

Restaurant

BRANDS



NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

RESTAURANTBRANDS.CO.NZ

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is given that the 27th annual meeting of shareholders of Restaurant Brands New Zealand Limited (the “**Company**”) will be held at The Boulevard Room, Sofitel Auckland Viaduct Harbour, 21 Viaduct Harbour Avenue, Auckland and online at <https://meetnow.global/nz> on Friday 24 May 2024, commencing at 10.00am.

Due to venue restrictions, refreshments consisting of products from the Company’s brands will not be provided at this meeting.

AGENDA

1. CHAIRMAN’S ADDRESS

2. GROUP CEO’S REVIEW

3. SHAREHOLDER QUESTIONS

4. RE-ELECTION OF DIRECTOR

In accordance with the requirements of the NZX Listing Rules, Maria Elena (Malena) Pato-Castel retires from office by rotation 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.

5. AUDITOR

To record the reappointment of PricewaterhouseCoopers as the Company’s auditor, and to authorise the directors to fix the auditor’s remuneration for the ensuing year.

Resolution 2: That the board of directors be authorised to fix the auditor’s remuneration for the ensuing year.

6. GENERAL BUSINESS

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

BY ORDER OF THE BOARD



C D Webb
Company Secretary

22 April 2024

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

ONLINE ATTENDEES

Shareholders can attend the meeting virtually through the Computershare Meeting Platform <https://meetnow.global/nz>. To access the meeting click 'Go' under the Restaurant Brands NZ meeting and then click 'JOIN MEETING NOW'. By using the meeting platform, you will be able to watch the meeting, vote and ask questions online using your smartphone, tablet or desktop device. Please refer to the Virtual Meeting Guide for more information. You will need the latest version of Chrome, Safari or Edge to access the meeting. Please ensure your browser is compatible.

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 meeting to investor@rbd.co.nz

PROCEDURAL NOTES

All shareholders may attend and vote at the 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 a 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.

If you do not name a person as your proxy or your named proxy does not attend the meeting, the Chair will be appointed your proxy and will vote in accordance with your express direction, and any undirected votes will (subject to any restriction(s) set out in the NZX Listing Rules) be voted in accordance with the Chair's discretion.

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 10.00am on Wednesday 22 May 2024.

A body corporate, which is a shareholder of the Company, may appoint a representative to attend the 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, by email to corporateactions@computershare.co.nz, or 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 10.00am on Wednesday 22 May 2024.

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

RESOLUTION 1 – RE-ELECTION OF DIRECTOR – MARIA ELENA (MALENA) PATO-CASTEL

Malena Pato-Castel was elected to the Board as a non-executive Director of the Company at the 2021 Annual Shareholders' Meeting. NZX Listing Rule 2.7.1 states that a director may not hold office (without re-election) past the third annual meeting following the director's appointment or three years, whichever is longer.

Malena has over 33 years 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 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.

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 auditor of the Company. This resolution authorises the board of directors to fix the remuneration of the auditor, PricewaterhouseCoopers.

Directors recommend that shareholders vote to approve Resolution 2.



RESTAURANT BRANDS NEW ZEALAND LIMITED

Lodge your proxy form



Online
www.investorvote.co.nz



By Mail
Computershare Investor Services Limited
Private Bag 92119, Auckland 1142, New Zealand

For all enquiries contact



+64 9 488 8777



corporateactions@computershare.co.nz

Proxy/Voting Form

	www.investorvote.co.nz Lodge your proxy online, 24 hours a day, 7 days a week:	Smartphone? Scan the QR code to vote now.
Your secure access information		
Control Number:	CSN/Securityholder Number:	
PLEASE NOTE: You will need your CSN/Securityholder Number and post code to securely access InvestorVote and then follow the prompts to appoint your proxy or exercise your vote online.		
For appointment of your proxy to be effective it must be received by 10.00am on Wednesday, 22 May 2024.		

PLEASE NOTE

Due to venue restrictions, the customary refreshments consisting of products from the Company's brands will not be provided at this meeting.

Directing your Proxy to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

As a shareholder you may attend the meeting in person or virtually and vote, or you may appoint a proxy to attend the meeting and vote in your place. The Chairman of the meeting, or any other director, is willing to act as proxy for any shareholder who wishes to appoint him or her for that purpose. To do this, enter 'the Chairman' or the name of your proxy in the space allocated in 'Step 1' of this form. A proxy need not be a shareholder of the Company.

Voting directions

Direct your proxy how to vote by marking one of the boxes opposite the item of business. If you return this Proxy Form without directing the proxy how to vote on any particular matter, the proxy will vote as he or she thinks fit. If a vote is required on any matter at the meeting in addition to the matters on the agenda, the proxy may vote or abstain from voting on that matter as he or she thinks fit. If you do not name a person as your proxy or your named proxy does not attend the meeting, the Chair will be appointed your proxy and will vote in accordance with your express direction, and any undirected votes will (subject to any restriction(s) set out in the NZX Listing Rules) be voted in accordance with the Chair's discretion.

Attending the Meeting

If you are attending the meeting in person please bring this form to assist with registration. If a representative of a corporate shareholder or proxy is to attend the meeting you will need to provide the appropriate notice of appointment to Computershare no later than 10.00am on Wednesday, 22 May 2024.

