BOARD CHARTER

1 Purpose

1.1 This Board Charter sets out the role, responsibilities, composition and structure of the Board.

2 Role and Responsibilities of the Board

2.1 The Board has ultimate responsibility for the strategic direction of MOVE Logistics and for supervising MOVE Logistics' management for the benefit of shareholders. The Board's responsibilities include setting and overseeing the execution of MOVE Logistics' strategy, and supervising management in the operation of MOVE Logistics' business.

2.2 In performing its responsibilities, the Board should act at all times in a manner designed to create and continue to build sustainable value for shareholders and in accordance with the duties and obligations imposed on them by MOVE Logistics' constitution and by law.

2.3 In particular, the Board is responsible for:

Strategic Leadership and Oversight:

2.3.1 providing strategic leadership and overseeing the development, adoption and communication of a clear strategy for the business;

2.3.2 ensuring that MOVE Logistics' goals are clearly established and approving the business strategies to achieve these;

2.3.3 establishing policies to strengthen the performance of MOVE Logistics, including ensuring that management is proactively seeking to build the business through innovation, initiative, technology, new services and the development of its business and people;

2.3.4 developing a Delegated Authorities Framework under which the Board will delegate responsibility for the day to day operation and management of MOVE Logistics to the Chief Executive Officer and others who are charged with the day to day leadership and management of MOVE Logistics; and

2.3.5 monitoring the performance of the Chief Executive Officer and ensuring appropriate resources are available to enable MOVE Logistics to implement its strategy.

Risk Management and Reporting:

2.3.6 identifying the principal risks of MOVE Logistics' business;

2.3.7 reviewing, ratifying and monitoring systems of risk management and internal control, codes of conduct, and legal compliance;

2.3.8 ensuring MOVE Logistics meets all its legal obligations including overseeing MOVE Logistics' health and safety obligations;

2.3.9 approving and monitoring performance against the annual financial budget, including the progress of major capital expenditure, capital management, and major acquisitions and divestments;

2.3.10 approving and monitoring financial and other reporting systems (including the external audit) and MOVE Logistics' compliance with its continuous disclosure obligations;

2.3.11 approving the sale and purchase of businesses or shares in a business; and

2.3.12 approving the approach to be taken in relation to significant public relations issues that may negatively impact MOVE Logistics' reputation.

Appointment of Senior Executives and Directors:

2.3.13 the appointment of the Chief Executive Officer and determining the Chief Executive Officer's employment terms and conditions;

2.3.14 election of the Chair of the Board and, if the Board considers it necessary or desirable to do so, appointment of a Deputy Chair of the Board;

2.3.15 ensuring succession plans are in place for the Chief Executive Officer and directors that will promote the right mix of skills, experience, knowledge, diversity and perspective for the future; and

2.3.16 where appropriate, ratifying the appointment or removal of senior executives.

Governance:

2.3.17 approving and regularly reviewing MOVE Logistics' governance policies and Board charters;

2.3.18 approving resolutions and corresponding documents to be put forward to shareholders at an annual meeting;

2.3.19 ensuring effective and timely reporting to shareholders and providing opportunities for shareholder dialogue with the Board;

2.3.20 ensuring directors' and officers' liability insurance is in place; and

2.3.21 ensuring that the MOVE Logistics Board is and remains appropriately skilled.

3 Relationship between the Chair of the Board and the Chief Executive Officer

3.1 The Board supports the concept of the separation of the role of Chair of the Board from that of the Chief Executive Officer. The Chair of the Board's role is to manage the Board effectively, to provide leadership to the Board, and to interface with MOVE Logistics' Chief Executive Officer.

4 Chief Executive Officer

4.1 The Board has delegated the formulation and implementation of policies and reporting procedures for management to the Chief Executive Officer. The Board's delegation of the conduct of the day to day affairs of MOVE Logistics to the Chief Executive Officer is made within these terms. The Board monitors these delegations.

4.2 The Chief Executive Officer has a special responsibility to implement the objectives and strategic direction set by the Board, manage and oversee the interfaces between MOVE Logistics and its stakeholders, and to act as the principal representative of MOVE Logistics. It is expected that the Chief Executive Officer will delegate a number of functions to members of MOVE Logistics' management team.

