





LODGE YOUR POSTAL VOTE OR PROXY

 Online
www.investorvote.co.nz

 By Mail
Computershare Investor Services Limited
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New Zealand

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 corporateactions@computershare.co.nz

The Annual Shareholders' Meeting of Mainfreight Limited will be held in the Level 4 Lounge, South Stand, Eden Park, Reimers Avenue, Kingsland, Auckland on Thursday, 25 July 2024 commencing at 4.00pm.

Voting/ProxyForm



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/Securityholder Number:

PLEASE NOTE: You will need your CSN/Securityholder 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 postal vote or proxy to be effective it must be received by 4.00pm Tuesday 23 July 2024

Voting

You are entitled to one vote for every fully paid share in Mainfreight Limited that you hold as at 4.00pm on Tuesday 23 July 2024. Voting at the meeting will be by way of a poll (which the Chairman of the meeting will call at the start of the meeting). You may cast a postal vote or appoint a proxy to vote on your behalf.

How to Vote

Please bring this Voting/Proxy Form to the meeting to assist registration. To vote by postal vote or appoint a proxy instead, please complete either process online or post this form.

Please read the instructions below before completing this form.

Postal Vote (refer to Step 1 overleaf)

The Company's Chief Financial Officer has been authorised to receive and count postal votes at the meeting.

You may cast a postal vote by completing the "For", "Against" or "Abstain" boxes in Step 1 overleaf.

If you return your postal vote without indicating how you wish to vote on a resolution, you will be treated as not having voted on that resolution.

Appointment of Proxy (refer to Steps 1 & 2 overleaf)

If you do not plan to attend the meeting, you may appoint a proxy (or, in the case of a corporate shareholder, a representative). A proxy does not need to be a Mainfreight shareholder. You may direct the proxy on how to vote on some or all resolutions or leave a decision, some decisions or all decisions to the proxy's discretion – do this by ticking the "Proxy Discretion" box.

Any votes where you've directed the proxy by ticking the "For", "Against" or "Abstain" boxes will be counted as postal votes, so you don't need to worry if your proxy is unable to make it to the meeting.

You may appoint the Chair of the meeting, or any other director, as your proxy. To do this, enter 'the Chairman' or the director's name in the space allocated in 'Step 2' of this form. The Chair of the meeting and directors will vote for resolutions marked "Proxy's Discretion", even if they have an interest in the outcome of the resolution.

If you've ticked the "Proxy's Discretion" box and your named proxy does not attend the meeting or you haven't named a proxy, the Chair of the meeting will act as your proxy.

How to Sign

Individual

Where a shareholder is an individual, this Voting/Proxy Form must be signed by you or someone you authorise to sign for you.

Companies

Where a shareholder is a company, this Voting/Proxy Form must be signed by a director or someone the company authorises to sign for it.

Trusts

Where a shareholder is a trust, this Voting/Proxy Form should be signed by at least one trustee in accordance with the relevant trust deed (using the rules for an individual or a company, as applicable).

Partnerships

Where a shareholder is a partnership, this Voting/Proxy Form should be signed by at least one partner in accordance with the rules governing the partnership (using the rules for an individual or a company, as applicable).

Joint Shareholders

At least one joint shareholder should sign this Voting/Proxy Form (on behalf of all joint shareholders). If a joint shareholder votes differently from another joint shareholder, the vote of the shareholder named first in the share register will be counted.

Power of Attorney

If this Voting/Proxy Form is completed by an attorney, the power of attorney or a certified copy must, unless already provided to Mainfreight Limited, accompany the Voting/Proxy Form together with a completed certificate of non-revocation of authority.

Body Corporate

Where a body corporate is appointing a representative to act on its behalf, pre-registration will not be required. Instead it will be sufficient for the appointed person to produce reasonable evidence at the meeting of his or her authority to represent the body corporate, as well as a completed copy of this Voting/Proxy Form.

Go online to lodge your postal vote/proxy or turn over to complete the form

Proxy/Corporate Representative Form

Step 1 Voting Instructions/Voting Paper

Resolutions

	For	Against	Abstain	Proxy Discretion
1. That Annie Steel, having been appointed as a Director of the Company by the Board on 1 March 2024, and being eligible and having offered herself for election, be elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Hayley Buckley, having been appointed as a Director of the Company by the Board on 1 March 2024, and being eligible and having offered herself for election, be elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That Bruce Pledsted, who retires by rotation at the annual meeting and is eligible for reelection, be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That Richard Prebble, who retires at the annual meeting, be paid 12 months Director Fees upon his retirement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. That the Directors be authorised to fix the fees and expenses of the auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Step 2 Appointment of a proxy

Please note: If you mark any of the boxes above “Proxy’s Discretion”, you must also appoint a proxy (although if you’ve marked “For”, “Against” or “Abstain”, these will be counted as postal votes whether or not your proxy attends the meeting). Even if you cast a postal vote, you may also appoint a proxy to attend the meeting on your behalf by filling out this section. You can choose the Chair of the meeting or any Director to be your proxy.

I/We being a shareholder/s of Mainfreight Limited

hereby appoint _____ of _____
(full name of proxy) (full address) Note: Leave blank if appointing the Chair or a Director as your proxy

or failing him/her _____ of _____
(full name of proxy) (full address) Note: Leave blank if appointing the Chair or a Director as your proxy

as my/our proxy to act generally at the meeting on my/our behalf and to vote as directed above at the **Annual Meeting of Mainfreight Limited to be held in the Level 4 Lounge, South Stand, Eden Park, Reimers Avenue, Kingsland, Auckland on Thursday, 25 July 2024 commencing at 4.00pm** and at any adjournment of that meeting.

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)

Sign Signature of Securityholder(s)

This section must be completed

Securityholder 1	Securityholder 2	Securityholder 3
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or Sole Director/Director

or Director (if more than one)

Contact Name _____ Daytime Telephone _____ Date _____

Attendance Slip

