

**MAINFREIGHT 2015  
ANNUAL MEETING  
OF SHAREHOLDERS**

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NOTICE OF MEETING &  
EXPLANATORY NOTES



**MAINFREIGHT**

## NOTICE OF MEETING

Notice is given that the annual meeting of shareholders of Mainfreight Limited will be held at 4.00pm on Wednesday 29 July 2015 at the Barrel Hall, Villa Maria Estate, 118 Montgomerie Road, Mangere, Auckland.

### 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 2015, 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 Simon Cotter, 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 Richard Prebble, 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 2015

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## EXPLANATORY NOTES

### AGENDA ITEMS 2 AND 3

Simon Cotter and Richard Prebble retire by rotation in accordance with NZSX Listing Rule 3.3.11 and, being eligible, offer themselves for re-election.

Simon Cotter is an independent Director of Mainfreight, having first been appointed as a Board member in 2013. Simon has a lengthy association with Mainfreight through his role with Grant Samuel & Associates, providing advice to the Company in its M&A activities since 2003. His strong financial skills and business acumen are highly regarded at the Board table.

The Board considers that Simon Cotter qualifies as an independent Director.

Richard Prebble is a long-standing Director of Mainfreight and was a foundation Board member at the time of the Company's listing in 1996. He served on the Audit Committee for many years, until more recently when he has filled a vacancy on the Remuneration Committee. His advice is greatly valued by the Company's management team.

The Board considers that Richard Prebble 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

**VENUE:**

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

**DATE:** Wednesday 29 July 2015

**TIME:** 4.00pm

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 23 July:

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

**REGISTERED & ADMINISTRATION OFFICE**

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