

Notice of Annual Meeting of Shareholders

Restaurant Brands New Zealand Limited

Notice is given that the 20th annual meeting of shareholders of Restaurant Brands New Zealand Limited will be held in the Newmarket Room, Ellerslie Events Centre, 80 Ascot Avenue, Greenlane, Auckland on Friday 23 June 2017, 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 Hamish Stevens retires by rotation and, being eligible, offers himself for re-election.

Resolution 1: That Mr Hamish Stevens be re-elected as a director.

5. Election of Director

In accordance with the constitution of the Company, Mr David Beguely was appointed by the board as an additional director on 1 April 2017. In accordance with the NZX Main Board Listing Rules, Mr Beguely retires from office at this meeting and, being eligible, offers himself for election.

Resolution 2: That Mr David Beguely be elected as a director.

6. 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 3: That the Board of Directors be authorised to fix the auditor's remuneration for the ensuing year

7. 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
24 May 2017



PROCEDURAL NOTES:

1. All shareholders may attend and vote at the Annual Meeting, or may appoint a proxy to attend and vote in their place.
2. If a shareholder wishes to appoint a proxy, that shareholder should complete the proxy form which is enclosed with this notice of meeting, or follow the instructions on the proxy form to lodge its proxy online. A proxy need not be a shareholder of the Company. If a shareholder wishes, it may appoint “the Chairman of the Meeting” as that shareholder’s proxy.
3. A body corporate, which is a shareholder of the Company, may appoint a representative to attend the Annual Meeting on its behalf in the same manner as that in which it would appoint a proxy. A representative will have the same rights and powers as if the representative were a proxy.
4. 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 Wednesday 21 June 2017.
5. Each resolution is to be considered as an ordinary resolution. To be passed, an ordinary resolution requires the approval of a simple majority of the votes cast on that resolution.

EXPLANATORY NOTES:

1. Resolution 1 – Re-election of Director – Hamish Stevens

Hamish Stevens is currently a non-executive director of the Company and retires by rotation in accordance with NZX Main Board Listing Rule 3.3.11.

Hamish Stevens was first appointed in 2014, and was last re-elected in the same year. Biographical details are contained in the directors’ profiles section of the Company’s Annual Report.

Listing Rule 3.3.11 requires at least one third of the Company’s directors (or if their number is not a multiple of three, then the number nearest to one third) 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 or deemed elected. Only one director of the Company is required to retire in accordance with Listing Rule 3.3.11. David Beguely, being a director appointed by the board who is offered for re-election pursuant to Listing Rule 3.3.6 (see resolution 2 below), is not required to be included in the number of directors upon which the calculation for the purposes of Listing Rule 3.3.11 is based.

The board considers Hamish Stevens to be an independent director under the provisions of Listing Rule 3.3.2.

The other directors support the re-election of Hamish Stevens as a director, and recommend that shareholders vote to approve Resolution 1.

2. Resolution 2 - Election of Director – David Beguely

David Beguely was appointed by the board as a non-executive director of the Company in accordance with Clause 20.5 of the Constitution with effect from 1 April 2017.

David Beguely has over 35 years’ experience in the food and beverage industry, including extensive exposure to large corporate environments. Further details on David Beguely’s background are contained within the directors’ profiles section of the Company’s Annual Report.

Listing Rule 3.3.6 requires any director appointed by the directors of the Company to retire at the next Annual Meeting of the Company following his or her appointment, but that director is eligible for election at that meeting.

The board considers David Beguely to be an independent director under the provisions of Listing Rule 3.3.2.

The other directors support the election of David Beguely as a director, and recommend that shareholders vote to approve Resolution 2.

3. Resolution 3 – Fix the Remuneration of the Auditors

Pursuant to section 207T of the Companies Act 1993, PricewaterhouseCoopers is automatically re-appointed at the Company’s Annual Meeting as auditors of the Company. This resolution authorises the Board of Directors to fix the remuneration of the auditors, PricewaterhouseCoopers.

Directors recommend that shareholders vote to approve Resolution 3.

NOTICE PURSUANT TO CLAUSE 30 OF SCHEDULE 4 OF THE FINANCIAL MARKETS CONDUCT ACT 2013

For the purposes of clause 30 of Schedule 4 of the Financial Markets Conduct Act 2013 (FMCA), Restaurant Brands New Zealand Limited (NZX: RBD) informs its shareholders that, on and from 1 December 2016, all the requirements of the FMCA have applied to Restaurant Brands New Zealand Limited. The company’s registered address is Level 3, Building 7, Central Park, 666 Great South Road, Penrose, Auckland 1051, New Zealand.