forms	Single life annuity 50%, 75% or 100% Joint & Survivor annuity
• Optional form conversion factors	The single life annuity is converted into an actuarially equivalent other form of payment using (except for lump sums) the Unisex Pension 1984 Mortality Table set back two years for participant and seven years for contingent annuitants and an interest rate of 6.5% per year. The single life annuity is converted into an actuarially equivalent lump sum payment using the IRC 417(e) assumptions with a four month lookback.
Miscellaneous	
• Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2016, the limit is $265,000.
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2016, the limit is $210,000.

Schedule SB, Part V — Summary of Plan Provisions

3) MTI Security Officers:

Effective date and plan year	Original plan: January 1, 1975 Restated plan: January 1, 2015 Plan year: January 1 – December 31
Status of the plan	The plan consists only of participants in receipt of their benefits; no active or inactive participants with deferred vested benefits remain in the plan.
Significant events that occurred during the year	None
Definitions	
• Covered employees	All regular full-time employees who are covered under the collective bargaining agreements between Matson Terminals, Inc. and ILWU Local 160 (Special Officers).
• Participation	Covered employees become participants on the first day of the month coinciding with or next following completion of one year of service.
• Employee contributions	None.
• Year of service	A year of service is a consecutive 12-month period commencing on the date of employment (and each anniversary thereafter) there the employee completes at least 1,000 hours of service.
• Vesting service	All years of service, including service with the Former A&B Controlled Group.
• Credited service	One-twelfth of a year for each calendar month during which an eligible employee is credited with one hour of service as a participant.
• Compensation	Hourly wage or salary paid to the participant, not including annual bonuses.
• Accrued benefit	The monthly benefit is the greater of (1) or (2): (1) Basic Benefit: 1% of the total compensation for periods of credited service earned after December 31, 1966. (2) Minimum Benefit: For a participant who retires on or after July 1, 2001, a monthly benefit of $95 per year of credited service not in excess of 35 years.
Normal retirement	
• Eligibility	First day of the month coincident with or next following the attainment of age 62.
• Benefit	The accrued benefit determined as of the Normal Retirement Date.
Early retirement	
• Eligibility	Retirement before Normal Retirement Date and on or before attaining age 55 and 3 years of service.
• Benefit	(1) If age 60 or 5 years of service, accrued Normal Retirement Benefit reduced 5% per year before age 62. (2) Otherwise, accrued Basic Benefit reduced 5% per year before age 62.

Schedule SB, Part V — Summary of Plan Provisions

Late retirement	
• Eligibility	Retirement after Normal Retirement Date
• Benefit	Benefits are calculated based on compensation and credited service as of the late retirement date. Benefits earned in any non-suspendible month are subject to comparison between the actuarially increased normal retirement benefit and benefit accruals.
Deferred vested	
• Eligibility	3 years of service
• Benefit	(1) If 5 years of service, accrued Normal Retirement Benefit commencing at age 62. (2) If at least 3 but less than 5 years of service, accrued Basic Benefit commencing at age 62. Participant may elect an early retirement benefit after age 55, with the benefit reduced 5/9% per month for the first 60 months by which early retirement precedes age 62, and 5/18% per month for months over 60.
Disability	
• Eligibility	After 6 months of permanent disability, and if not receiving any income continuance, sick leave or long term disability benefits.
• Benefit	• If the participant is under age 62 and has less than 3 years of service, $125.00 per month. • If the participant is under age 62 and has at least 3 (but less than 5) years of service, the greater of (a) $125.00 per month or (b) Basic Benefit calculated using service to date of disability. • If the participant is at least age 62 or has at least 5 years of service, the greatest of (a) $125.00, (b) Basic Benefit calculated using service to date of disability, or (c) Minimum Benefit calculated using service to date of disability.
Supplemental retirement benefit (Bridge Benefit)	
• Eligibility	Retirement from active employment before age 65.
• Benefit	(1) If age 62 or over, $200 per month until age 65. (2) If under age 62, $200 per month actuarially reduced for early retirement, using the 1971 Group Annuity Mortality Table set back one year and an interest rate of 6% per year.
Pre-Retirement death	
• Eligibility	Married at least 1 year, with a vested benefit or eligible for retirement.

