
Freightways

Notice of Meeting

Annual Shareholders Meeting 2024

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Notice of Meeting

Notice is hereby given to all Shareholders that the Annual Meeting of Shareholders of Freightways Group Limited (**Freightways**) will be held on **Wednesday, 23 October 2024 at 10.00am**.

Freightways expects to offer shareholders the ability to attend the Annual Meeting virtually through the Computershare Meeting Services web platform, as well as in-person at:

Venue: **Hyundai Marine Sports Centre**
8/10 Tamaki Drive, Orakei
Auckland 1071

Time: 10am (seated)

Room: Te Kawau Meeting Room

Your CSN/Securityholder Number can be found on your Proxy/Voting Form for verification purposes.

Further details on how to participate virtually are provided in the Virtual Meeting Guide available at www.computershare.com/vm-guide-nz. Shareholders are encouraged to review this Guide prior to the Annual Meeting. If you have any questions or need assistance with the online process, please contact Computershare on +64 9 488 8777 between 8.30am and 5.00pm, Monday to Friday.

KEY DATES:

- Latest time for receipt of proxy forms: **Monday 21 October 2024, 10.00am**
- Annual Shareholders Meeting: **Wednesday 23 October 2024, 10.00am**


Business

- a. Chairman's Review
- b. Chief Executive Officer's Review and Trading Update
- c. Resolutions

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

1. That Mark Cairns be re-elected as a director of Freightways.
2. That Abigail Foote be re-elected as a director of Freightways.
3. That Fiona Oliver be re-elected as a director of Freightways.
4. That the directors are authorised to fix the Auditors' remuneration.

By Order of the Board



Stephan Deschamps
CHIEF FINANCIAL OFFICER

4 October 2024

Proxies and Representatives

Shareholders may exercise their right to vote at the meeting either by being present in person or by appointing a proxy to attend and vote in their place. A proxy need not be a shareholder of Freightways. A body corporate shareholder may appoint a representative to attend the meeting on its behalf. A combined admission card and proxy form is enclosed with this notice. If you wish to vote by proxy, you may either visit www.investorvote.co.nz to lodge your proxy or by completing and signing the proxy form and sending it to Freightways' share registrar, Computershare Investor Services Limited. The proxy form will only be effective if it is received by Freightways' share registrar no later than **10.00am Monday, 21 October 2024**, being 48 hours prior to the commencement of the meeting. A reply-paid envelope is enclosed if mailing the proxy form from within New Zealand.

Explanatory Notes

All references to the "Listing Rules" are references to the NZX Listing Rules, dated 24 May 2024.

RESOLUTIONS ON RE-ELECTION OF DIRECTORS

Shareholders should note the average tenure on the Board among the current directors is less than 5 years, following the retirement of two directors of long tenure (including the previous Board Chair) in 2021, the appointment of three directors during 2021 and 2022 and the resignation of Mark Rushworth during 2024.

Resolution 1: Re-election of Director

That Mark Cairns be re-elected a director of the Company.

Mark Cairns is retiring by rotation and offers himself for re-election. The Board has determined that Mark is an independent director and unanimously recommends that shareholders vote in favour of his re-election.

Mark was appointed a director in April 2021. He was Chief Executive of Port of Tauranga, New Zealand's largest and most successful port, from 2005 until his retirement in June 2021 to pursue a full-time governance career. Mark was previously Chief Executive of Toll Owens Limited and Owens Cargo Company Limited. Mark has extensive experience in logistics, infrastructure, contracting and significant exposure to capital markets. Mark is also a director of Auckland International Airport Limited.



Mark Cairns
BE(Hons), BBS, MMGT,
FEngNZ, CFIInstD

Resolution 2: Re-election of Director

That Abigail Foote be re-elected a director of the Company.

Abigail (Abby) Foote is retiring by rotation and offers herself for re-election. The Board has determined that Abby is an independent director and unanimously recommends that shareholders vote in favour of her re-election.

Abby was appointed a director in June 2018. She is a professional director with over 15 years' governance experience, including publicly listed and Crown companies. With qualifications in both law and accounting, Abby's executive career covered both disciplines focused on strategy, corporate finance, treasury and commercial transactions. Abby has governance experience across a wide range of areas including strategic development and implementation; governance of significant transactions; stakeholder engagement; audit and risk; health and safety; and ESG governance.

