# NOTICE OF 2022 ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the 2022 Annual Meeting of Shareholders of MOVE Logistics Group Limited (the "Company" or "MOVE ") will be held on Thursday 20 October 2022, commencing at 2:30pm.

Venue: Pakuranga Hunt Room, Ellerslie Event Centre, 80-100 Ascot Avenue, Ellerslie, Auckland Online: www.virtualmeeting.co.nz/move22



MOVE may hold the Annual Meeting as an online-only meeting if the Company considers it necessary or desirable to do so to comply with any applicable legal restrictions, or for health and safety reasons, associated with the Covid-19 pandemic or otherwise. If MOVE exercises its discretion to hold an online-only meeting, the Company will provide shareholders with as much notice as is reasonably practicable by way of an announcement to the NZX and on MOVE's website.

### Dear Shareholder

On behalf of the Board and management, I am pleased to invite you to MOVE Logistics Group Limited's 2022 Annual Shareholders' Meeting in Auckland. This will be held both online and in person, to allow as many of our shareholders as possible to join us.

The last year has been one of re-shaping the business and defining a clearer more focused service. We have now positioned MOVE for the next stage of our evolution, with a strong balance sheet, a clear strategic plan and a talented team to drive profitable growth.

The Meeting is an opportunity for shareholders to hear more about our future plans, meet the Directors of your company and talk to the management team.

If you elect to attend the Meeting virtually, you will be able to watch the Meeting live, vote and ask questions online.

We encourage shareholders to receive communications from MOVE by email. This ensures you receive communications in a timely manner, saves money and is better for the environment. To sign up for email communications, please follow the instructions on page 2 of the Proxy Form.

If you cannot attend, we encourage you to complete and lodge the proxy form in accordance with the instructions on the back of that form.

We look forward to welcoming you to the Meeting

Lon Mitter

Lorraine Witten Chair



# AGENDA

- 1. CHAIRMAN AND MANAGEMENT PRESENTATIONS
- 2. SHAREHOLDER DISCUSSION
- 3. RESOLUTIONS

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

# AUDITOR'S REMUNERATION

**RESOLUTION 1:** That the Directors be authorised to fix the fees and expenses of PricewaterhouseCoopers as the Company's auditor.

# **DIRECTOR ELECTIONS**

**RESOLUTION 2:** That Lorraine Witten, who retires as a Director and, being eligible, offers herself for re-election by shareholders, be re-elected as a Director of the Company.

Further information relating to the Resolutions is set out in the Explanatory Notes.

4. OTHER BUSINESS

The Board of MOVE invites attendees to join them for light refreshments at the end of the Meeting.

By Order of the Board of Directors

1000

Lee Banks Authorised Officer 20 September 2022

# **EXPLANATORY NOTES**

# The Board unanimously recommends that shareholders vote in favour of Resolutions 1 and 2.

# **RESOLUTION 1: FIX THE REMUNERATION OF THE AUDITOR**

Pursuant to section 207T of the Companies Act 1993, PricewaterhouseCoopers is automatically reappointed as auditor of the Company at the Annual Meeting. This resolution authorises the Board to fix the fees and expenses of PricewaterhouseCoopers as the Company's auditor in accordance with section 207S of the Companies Act 1993.

# **RESOLUTION 2: DIRECTOR RE-ELECTION**

In accordance with the NZX Listing Rules, a director must not hold office (without re-election) past the third annual meeting following the director's appointment or three years, whichever is longer.

Therefore, Lorraine Witten and Peter Dryden both retire at the conclusion of the Annual Meeting. Being eligible, Lorraine Witten will be standing for re-election by shareholders. The Board has determined that Lorraine is an Independent Director and unanimously supports her re-election. Peter Dryden has advised that he will step down from the Board at the conclusion of the Meeting. The Board acknowledges Peter's efforts and thanks him for his contributions over the past three years.

LORRAINE WITTEN MS (Hons), CA APPOINTED: 6 December 2017 BOARD ROLES: Independent Chair

Lorraine Witten is an experienced executive and entrepreneur with extensive commercial experience in high growth and high change environments. Her skills are in technology, ICT, construction, services and network economics, where she has 30 years' experience in senior management and finance roles.

Lorraine has more than 20 years of governance experience and is a Fellow of the Institute of Directors. She currently sits on the board of a number of private and public companies including Mercury, Rakon and Pushpay.

# **/** IMPORTANT INFORMATION

Shareholders will be able to attend the Meeting in person, or, alternatively, will be able to attend and participate at the Meeting virtually via an online platform provided by MOVE Logistics Group's share registrar, Link Market Services at http://www.virtualmeeting.co.nz/move22.

Shareholders attending and participating in the Meeting virtually via the online platform will be able to vote and ask questions during the Meeting. More information regarding virtual attendance at the Meeting (including how to vote and ask questions virtually during the Meeting) is available in the Virtual Annual Meeting Online Portal Guide, which is available at https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf

Resolutions 1 and 2 are Ordinary Resolutions and require approval by a simple majority (greater than 50%) of the votes of those shareholders entitled to vote and voting on the resolution.

