

NOTICE OF 2018 ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the 2018 Annual Meeting of Shareholders of TIL Logistics Group Limited (the “Company” or “TIL Logistics”) will be held in the Waitangi Room - Novotel New Plymouth Hobson Cnr Hobson & Leach Streets, New Plymouth 4310, New Zealand on Friday 26 October 2018, commencing at 4.00pm.

Dear Shareholder

I am pleased to invite you to the annual shareholder meeting of TIL Logistics Group Limited in New Plymouth on 26 October 2018.

This will be our first Annual Meeting since we completed the reverse listing transaction in December 2017. It is an opportunity for you to hear from TIL Logistics’ CEO, Alan Pearson, and myself about the company’s progress over the last year and our plans for the future.

TIL Logistics is one of the largest transport and logistics groups in New Zealand, with an experienced management team, sophisticated operating and IT systems, a focus on health & safety and a strong reputation.

Activity levels across the industry remain high and the long-term outlook is positive. Since year end, a number of new customer contracts have been negotiated and we have initiatives under way to drive trading performance and efficiencies.

We are assessing a number of acquisition opportunities and management also remain focused on organic growth - increasing freight volumes, improving utilisation, expanding the offer and driving efficiencies.

There is growing demand for high quality, end to end freight and logistics supply chain solutions, and TIL Logistics has the reputation, expertise and capability to take advantage of this. We look forward to sharing our vision for the future of our company with you at the Annual Meeting. ■



Trevor D Janes
Chairman

AGENDA

1. CHAIRMAN AND MANAGEMENT PRESENTATIONS
2. SHAREHOLDER DISCUSSION
3. RESOLUTIONS

To consider and, if thought fit, pass the following ordinary resolutions:

AUDITOR'S REMUNERATION

RESOLUTION 1

That the Directors be authorised to fix the fees and expenses of PricewaterhouseCoopers as the Company's auditor.

DIRECTOR ELECTIONS

RESOLUTION 2

That Trevor Janes, who retires as a Director in accordance with the Company's constitution and, being eligible, offers himself for election by shareholders, be elected as a Director of the Company.

RESOLUTION 3

That James Ramsay, who retires as a Director in accordance with the Company's constitution and, being eligible, offers himself for election by shareholders, be elected as a Director of the Company.

RESOLUTION 4

That Gregory Kern, who retires as a Director in accordance with the Company's constitution and, being eligible, offers himself for election by shareholders, be elected as a Director of the Company.

RESOLUTION 5

That Lorraine Witten, who retires as a Director in accordance with the Company's constitution and, being eligible, offers herself for election by shareholders, be elected as a Director of the Company.

RESOLUTION 6

That Danny Chan, who retires as a Director in accordance with the Company's constitution and, being eligible, offers himself for election by shareholders, be elected as a Director of the Company.

Further information relating to the resolutions is set out in the Explanatory Notes to this Notice of Meeting.

4. OTHER BUSINESS

The Board of TIL Logistics invites attendees to join them for light refreshments at the end of the Meeting.

By Order of the Board of Directors



Greg Whitham
Chief Financial Officer

27 September 2018

EXPLANATORY NOTES

RESOLUTION 1: FIX THE REMUNERATION OF THE AUDITOR

Pursuant to section 207T of the Companies Act 1993, PricewaterhouseCoopers is automatically reappointed as auditor of the Company at the Annual Meeting. This resolution authorises the Board to fix the fees and expenses of PricewaterhouseCoopers as the Company's auditor in accordance with section 207S of the Companies Act 1993.

RESOLUTIONS 2 – 6: DIRECTOR ELECTIONS

All current TIL Logistics Directors were appointed by the Board with effect from the completion of the reverse listing transaction on 6 December 2017. In accordance with NZX Main Board Listing Rule 3.3.6 and clause 25.5 of the Company's constitution, all Directors appointed by the Board hold office until the next Annual Meeting, at which they must retire but shall be eligible for election. Being eligible, all Directors have offered themselves for election by shareholders.

The Board has determined that Trevor Janes, Lorraine Witten and Danny Chan are all Independent Directors. The Board unanimously supports the election of all Directors.



TREVOR JANES BCA, FCA, FCFIP, CFInstD
Independent Chair

Trevor Janes has significant governance experience and is a highly regarded director, holding a number of board positions with private and public companies. He is also a member of the NZX Markets Disciplinary Tribunal and the NZ Post Network Access Committee and chairs the Tokelau International Investment Fund. His career has been in investment banking and financial analysis and he is a Fellow of INFINZ and of CA ANZ, a Member of the Chartered Financial Analysts Institute (USA), and a Chartered Fellow of the Institute of Directors in New Zealand.