Abby is currently a director of KMD Brands Limited. Previous governance roles have included Z Energy; Transpower New Zealand; the New Zealand Local Government Funding Agency (LGFA); Christchurch City Holdings Limited; and TVNZ.



Abigail Foote
LLB (Hons), BCA, CF Inst D,
INFINTZ (cert)

Resolution 3: Re-election of Director

That Fiona Oliver be re-elected a director of the Company.

Fiona Oliver is retiring by rotation and offers herself for re-election. The Board has determined that Fiona is an independent director and unanimously recommends that shareholders vote in favour of her re-election.

Fiona was appointed a Director in July 2021. She is a professional director, holding governance roles across a range of business sectors including infrastructure, retirement villages, technology, and financial services. She is a director of Summerset Group Limited, Gentrack Group Limited, Clarus (previously the First Gas Group), Listed Investment Vehicles Marlin Global, Barramundi and Kingfish and Wynyard Group Limited (in liquidation) and the New Zealand Superannuation Fund. Fiona's executive career was in financial services in New Zealand and overseas. In New Zealand, she managed BT Funds Management, Westpac's investment arm, and AMP's Wealth Management division. In Sydney and London, Fiona managed the Risk and Operations function of AMP's global private capital division. Fiona has also practised as a senior corporate solicitor in New Zealand and overseas, specialising in mergers and acquisitions.



Fiona Oliver
LLB, BA, CF Inst D

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Resolution 4: Auditors

That the directors are authorised to fix the Auditors' remuneration.

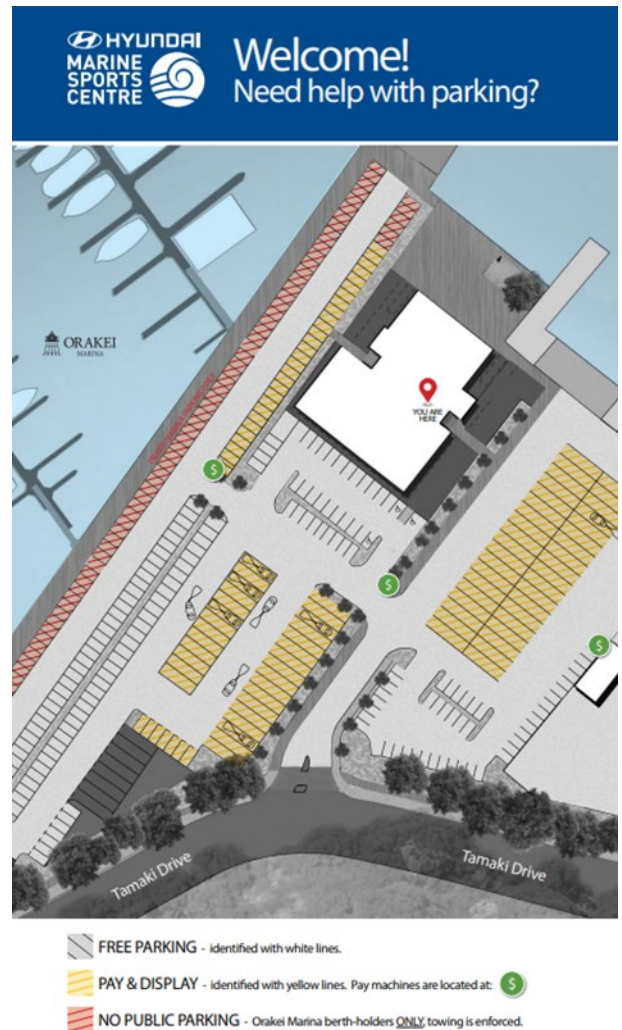
The present auditors of the Company are PricewaterhouseCoopers. Under the Companies Act 1993 they will continue in office.

Meeting Venue: Hyundai Marine Sports Centre

Meeting Information:

- Date:** Wednesday, 23 October 2024
Time: 10am (seated)
Venue: Hyundai Marine Sports Centre
8/10 Tamaki Drive, Orakei
Auckland 1071
Room: Te Kawau Meeting Room
Parking: Plenty of parking will be available.
Please refer to the image on the right for reference.

After the meeting, we welcome all Shareholders present to join us for morning tea.



