

Notice of Annual Meeting of Shareholders

2006

Notice is given that the 9th annual meeting of shareholders of Restaurant Brands New Zealand Limited will be held at the Newmarket Room, Ellerslie Convention Centre, Ellerslie Racecourse, Greenlane Road, Ellerslie, Auckland on Friday, 9 June 2006 commencing at 11.00am.

Agenda

1. Annual Report

To receive the Annual Report for the 12 months ended 28 February 2006, including the financial statements and auditor's report.

2. Re-election of Directors

In accordance with the constitution of the Company, Messrs Shawn Beck and Danny Diab retire by rotation and, being eligible, seek re-election.

3. Auditor

To record the reappointment of KPMG as the Company's auditor and to authorise the directors to fix the auditor's remuneration.

4. General Business

To consider such other business as may be properly submitted to the meeting.

BY ORDER OF THE BOARD



G R Ellis

Company Secretary
27 April 2006

Procedural Notes:

1. A shareholder may attend the meeting and vote or may appoint a proxy to attend the meeting and vote in place of the shareholder.
2. If you wish to appoint a proxy you should complete the proxy form which is enclosed with this notice of meeting. A proxy need not be a shareholder of the Company. If you wish, you may appoint "the Chairman of the Meeting" as your proxy.
3. Proxy forms must be produced to the office of Restaurant Brands New Zealand's share registrar, Computershare Investor Services Limited, either by fax to 64 9 488 8787, by delivery to Level 2, 159 Hurstmere Road, Takapuna, North Shore City, Auckland, New Zealand or by mail to Private Bag 92 119, Auckland 1020, New Zealand so as to be received not later than 11.00am on Wednesday 7 June 2006.
4. Each resolution is to be considered as an ordinary resolution. To be passed, an ordinary resolution requires approval of a simple majority of the votes cast on the resolution.
5. Both Shawn Beck and Danny Diab are considered by the Board not to be independent directors under the NZSX Listing Rules.