

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, 26 October 2017 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 Kim Ellis be re-elected as a Director of Freightways.
2. That Mark Rushworth be re-elected as a Director of Freightways.
3. That the total quantum of annual Directors' fees be increased by 7% (being \$37,500) from an aggregate of \$533,000 to an aggregate of \$570,500, 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

4 October 2017

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, 24 October 2017, 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

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

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 Ltd 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. His current Board appointments include Port of Tauranga Limited, FSF Management Company Limited, Ballance Agri-Nutrients Limited, NZ Social Infrastructure Fund Limited, Metlifecare Limited and Sleepyhead Group Limited.

RESOLUTION 2: RE-ELECTION OF DIRECTOR

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

Mark Rushworth (BE(Hons), MEM)

Mark was appointed a Director 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. Mark previously served as chief executive of Pacific Fibre, Paymark Limited and internet provider ihug.

RESOLUTION 3: DIRECTORS' FEES

That the total quantum of annual Directors' fees be increased by approximately 7% (being \$37,500) from an aggregate of \$533,000 to an aggregate of \$570,500, 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 obtained independent market advice from PricewaterhouseCoopers (PwC). A summary of PwC's benchmarking report is attached, including an independence declaration from the PwC engagement partner. The Directors propose an increase which allows non-executive Directors to be paid at approximately the median level of peer group market data presented in the PwC report.

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.