

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, 30 October 2014 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 Mark Verbiest be re-elected as a Director of Freightways.
2. That the total quantum of annual Directors' fees be increased by 3% (being \$14,000) from an aggregate of \$470,000 to an aggregate of \$484,000, such aggregate amount to be divided amongst the Directors as they deem appropriate.
3. That the Directors are authorised to fix the Auditors' remuneration.

By Order of the Board



**Mark Royle
CHIEF FINANCIAL OFFICER**

8 October 2014

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 their 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 registrar, Computershare Investor Services Limited. The proxy form will only be effective if it is received by the Company's share registrar no later than 10.00am Tuesday, 28 October 2014, 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

RESOLUTION 1: RE-ELECTION OF DIRECTOR

Sir William Birch and Mark Verbiest are retiring by rotation. Sir William has advised that he will not be standing for re-election and will retire as a Director of Freightways at the Annual Meeting. Mark Verbiest has offered himself for re-election. The Board has determined that Mark Verbiest is an independent director and unanimously recommends that shareholders vote in favour of his re-election.

Mark Verbiest (LLB, M INST D)

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 Chairman of Spark New Zealand Limited, Transpower New Zealand Limited and Willis Bond Capital Partners Limited. He is also a director of ANZ Bank New Zealand Limited, a consultant to law firm Simpson Grierson and a member of the Commercial Operations Advisory Board of The Treasury.

RESOLUTION 2: DIRECTORS FEES

That the total quantum of annual Directors' fees be increased by 3% (being \$14,000) from an aggregate of \$470,000 to an aggregate of \$484,000, such aggregate amount to be divided amongst the Directors as they deem appropriate.

The Directors review fees annually to ensure the aggregate amount available for Directors' remuneration is adequate to allow Directors' fees to remain aligned with market levels. If this annual review determines an increase in fees is appropriate, it will result in incremental, rather than stepped, adjustments that may otherwise occur if remuneration levels are reviewed less frequently. The Directors also propose to continue building some headroom in the aggregate amount to allow for any additional Committee work beyond the normal business of either the Board or any sitting committee. It is proposed that this headroom and the individual Director's fees will be proportionately increased by 3% upon approval of this resolution.

In accordance with NZX Main Board Listing Rule 9.3.1, the Directors and their Associated Persons are restricted from voting on this resolution.

RESOLUTION 3: AUDITORS

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