

**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 the Rutherford Room, Alexandra Park, Greenlane Road West, Epsom, Auckland, on Thursday, 28 October 2010 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 Kim Ellis be re-elected as a Director of Freightways.
2. That Mark Verbiest be elected as a Director of Freightways.
3. That the Directors are authorised to fix the Auditors' remuneration.

**By Order of the Board**



**Mark Royle  
CHIEF FINANCIAL OFFICER**

**1 October 2010**

## **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**

### **RESOLUTION 1: RE-ELECTION OF KIM ELLIS AS A DIRECTOR**

Kim Ellis is retiring by rotation and offers himself for re-election. The Board has determined that Kim Ellis is an independent director and unanimously recommends that shareholders vote in favour of his re-election.

*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 2: ELECTION OF MARK VERBIEST AS A DIRECTOR**

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

*Mark Verbiest*

Mark was appointed a Director in February 2010. He is a professional director who has a strong working knowledge of technology and technology-related businesses, as well as having extensive capital markets experience. A lawyer by training, with widespread corporate legal experience in private practice, he spent 7.5 years on the senior executive team of Telecom NZ through until mid-2008, where among other things he had executive accountability for two business units. Mark is also a member of the Securities Commission.

### **RESOLUTION 3: AUDITORS**

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