

Thursday 27 October 2022

# *Notice of Annual Shareholders Meeting*



## Notice of Meeting

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Notice is hereby given to all Shareholders that the Annual Meeting of Shareholders of Freightways Limited (**Freightways**) will be held on **Thursday, 27 October 2022 at 10.00am**.

Freightways expects to offer shareholders the ability to attend the Annual Meeting virtually through the Computershare Meeting Services web platform, as well as in-person in the **World Cup Lounge, Eden Park, Reimers Avenue, Kingsland, Auckland**. Your CSN/Securityholder Number can be found on your Proxy/Voting Form for verification purposes.

Further details on how to participate virtually are provided in the Virtual Meeting Guide available at [www.computershare.com/vm-guide-nz](http://www.computershare.com/vm-guide-nz). Shareholders are encouraged to review this Guide prior to the Annual Meeting. If you have any questions or need assistance with the online process, please contact Computershare on +64 9 488 8777 between 8.30am and 5.00pm, Monday to Friday.

### KEY DATES:

- Latest time for receipt of proxy forms: **25 October 2022, 10.00am**
- Annual Shareholders Meeting: **27 October 2022, 10.00am**

## **Business**

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- A. Chairman's introduction
- B. Chief Executive Officer's Review and Trading Update
- C. Resolutions

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

- 1. That David Gibson be elected as a Director of Freightways.**
- 2. That the Directors are authorised to fix the Auditors' remuneration.**

By Order of the Board



**Stephan Deschamps**

CHIEF FINANCIAL OFFICER

29 September 2022

## *Proxies and Representatives*

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Shareholders may exercise their right to vote at the meeting either by being present in person or by appointing a proxy to attend and vote in their place. A proxy need not be a shareholder of Freightways. A body corporate shareholder may appoint a representative to attend the meeting on its behalf. A combined admission card and proxy form is enclosed with this notice. If you wish to vote by proxy, you may either visit [www.investorvote.co.nz](http://www.investorvote.co.nz) to lodge your proxy or by completing and signing the proxy form and sending it to Freightways' share registrar, Computershare Investor Services Limited. The proxy form will only be effective if it is received by Freightways' share registrar no later than **10.00am Tuesday, 25 October 2022**, being 48 hours prior to the commencement of the meeting. A reply-paid envelope is enclosed if mailing the proxy form from within New Zealand. If you wish to deposit your proxy by fax, please send it to Computershare on fax (09) 488 8787.

## *Explanatory Notes*

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All references to the "Listing Rules" are references to the NZX Listing Rules, dated 17 June 2022.

### **RESOLUTIONS ON ELECTION OF NEW DIRECTOR**

Shareholders should note the average tenure on the Board among the current directors is less than 5 years, following the retirement of two directors of long tenure (including the previous Board Chair) and the appointment of a director, in each case earlier this year.

The appointment of David Gibson as a new Director recently, who is standing for election at this year's Annual Meeting, is part of the Board's succession planning. David has relevant experience in investments, mergers and acquisitions and capital markets.

## ***Resolution 1: Election of Director***

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That David Gibson be elected a director of the Company.

David Gibson was appointed by the Board subsequent to the last Annual Meeting and offers himself for election. The Board has determined that David is an independent director and unanimously recommends that shareholders vote in favour of his election.

David was appointed to the Board in April 2022. David is a professional director and has a strong background in strategy and finance with over 20 years investment banking experience, including as Co-Head of Investment Banking in New Zealand for Deutsche Bank and Deutsche Craigs. During his finance career David has advised on many of New Zealand's largest capital market transactions. David is also a director of NZME Limited, Goodman (NZ) Limited and Rangatira Limited.



