



Notice of Annual Meeting 2022

This year, T&G Global celebrates 125 years of business. Generations of people have contributed to this incredible business of ours, which grows healthier futures through nutritious fresh fruit and vegetables. We invite you to join us to mark this milestone at our one-hundred and first Annual Meeting of Shareholders.

Notice is given that the one hundred and first Annual Meeting of Shareholders of T&G Global Limited (“Company” or “T&G”) will be held on:

Date of meeting

Wednesday 22 June 2022

Time

10am

Venue

Level 4 Lounge
Eden Park
South Stand
Reimers Avenue
Kingsland
Auckland



Entry and free parking – through Gate G, entrance P5, on Reimers Avenue.

Format

The meeting will be held in hybrid format, with attendance either in person or through a live webcast.

Morning tea will be served at the conclusion of the meeting.

Given COVID-19, we recommend everyone maintains one metre physical distancing at the meeting, and if this isn't possible, we encourage you to wear a face mask.

Agenda

Presentations

- A. Chair's address
- B. Chief Executive Officer's presentation

Financial statements

To receive and consider the Financial Statements together with the report of the Directors and auditor for the period ended 31 December 2021.

Resolutions

Ordinary resolutions

The following ordinary resolutions will be voted on. An ordinary resolution is a resolution approved by a simple majority of votes of shareholders entitled to vote and voting at the meeting in person or by proxy or representative. There are no voting restrictions on the resolutions to be considered at the meeting.

Election of Directors

To vote upon the election of the Directors of the Company who are retiring by rotation in accordance with the Constitution and the NZX Listing Rules and, being eligible, offer themselves for re-election:

- 1 "That Mrs Carol Campbell be reappointed as a Director of T&G Global Limited."
- 2 "That Mr Robert Hewett be reappointed as a Director of T&G Global Limited."

Appointment and remuneration of auditor

- 3 "That under Section 207T(1) of the Companies Act 1993 the reappointment of Deloitte be confirmed, and that the Directors be authorised to fix the fees and expenses of the auditor for the ensuing year."

Proxies

A shareholder entitled to attend and vote at the Annual Meeting is entitled to appoint a proxy to attend and vote on their behalf. A proxy form is enclosed with this notice of meeting. A proxy need not be a shareholder. If a shareholder wishes to appoint a proxy, then the proxy form, completed by the shareholder, must be received no later than 10:00am on Monday 20 June 2022. The proxy form is to be sent to Computershare Investor Services Limited, either by mail to Private Bag 92119, Takapuna, Auckland 1142, New Zealand; or by email to corporateactions@computershare.co.nz or delivered to Level 2, 159 Hurstmere Road, Takapuna. Alternatively, a shareholder may vote online by visiting: www.investorvote.co.nz. To participate online, shareholders will need their CSN or Holder number and postcode which can be found on their proxy form or email broadcast.

The Chair is willing to act as a proxy on behalf of shareholders for any shareholder who may wish to appoint him for that purpose. In addition, where a shareholder does not name a person as their proxy but otherwise completes the proxy form in full, or where a shareholder's named proxy does not attend the meeting, the Chair will act as that shareholder's proxy and will vote in accordance with that shareholder's express direction. The Chair intends to vote proxies for which he has discretion, and for which he has authority to vote, in favour in respect of all the resolutions.

Explanatory notes

Explanatory notes to resolutions 1 and 2

NZX Listing Rule 2.7.1, requires that the Company's Directors must not hold office (without re-election) past the third Annual Meeting of Shareholders following their appointment or three years, whichever is longer. Therefore, Mrs Carol Campbell and Mr Robert Hewett will retire at this year's Annual Meeting.



Mrs Carol Anne Campbell

offers herself for re-election. The Board has determined that Mrs Campbell is an Independent Director in accordance with the NZX Listing Rules.

