

29 April 2020
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Notice of Annual Shareholders' Meeting 2020

Notice is hereby given that the 23rd Annual Shareholders' Meeting of Restaurant Brands New Zealand Limited will be held on Thursday, 28 May 2020 commencing at 2:00pm.

With measures to contain the spread of COVID-19 (particularly those that relate to large gatherings and international arrivals) expected to remain in place for some time, this Annual Meeting will be conducted as a virtual meeting, accessible online via Lumi AGM.

All shareholders will be able to participate in the meeting, vote and ask questions, from smartphones, tablets or desktop devices. Please note that not all questions may be able to be answered during the meeting. In this case answers will be made available on the Company's website after the meeting.

For further information please refer to the enclosed Notice of Meeting as well as the Virtual Meeting Guide.

Authorised by:
Grant Ellis
Company Secretary

Notice of Annual Meeting of Shareholders

Notice is given that the 23rd annual meeting of shareholders of Restaurant Brands New Zealand Limited will be held via virtual meeting on **Thursday 28 May 2020, commencing at 2.00pm.**

Agenda

- ① **Chairman's address**
- ② **Chief executive's review**
- ③ **Shareholder questions**
- ④ **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 1: That the Board of Directors be authorised to fix the auditor's remuneration for the ensuing year.

- ⑤ **General Business**

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

By order of the board



G R Ellis
Company Secretary
30 April 2020

Virtual Meeting:

In light of current public health restrictions relating to the spread of COVID-19 (particularly those relating to international arrivals and large gatherings of people) the Company has made the decision to hold its first virtual Annual Meeting. All shareholders will have the opportunity to attend and participate in the 2020 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 you will need to either:

- Download Lumi AGM from the App Store or Google Play Stores for free – search for Lumi-AGM; or
- Visit 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.

As a shareholder you may attend the online meeting, 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.

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 and download the app prior to the Annual Meeting.

Shareholders will require the meeting ID – which is **366-840-264** – as well as their CSN/Securityholder Number, which can be found on their proxy form, for verification purposes.

Shareholder Questions:

Whilst 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

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

Procedural Notes:

- 1 All shareholders may attend and vote online at the Annual Meeting, or may appoint a proxy to attend and vote in their place.
- 2 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 26 May 2020.
- 3 A body corporate, which is a shareholder of the Company, may appoint a representative to attend the Annual Meeting online 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.
- 4 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 26 May 2020.
- 5 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:

- 1 **Resolution 1 – 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 1.



MEETING ID
366-840-264

VIRTUAL ANNUAL MEETING GUIDE 2020

GETTING STARTED

Virtual meetings are accessible on both desktop and mobile devices. In order to participate remotely you will need to either:

- > Download Lumi AGM from the App Store or Google Play Stores for free—search for **Lumi AGM**; or
- > Visit **web.lumiagm.com** on your desktop or mobile device. Ensure that your browser is compatible—Lumi AGM supports the latest versions of Chrome, Safari, Internet Explorer, Edge and Firefox.
- > If you have any questions, or need assistance with the online process, please contact Computershare on +64 9 488 8777 between 8.30am-5.00pm Monday to Friday.

Shareholders are encouraged to download the app prior to the Annual Meeting.

LOGGING IN

To log in, you must have the following information (which can be found on your Shareholder's Voting and Proxy Form) or you can login as a guest if you are not a shareholder in Restaurant Brands; however, you will not be able to ask any questions or vote.

NEW ZEALAND RESIDENTS

Username (CSN or Holder number) and Password (postcode).

OVERSEAS RESIDENTS

Username (CSN or Holder Number); and Password (three-character ISO3 country code) e.g. AUS is the ISO3 code for Australia.

You can find a full list at www.computershare.com/iso3

APPOINTED PROXIES

A username and password will be provided prior to the meeting.

If you have not received your username and password, please contact Computershare on +64 9 488 8777 between 8.30am-5.00pm Monday to Friday.