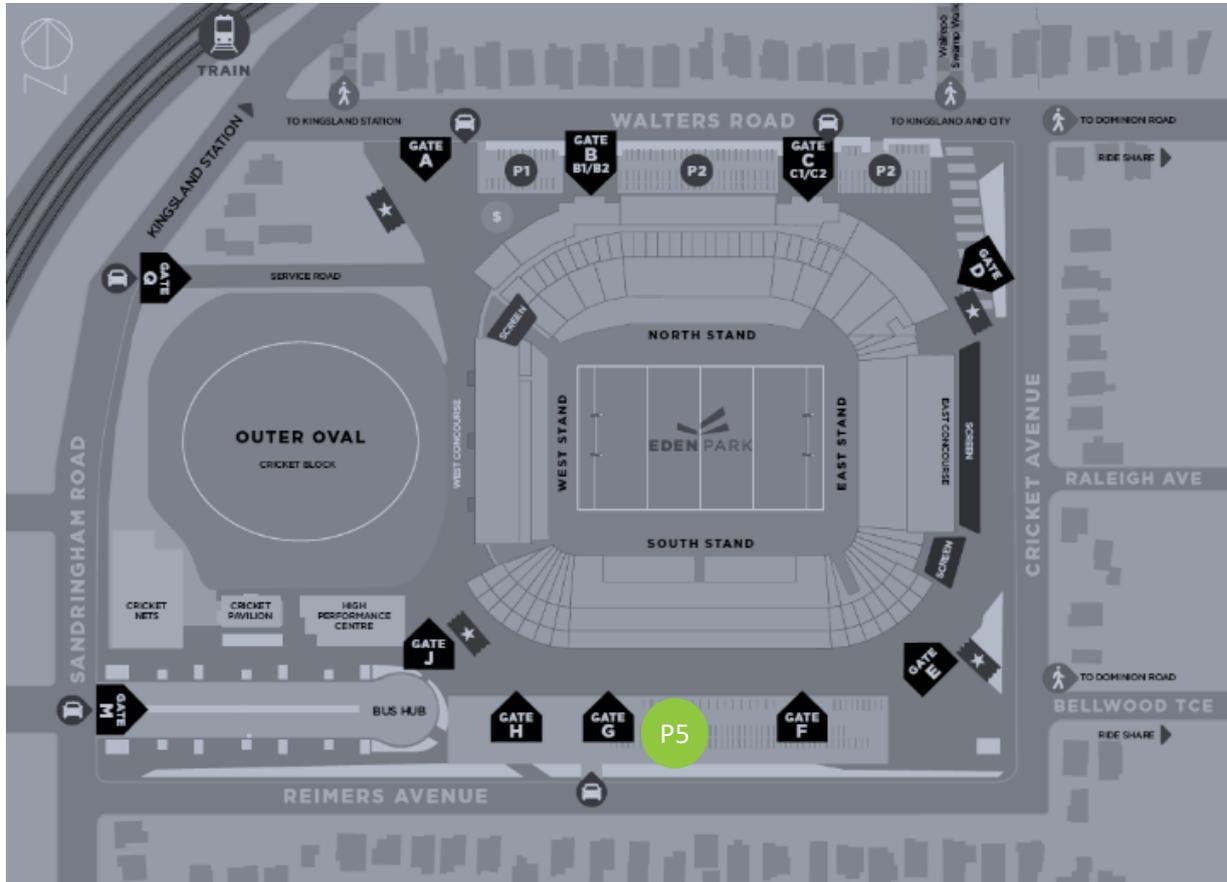
***David Gibson B.Com, LLB (Hons)***

## ***Resolution 2: Auditors***

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That the Directors are authorised to fix the Auditors' remuneration. The present auditors of the Company are PricewaterhouseCoopers. Under the Companies Act 1993 they will continue in office.

## Meeting Venue – Eden Park



The Freightways Annual Shareholders Meeting will be held on Thursday 27 October 2022 at 10am in the World Cup Lounge, Level 4, South Stand, Eden Park, entrance via Gate G (off Reimers Avenue). Please park in the P5 parking area (highlighted green above).

There will be a limited number of car parks available by the South Stand entrance on a first come, first served basis.