



**MAINFREIGHT 2014  
ANNUAL MEETING OF SHAREHOLDERS**

Notice of Meeting & Explanatory Notes

**MAINFREIGHT**

# NOTICE OF MEETING

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Notice is given that the annual meeting of shareholders of Mainfreight Limited will be held in the Barrel Hall, Villa Maria Estate, 118 Montgomerie Road, Mangere, Auckland on 30 July 2014 commencing at 4.00pm.

## AGENDA

### ANNUAL REPORT

1. To consider and, if thought fit, to pass the following resolution as an ordinary resolution: "That the Annual Report for the 12 months ended 31 March 2014, including financial statements and auditor's report, be received".

### RE-ELECTION OF DIRECTORS

2. To consider and, if thought fit, to pass the following resolution as an ordinary resolution: "That Carl Howard-Smith, who retires by rotation and, being eligible and having offered himself for re-election, be re-elected as a Director of the Company."
3. To consider and, if thought fit, to pass the following resolution as an ordinary resolution: "That Bryan Mogridge, who retires by rotation and, being eligible and having offered himself for re-election, be re-elected as a Director of the Company."

### AUDITOR

4. To consider and, if thought fit, to pass the following resolution as an ordinary resolution: "That the reappointment of Ernst Young as the Company's auditor be recorded and that the Directors be authorised to fix the auditor's remuneration".

BY ORDER OF THE BOARD



Carl Howard-Smith  
Director  
26 June 2014

### AGENDA ITEMS 2 AND 3

Carl Howard-Smith and Bryan Mogridge retire by rotation in accordance with NZSX Listing Rule 3.3.11 and, being eligible, offer themselves for re-election.

Carl Howard-Smith is a long-standing Director of Mainfreight and was a foundation Board member at time of the Company's listing in 1996. He also holds the role of General Counsel attending to the Company's legal affairs, and his advice is greatly valued by the Company's management team.

The Board considers that Carl Howard-Smith does not qualify as an independent Director.

Bryan Mogridge is an independent Director of Mainfreight, having first been appointed as a Board member in 2003. Bryan has a wealth of experience, both in executive and board roles.

He has also lent his considerable support to not-for-profit organisations such as the Starship Foundation where he has served as a Trustee for all of its 22 years, most of those as Chairman. His intellect and pragmatic approach is highly regarded at the Board table.

The Board considers that Bryan Mogridge qualifies as an independent Director.

### AGENDA ITEM 4

Ernst & Young are re-appointed as auditors under section 200 of the Companies Act 1993. This resolution authorises the Board to fix the fees and expenses of the auditors.

# ANNUAL MEETING OF SHAREHOLDERS: MEETING DETAILS

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**VENUE:**

Barrel Hall, Villa Maria Estate,  
118 Montgomerie Road, Mangere, Auckland

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**DATE:** Wednesday 30 July 2014

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**TIME:** 4.00pm

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For those shareholders wishing to travel by public transport to and from the meeting, the following arrangements are available:

- Make your own way to the Ferry Building, 99 Quay Street, Downtown Auckland.
- A private bus will depart from the Queen's Wharf collection point (beside the Ferry Building) at 3.00pm promptly, to transfer shareholders to the meeting.

**Return details:**

- Private bus departs Villa Maria 6.00pm and returns to the Ferry Building, Downtown.

If you would like to use this transport option, please register by contacting Nikki Cooper by 25 July:

- Telephone: 09-259 5511
- Email: [nikki@mainfreight.com](mailto:nikki@mainfreight.com)

**REGISTERED & ADMINISTRATION OFFICE**

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2 Railway Lane, Otahuhu, Auckland 1062  
PO Box 14038, Panmure, Auckland 1741  
Tel +64 9 259 5500  
[www.mainfreight.com](http://www.mainfreight.com)

