

# NOTICE

*Annual Meeting  
of Shareholders*

Notice is given that the 24th annual meeting of shareholders of Restaurant Brands New Zealand Limited will be held via virtual meeting on Thursday 27 May 2021, commencing at 2.00pm.

## Agenda

01

Chairman's address

02

Chief executive's review

03

Shareholder questions

04

### Re-election of Director

In accordance with the constitution of the Company, Maria Elena (Malena) Pato-Castel was appointed by the Board as an additional Director with effect from 1 April 2021. In accordance with the requirements of the NZX Listing Rules, Malena Pato-Castel retires from office at this meeting and, being eligible, offers herself for re-election.

**Resolution 1:** That Maria Elena (Malena) Pato-Castel be re-elected as a Director of the Company.

05

### 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 auditor's remuneration for the ensuing year.

06

### General business

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

By order of the Board



Callum Webb  
Company Secretary  
31 March 2021

## Virtual Meeting:

In light of continuing disruption to international travel arising from COVID-19 and the potential for restrictions on large gatherings of people being implemented at any time, the Company has made the decision to hold the 2021 Annual Shareholders Meeting as a virtual meeting. All shareholders will have the opportunity to attend and participate in the 2021 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:**

- 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.

Shareholders will be able to view the presentations, 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.

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

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 prior to the Annual Meeting.

Shareholders will require the meeting ID – which is **370-907-342** – as well as their CSN/Securityholder Number, which can be found on their proxy form, for verification purposes.

## Shareholder Questions:

While 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)

## Procedural Notes:

All shareholders may attend and vote online at the Annual Meeting, or may appoint a proxy to attend and vote in their place.

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 25 May 2021.

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.

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 25 May 2021.

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:

### 01

#### Resolution 1 – Election of Director – Maria Elena (Malena) Pato-Castel

Malena Pato-Castel 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 2021. Listing Rule 2.7.1 requires that 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.

Malena has over 33 year of experience in the Fast Moving Consumer Goods and Retail Hospitality industries in the US and Europe, including senior regional roles at Unilever and Yum! Brands. Prior to her retirement from the company in 2020, Malena spent nine years in various roles at AmRest Holdings SE (six of which as a member of the AmRest Exec Committee). Her appointments included President for AmRest Spain and, most recently Chief Proprietary Brands Officer with responsibilities extending across markets in Spain, China, France, Portugal and Germany.

Malena served on the board of various Yum! Brands subsidiaries that operated Pizza Hut and KFC stores in Spain and has extensive experience as an owner/operator of KFC branded restaurants in Europe as a co-founder and managing director of a restaurant operating company that grew from 14 to more than 130 restaurants prior to being acquired by AmRest.

Malena holds a Business Administration and Management (ADE) degree from the ICADE School of Business and Economics.

The Board considers Malena Pato-Castel to be an independent Director for the purposes of Listing Rule 2.6.1.

The other Directors support the re-election of Malena Pato-Castel as a Director, and recommend that shareholders vote to approve Resolution 1.

### 02

#### Resolution 2 – 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 2.