



MAINFREIGHT 2025
Annual Meeting of Shareholders

**Notice of Meeting
and Explanatory Notes**

A large, stylized version of the Mainfreight logo, tilted diagonally, set against a blue background. The logo is white with a blue outline and a blue swoosh underneath. The background of the entire page features a blurred image of green grass and a blue sky.

NOTICE OF MEETING

Notice is given that the annual meeting of shareholders of Mainfreight Limited (the “**Company**”) will be held at 4.00pm on Wednesday, 30 July 2025 in the Level 4 Lounge, South Stand, Eden Park, Reimers Avenue, Kingsland, 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 2025, 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 Don Braid

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

2. Re-election of Simon Cotter

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

3. Re-election of Kate Parsons

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

4. 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
30 JUNE 2025

RESOLUTION 1: ELECTION OF DIRECTOR

In accordance with NZX Main Board Listing Rule 2.7.1, Don Braid retires by rotation and being eligible, offers himself for re-election. The Board of Directors unanimously recommends that shareholders vote in favour of the re-election of Don Braid. The Board of Directors considers that Don Braid does not qualify as an independent director.

Don Braid

Don has over 48 years' experience in the freight industry, including 31 with Mainfreight. As Group Managing Director since 2000, Don has led the business through an extraordinary period of growth.

His leadership is underpinned by a strong belief in Mainfreight's international competency and capabilities to provide high-quality supply chain solutions for our customers. His visits to our local and overseas operations guide our teams to be sales-focused and always aiming for operational excellence. He is fiercely proud of the Mainfreight culture, seeing this as a key reason customers choose Mainfreight over the competition.



RESOLUTION 2: ELECTION OF DIRECTOR

In accordance with NZX Main Board Listing Rule 2.7.1, Simon Cotter 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 Simon Cotter. He is considered by the Board to be an independent director.

Simon Cotter

Simon has had a long association with Mainfreight having served as the Company's main adviser for acquisitions, debt structure and other matters since 2003 (through Grant Samuel & Associates), prior to joining the Mainfreight Board in 2013.

Simon brings strong financial skills and business acumen to the role. He has an in-depth knowledge of the business, which supports wide-ranging discussion at the Board table. He is the Chair of the Board's Audit Committee.



ANNUAL MEETING OF SHAREHOLDERS

RESOLUTION 3: RE-ELECTION OF DIRECTOR

In accordance with NZX Main Board Listing Rule 2.7.1, Kate Parsons retires by rotation and being eligible, offers herself for re-election. The Board unanimously recommends that shareholders vote in favour of the re-election of Kate Parsons. She is considered by the Board to be an independent director.

Kate Parsons

Kate's extensive financial and analytical experience has been acquired in a range of industries, both in New Zealand and overseas. She joined Mainfreight's Board in 2017.



Kate's knowledge of high-tech companies is a welcome addition to the Board's capabilities, as is her familiarity with the complexities of acquisitions, and steering companies through growth and change.

RESOLUTION 4: AUDITOR

EY is automatically reappointed at the annual meeting as the auditor of the Company under section 207T of The Companies Act 1993. This resolution authorises the Board to fix the fees and expenses of the auditor.

The Directors recommend that shareholders vote to approve Resolution 4.

Meeting Details

Venue: Level 4 Lounge, South Stand
Eden Park, Reimers Avenue
Kingsland, Auckland

Date: Wednesday, 30 July 2025

Time: 4.00pm

Registered & Administration Office

2 Railway Lane, Otahuhu
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www.mainfreight.com

Eden Park is well served by rail and bus services. Kingsland train station is a short walk from Eden Park.

There are car parks available at the South Stand (through car park entrance G, off Reimers Avenue) on a first come, first served basis.

Enter Eden Park at Gate G and take the lift to Level 4.