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Lodge your proxy



Online
www.investorvote.co.nz



By Mail
Computershare Investor Services Limited
Private Bag 92119 Auckland 1142 New Zealand

For all enquiries contact




+64 9 488 8777



corporateactions@computershare.co.nz

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Proxy/Voting Form

	www.investorvote.co.nz Lodge your proxy online, 24 hours a day, 7 days a week:	Smartphone? Scan the QR code to vote now.
Your secure access information		
Control Number:	CSN/Shareholder Number:	
PLEASE NOTE: You will need your CSN/Shareholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to appoint your proxy and exercise your vote online.		
For your proxy to be effective it must be received by 10:00am Monday 21 October 2024		

How to Vote on Items of Business

All your shares will be voted in accordance with your directions.

Casting your vote

You may cast your vote in one of the two ways described below. You may abstain from voting on the resolutions.

(a) Attending and voting in person or virtually:

You can attend the meeting virtually through the Computershare Meeting Platform <https://meetnow.global/nz>. Select the Freightways meeting and click 'JOIN MEETING NOW' Further information is provided in the Virtual Meeting Guide available at www.computershare.com/vm-guide-nz. If you attend in person you should bring your proxy/voting form or your CSN/Shareholder Number to assist with registration at the meeting.

(b) Appointing a proxy:

You may appoint a proxy to attend the meeting and vote on your behalf. Visit www.investorvote.co.nz to lodge your proxy, or, complete step 1 and step 2 on the reverse of this proxy/voting form, sign where indicated and return to Computershare in the reply paid envelope provided.

Note: The proxy holder does not need to be a shareholder of the Company. If you appoint a Director as your proxy, then any undirected proxies granted to the Director will be voted in favour of the resolutions except that Directors standing for election or re-election will abstain from voting discretionary proxies in respect of their own appointment. A body corporate which is a shareholder may appoint a representative to attend the meeting on its behalf in the same manner as that in which it can appoint a proxy.

If you do not name a person as your proxy (but have otherwise completed the proxy form in full) or your named proxy does not attend the meeting, the Chair will be appointed your proxy and will vote in accordance with your express direction, and any undirected votes will (subject to any restriction(s) set out in the NZX Listing Rules) be voted in accordance with the Chair's discretion.

Attending the Physical Meeting

Bring this form to assist registration. A corporate shareholder may appoint a representative to attend the meeting by completing the form overleaf and returning it to Computershare by no later than 10:00am Monday 21 October 2024.

Signing Instructions for Proxy Forms

Individual

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

Joint Holding

Where the holding is in more than one name, all of the shareholders should sign.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company with this Proxy Form.

Companies

This form should be signed by a Director jointly with another Director, or a Sole Director can sign alone. Please sign in the appropriate place and indicate the office held.

CSN/Shareholder Number:

Number of Shares:

@ Elect Electronic Communications

Want to receive your communications quickly? Elect electronic communications by providing your email address below

Email Address _____
(By providing an email address above it is acknowledged that all communications for my portfolio will be received electronically where offered)

Proxy/Voting Form

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a shareholder/s of Freightways Group Limited

hereby appoint _____ of _____

or failing him/her _____ of _____

as my/our proxy to vote for me/us on my/our behalf in accordance with the following directions at the **Annual Meeting of Freightways Group Limited to be held in the Te Kawau Room, at the Hyundai Marine Sports Centre, 8/10 Tamaki Drive, Orakei, Auckland on Wednesday, 23 October 2024 at 10:00am** and at any adjournment of that meeting.

If your proxy is not the Chair of the Meeting or any other director of the Company, please ensure that you provide their contact details (phone and email address). If this information is not provided, we cannot guarantee remote admission to the virtual meeting for your proxy.

Proxy contact Details (Phone): _____ and (Email): _____

STEP 2 Items of Business - Voting Instructions/Ballot Paper

Please note: For each resolution below you must tick one box. If a box relating to a resolution is not ticked, the vote on that resolution will be invalid.

Business

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

		For	Against	Abstain	Proxy Discretion
1.	That Mark Cairns be re-elected as a director of Freightways.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	That Abigail Foote be re-elected as a director of Freightways.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	That Fiona Oliver be re-elected as a director of Freightways.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	That the directors are authorised to fix the Auditors' remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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SIGN Signature of Shareholder(s) This section must be completed.

Shareholder 1

or Sole Director/Director

Shareholder 2

or Director (if more than one)

Shareholder 3

Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP



CSN/Shareholder Number:
Number of Shares:

Annual Meeting of Freightways Group Limited to be held in the Te Kawau Room, at the Hyundai Marine Sports Centre, 8/10 Tamaki Drive, Orakei, Auckland on Wednesday, 23 October 2024 at 10:00am