



TEAMWORK



MAINFREIGHT 2020 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, 30 July 2020 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 2020, 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 Bryan Mogridge

That Bryan Mogridge, 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. 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
26 JUNE 2020

Explanatory Notes

Resolution 1:

RE-ELECTION OF DIRECTOR

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



Bryan Mogridge

Bryan Mogridge was first appointed as a Director of the Board in 2003, and last re-elected at the 2017 Annual Shareholders' Meeting. Bryan's intellect and breadth of experience (both in executive and board roles) are evidenced by his sound practical guidance which is valued highly both by his fellow directors and the Company's management team.

Resolution 2:

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 2.

Annual Meeting of Shareholders

MEETING DETAILS

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

Date: Thursday, 30 July 2020

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.