4.3 In particular, the Chief Executive Officer is responsible for:

4.3.1 operating MOVE Logistics' business within the parameters set by the Board and taking into account the health, safety, environmental and political consequences and their effect on long-term shareholder value;

4.3.2 identifying and managing business risks, and if those risks could materially affect MOVE Logistics or its business, formulating strategies to manage those risks;

4.3.3 implementing MOVE Logistics' internal controls, policies and procedures and monitoring these controls, policies and procedures and ensuring that they are appropriate and effective;

4.3.4 managing MOVE Logistics' current financial and other reporting mechanisms to ensure that they are functioning effectively to capture all relevant material information on a timely basis; and

4.3.5 ensuring directors are provided with accurate and clear information in a timely manner to promote effective decision making by the Board.

5 Relationship with Shareholders

5.1 The Board is accountable to shareholders. The Board will use its best endeavours to familiarise itself with issues of concern to shareholders and to understand, meet and appropriately balance the expectations of all shareholders. The Board will regularly evaluate economic, political, social and legal issues that may influence or affect the development of the business or the interests of shareholders and, if thought appropriate, will take outside expert advice on these matters.

6 Relationship with Other Stakeholders

6.1 The Board will use its best endeavours to familiarise itself with issues of concern to all relevant stakeholders. The Board recognises that MOVE Logistics' long-term survival and prosperity are closely intertwined with the environments and markets within which it operates and the extent to which it is seen as a responsible corporate citizen.

7 Role of the Chair of the Board

7.1 The Chair of the Board will be an independent, non-executive director. The Chair of the Board's responsibilities include:

7.1.1 leading and managing the Board to ensure the effective governance of MOVE Logistics;

7.1.2 ensuring the efficient organisation and conduct of the Board;

7.1.3 setting the agenda for each Board meeting in consultation with the Chief Executive Officer;

7.1.4 chairing Board and shareholder meetings and facilitating effective discussions;

7.1.5 ensuring directors are briefed on matters of relevance to the Board;

7.1.6 ensuring any actions raised by the Board, or information requested by the Board, is responded to promptly and as fully as possible;

7.1.7 promoting an environment of trust, respect and openness to ensure consultative and constructive relationships between the Board and management;

7.1.8 maintaining regular dialogue with the Chief Executive Officer in relation to overall operational matters; and

7.1.9 committing the time necessary to discharge effectively the role as Chair of the Board.

7.2 The Board will appoint from among the members a Chair, and may appoint a Deputy Chair.

8 Delegation to Board Committees

8.1 The Board may, from time to time, establish committees to assist it in carrying out its responsibilities and enhance its effectiveness in key areas.

8.2 For each committee, the Board shall adopt a formal charter that sets out the delegated functions and responsibilities for, and the composition and any administrative matters relating to, that committee.

8.3 The current committees of the Board are:

8.3.1 the Risk Assurance and Audit Committee; and

8.3.2 the Governance and Remuneration Committee.

8.4 The use of committees allows issues requiring detailed consideration to be dealt with separately by members of the Board with specialist knowledge and experience, thereby enhancing the efficiency and effectiveness of the Board.

8.5 The committees meet as required and have terms of reference, which are approved and reviewed by the Board. Minutes of each committee meeting are forwarded to all members of the Board, who are all entitled to attend any committee meeting. Each committee is empowered to seek any information it requires from employees in pursuing its duties and to obtain independent legal or other professional advice.

8.6 The Board retains ultimate responsibility for the functions of its committees and determines their responsibilities. This includes regularly reviewing the membership and performance of each committee against its Charter.

8.7 Board committees do not have the power or authority to make a decision in the Board's name or on its behalf. Their role is to give clear guidance and make recommendations to the Board on relevant matters.

