



MAINFREIGHT 2024 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, 25 July 2024 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 2024, 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. Election of Director

That Annie Steel, having been appointed as a Director of the Company by the Board on 1 March 2024, and being eligible and having offered herself for election, be elected as a Director of the Company (see explanatory note).

#### 2. Election of Director

That Hayley Buckley, having been appointed as a Director of the Company by the Board on 1 March 2024, and being eligible and having offered herself for election, be elected as a Director of the Company (see explanatory note).

#### 3. Re-election of Bruce Plested

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

#### 4. Director Retirement Payment

That Richard Prebble, who retires by rotation at the annual meeting, be paid 12 months Director fees, being \$120,000, upon his retirement (see explanatory note).

#### 5. 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 2024

## EXPLANATORY Notes

### RESOLUTIONS 1 AND 2: ELECTION OF DIRECTORS

Under NZX Main Board Listing Rule 2.2.1(a), and permitted by Mainfreight's Constitution, a Director appointed by the Board may hold office only until the next annual meeting of the Company, but is eligible for election at that meeting.

Annie Steel and Hayley Buckley were appointed by the Board as Directors of the Company on 1 March 2024. Pursuant to NZX Main Board Listing Rule 2.2.1(b) and in accordance with 2.3, and both being eligible and having offered themselves for election, Annie Steel and Hayley Buckley are each seeking election as a Director at the annual meeting.

#### Annie Steel

Annie Steel is a corporate lawyer and has had considerable experience across complex and challenging corporate transactions and strategic advisory engagements. Annie is a partner of Harmos Horton Lusk and has been involved in a number of domestic and cross-border public and private mergers and acquisitions, and equity capital markets transactions. Annie is a Barrister and Solicitor of the High Court of New Zealand and has a Bachelor of Laws (Honours) and a Bachelor of Arts (French and Chinese). The Board of Directors recommends that Annie Steel be elected as a Director of the Company. The Board of Directors consider that Annie Steel qualifies as an independent Director under the provisions of the NZX Main Board Listing Rule 2.6.



#### Hayley Buckley

Hayley Buckley is a corporate partner for Wynn Williams, including Chair of the Wynn Williams Board, and has had significant experience across commercial law capital markets, mergers and acquisitions, and private equity funded management buy-outs. Hayley has both national (NZ) and international (London, USA) corporate legal experience across a number of business sectors. Hayley is a member of the NZ Institute of Directors, is an Alumnae of the Harvard Business School (2019) and has been admitted to the High Court of New Zealand and the Supreme Court of England and Wales. The Board of Directors recommends that Hayley Buckley be elected as a Director of the Company. The Board of Directors consider that Hayley Buckley qualifies as an independent Director under the provisions of the NZX Main Board Listing Rule 2.6.



### RESOLUTION 3: RE-ELECTION OF DIRECTORS

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

# ANNUAL MEETING of Shareholders

## 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 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 4: DIRECTOR RETIREMENT PAYMENT

At the 2023 Annual Meeting, Richard Prebble advised shareholders that it was his intention to retire at the 2024 Annual Meeting of Shareholders and will step down from his directorship of Mainfreight. In accordance with NZX Main Board Listing Rule 2.11.4, Richard Prebble will receive 12 months Director fees totalling \$120,000, for his services on the Board since 1996. The Board of Directors recommend that shareholders vote to approve Resolution 4.

## RESOLUTION 5: AUDITOR

EY is automatically reappointed at the annual meeting as the auditor of the Company under section 207T of The Companies Act 1993. This resolution authorises the Board to fix the fees and expenses of the auditor.

The Directors recommend that shareholders vote to approve Resolution 5.

## Meeting Details

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

**Date:** Thursday, 25 July 2024

**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](http://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 G, off Reimers Avenue) on a first come, first served basis.

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