# **ENTITLEMENT TO VOTE**

The only persons entitled to vote at the Annual Meeting are registered shareholders of the Company at **2:30pm on Tuesday 18 October 2022** and only the shares registered in those shareholders' names at the time may be voted at the Annual Meeting.

Voting can be done in three ways:

- By attending the Annual Meeting and submitting your vote;
- By appointing a proxy to vote on your behalf at the Meeting;
- or by participating in the Meeting virtually and voting.

## PROXIES AND CORPORATE REPRESENTATIVES

Any shareholder who is entitled to vote at the Annual Meeting may appoint a proxy (or in the case of a corporate shareholder, a representative) to attend and vote on their behalf. A proxy does not have to be a shareholder in the Company.

The Chair and the Directors offer themselves as proxy to shareholders and, if given discretion, will vote in favour of the resolutions.

A shareholder wishing to appoint a proxy can do so by completing the accompanying Proxy/Voting Form and returning it by mail or fax to Link Market Services Limited; or appointing a proxy online at: https://investorcentre.linkmarketservices.co.nz/voting/MOV in accordance with the instructions set out in the accompanying Proxy/Voting Form.

Proxy forms must be received by **2:30pm on Thursday 18 October 2022** (being 48 hours before the time for holding the Annual Meeting).

If you appoint a proxy, you may either direct your proxy how to vote for you or you may give your proxy discretion to vote as she/he sees fit. If you wish to give your proxy discretion, you must mark the appropriate boxes to grant your proxy that discretion. If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as she/he thinks fit or abstain from voting.

If, in appointing a proxy, you do not name a person as your proxy (either online or on the Proxy/Voting Form that is lodged with Link Market Services Limited) or your named proxy does not attend the meeting, the Chair of the meeting will be your proxy and may only vote in accordance with your express direction.

Please see the Proxy/Voting Form for further details and instructions.

### QUESTIONS

The Company offers a facility for shareholders to submit questions to the Board in advance of the Annual Meeting. Questions should be relevant to matters at the Annual Meeting, including matters arising from the financial statements, general questions regarding the performance of the Company, and questions which relate to the resolutions. The Company has the discretion as to which of these questions will be addressed at the Annual Meeting.

There will also be the opportunity for shareholders to ask questions online or in person during the Meeting.

If you cannot attend the Annual Meeting but would like to ask a question, you can submit a question online by going to: https:/investorcentre.linkmarketservices.co.nz/voting/MOV and completing the online validation process or complete the question section on the accompanying Proxy Form. Questions will need to be submitted by **2:30pm on 18 October 2022.** 

### PRESENTATIONS

The Chair and Management presentations from the 2022 Annual Meeting will be released to the NZX and published on the Company website at the link set out below. A summary of the proceedings will be available as soon as practicable following the close of the Annual Meeting on the Company website at https://www.movelogistics.com/investors/shareholder-meetings.

### SHAREHOLDER REPORTS

A copy of MOVE's latest Shareholder Reports are publicly available, and copies of our future Shareholder Reports (including for the current accounting period) will be available, on our website at: https://www.movelogistics.com/investors/shareholder-reports.

You may, at any time, request a free copy of the most recent and future Shareholder Reports. If you wish to request a free copy, please update your communication preferences by visiting the Link Investor Centre at: https://investorcentre.linkmarketservices.co.nz.

Alternatively, your request can be emailed to operations@linkmarketservices.co.nz (Please use "MOVE Logistics Group Report" as the subject line for easy identification) or by contacting Link using the phone details set out in the accompanying Proxy/Voting Form.



# LODGE YOUR PROXY

#### Online:

Deliver:

https://investorcentre.linkmarketservices.co.nz/voting/MOV

Scan & email: <u>meetings@linkmarketservices.</u>com

Mail:

Use the enclosed reply paid envelope or address to: Link Market Services Limited PO Box 91976 Victoria Street West Auckland 1142

Link Market Services Limited Level 30, PwC Tower, 15 Customs Street West, Auckland 1010

#### Scan this QR code with your smartphone and vote online



General Enquiries

+64 9 375 5998 | enquiries@linkmarketservices.com

# PROXY FORM/ADMISSION CARD FOR MOVE LOGISTICS GROUP LIMITED'S 2022 ANNUAL MEETING

MOVE Logistics Group Limited ("Company" or "MOVE"") Annual Meeting of Shareholders will be held at Pakuranga Hunt Room, Ellerslie Event Centre, 80-100 Ascot Avenue, Ellerslie, Auckland, on **Thursday, 20 October 2022** commencing at **2:30pm**. Shareholders are also able to attend the Annual Meeting online via the Link Market Services Virtual Annual Meeting platform at <u>www.virtualmeeting.co.nz/move22</u>. If you will be attending online, you will require your Holder Number for verification purposes.

