

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Restaurant Brands New Zealand Limited

Notice is given that the 18th annual meeting of shareholders of Restaurant Brands New Zealand Limited will be held at the Peppers Clearwater Resort, Clearwater Avenue, Harewood, Christchurch on Thursday 2 July 2015, commencing at 11.00am.

AGENDA

1. CHAIRMAN'S ADDRESS

2. CHIEF EXECUTIVE'S REVIEW

3. SHAREHOLDER QUESTIONS

4. RE-ELECTION OF DIRECTOR

In accordance with the constitution of the Company, Mr Ted van Arkel retires by rotation and, being eligible, offers himself for re-election.

Resolution 1: That Mr Ted van Arkel be re-elected as a director.

5. AUDITORS

To record the reappointment of PricewaterhouseCoopers as the Company's auditors and to authorise the directors to fix the auditors' remuneration for the ensuing year.

Resolution 2: That the Board of Directors be authorised to fix the auditors' remuneration for the ensuing year.

6. GENERAL BUSINESS

To consider any other matter that may lawfully be considered at the meeting.

BY ORDER OF THE BOARD



G R Ellis
Company Secretary

9 April 2015

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 returned 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, Auckland, New Zealand or by mail to Private Bag 92 119, Auckland 1142, New Zealand so as to be received not later than 11.00am on Tuesday, 30 June 2015.
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.

EXPLANATORY NOTES

1. Resolution 1 - Re-election of Director - Ted van Arkel

Ted van Arkel is currently a director of the Company and retires by rotation in accordance with NZSX Listing Rule 3.3.11.

Listing Rule 3.3.11 requires 1/3 of the Company's directors to retire from office on a rotational basis at the Company's Annual Meeting. The retiring directors are eligible for re-election at that meeting. Those required to retire are those who have been in office the longest since they were last elected.

Ted van Arkel was first elected in 2004 and was last re-elected in 2011. The board considers Mr van Arkel to be an independent director under the provisions of Listing Rule 3.3.2. Further details are contained in the directors' section of the Company's 2015 Annual Report.

The other directors support the re-election of Ted van Arkel as a director and recommend that shareholders vote to approve Resolution 1.

2. Resolution 2 - Fix the Remuneration of the Auditors

Pursuant to section 200 of the Companies Act 1993, PricewaterhouseCoopers is automatically re-appointed at the Annual Meeting as auditors of the Company. This resolution authorises the Board to fix the remuneration of the auditors, PricewaterhouseCoopers.

Directors recommend that shareholders vote to approve Resolution 2.