9 Board Composition and Membership

9.1 The Board will ensure it is of an effective composition, size and commitment to adequately discharge its responsibilities and duties in such a way that it:

9.1.1 has a proper understanding of, and competence to deal with, the current and emerging issues of MOVE Logistics;

9.1.2 exercises independent judgement;

9.1.3 encourages enhanced performance of MOVE Logistics; and

9.1.4 can effectively review and challenge the performance of management.

9.2 The composition of the Board must at any time be a minimum of three directors (other than alternate directors):

9.2.1 at least two of whom are ordinarily resident in New Zealand; and

9.2.2 while MOVE Logistics is listed on the NZX Main Board, it shall have not less than the minimum number of independent directors prescribed by the NZX Listing Rules.

9.3 The Chair of the Board shall not be the Chief Executive Officer or the Chair of the Risk Assurance and Audit Committee.

9.4 Membership, rotation and retirement will be determined in accordance with MOVE Logistics' Constitution and the NZX Listing Rules.

9.5 A majority of the Board should be independent directors.

10 Nominations to the Board

10.1 The Board will review from time to time the composition of the Board and the whole Board will have the opportunity to consider candidates for appointment to the Board. To be eligible for selection the candidates must demonstrate appropriate qualities and experience. Directors will be selected based on a range of factors including the perceived needs of the Board at the time.

10.2 A Governance and Remuneration Committee has been established and is responsible for identifying and recommending candidates, taking into account such factors as it deems appropriate, including tenure, capability, skill sets, experience, qualifications, judgement and the ability to work with other directors.

10.3 Background checks will be carried out on all candidates.

10.4 The Board shall provide key information about a candidate to shareholders to assist their decision as to whether or not to elect or re-elect the candidate, including any material information if a candidate is standing for the first time; and, if a director is being re-elected, information about the term of office served by the director.

10.5 MOVE Logistics supports diversity on both the Board and within its businesses, and recognises the value in diversity of thinking and skills which can arise through a number of different characteristics. The Board is responsible for setting MOVE Logistics' measurable objectives for improving diversity and tracking how MOVE Logistics is progressing towards these.

10.6 Alternate directors may be appointed from time to time in accordance with MOVE Logistics' Constitution.

10.7 Information on individual directors is available on MOVE Logistics' website and the following information in respect of individual directors will be provided each year in MOVE Logistics' Annual Report:

10.7.1 a profile of experience, length of service, and ownership interests;

10.7.2 the director's attendance at board meetings; and

10.7.3 the board's assessment of the director's independence.

11 Independence

11.1 The Board must identify which directors it has determined, in its view, to be independent directors.

11.2 Such determination must be made and released through the NZX Market Announcement Platform ("**MAP**") no later than 10 business days after any director's initial appointment.

11.3 If, at any time, the board makes a determination regarding a director's independence that differs from the position most recently released through MAP, such determination must be promptly and without delay released through MAP.

11.4 In order for a director to be considered independent, that director must not be an 'employee' nor have any 'disqualifying relationship' (each as defined in the NZX Listing Rules).

11.5 A 'disqualifying relationship' means any direct or indirect interest, position, association or relationship that could reasonably influence, or could reasonably be perceived to influence, in a material way, the director's capacity to:

11.5.1 bring an independent view to decisions in relation to MOVE Logistics;

11.5.2 act in the best interest of MOVE Logistics; and

11.5.3 represent the interests of MOVE Logistics' financial product holders generally,

having regard to the factors described in the NZX Corporate Governance Code that may impact director independence, if applicable.

11.6 MOVE Logistics must make the necessary arrangements requiring its directors to provide sufficient information to the Board in order for the Board to determine which of its directors are independent.

