

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS OF FREIGHTWAYS LIMITED**

Notice is hereby given to all Shareholders that the Annual Meeting of Shareholders of Freightways Limited (Freightways) will be held in Guineas Room 3, Ellerslie Convention Centre, Ellerslie Racecourse, Greenlane Road, Auckland, on Thursday, 29 October 2009 at 10.00 am.

**Business**

- A. Chairman's introduction**
- B. Managing Director's Review and Trading Update**
- C. Resolutions**

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

1. That Sir William Birch be re-elected as a Director of Freightways.
2. That Sue Sheldon be re-elected as a Director of Freightways.
3. That Roger Corcoran be elected as a Director of Freightways.
4. That Kim Ellis be elected as a Director of Freightways.
5. That the Directors are authorised to fix the Auditors' remuneration.

**By Order of the Board**



**Mark Royle  
CHIEF FINANCIAL OFFICER**

**2 October 2009**

## **PROXIES AND REPRESENTATIVES**

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 your place. A proxy need not be a shareholder of the Company. 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 must complete and sign the proxy form and send it to the Company's share registrars, Computershare Investor Services Limited, no later than 48 hours prior to commencement of the meeting. The proxy form is pre-addressed and requires no postage stamp if posted in New Zealand. If you wish to deposit your proxy by fax, please send it to Computershare on fax (09) 488 8787.

## **EXPLANATORY NOTES**

### **RESOLUTIONS 1-4: ELECTION OF DIRECTORS**

Sir William Birch and Sue Sheldon are retiring by rotation and offer themselves for re-election. Roger Corcoran and Kim Ellis having been appointed by the Board subsequent to the last Annual Meeting offer themselves for election. The Board has determined that Sir William Birch, Sue Sheldon, Roger Corcoran and Kim Ellis are all independent Directors. The Board unanimously recommends that shareholders vote in favour of their election.

*Sir William Birch*  
GNZM, M NZ INST of Surveyors, J.P.

Sir William began his career in 1957, when he established a private practice as a surveyor in Pukekohe. His keen interest in community affairs led to 6 years as Deputy Mayor of Pukekohe and election to Parliament in 1972. During his 27 years in Parliament he served for 15 years as a Minister of the Crown, including 6 years as Minister of Finance between 1993 and 1999. Sir William retired from Parliament in 1999 and is now a director of a number of public and private companies, Chairman of Investment Research Group Limited, a trustee of the MFL and SIL Superannuation funds and a member of the Royal Bank of Scotland's Australian Advisory Council. Sir William was knighted by the Queen for public services in 1999.

*Sue Sheldon*  
CNZM, B.COM, FCA, M INST D

Sue is a Chartered Accountant and full time professional director. She is a director of the Reserve Bank of New Zealand, Contact Energy Limited, Smiths City Group Limited, Wool Grower Holdings Limited and Electronic Transaction Services Limited. Sue is a former President of the Institute of Chartered Accountants of New Zealand.

*Roger Corcoran*

Roger, who is based in Australia, was appointed a Director in May 2009. He has gained extensive global business experience during a 30-year career with multi-national transport & logistics operator, TNT. Roger retired as CEO of TNT Australia, New Zealand and the Pacific Islands in December 2008, having worked throughout the world during his years with TNT.

*Kim Ellis*  
B.CA, B.ENG

Kim was appointed a Director in August 2009. He spent 28 years in chief executive roles in a number of sectors, including industrial services, and has developed businesses in both New Zealand and Australia. Kim is now a professional director working with both private and listed companies.

### **RESOLUTION 5: AUDITORS**

The present auditors of the Company are PricewaterhouseCoopers. Under the Companies Act 1993 they will continue in office.