JAMES (JIM) RAMSAY FCILT
Executive Director

Jim was CEO of TIL Logistics prior to its reverse listing and was responsible for building TIL Logistics from a local New Plymouth trucking operation into a New Zealand-wide transport force. He has extensive experience in the New Zealand transport industry and has spent some 45 years in lead management roles with Hookers, TNL/Newmans Group and TIL Logistics. He has been honoured with Life Membership in his local Road Transport Association and is a Fellow of the Chartered Institute of Logistics and Transport.



GREGORY (GREG) KERN BCom, GradDip, CA
Non-Executive Director

Greg is a finance and banking executive with decades of experience in the corporate arena and in working with large companies on significant commercial transactions. He is managing director of Kern Group, a corporate advisory firm based in Queensland, Australia which he established in 1994. Prior to this, Greg worked for global accounting firms, Ernst & Young and Coopers & Lybrand.



LORRAINE WITTEN BMS (Hons), CA
Independent Director

Lorraine has extensive commercial experience in high-growth and high-change environments. Her skills are in technology, ICT, construction, services and network economics, where she has 30 years' experience in senior management and finance roles. She has 20 years' governance experience, with extensive experience in strategy, health & safety and risk. For the past 15 years Lorraine has been an entrepreneur leading high growth businesses. She is currently a full time professional director and a Chartered Fellow of the Institute of Directors in NZ.



DANNY CHAN BCA (Hons), ACA, FCSAP, MInstD
Independent Director

Danny is an experienced New Zealand director with accounting, finance, investment management and education expertise. He holds a number of directorships with private and public companies and is a director of ATEED, a member of the Department of Prime Minister and Cabinet - China Project, the NZ China Executive Council and a member of the NZ Markets Disciplinary Tribunal.

PROCEDURAL NOTES

ENTITLEMENT TO VOTE

The only persons entitled to vote at the Annual Meeting are registered shareholders of the company at 4.00pm on 24 October 2018 and only the shares registered in those shareholders' names at the time may be voted at the Meeting in person or by proxy.

PROXIES AND CORPORATE REPRESENTATIVES

Any shareholder who is entitled to vote at the Annual Meeting may appoint a proxy (or in the case of a corporate shareholder, a representative) to attend and vote on their behalf. A proxy does not have to be a shareholder in the Company. A shareholder may appoint the Chairman of the Meeting, or another person, to act as proxy.

A shareholder wishing to appoint a proxy can do so by:

- completing the accompanying Proxy/Voting Form and returning it by mail or fax to Link Market Services Limited; or
- appointing a proxy online at <https://investorcentre.linkmarketservices.co.nz/voting/TLL> in accordance with the instructions set out in the accompanying Proxy/Voting Form,

so as to ensure it is received by 4.00pm on Wednesday 24 October 2018 (being 48 hours before the time for holding the Annual Meeting).

If you appoint a proxy, you may either direct your proxy how to vote for you or you may give your proxy discretion to vote as s/he sees fit. If you wish to give your proxy discretion, you must mark the appropriate boxes to grant your proxy that discretion. If you do not tick any box for a particular resolution, or the form is otherwise unclear, then your proxy will abstain from voting. If you mark more than one box on an item, your vote will be invalid on that item.

Please see the Proxy/Voting Form for further details and instructions.

RESOLUTIONS

All of the resolutions notified for the Annual Meeting in this Notice of Meeting are ordinary resolutions and require approval by a simple majority of the votes of those shareholders entitled to vote and voting on the resolutions.

QUESTIONS

The Company offers a facility for shareholders to submit questions to the Board in advance of the Annual Meeting. Questions should be relevant to matters at the Annual Meeting, including matters arising from the financial statements, general questions regarding the performance of the Company, and questions which relate to the resolutions. The Company has the discretion as to which of these questions will be addressed at the Annual Meeting.

If you cannot attend the Annual Meeting but would like to ask a question, you can submit a question online by going to <https://investorcentre.linkmarketservices.co.nz/voting/TLL> and completing the online validation process or complete the question section on the accompanying Proxy Form. Questions will need to be submitted by 4.00pm on Wednesday 24 October 2018.

PRESENTATIONS

The Chairman and Management presentations from the 2018 Annual Meeting will be released to the NZX and published on the Company website at the link set out below. A summary of the proceedings will be available as soon as practicable following the close of the Annual Meeting on the Company website at www.til.kiwi/investor-centre-menu/shareholder-meetings.html.

2018 ANNUAL REPORT

TIL Logistics' 2018 Annual Report is available on the Company website at www.til.kiwi/investor-centre-menu/shareholder-reports.html.