If you will not attend the Meeting but wish to be represented by proxy, please complete and return this form (in accordance with the lodgement instructions above) to MOVE Logistics' share registry, Link Market Services Limited, **by no later than 2:30pm Tuesday 18 October 2022**. You can also appoint your proxy and vote on the resolutions on the reverse of this form online by going to <a href="https://investorcentre.linkmarketservices.co.nz/voting/MOV">https://investorcentre.linkmarketservices.co.nz/voting/MOV</a> or by scanning the QR code above with your smartphone.

#### Appointment of proxy

If you are a shareholder entitled to attend and vote at the Annual Meeting, you are entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend and vote instead of you. This Proxy Form may be completed online, mailed, delivered or scanned and emailed in accordance with the instructions above. A proxy can be any person of your choice and does not have to be a shareholder of MOVE Logistics Group Limited. If you wish, you can appoint the Chair of the Meeting as your proxy. The Chair will vote in accordance with your instructions. If the Chair is not instructed how to vote, they intend to vote in favour of each resolution. If you do not name a person as your proxy or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy and may only vote in accordance with your express instructions.

#### Voting of your holding

Direct your proxy how to vote by making the appropriate election in respect of each item of resolutions. If you elect "discretion" on any resolution, you are directing your proxy or representative to decide how to vote on that resolution on your behalf. If you elect "abstain" box on any resolution, you are directing your proxy or representative not to vote on that resolution. If you make more than one election in respect of a resolution your vote will be invalid on that resolution. If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting. If you mark more than one box on an item, your box will be invalid on that item.

#### Attending the meeting

If you wish to vote in person, you should attend the Meeting. **Please bring this form with you to the Meeting** to assist with your registration. A corporation may appoint a person to attend and vote at the Meeting as its representative in the same manner as that in which it could appoint a proxy. That person need not also be a shareholder.

#### Signing instructions for proxy forms

#### Individual

Where the holding is in one name, this Proxy Form must be signed by the shareholder or his/her/its attorney duly authorised in writing. Joint Holding

At least one joint shareholder should sign this form (on behalf of all joint shareholders). If different joint shareholders purport to appoint different proxies, the vote of the proxy appointed by the first named joint shareholder will prevail.

#### Power of Attorney

This Proxy Form and the power of attorney or other authority, if any, under which it is signed, or a copy of that power or authority certified by a Notary Public must be deposited or mailed to be received at the office of Link Market Services Limited, in any manner as per the instructions above, **not later than 2:30pm on Tuesday 18 October 2022.** 

#### Corporate Shareholder

In the case of a corporate shareholder, this Proxy Form must be signed by a director or a duly authorised officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder.

# **PROXY/CORPORATE REPRESENTATIVE FORM**

# STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder(s) of MOVE Logistics Group Limited

appoint				
	(full name of proxy)	(e-mail addres	)	
or failing that person	(full name of proxy)	(e-mail addres	5)	

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of the Company to be held on Thursday 20 October 2022, at 2:30pm and at any adjournment of that meeting.

# STEP 2: ITEMS OF BUSINESS - PROXY VOTING INSTRUCTIONS

Complete this part if you have appointed a proxy above and you want to direct the proxy as to how the proxy should vote. Please note: for each resolution you must tick one box. If you mark the abstain box for an item, you are directing your proxy not to vote on your behalf during a poll and your votes will not be counted in computing the required majority for that item.

### **ORDINARY BUSINESS**

	onsider and, if thought fit, pass the following resolutions:	For	Tick (✔) in box to vote		
ORDINARY RESOLUTIONS			Against	Abstain	Discretion
1.	That the Directors be authorised to fix the fees and expenses of PricewaterhouseCoopers as the Company's auditor.				
2. That Lorraine Witten, who retires as a Director and, being eligible, offers herself for re-election by shareholders, be re-elected as a Director of the Company.					

and to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). Unless otherwise instructed as above, the proxy will vote as he/she thinks fit or abstain from voting on each such resolution. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

# **STEP 3: SHAREHOLDER QUESTIONS**

Shareholders present at the Annual Meeting, in person or Virtually, will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Meeting but would like to ask a question, you can submit a question online by going to <a href="https://investorcentre.linkmarketservices.co.nz/voting/MOV">https://investorcentre.linkmarketservices.co.nz/voting/MOV</a> and completing the online validation process or complete the question section below and return to Link Market Services. Questions will need to be submitted by 2:30pm on Tuesday 18 October 2022. MOVE has the discretion as to which of these questions will be addressed at the Annual Meeting.

Question:

SIGN: SIGNATURE OF SHAREHOLDER(S) This section must be completed

Shareholder 1

Contact Name

# Shareholder 2

Shareholder 3

Individual/Authorised Officer or attorney

Individual/Authorised Officer or attorney

Date

Individual/Authorised Officer or attorney

Electronic Investor Communications: If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below.

Contact Daytime Telephone \_