

# Notice of Annual Meeting of Shareholders

Notice is given that the 23rd annual meeting of shareholders of Restaurant Brands New Zealand Limited will be held via virtual meeting on **Thursday 28 May 2020, commencing at 2.00pm.**

## Agenda

- ① **Chairman's address**
- ② **Chief executive's review**
- ③ **Shareholder questions**
- ④ **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 1:** That the Board of Directors be authorised to fix the auditor's remuneration for the ensuing year.

- ⑤ **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  
30 April 2020

## Virtual Meeting:

In light of current public health restrictions relating to the spread of COVID-19 (particularly those relating to international arrivals and large gatherings of people) the Company has made the decision to hold its first virtual Annual Meeting. All shareholders will have the opportunity to attend and participate in the 2020 Annual Meeting online via an internet connection (using a computer, laptop, tablet or smartphone).

Virtual meetings are accessible on both desktop and mobile devices. In order to participate remotely you will need to either:

- Download Lumi AGM from the App Store or Google Play Stores for free – search for Lumi-AGM; or
- Visit [web.lumiagm.com](http://web.lumiagm.com) on your desktop or mobile device. Ensure that your browser is compatible – Lumi AGM supports the latest version of Chrome, Safari, Internet Explorer, Edge or Firefox.
- If you have any questions, or need assistance with the online process, please contact Computershare on +64 9 488 8777 between 8.30am and 5.00pm Monday to Friday.

Audio will stream through the selected device, so shareholders will need to ensure that they have the volume control on their headphones or device turned up.

As a shareholder you may attend the online meeting, vote on the resolutions to be put to shareholders and ask questions, by using their own computers or mobile devices. Shareholders will still be able to appoint a proxy to vote for them as they otherwise would, by following the instructions on the proxy form and this Notice of Annual Meeting.

Details of how to participate 'virtually' are provided in the accompanying Virtual Meeting Guide, with instructions for accessing the virtual meeting. Shareholders are encouraged to review this guide and download the app prior to the Annual Meeting.

Shareholders will require the meeting ID – which is **366-840-264** – as well as their CSN/Securityholder Number, which can be found on their proxy form, for verification purposes.

## Shareholder Questions:

Whilst shareholders will be provided with the opportunity to submit questions online at the meeting, it would be desirable if the Company was able to receive them in advance.

Shareholders are therefore requested to send any questions they may have for the Company or its directors at the virtual Annual Shareholders' Meeting to [investor@rbd.co.nz](mailto:investor@rbd.co.nz)

Please note that not all questions may be able to be answered during the meeting. In this case answers will be made available on the Company's website after the meeting.

## Procedural Notes:

- 1 All shareholders may attend and vote online 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. To appoint a proxy or vote online shareholders will be required to enter their CSN/Securityholder Number, postcode/country of residence and the secured access Control Number that appears on the front of their Voting/Proxy Form. Proxies submitted this way must be received before 2pm on Tuesday 26 May 2020.
- 3 A body corporate, which is a shareholder of the Company, may appoint a representative to attend the Annual Meeting online 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 2.00pm on Tuesday 26 May 2020.
- 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 – 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 1.