NOTICE OF 2020 ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the 2020 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 **Wednesday 28 October 2020, commencing at 4.00pm.**



Dear Shareholder

I am pleased to invite you to TIL Logistics Group's 2020 Annual Shareholders' Meeting in New Plymouth.

The current environment has demonstrated the benefits of being a group of scale, with the ability to invest into health & safety, training, systems and infrastructure.

While the economic landscape remains uncertain due to COVID-19, the future outlook for our company remains positive. We are confident that, with the work we are doing, TIL will emerge stronger and better in the years ahead. Indeed, we should be better placed than many other businesses in the 'new normal', with strong brands and a diverse customer base across multiple sectors.

The Meeting will be 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.

We look forward to welcoming you to the Meeeting. Should you be unable to attend, we invite you to view the Meeting online at: https://vimeo.com/event/315196. ■

Trevor D Janes
Chairman

TIL LOGISTICS GROUP

AGENDA

1. CHAIRMAN AND MANAGEMENT PRESENTATIONS

2. SHAREHOLDER DISCUSSION

3. RESOLUTIONS

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

RESOLUTION 1
AUDITOR'S REMUNERATION

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

RESOLUTION 2
RE-ELECTION OF DIRECTOR

That Danny Chan, who retires as a Director and, being eligible, offers himself for re-election by shareholders, be re-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



Charles Bolt
Company Secretary

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.

RESOLUTION 2: RE-ELECTION OF DANNY CHAN AS A DIRECTOR

In accordance with NZX Listing Rule 2.7.1, a director must not hold office (without re-election) past the third annual meeting following the director's appointment or three years, whichever is longer.

TIL Logistics currently has three directors who are due for re-election in 2021. To facilitate a more orderly re-election process, the Board has determined that one director will stand for re-election this year.

Therefore, Danny Chan retires and stands for re-election by shareholders. The Board has determined that Danny is an Independent Director and unanimously supports his election.

Danny was appointed to the TLL Board on 6 December 2017. He holds a number of directorships with companies including Marlborough Wines Estate as well as numerous companies associated with his private investments both in New Zealand and Asia. He is a member of the NZ China Executive Advisory Council and was a member of the Department of Prime Minister and Cabinet - China Project Advisory Group. During the year, Danny completed his term as a member of the NZ Markets Disciplinary Tribunal.

The Board unanimously recommends that shareholders vote in favour of Resolutions 1 and 2.

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 26 October 2020** 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 Monday 26 October 2020** (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 return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting.

If, in appointing a proxy, you do not name a person as your proxy (either online or on the Proxy/Voting Form that is lodged with Link Market Services Limited) or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy and may only vote in accordance with your express direction.

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

RESOLUTIONS

Resolutions 1 and 2 are Ordinary Resolutions and require approval by a simple majority (greater than 50%) of the votes of those shareholders entitled to vote and voting on the resolution.

WEBCAST

Shareholders will be able to view the meeting online at https://vimeo.com/event/315196. Please note that shareholders viewing the webcast will be unable to ask questions or vote online.

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 Monday 26 October 2020**.

PRESENTATIONS

The Chairman and Management presentations from the 2020 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: https://www.til.kiwi/investor-centre/shareholder-meetings.

SHAREHOLDER REPORTS

A copy of TIL Logistics Group's latest Shareholder Reports are publicly available, and copies of our future Shareholder Reports (including for the current accounting period) will be available, on our website at: https://www.til.kiwi/investor-centre/shareholder-reports.

You may, at any time, request a free copy of the most recent and future Shareholder Reports. If you wish to request a free copy, please update your communication preferences by visiting the Link Investor Centre at: https://investorcentre.linkmarketservices.co.nz Alternatively, your request can be emailed to operations@linkmarketservices.co.nz (Please use "TIL Logistics Group Report" as the subject line for easy identification) or by contacting Link using the phone or fax details set out in the accompanying Proxy/Voting Form.