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	The greater of (1), (2), (3) or (4): 1) If active, age 59 with 25 years of credited service, 50 percent of normal retirement benefit. 2) If active, age 55 but less than 59, or age 59 but less than 25 years of service, 50% of his early retirement benefit 3) If active and at least 25 years of service, 50% of normal retirement benefit reduced by 5% for each year before age 62, subject to a maximum 35% reduction 4) If active or if terminated vested, 50 percent of the 50% Joint & Survivor retirement benefit that would have been in effect had the participant terminated on the date of death, survived to the date payments commence (if under age 55, survived to age 55) and died immediately thereafter, with reductions to reflect early retirement.
Form of benefits	
• Automatic form for unmarried participants	Single life annuity Lump sum of not more than 5,000
• Automatic form for married participants	50% Joint & Survivor annuity Lump sum of not more than $5,000
• Optional forms	Single life annuity 50%, 75% or 100% Joint & Survivor annuity Lump sum payments in special cases, including layoffs, repatriation and disability
• Optional form conversion factors	The single life annuity is converted into an actuarially equivalent other form of payment using (except for lump sums) the Unisex Pension 1984 Mortality Table set back two years for participant and seven years for contingent annuitants and an interest rate of 6.5% per year. The single life annuity is converted into an actuarially equivalent lump sum payment using the IRC 417(e) assumptions with a four month lookback.
Miscellaneous	
• Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2016, the limit is $265,000.
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2016, the limit is $210,000.

Schedule SB, Part V — Summary of Plan Provisions

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan, as restated effective June 29, 2012, are included in this valuation:

- **Most recent plan amendments included:** The valuation reflects the provisions that include all the amendments made before and on January 1, 2016.
- **Plan amendments excluded:** None
- **Late retirement increases:**
  - *Active participants:* The plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70½. This valuation does not include any late retirement increases.
  - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued with their accrued benefits actuarially increased for late retirement, using the Unisex Pension 1984 Mortality Table set back two years for participant and seven years for contingent annuitants and an interest rate of 6.5% per year.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 436 benefit restrictions:**
  - *Plan amendments:* See above.
  - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
  - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Plan Provision Changes Since Prior Valuation

- Maximum compensation amounts and maximum benefit amounts under IRS rules were updated from 2015 to 2016.
- For the Merged Matson Plan - Matson Clerical BU (Honolulu) group, a plan amendment effective August 1, 2015 increased the pension benefit payment by $100 per month for specific participants who retired in 1996 or earlier. This plan amendment is first reflected in the January 1, 2016 funding valuation.

Schedule SB, line 32 — Schedule of Amortization Bases

The total shortfall amortization charge is the sum of the individual shortfall amortization installment for each plan year covered under PPA. Although an individual shortfall amortization installment can be negative, the combined shortfall amortization charge cannot be less than $0.

Shortfall bases					
Year established		**Outstanding balance**	**Years remaining**		**2016 Installment**
2016	$	158,764	7	$	26,232
Total	$	158,764		$	26,232

Schedule SB, line 24 — Change in Actuarial Assumptions

- Interest discounts and mortality rates, cash balance annuity conversion assumptions were updated from 2015 to 2016 in accordance with PPA.
- Cash balance interest credit rate changed from 2.41% in 2015 to 2.14 % in 2016.
- The expense component of normal cost is updated from $963,000 to $1,565,000 to reflect expected change in administrative expenses.
- Social security wage base rate changed from 3.25% in 2015 to 3.00 % in 2016.
- Inflation rate changed from 2.50% in 2015 to 2.25 % in 2016.
- Expected investment return assumption updated from 8.25% in 2014 to 8.00% in 2015.