

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 20 DECEMBER 2021

Notice is hereby given that the Annual Meeting of the Shareholders of Good Spirits Hospitality Limited (the "Company") for 2021 will be held online at www.virtualmeeting.co.nz/gsh2021 on Monday, 20 December 2021, commencing at 11.00am.

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 2020 as contained in the Company's annual report.

- D. Resolutions

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

Resolution 1: Election of Carl Patrick Carrington as a Director (See Explanatory Note 1)

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

Resolution 2: Election of John Andrew Gowans Seton as a Director (See Explanatory Note 1)

That John Seton, who was appointed a Director by the Board during the year, be elected as a Director of the Company.

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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Resolution 3: **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

A handwritten signature in blue ink, appearing to read 'Duncan Makeig', with a long horizontal flourish extending to the right.

Duncan Makeig
Chairman
6 December 2021

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PROCEDURAL NOTES

Voting and proxies

Only those persons who are shareholders at 5.00pm on Friday, 17 December 2021 will be entitled to vote at the meeting. You may exercise your right to vote either by being present online 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.

To participate at the online meeting, use the following link to the Company's share registrar's virtual meeting platform www.virtualmeeting.co.nz/gsh2021.

Shareholders attending and participating in the online meeting will be able to vote and ask questions during the meeting. To join the online meeting, you will need your shareholder number, found on your proxy form, for verification purposes.

More information regarding online attendance at the meeting (including how to vote and ask questions online during the meeting) is available in the Virtual Annual Meeting Online Portal Guide, which is available at <https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>.

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 11.00am on Saturday, 18 December 2021 (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.

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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 17 December 2021. The Company has the discretion as to which of these questions will be addressed at the meeting.

COVID-19

Due to uncertainty surrounding the COVID-19 pandemic and potential associated restrictions on gatherings, the Company has elected to take the proactive step of holding the meeting as an online-only meeting to ensure the health and wellbeing of potential attendees. We appreciate the support and understanding of our shareholders with regard to these meeting arrangements.

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EXPLANATORY NOTES

NOTE 1 – Director Elections (Resolutions 1 and 2)

Resolution 1 - 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.

Carl Carrington is an Independent Director, in terms of the NZX Listing Rules, appointed on 16 July 2018 and offers himself for re-election. The Board supports Mr Carrington's election as a Director.

A brief profile for Mr Carrington is set out below.

Carl Carrington BE (Chem & Mats), MBA (Cranfield), CMIInstD

Carl has significant hospitality experience. His senior management experience is primarily in the food & beverage sector with 14 years in DB Breweries, Lion Nathan and Heineken joint venture businesses in New Zealand, Asia and Australia including five years as Managing Director of the Heineken-Lion Joint Venture in Australia. Carl also has executive experience from his time as CEO of pan-iwi owned Aotearoa Fisheries.

Carl is currently a Director and Acting CEO of Hop Revolution Limited and a Director of McCashin's Brewery and Reefton Distilling Co.

Resolution 2 - Election of Existing Director

NZX Listing Rule 2.7.1 provides that any person who is appointed as a Director by the Board must not hold office (without re-election) past the next annual meeting following the Director's appointment.

John Seton, who was appointed by the Board on 6 September 2021, is retiring in accordance with NZX Listing Rule 2.7.1. Being eligible, Mr Seton offers himself for election.

The Board considers Mr Seton, if elected, will be an Independent Director in terms of the NZX Listing Rules. The Board supports Mr Seton's election as a Director.

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A brief profile for Mr Seton is set out below.

John Seton LLM (Hons) Auck, LLB (VUW), CFInstD

Mr Seton is an experienced public company chair, director and operational CEO, and is a Chartered Fellow of the New Zealand Institute of Directors. John is a commercial lawyer who has practised in corporate and commercial law, both in New Zealand and internationally, and has extensive experience owning, managing and sitting on the boards of significant public and private business operations in a variety of industries including restaurants & wineries.

John brings a skill set covering corporate and project fundraising (both debt and equity, including a number of public company IPOs), transaction negotiation and management, mergers and acquisitions and steering businesses through periods of significant change.

Note 2 – Auditor arrangements (Resolution 3)

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

Resolution 3 – Auditor remuneration

This Resolution 3 authorises the Board to fix the fees and expenses of BDO Auckland as the Company's auditor for the financial year ending 30 June 2022.

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