

Registered Office

Ground Floor, Building B
Ascot Office Park
95 Ascot Avenue
Greenlane 1051

GOOD SPIRITS
Hospitality



**Good People Good Times
Good Spirits**

GOOD SPIRITS HOSPITALITY LIMITED NOTICE OF ANNUAL MEETING OF SHAREHOLDERS 22 NOVEMBER 2022

Notice is hereby given that the Annual Meeting of the Shareholders of Good Spirits Hospitality Limited (the "Company") for 2022 will be held in person in the Logan Campbell Room, The Northern Club, 19 Princes Street, Auckland on Tuesday, 22 November 2022, commencing at 10.00am.

BUSINESS

- A. Chairman's address
- B. Chief Executive's address
- C. Financial Statements and reports

To receive and consider the financial statements and the auditor's report for the year ended 30 June 2022 as contained in the Company's annual report.

- D. Resolutions

To consider and, if thought fit, pass the following ordinary resolutions:

Resolution 1: Re-election of Matt John Adams as a Director (See Explanatory Note 1)

That Matt Adams, who is retiring by rotation and, being eligible, be re-elected as a Director of the Company.

Resolution 2: Auditor remuneration (See Explanatory Note 2)

That the Board be authorised to fix the fees and expenses of BDO Auckland as the Company's auditor.

- E. Other Business

To consider any other business that may be properly brought before the meeting.

By order of the Board

Matt Adams
Chairman
8 November 2022

Investor Enquiries

c/o PO Box 1703
Greenlane 1546
corporate@gsh.co.nz

Share Registry

Link Market Services
PO Box 91976
Auckland 1142 T: 375 5998

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PROCEDURAL NOTES

Voting and proxies

Only those persons who are shareholders at 5.00pm on Friday, 18 November 2022 will be entitled to vote at the meeting. You may exercise your right to vote either by being present at the meeting or by appointing a proxy to attend and vote in your place. A proxy need not be a shareholder of the Company. A company may appoint a person to attend the meeting as its representative in the same manner as a proxy is appointed. Voting at the meeting will be by way of a poll of the Company's shareholders entitled to vote and voting.

You can appoint a proxy by completing the accompanying proxy form and returning it to Link Market Services in accordance with the instructions set out on the proxy form. You can also appoint your proxy online at <https://investorcentre.linkmarketservices.co.nz/voting/GSH>. To be valid, a completed proxy form must be received by Link Market Services by no later than 10.00am on Sunday, 20 November 2022 (being 48 hours before the time of the meeting).

If you wish to appoint a proxy, you may direct your proxy how to vote, or give your proxy discretion to vote as they see fit. If you wish to give your proxy discretion, you must mark the appropriate box on the proxy form. If you do not mark any appropriate box for a particular resolution, then your proxy may vote or abstain from voting as they see fit.

You may appoint the Chair of the meeting as your proxy. If the Chair of the meeting is appointed as your proxy, but you have not directed the Chair how to vote on a particular resolution, then the Chair intends to vote your shares in favour of all of the Resolutions.

Resolution requirements

In order for the Resolutions to be passed, they must be approved by a simple majority of the votes of Shareholders entitled to vote and voting on the Resolutions, in person or by proxy.

Shareholder questions

Shareholders can submit questions ahead of the meeting. If you would like to submit a question you can do so online or by using the enclosed proxy form. Questions should be received by 5.00pm on Friday, 18 November 2022. The Company has the discretion as to which of these questions will be addressed at the meeting.

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EXPLANATORY NOTES

NOTE 1 – Director Elections (Resolution 1)

Resolution 1 – Re-election of Existing Director

Under NZX Main Board Listing Rule 2.7.1, all directors must not hold office (without re-election) past the third annual meeting of shareholders following the director's appointment, or three years, whichever is the longer.

Matt Adams is an Independent Director, in terms of the NZX Listing Rules, appointed on 11 December 2019 and offers himself for re-election. The Board supports Mr Adams election as a Director.

A brief profile for Mr Adams is set out below.

Matt Adams Bachelor of Commerce (Accounting and Business Law), Associate Diploma of Applied Finance and Valuation (FINSIA), Associate Diploma (Accounting) – Chartered Accountants Australia and New Zealand.

Matt was elected Director on 11 December 2019 and appointed Chair on 28 June 2022. Matt is an experienced finance professional with over 20 years' experience in executive level positions (both public and private companies). Matt has extensive experience in restructuring and operational turnarounds gained from his tenure at an Australian accounting firm where he became a Partner and then Senior Managing Director. Matt is the founder and Managing Director of Sydney based boutique corporate advisory firm Dynamic Corporate Investments Pty Ltd.

Matt brings extensive experience in growth strategies, operational efficiency consulting, business M&A (including acquisitions, sales and business unit carve-outs) and capital structuring. Matt has overseen major operational and financial restructurings of many listed companies including multi-national and cross border transactions. Matt has broad industry experience across the hospitality, retail, property, healthcare, mining and mining services, technology and childcare sectors. Matt has strong networks across the private equity, hedge fund and banking sectors.

He currently acts as director and company secretary for a number of ASX listed companies.

NOTE 2 – Auditor arrangements (Resolution 2)

The Company's incumbent Auditor, BDO Auckland, is automatically reappointed pursuant to section 207T of the Companies Act 1993. Pursuant to section 207S of the Companies

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Act 1993, Auditors appointed at a meeting of the company must also have their fees and expenses fixed in the same manner.

Resolution 2 – Auditor remuneration

This Resolution 2 authorises the Board to fix the fees and expenses of BDO Auckland as the Company's auditor for the financial year ending 30 June 2023.

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