

Notice of Annual Meeting 2025

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

Date: Wednesday 7 May 2025

Time: 10:00am

Venue: T&G Global Hub, Level 1, Building 1, Central Park,
660 Great South Road, Ellerslie, Auckland
(venue map at the back)

Format

The meeting will be held in person. Entry to the room will be available from 9:30am. Tea and coffee will be served at the conclusion of the meeting.

Agenda

Presentations

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

Financial statements

To receive and consider the financial statements together with the report of the Directors and auditor for the period ended 31 December 2024.

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

To vote upon the election of the Directors appointed by the Board during the year, who are required to resign in accordance with the Constitution and the NZX Listing Rules and being eligible, offer themselves for election:

- 3 That Michael Baur be reappointed as a Director of T&G Global Limited.
- 4 That Philipp Trachtenberg be reappointed as a Director of T&G Global Limited.

Appointment and remuneration of auditor

- 5 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. 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 returned as noted below no later than 10:00am on Monday 5 May 2025.

The proxy form is to be sent to Computershare Investor Services Limited, either by lodging the form online at www.investorvote.co.nz, by mail to Private Bag 92119, Takapuna, Auckland 1142, New Zealand, by email to corporateactions@computershare.co.nz or delivered to Level 2, 159 Hurstmere Road, Takapuna. To lodge the proxy form online, shareholders will need their CSN/holder number, postcode/country of residence and the secure control number that is located on the front of their voting/proxy form.

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 note 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 the longer. Carol Campbell and Robert ('Rob') Hewett will retire at this year's Annual Meeting and being eligible, offer themselves for re-election. The Board considers annually the independent status of Carol Campbell and Rob Hewett in accordance with the NZX Listing Rules and has determined that both continue to be independent.

Despite her long tenure, Carol is viewed as a highly valued Board member by her fellow Directors. The Board has observed the robust and analytical approach that Carol brings to discussions with both

Board members and management and the manner in which she encourages open dialogue and ensures accountability. As such, the Board unanimously considers Carol's tenure does not compromise her independence or ability to act in the best interests of the Company and of all shareholders.



Carol Campbell has been a member of the T&G Board since 2010. She has extensive finance experience and a sound understanding of effective board governance. Carol was a partner at EY for over 25 years and has been a professional Director for over 15 years.

Carol is a Director and Chair of the Audit and Risk Committees of NZME Limited, the Fisher listed investment companies (Barramundi Limited, Kingfish Limited and Marlin Global Limited) and Chubb Insurance New Zealand Limited. Carol was previously a Director of New Zealand Post Limited for 12 years, being the Chair of the Audit and Risk committee for eight of those, and Chair of the Board for three years. Carol is also a Director of a number of private companies. Carol has a BCom from Auckland University, is a Fellow Chartered Accountant, a Chartered Fellow of the Institute of Directors and a member of the Disciplinary Tribunal of New Zealand Institute of Chartered Accountants. Carol is Chair of T&G's Finance, Risk and Investment Committee and a Member of the Human Resources Committee and the Sustainability Committee.



Rob Hewett joined the T&G Board in August 2018. He is a Director and Chair of Silver Fern Farms Limited, Farmlands Co-operative Trading Society Limited, Hilton Haulage GP Limited, Pioneer Energy Limited, Woolscour Holdings Limited, Fern Energy Limited, AgriZero Limited and Hewett Farm Limited. Rob is also Chair of Rewiring Aotearoa and is a Director of Silver Fern Farms Co-operative Limited. Rob holds a master's degree in Commerce and Marketing (Hons), a BCom (Ag) Economics and is a Chartered Fellow of the Institute of Directors. He won the 2019 Outstanding Contribution to New Zealand Co-operatives award and the 2023

Chairperson of the Year at the Deloitte Top 200 awards. Rob is Chair of T&G's Human Resources Committee and a Member of the Finance, Risk and Investment Committee.

Explanatory note to resolution 3 and 4



Michael Baur was appointed by the Board on 19 November 2024. Pursuant to NZX Listing Rule 2.7.1, he is required to retire at the Annual Meeting and being eligible, offers himself for election. The Board has determined that Michael Baur is a Non-Independent Director as defined in the NZX Listing Rules.

Michael joined the Board of Management of BayWa AG as Chief Restructuring Officer in October 2024. He is a Global Vice Chair at global consulting firm AlixPartners, where he has previously held several leadership positions, including German Country Leader and global Co-Leader of its Turnaround & Restructuring Services practice. Michael has significant experience as a senior advisor and manager, including in the roles of Chief Executive Officer and Chief Financial Officer. His broad industry expertise covers the automotive, industrial goods, energy, retail, consumer goods, telecom and media sectors. He is also a Director and Chair of BayWa r.e. AG - Germany and Cefetra Group B.V. - the Netherlands, and a Director of RWA Raiffeisen Ware Austria AG - Austria.



Philipp Trachtenberg was appointed by the Board on 10 March 2025. Pursuant to NZX Listing Rule 2.7.1, he is required to retire at the Annual Meeting and being eligible, offers himself for election. The Board has determined that Philipp Trachtenberg is a Non-Independent Director as defined in the NZX Listing Rules.

Philipp has extensive experience in corporate finance, mergers and acquisitions, and strategic business development. He joined BayWa AG in 2010 and is currently Chief Financial Officer for BayWa Global Produce GmbH and Head of Portfolio Management and M&A for BayWa AG.

In addition to his executive roles, Philipp is a Board Member of BHBW SA (Pty) Limited - South Africa and Alberta AG Centre - Canada. Philipp studied in Germany and the United States and holds a degree in economics.

Explanatory note to resolution 5

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 Lead Audit Partner rotates every five years, with a new partner joining for the 2024 financial year.

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 2025.

Procedural notes

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 5 May 2025 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 or Chief Executive Officer's address.

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

Venue map

T&G Global Hub, Level 1 Building 1, Central Park 660 Great South Road Ellerslie, Auckland

If traveling from Great South Road, entry to Central Park, 660 Great South Road, is via Park Avenue (opposite One Tree Hill College).

Parking attendants will be available within Central Park from 9:15am to guide you to the T&G southern car parking building. You will be directed to park on levels 3 and 4 of the building.

It is a 300 metre uncovered walk from the car park to the T&G Global Hub, located in Building 1.