USING LUMI AGM


ACCESSING THE VIRTUAL MEETING

Once you have downloaded Lumi AGM or entered **web.lumiagm.com** into your internet browser, you'll be prompted to enter the Meeting ID and accept the terms and conditions.


You will then be required to enter your:

- > username (CSN or Holder number);
- > password (postcode, or country code for overseas residents)


NAVIGATING LUMI AGM

When successfully authenticated, the info screen will display. 

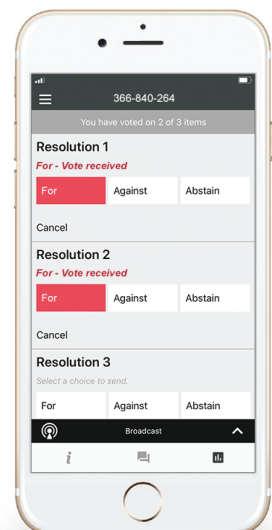
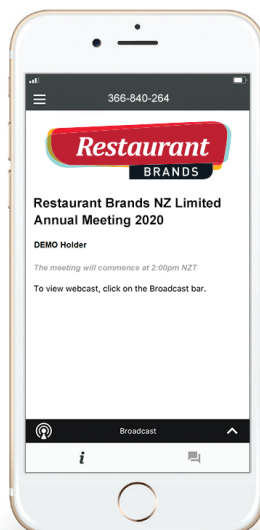
You can view meeting information, ask questions and watch the webcast.

If you would like to watch the webcast, press the broadcast icon  at the bottom of the screen.

VOTING IN LUMI AGM

Once the poll has been opened,  will appear on the navigation bar at the bottom of the screen—from here, the resolution and voting choices will be displayed.


To vote, simply select your voting direction from the options shown on screen. To change your vote, simply select another direction—you can cancel your vote by clicking 'Cancel'.






MEETING ID
366-840-264

VIEWING COMPANY DOCUMENTS

Links to the Notice of Meeting, Virtual Meeting Guide and Annual Report are present on the info screen. 


When you click on a link, the selected document will open in your browser.

ASKING QUESTIONS

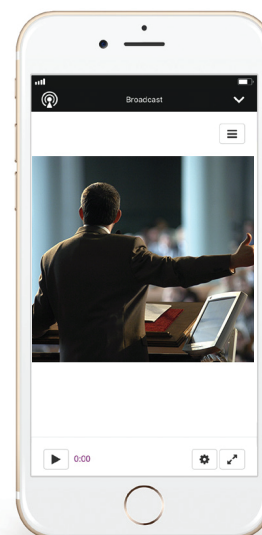
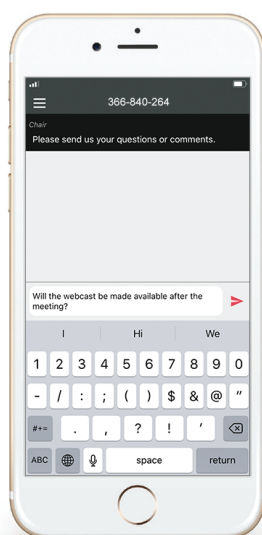
Any shareholder or appointed proxy/representative attending the meeting is eligible to ask questions. If you would like to ask a question, select  then type and submit your question. It will be sent to the board for an answer.

Please note that not all questions may be able to be answered during the meeting. In this case, questions will be followed up by email after the meeting.

WATCHING THE WEBCAST

To watch the webcast, click the black broadcast bar on screen and push the  button to start the webcast.

The video and/or slides will appear shortly after (dependent on the speed of your internet connection).



Remote entry to the Annual Meeting will open at 1.45PM NZT on Thursday 28 May 2020

VOTING AT A GLANCE


STEP 1

Open Lumi AGM and enter the Meeting ID shown in top right corner

STEP 2

Enter your username and password (CSN/Holder Number and postcode)

STEP 3

When the poll is opened, click  and select your desired voting direction