



MAINFREIGHT 2021 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, 29 July 2021 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 2021, 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 Bruce Plested

That Bruce Plested, 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 Richard Prebble

That Richard Prebble, 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. 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*
25 JUNE 2021

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, including our Founder and Chairman, 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 will continue to be refreshed to meet the requirements of the Company and its stakeholders.

Resolution 1:

RE-ELECTION OF DIRECTOR

In accordance with NZX Main Board Listing Rule 2.7.1, Bruce Plested 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 Bruce Plested. The Board considers that Bruce Plested does not qualify as an independent director.

BRUCE PLESTED

Bruce Plested is the Founder and Chairman of Mainfreight and is the largest shareholder of the Company.

Bruce is a qualified chartered accountant and Fellow of Chartered Accountants Australia and New Zealand.



BRUCE PLESTED

Bruce plays an active role in the direction of the Company, sharing his values and philosophy, which is at the heart of our culture. With his deep industry experience and strong ethical convictions, he is vitally involved in setting the strategic focus for the Company.

He is a member of the Board's Remuneration Committee (Chair).

Resolution 2:

RE-ELECTION OF DIRECTOR

In accordance with NZX Listing Rule 2.7.1, Richard Prebble 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 Richard Prebble. He is considered by the Board to be an independent director.

RICHARD PREBBLE

Richard Prebble is a long-standing Director of Mainfreight having been on the Company's Board since immediately prior to its listing in 1996.

ANNUAL MEETING *of Shareholders*



RICHARD PREBBLE

Richard is by profession a lawyer, and a Fellow of the Chartered Institute of Logistics and Transport. He has served on the boards of a range of companies including McConnell International, Hawkins Group and WEL Networks.

Mainfreight also continues to benefit from Richard's experience gained during his service as a Member of New Zealand's Parliament, and in particular his portfolios of Transport, Railways and Civil Aviation.

His perceptiveness and acuity contribute to balanced debate at the Board table and his views are valued by his fellow directors and the Company's management team alike. He is a member of the Board's Audit and Remuneration Committees.

Resolution 3:

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 3.

Meeting Details

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

DATE: Thursday, 29 July 2021

TIME: 4.00pm

REGISTERED & ADMINISTRATION OFFICE

2 Railway Lane, Otahuhu
Auckland 1062
PO Box 14038, Panmure
Auckland 1741
Tel +64 9 259 5500

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.

