

Thursday 26 October 2023

Notice of Annual Shareholders Meeting



Freightways

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 **Thursday, 26 October 2023 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 in the **World Cup Lounge, Eden Park, Reimers Avenue, Kingsland, Auckland**. 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: **24 October 2023, 10.00am**
- Annual Shareholders Meeting: **26 October 2023, 10.00am**

BUSINESS

- A. Chairman's introduction
- 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 Rushworth be re-elected as a director of Freightways.
2. That Peter Kean be re-elected as a director of Freightways.
3. That the total quantum of the annual directors' fee pool be increased by \$107,855 from an aggregate of \$857,145 to an aggregate of \$965,000, such aggregate amount to be divided amongst the directors as they deem appropriate.
4. That the directors are authorised to fix the Auditors' remuneration.

By Order of the Board



Stephan Deschamps

CHIEF FINANCIAL OFFICER

29 September 2023

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 Tuesday, 24 October 2023**, 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 1 April 2023.

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 and the appointment of three directors during 2021 and 2022.

RESOLUTION 1: RE-ELECTION OF DIRECTOR

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

Mark Rushworth 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 September 2015. He has extensive experience in the technology sector, with a decade's governance experience, predominantly in the high tech and innovation space. An electrical engineer by training, with widespread operations and marketing experience, he spent 4 years on the senior executive team of Vodafone NZ, where among other things he had executive accountability for the fixed line business and as director of Marketing. Mark previously served as chief executive of Pacific Fibre, ihug and financial services company, Paymark Limited. Mark is currently Chief Executive Officer of private equity owned UP Education and a director of a number of private companies.



Mark Rushworth BE(Hons), MEM

RESOLUTION 2: RE-ELECTION OF DIRECTOR

That Peter Kean be re-elected a director of the Company.

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

Peter was appointed a director in July 2016. He brings to Freightways many years of senior executive experience with the Lion group of companies in both New Zealand and Australia. Peter's last executive roles were as Managing Director of Lion Nathan New Zealand and Managing Director of Lion Dairy and Drinks, based in Melbourne. Peter retired from Lion in 2014 and has since developed his career in governance. Peter is involved in a number of private companies both in New Zealand and in Australia.



Peter Kean PMD Harvard

RESOLUTION 3: DIRECTORS' FEES

That the total quantum of the annual directors' fee pool be increased by \$107,855 from an aggregate of \$857,145 to an aggregate of \$965,000, such aggregate amount to be divided amongst the Directors as they deem appropriate.

The Directors review fees annually to ensure the aggregate amount available for Directors' remuneration is adequate to allow Directors' fees to remain aligned with market levels. The Directors did not apply for any annual incremental adjustment to the aggregate pool of Directors' fees last year, so the current fee levels were last adjusted in 2021.

This year, the directors obtained independent market advice from Ernst & Young Limited (EY). A summary of EY's benchmarking report is attached, including an independence declaration from the EY engagement partner. The Directors propose to apply an increase this year which allows non-executive directors to be paid at approximately the median level of peer group market data presented in the EY report. The proposed increase also allows for members of Board committees, in particular the Chairs of the committees whose workload is higher to be paid at approximately the median level of peer group market data presented in the EY report.

The increase in the aggregate fee pool requested of shareholders, which is below the amount recommended by EY, is 12.6%, with anticipated payments as follows:

	Position	POOL Fees (per annum)		Percentage Increase
		2022 \$	2023 \$	
Board of Directors	Chair	180,000	185,000	2.8%
	Director	100,000	100,000	0%
Audit & Risk Committee	Chair	20,000	23,000	15%
	Member	-	14,000	-
People & Remuneration Committee	Chair	15,000	19,000	26.7%
	Member	-	10,000	-
Committee Work Pool (unallocated - only used if required)		42,145	42,145	-
Total Annual Pool Limit		857,145	965,000	12.6%

The specified fees are the total fees that were or are anticipated to be paid to each director for each relevant period, including committee chair or committee member fees (as applicable).

It should be noted that currently the aggregate annual fees paid to six directors amounts to \$857,145. The total amount of proposed fee increases the Board is contemplating paying going forward amounts to \$107,855 in aggregate above current levels. This would allow for the payment of the additional director if deemed appropriate and would leave a balance of \$42,145 unused (4.3 percent of the aggregate increased fee pool) for any unforeseen and extraordinary work.

In accordance with NZX Main Board Listing Rule 6.3.1, the directors and their Associated Persons are restricted from voting on this resolution.

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 – EDEN PARK



The Freightways Annual Shareholders Meeting will be held on Thursday 26 October 2023 at 10am in the World Cup Lounge, Level 4, South Stand, Eden Park, entrance via Gate G (off Reimers Avenue). Please park in the P5 parking area (highlighted green above).

There will be a limited number of car parks available by the South Stand entrance on a first come, first served basis.