



**MAINFREIGHT 2023 ANNUAL MEETING OF SHAREHOLDERS**  
*Notice of Meeting & Explanatory Notes*

# NOTICE of Meeting

Notice is given that the annual meeting of shareholders of Mainfreight Limited (the “**Company**”) will be held at 4.00pm on Thursday, 27 July 2023 in the Te Kawau Room, Hyundai Marine Sports Centre, 8-10 Tamaki Drive, Orakei, Auckland, New Zealand.

## *Agenda*

### CHAIRMAN'S ADDRESS

### GROUP MANAGING DIRECTOR'S ADDRESS

### ANNUAL REPORT

To receive and consider the annual report of the Company for the year ended 31 March 2023, including the financial statements for that year and the directors' and auditor's reports to shareholders.

### RESOLUTIONS

To consider and, if thought fit, to pass the following ordinary resolutions (which require the approval of a simple majority of the votes of those shareholders entitled to vote and voting on the resolution in person or by proxy or representative):

#### 1. Re-election of Bryan Mogridge

That Bryan Mogridge, who retires at the annual meeting and is eligible for re-election, be re-elected as a Director of the Company (see explanatory note).

#### 2. Auditor

That the Directors be authorised to fix the fees and expenses of the auditor (see explanatory note).

### OTHER BUSINESS

To consider any other matters that may lawfully be considered at the meeting.

### BY ORDER OF THE BOARD



**BRUCE PLESTED, CHAIRMAN**  
27 JUNE 2023

# EXPLANATORY Notes

## NOTE ON RE-ELECTION OF DIRECTORS

Tenure has become an increasing focus, in recent times, in the consideration of director independence. Mainfreight values its long-standing directors, who continue to focus their significant knowledge and experience of the Company towards critically robust discussion and strategic direction.

Director relationships with management are reviewed as part of the Board's wider annual performance review process. Directors must be ready to challenge management, not be entrenched in their thinking, and be capable of unbiased decision making.

The Board recognises the need for balance and diversity at the Board table, and its more recent director appointments have ensured added perspective and a broader skill base. The Board continues to look for suitable director candidates who will add value to the Company.

## Resolution 1

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### RE-ELECTION OF DIRECTOR

In accordance with NZX Main Board Listing Rule 2.71, Bryan Mogridge retires by rotation and being eligible, offers himself for re-election. The Board unanimously recommends that shareholders vote in favour of the re-election of Bryan Modgridge. He is considered by the Board to be an independent director.

#### Bryan Mogridge

Bryan Mogridge was first appointed as a Director of the Board in 2003, and last re-elected at the 2020 Annual Shareholders' Meeting. Bryan's intellect and breadth of experience (both in executive and board roles) are evidenced by his sound practical guidance which is valued highly both by his fellow directors and the Company's management team.



## Resolution 2

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### AUDITOR

EY is automatically reappointed at the annual meeting as the auditor of the Company under section 207T of the Companies Act. This resolution authorises the Board to fix the fees and expenses of the auditor.

The Directors recommend that shareholders vote to approve Resolution 2.

# ANNUAL MEETING of Shareholders

## MEETING DETAILS

**Venue:** Te Kawau Room  
Hyundai Marine Sports Centre  
8-10 Tamaki Drive  
Orakei, Auckland

**Date:** Thursday, 27 July 2023

**Time:** 4.00pm

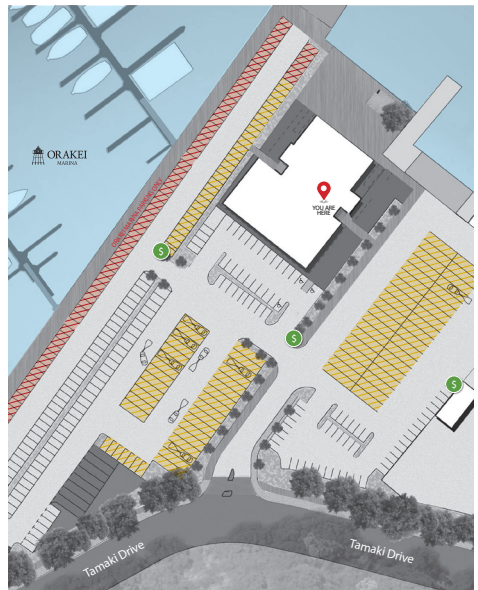
The Hyundai Marine Sports Centre, (formerly Royal Akarana Yacht Club), is 10-minutes from Auckland CBD and is served by buses from Britomart.





There are 80 free car parks available on a first come, first served basis.

## REGISTERED & ADMINISTRATION OFFICE

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[www.mainfreight.com](http://www.mainfreight.com)



-  FREE PARKING - identified with white lines.
-  PAY & DISPLAY - identified with yellow lines. Pay machines are located at: 
-  NO PUBLIC PARKING - Orakei Marina berth-holders ONLY towing is enforced.