

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, 27 October 2016 at 10.00 am.

A live recording of the Annual Meeting of Shareholders will be broadcast on Freightways' website [www.freightways.co.nz/Investor Relations](http://www.freightways.co.nz/Investor_Relations).

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 Peter Kean be elected as a Director of Freightways.
2. That Mark Verbiest be re-elected as a Director of Freightways.
3. That the total quantum of annual Directors' fees be increased by 2.5% (being \$13,000) from an aggregate of \$520,000 to an aggregate of \$533,000, such aggregate amount to be divided amongst the Directors as they deem appropriate.
4. That the Directors are authorised to fix the Auditors' remuneration.

By Order of the Board



Mark Royle
CHIEF FINANCIAL OFFICER

3 October 2016

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, 25 October 2016, 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

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

Peter Kean

Peter was appointed a Director in July 2016. He brings to Freightways many years of senior executive experience with the Lion group of companies in both New Zealand and Australia. Peter's last executive roles were as Managing Director of Lion Nathan New Zealand and Managing Director of Lion Dairy and Drinks, based in Melbourne. Peter retired from Lion in 2014 and has since developed his career in governance. Peter is also a Director of Sanford Limited, the New Zealand Rugby Union and a number of private companies.

RESOLUTION 2: RE-ELECTION OF DIRECTOR

Mark Verbiest is retiring by rotation and offers 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, CF 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 currently 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. Mark will be retiring from the Board of Transpower New Zealand Limited at the end of October 2016.

RESOLUTION 3: DIRECTORS' FEES

That the total quantum of annual Directors' fees be increased by approximately 2.5% (being \$13,000) from an aggregate of \$520,000 to an aggregate of \$533,000, 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. Last year, the Directors obtained independent market advice and proposed an increase which allowed non-executive Directors to be paid at the median level of peer group market data, which shareholders approved. This year a small, incremental increase is proposed to ensure Directors' fees remain aligned with market levels.

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 4: AUDITORS

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