



NEW ZEALAND'S EXCHANGE
TE PAEHOKO O AOTEAROA

Capital Change Notice

Section 1: Issuer information	
Name of issuer	Freightways Limited
NZX ticker code	FRE
Class of financial product	Unlisted Share Rights
ISIN (If unknown, check on NZX website)	Not applicable
Currency	NZD
Section 2: Capital change details	
Number issued	94,370 Share Rights
Nominal value (if any)	Not applicable
Issue/acquisition/redemption price per security	No cash consideration is payable for the issue of the Share Rights.
Nature of the payment (for example, cash or other consideration)	Not applicable
Amount paid up (if not in full)	Not applicable
Percentage of total class of Financial Products issued (calculated on the number of Financial Products of the Class, excluding any Treasury Stock, in existence) ¹	31%
For an issue of Convertible Financial Products or Options, the principal terms of Conversion (for example the Conversion price and Conversion date and the ranking of the Financial Product in relation to other Classes of Financial Product) or the Option (for example, the exercise price and exercise date)	See terms of issue below.
Reason for issue/acquisition/redemption and specific authority for issue/acquisition/redemption/ (the reason for change must be identified here)	The Share Rights are issued under the Freightways Limited Long Term Incentive Scheme.
Total number of Financial Products of the Class after the issue/acquisition/redemption/Conversion (excluding Treasury Stock) and the total number of Financial Products of the Class held as Treasury Stock after the issue/acquisition/redemption.	402,638 unlisted Share Rights. 402,638 ordinary shares if all Share Rights vest and are exercised. There is no treasury stock.
In the case of an acquisition of shares, whether those shares are to be held as treasury stock	Not applicable
Specific authority for the issue, acquisition, or redemption, including a reference to the rule pursuant to which the issue, acquisition, or redemption is made	Board approval dated 28 October 2021 and Listing Rule 4.6.1.

¹ The percentage is to be calculated immediately before the issue, acquisition, redemption or Conversion.

Terms or details of the issue, acquisition, or redemption (for example: restrictions, escrow arrangements)

The Share Rights are eligible to vest at the end of a 3-year vesting period ending 30 June 2024 ("**Vesting Period**"). Vesting of the Share Rights is subject to the satisfaction of the following two hurdles:

(1) 50% of the Share Rights are subject to an absolute Total Shareholder Return (TSR), whereby half these Share Rights vest if the Company outperforms the NZX50 index median, pro-rated up to 100% vesting at the 75th percentile of the index constituents, over the Vesting Period; and

(2) 50% of the Share Rights are subject to the Company's relative TSR target of profit performance above the cost of capital over the Vesting Period, as set by the Board of Directors.

Upon vesting, each Share Right can be converted into one ordinary share in Freightways on exercise for no cash payment.

On exercise the holder will be responsible for any tax obligations applicable to the remuneration the shares represent.

The Share Rights are non-transferable.

Date of issue/acquisition/redemption²

24 November 2021

Section 3: Authority for this announcement and contact person

Name of person authorised to make this announcement

Stephan Deschamps

Contact person for this announcement

As above

Contact phone number

+64 27 562 5666

Contact email address

Stephan.deschamps@freightways.co.nz

Date of release through MAP

24 November 2021

² Continuous issuers using this form in reliance on Rule 3.13.2, please indicate the period during which the relevant issue/acquisition/redemptions were made (for example, 1 January 2019 to 31 January 2019).