

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, 29 October 2015 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 Rushworth be elected as a Director of Freightways.
2. That Sue Sheldon be re-elected as a Director of Freightways.
3. That Kim Ellis be re-elected as a Director of Freightways.
4. That the total quantum of annual Directors' fees be increased by 7.5% (being \$36,000) from an aggregate of \$484,000 to an aggregate of \$520,000, such aggregate amount to be divided amongst the Directors as they deem appropriate.
5. That the Directors are authorised to fix the Auditors' remuneration.

By Order of the Board



**Mark Royle
CHIEF FINANCIAL OFFICER**

7 October 2015

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, 27 October 2015, 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: ELECTION OF DIRECTOR

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

Mark Rushworth (BE(Hons), MEM)

Mark was appointed a Director of Freightways in September 2015. He has extensive experience in the technology sector, with a decade's governance experience, predominantly in the high tech and innovation space. An electrical engineer by training, with widespread operations and marketing experience, he spent four years on the senior executive team of Vodafone NZ through until 2010, where among other things he had executive accountability for the fixed line business and as executive director of marketing. Currently Mark is the CEO of New Zealand's digital payments business Paymark Limited and a director of mobile wallet technology company Semble Limited. Mark previously served as chief executive of Pacific Fibre and internet provider ihug.

RESOLUTION 2 & 3: RE-ELECTION OF DIRECTORS

Sue Sheldon and Kim Ellis are retiring by rotation and offer themselves for re-election. The Board has determined that Sue Sheldon and Kim Ellis are both

independent directors and unanimously recommends that shareholders vote in favour of their re-election.

Sue Sheldon CNZM (B.COM, FCA, M INST D)

Sue was appointed a Director of Freightways in July 2003 and appointed Chairman in October 2010. She is a Chartered Accountant and full-time professional director and is currently Chairman of Paymark Limited, a Director of Contact Energy Limited and the Chairman of the Audit & Risk Management Committee of the Christchurch City Council. Sue is a former President of the New Zealand Institute of Chartered Accountants.

Kim Ellis

Kim was appointed a Director in August 2009. He spent 28 years in chief executive roles in a number of sectors, including 13 years as Managing Director of Waste Management NZ Limited until its sale in 2006 to Transpacific Industries Pty Limited, and has developed businesses in both New Zealand and Australia. Kim is now a professional director working with both private and listed companies. He is Chairman of Metlifecare Limited and NZ Social Infrastructure Fund Limited and a Director of Port of Tauranga Limited, FSF Management Company Limited, Ballance Agri Nutrients Limited and Envirowaste Services Limited.

RESOLUTION 4: DIRECTORS FEES

That the total quantum of annual Directors' fees be increased by approximately 7.5% (being \$36,000) from an aggregate of \$484,000 to an aggregate of \$520,000, 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. This year, the Directors have obtained independent market advice and determined that the proposed increase will allow non-executive Directors to be paid at the median level of peer group market data.

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 5: AUDITORS

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