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# Freightways

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## Notice of Meeting

Annual Shareholders Meeting 2024

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## Notice of Meeting

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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](http://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

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- 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

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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](http://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

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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

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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

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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,  
INFINZ (cert)

## Resolution 3: Re-election of Director

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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

## Resolution 4: Auditors

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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

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### 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.