12 Director's Responsibilities

12.1 The responsibilities of directors of MOVE Logistics include the following:

12.1.1 directors are expected to abide by MOVE Logistics' corporate policies including the Board Charter, the Code of Ethics, and the Securities Trading Policy;

12.1.2 each director receives a Letter of Appointment, outlining the key terms and conditions of their appointment and their responsibilities and duties;

12.1.3 newly-appointed directors will be provided with an induction programme and materials to assist in enhancing their understanding of MOVE Logistics, its businesses and the environment within which they operate;

12.1.4 directors will keep confidential all information including Board information, discussions, deliberations and decisions that are not publicly known. These obligations will continue after that person has ceased to be a MOVE Logistics director;

12.1.5 MOVE Logistics encourages all directors to undertake appropriate training and education so that they may best perform their duties. The Board has a budget available to support director training and education. In addition, all directors are regularly updated on relevant industry and company issues, including briefings from key executives and ongoing presentations to the Board by all business sectors;

12.1.6 directors are responsible for monitoring and declaring any possible conflict of interest. Under section 140 of the Companies Act 1993, after becoming aware of the fact that he or she is interested in a transaction or proposed transaction with MOVE Logistics, a director will enter the details in MOVE Logistics' interest register and disclose the interest to the Board of MOVE Logistics;

12.1.7 in addition, at each Board meeting, the Chair of the Board will seek disclosure of conflicts of interest from directors on matters to be discussed or voted on at that meeting. Where conflicts of interest do exist, directors must disclose the nature of the interest to fellow directors, and, where appropriate, excuse themselves from discussions in respect of those interests and abstain from voting on those matters;

12.1.8 because a conflict of interest (actual or perceived) may be created, directors should not, generally, provide business or professional services of an ongoing nature to MOVE Logistics. Notwithstanding the general rule, MOVE Logistics is at liberty to, for the purpose of a special assignment, engage the services of any director having special expertise in the particular field or engage the services of another member of a director's organisation, so long as the terms of engagement are competitive, clearly recorded and all legal requirements for disclosure of the engagement are properly observed;

12.1.9 while holding office, directors are at liberty to accept other board appointments so long as the appointment is not in conflict with MOVE Logistics and does not detrimentally affect the director's performance as a director. All other appointments must first be discussed with the Chair of the Board before being accepted;

12.1.10 the conditions for trading in MOVE Logistics' shares by directors are outlined in MOVE Logistics' Securities Trading Policy. All acquisitions or disposals of any relevant interests in MOVE Logistics shares by directors are required to be reported to the Board and disclosed to the NZX; and

12.1.11 MOVE Logistics will provide directors and officers liability insurance. This ensures that any monetary loss suffered by directors and officers, as a result of actions undertaken by them as directors or officers, is capped to specified limits (subject to legal requirements or restrictions).

12.2 Every director shall be indemnified by MOVE Logistics for any costs referred to in section 162(3) of the Companies Act 1993 and any liability or costs referred to in section 162(4) of the Companies Act 1993. Details of indemnity and insurance are outlined in MOVE Logistics' Constitution.

13 Independent advice

13.1 A committee or individual director may retain and consult with external advisers (including legal) at MOVE Logistics' expense where the committee or individual deems it necessary to carry out its, his or her functions, with the approval of the Chair of the Board.

13.2 Non-executive directors are not employees of MOVE Logistics. Non-executive directors are entitled to rely on MOVE Logistics' executives, in relation to matters within their responsibility and area of expertise and may assume the accuracy of information provided by such persons, so long as the director is not aware of any reasonable grounds upon which such reliance or assumption may be inappropriate.

13.3 The Board may rely upon information provided by Board committees and their members in relation to matters within that Board committee's delegated responsibility, provided that it has evaluated the information and is not aware of any reasonable basis upon which to question its accuracy.

14 Remuneration of non-executive directors

14.1 Non-executive directors' remuneration is paid in the form of directors' fees. The Board may determine that additional allowances be paid to a non-executive director, as appropriate, to

reflect additional services provided to MOVE Logistics by that director. The total fees available to be paid to directors (in their capacity as directors) is subject to shareholder approval.

14.2 No retirement allowances are payable to directors.

14.3 Directors are entitled to reimbursement of all reasonable travel, accommodation and other expenses incurred by them in connection with their attendance at Board or shareholder meetings, or otherwise in connection with MOVE Logistics' business.

15 Remuneration of Executive Directors (if any)

15.1 Executive director remuneration is paid in the form of a salary and executive directors may also be entitled to participate in any MOVE Logistics incentive schemes, subject to any necessary shareholder approval requirements.