Carol Campbell is a Fellow Chartered Accountant and a Chartered Member of the New Zealand Institute of Directors. Mrs Campbell has extensive financial experience and sound understanding of efficient Board governance. She is a Director of a number of other public and private companies including NZ Post Limited, Kingfish Limited, Marlin Global Limited, Barramundi Limited, NZME Limited, Chubb Insurance Limited, Asset Plus Limited (where she also chairs the Audit and Risk Committee), and Kiwibank Limited. Mrs Campbell owned her own chartered accountancy practice for 11 years and before that was a partner at Ernst & Young for 25 years. Mrs Campbell has been a Director of T&G Global Limited since June 2010, and is Chair of the Finance, Risk and Investment Committee and a member of the Human Resources Committee.



Mr Robert James Hewett

offers himself for re-election. The Board has determined that Mr Hewett is an Independent Director in accordance with the NZX Listing Rules.

Mr Hewett is Chair of Silver Fern Farms Limited and Silver Fern Farms Co-operative Limited and a Director of a number of Silver Fern Farms subsidiaries. Mr Hewett is also Chair of Farmlands Co-operative Society Limited, Pioneer Energy Limited and the Strong Wool Action Group. Furthermore he is a Director of Hilton Haulage LP Limited and Pulse Energy LP Limited. Mr Hewett is a Councillor of Lincoln University and chairs the University's Remuneration and Appointments Committee. He is a member of the Ministry for Primary Industries think tank Te Puna Whakaaronui and is a member of the New Zealand Food Strategy Work Group Mana Kai. He holds a master's degree in Commerce and Marketing (Hons), a BCom (Ag) Economics and is a Chartered Fellow of the New Zealand Institute of Directors. Mr Hewett has been a Director of T&G Global Limited since 2018, and is Chair of the Human Resources Committee and a member of the Finance, Risk and Investment Committee.

Explanatory note to resolution 3

Deloitte has been the auditor for T&G Global Limited since the 2012 financial year and will be automatically reappointed at this Annual Meeting unless there is a resolution or other reason for the auditor not to be reappointed. The Company wishes Deloitte to continue as the Company's auditor, and Deloitte has indicated its willingness to do so.

The auditor's fees and expenses must be fixed by the Company at the Annual Meeting, or in the manner that the Company determines at the Annual Meeting. Therefore, shareholders are being asked to resolve that the Directors be authorised to fix the fees and expenses of Deloitte for the audit of the Company's financial statements for the year ending 31 December 2022.

Procedural notes

Meeting format

The meeting will be in a hybrid format, with attendance either in person or through a live webcast.

For shareholders who would like to access the meeting virtually through the Computershare Meeting Platform <https://meetnow.global/nz>, you can do this by selecting 'Go' under the T&G Global Limited meeting and then 'JOIN MEETING NOW'. Shareholders will require their CSN or Holder number and post code, which can be found on the proxy form or email broadcast.

By using this meeting platform, shareholders will be able to watch the meeting, vote and ask questions online using a smartphone, tablet or desktop device. Shareholders will need to use the latest version of Chrome, Safari or Edge to access the meeting and will need to ensure their browser is compatible. Shareholders are encouraged to review the accompanying "Virtual Meeting Guide" prior to the meeting.

Shareholders who intend to attend the meeting virtually can still appoint a proxy to vote for them as they otherwise would, by following the instructions on their proxy form and this notice of meeting.

If any assistance is required with the virtual process, shareholders can contact Computershare on +64 9 488 8777 between 8.30am and 5.00pm Monday to Friday.

Shareholder questions

Shareholders are invited to submit questions prior to the Annual Meeting by email to info@tandg.global. T&G will aggregate the main themes of questions received by 5:00pm on Monday 20 June 2022 and respond to them at the Annual Meeting. This means that not every question submitted will be answered individually and some questions may be covered in the Chair's address or the Chief Executive Officer's presentation.

T&G reserves the right not to address questions that, in the Chair's opinion, are not reasonable or appropriate in the context of an Annual Meeting, or any written questions in advance of the meeting that were not received in time.

In addition, please note that not all questions raised during the meeting may be able to be answered during the meeting and, in this case, will be followed up after the meeting.