



MAINFREIGHT 2022 ANNUAL MEETING OF SHAREHOLDERS

NOTICE OF MEETING & EXPLANATORY NOTES

NOTICE of Meeting

Notice is given that the annual meeting of shareholders of Mainfreight Limited (the “Company”) will be held at 4.00pm on Thursday, 28 July 2022 in the Level 4 Lounge, South Stand, Eden Park, Reimers Avenue, Kingsland, Auckland, New Zealand.

Agenda

Chairman’s Address

Group Managing Director’s Address

Annual Report

To receive and consider the annual report of the Company for the year ended 31 March 2022, including the financial statements for that year and the directors’ and auditor’s reports to shareholders.

Resolutions

To consider and, if thought fit, to pass the following ordinary resolutions (which require the approval of a simple majority of the votes of those shareholders entitled to vote and voting on the resolution in person or by proxy or representative):

1. Re-election of Don Braid

That Don Braid, who retires at the annual meeting and is eligible for re-election, be re-elected as a Director of the Company (see explanatory note).

2. Re-election of Simon Cotter

That Simon Cotter, who retires at the annual meeting and is eligible for re-election, be re-elected as a Director of the Company (see explanatory note).

3. Re-election of Kate Parsons

That Kate Parsons, who retires at the annual meeting and is eligible for re-election, be re-elected as a Director of the Company (see explanatory note).

4. Auditor

That the Directors be authorised to fix the fees and expenses of the auditor (see explanatory note).

Other Business

To consider any other matters that may lawfully be considered at the meeting.

By Order of the Board



BRUCE PLESTED, CHAIRMAN
28 JUNE 2022

EXPLANATORY Notes

Note on Re-election of Directors

Tenure has become an increasing focus, in recent times, in the consideration of director independence. Mainfreight values its long-standing directors, who continue to focus their significant knowledge and experience of the Company towards critically robust discussion and strategic direction.

Director relationships with management are reviewed as part of the Board's wider annual performance review process. Directors must be ready to challenge management, not be entrenched in their thinking, and be capable of unbiased decision making.

The Board recognises the need for balance and diversity at the Board table, and its more recent director appointments have ensured added perspective and a broader skill base. The Board continues to look for suitable director candidates who will add value to the Company.

Resolution 1:

Re-Election of Director

In accordance with NZX Main Board Listing Rule 2.7.1, Don Braid retires by rotation and being eligible, offers himself for re-election.

The Board unanimously recommends that shareholders vote in favour of the re-election of Don Braid. The Board considers that Don Braid does not qualify as an independent director.

Don Braid

Don has over 44 years' experience in the freight industry, including 28 with Mainfreight.



As Group Managing Director since 2000, Don has led the business through an extraordinary period of growth.

His leadership is underpinned by a strong belief in Mainfreight's global competency and capabilities to provide high-quality supply chain solutions for our customers. His visits to our local and overseas operations guide our teams to be sales-focused and always aiming for operational excellence. He is fiercely proud of the Mainfreight culture seeing this as a key reason customers choose Mainfreight over the competition.

Resolution 2:

Re-Election of Director

In accordance with NZX Main Board Listing Rule 2.7.1, Simon Cotter retires by rotation and being eligible, offers himself for re-election.

The Board unanimously recommends that shareholders vote in favour of the re-election of Simon Cotter. He is considered by the Board to be an independent director.

Simon Cotter

Simon has had a long association with Mainfreight having served as the Company's main adviser for acquisitions, debt structure and other matters since 2003 (through Grant Samuel & Associates), prior to joining the Mainfreight Board in 2013.

Simon brings strong financial skills and business acumen to the role. He has an in-depth knowledge of the business, which supports wide-ranging discussion at the Board table. He is the Chair of the Board's Audit Committee and a member of the Remuneration Committee.



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Resolution 3:

Re-Election of Director

In accordance with NZX Main Board Listing Rule 2.7.1, Kate Parsons retires by rotation and being eligible, offers herself for re-election. The Board unanimously recommends that shareholders vote in favour of the re-election of Kate Parsons. She is considered by the Board to be an independent director.



Kate Parsons

Kate's extensive financial and analytical experience has been acquired both in New Zealand and overseas in a range of industries. She joined Mainfreight's Board in 2017.

Kate's practical and knowledgeable engagement with our team at all levels has supported the Company's initiatives to bring more diversity to branch management and leadership roles. Her technical knowledge informs and supports Board discussions across a range of topics.

Resolution 4:

Auditor

EY is automatically reappointed at the annual meeting as the auditor of the Company under section 207T of the Companies Act. This resolution authorises the Board to fix the fees and expenses of the auditor.

The Directors recommend that shareholders vote to approve Resolution 4.

Meeting Details

Venue: Level 4 Lounge, South Stand
Eden Park, Reimers Avenue
Kingsland, Auckland

Date: Thursday, 28 July 2022

Time: 4.00pm

Registered & Administration Office

2 Railway Lane, Otahuhu
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www.mainfreight.com

Eden Park is well served by rail and bus services. Kingsland train station is a short walk from Eden Park.

There are car parks available at the South Stand (through car park entrance P5, off Reimers Avenue) on a first come, first served basis.

Enter Eden Park at Gate G and take the lift to Level 4.