16 Board meetings

16.1 To enable appropriate review of Board materials, directors shall receive materials in sufficient time prior to meetings for items to be acted upon, except in the case of special meetings for which the time period may be shorter due to the urgency of the matter under consideration.

16.2 It is intended that the Board meets at least ten times per year.

16.3 The Board encourages the Chief Executive Officer to bring employees to Board meetings who can provide additional insight into the items being discussed because of their involvement in those matters. All directors have access to employees to discuss issues or obtain further information on specific matters as they think appropriate.

16.4 It is intended that the Board will meet on occasion, as it considers appropriate, in session without management present.

16.5 The Board will regularly review the independence of each director in light of interests disclosed and will disclose any change to NZX, as required by the NZX Listing Rules.

16.6 Directors will use their best endeavours to attend Board meetings and to prepare thoroughly. Directors are expected to participate fully, frankly and constructively in Board discussions and other activities and to bring the benefit of their particular knowledge, skills and abilities to the Board table.

16.7 Board discussions will be open and constructive, recognising that genuinely-held differences of opinion can, in such circumstances, bring greater clarity and lead to better decisions. The Chair of the Board will, nevertheless, seek a consensus in the Board but may, where considered necessary, call for a vote.

16.8 Minutes will be taken of all Board meetings. However, all discussions and their record will remain confidential unless there is a specific direction from the Board to the contrary, or disclosure is required by law.

17 Standing Agenda Items

17.1 The Chair of the Board will be responsible, in consultation with the Chief Executive Officer, for setting the agenda, with each director entitled to suggest agenda items.

17.2 The standing items for each full meeting will include:

17.2.1 approval of the previous meeting's minutes;

17.2.2 updating of the interests register;

17.2.3 an executive report from the Chief Executive Officer;

17.2.4 committee reports;

17.2.5 regular reports from business management;

17.2.6 specific papers or proposals requiring approval by the Board, as per the Delegated Authorities Framework to be prepared by the Board; and

17.2.7 matters requiring disclosure.

18 Annual Agenda Items

18.1 In addition, the Board will, at intervals of not more than one year:

18.1.1 review MOVE Logistics' goals and the strategies and operating plans for achieving these goals;

18.1.2 approve the annual budget;

18.1.3 approve the annual and half-yearly financial statements, reports to shareholders and public announcements;

18.1.4 approve the annual report;

18.1.5 consider and, if appropriate, declare or recommend the payment of dividends;

18.1.6 review the Board composition, structure and succession;

18.1.7 review MOVE Logistics' audit requirements;

18.1.8 review the performance of, necessity for and composition of Board committees;

18.1.9 undertake internal Board and individual director evaluations;

18.1.10 review directors' remuneration;

18.1.11 review the Chief Executive Officer's performance and remuneration;

18.1.12 review remuneration policies and practices in general including any incentive schemes for management;

18.1.13 review risk assessment policies and controls including insurance covers and compliance with legal, regulatory and health and safety requirements;

18.1.14 review MOVE Logistics' Code of Ethics;

18.1.15 review shareholder and other stakeholder's relations; and

18.1.16 settle the following year's Board work plan.

19 Climate Related Disclosures and Sustainability

19.1 The Board has overall responsibility for the MOVE Logistics' ESG governance and risk management. This includes approving MOVE Logistics' sustainability initiatives, any sustainability reporting and climate-related disclosures.

20 Evaluation of Board Performance

20.1 The Chair of the Board meets regularly with directors to discuss and assess individual performance of the directors.

20.2 A formal review of the performance of individual directors and the Board will be undertaken at least every three years.

20.3 The Chief Executive Officer is responsible for ensuring that Board procedures are followed, that the applicable rules and regulations for the conduct of the affairs of the Board are complied with and for all matters associated with the maintenance of the Board or otherwise required for its efficient operation.

20.4 All directors, particularly the Chair of the Board, have access to the advice and services of the Chief Executive Officer for the purposes of the Board's affairs and MOVE Logistics' business.

21 Review and Approval of the Board Charter

Document Control

Date approved:	May 2026
Owner:	Chief Financial Officer
Next scheduled review:	May 2028