The Virtual meeting will be accessible on both desktop and mobile devices. Please refer to the Virtual Meeting Guide that accompanies this Proxy/Voting Form.

Signing Instructions for Postal Forms

Individual

Where the holding is in one name, the shareholder must sign.

Joint Holding

If you are joint holders of shares, each of you must sign this Proxy Form.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company with this Proxy Form.

Companies

If you are a company, this Proxy Form must be signed on behalf of the company by a person acting under the company's express or implied authority.

Comments & Questions

If you have any comments or questions for the company, please submit them via email to investor@rbd.co.nz or write them on a separate sheet of paper and return with this form.

Go online to appoint your proxy or turn over to complete the form

Proxy/Corporate Representative Form

@ Elect Electronic Communications

Want to receive your communications quickly? Elect electronic communications by providing your email address below

Email Address _____
(By providing an email address above it is acknowledged that all communications for my portfolio will be received electronically where offered)

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a shareholder/shareholders of Restaurant Brands New Zealand Limited

hereby appoint _____ of _____

or failing him/her _____ of _____

as my/our proxy to exercise my/our vote at the **Annual Meeting of shareholders of Restaurant Brands New Zealand Limited to be held at The Boulevard Room, Sofitel Auckland Viaduct Harbour, 21 Viaduct Harbour Avenue, Auckland and online at <https://meetnow.global/nz> on Friday, 24 May 2024, commencing at 10.00am** and at any adjournment of that meeting.

STEP 2 Items of Business – Voting Instructions/Voting

Please note: Unless otherwise instructed, the proxy will vote as he/she thinks fit. If the shares are held jointly, the voting instructions given in this section are given on behalf of each joint holder.

Resolutions	For	Against	Proxy Discretion	Abstain
Resolution 1: Re-election of Director – Maria Elena (Malena) Pato–Castel.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2: That the board of directors be authorised to fix the auditor’s remuneration for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If your proxy is not the Chairman of the Meeting or any other director of the Company, please ensure that you provide their contact details (phone and email address). If this information is not provided, we cannot guarantee remote admission to the virtual meeting for your proxy.
Proxy contact Details (Phone): _____ **and (Email):** _____

SIGN Signature of Securityholder(s) This section must be completed.

Securityholder 1 Securityholder 2 Securityholder 3

or Sole Director and Sole Company Secretary or Director or Director/Company Secretary

Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP



RESTAURANT BRANDS NEW ZEALAND LIMITED

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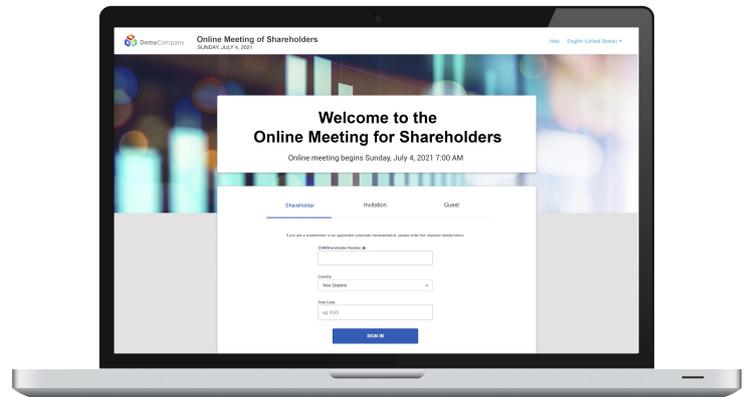
HOW TO PARTICIPATE IN VIRTUAL/HYBRID MEETINGS

Attending the meeting online

Our online meeting provides you the opportunity to participate online using your smartphone, tablet or computer.

If you choose to attend online you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

You will need the latest version of Chrome, Safari or Edge. Please ensure your browser is compatible.



Visit <https://meetnow.global/nz>



Access

Access the online meeting at <https://meetnow.global/nz>, and select the required meeting. Click 'JOIN MEETING NOW'.

If you are a shareholder:

Select 'Shareholder' on the login screen and enter your CSN/Holder Number and Post Code. If you are outside New Zealand, simply select your country from the drop down box instead of the post code. Accept the Terms and Conditions and click Continue.

If you are a guest:

Select Guest on the login screen. As a guest, you will be prompted to complete all the relevant fields including title, first name, last name and email address.

Please note, guests will not be able to ask questions or vote at the meeting.

If you are a proxy holder:

You will receive an email invitation the day before the meeting to access the online meeting. Click on the link in the invitation to access the meeting.



Contact

If you have any issues accessing the website please call +64 9 488 8700.



Navigation



When successfully authenticated, the home screen will be displayed. You can watch the webcast, vote, ask questions, and view meeting materials in the documents folder. The image highlighted blue indicates the page you have active.

The webcast will appear and begin automatically once the meeting has started.



Voting

Resolutions will be put forward once voting is declared open by the Chair. Once the voting has opened, the resolution and voting options will appear.

To vote, simply select your voting direction from the options shown on screen. You can vote for all resolutions at once or by each resolution.

Your vote has been cast when the green tick appears. To change your vote, select 'Change Your Vote'.



Q&A

Any eligible shareholder/proxy attending the meeting remotely is eligible to ask a question.

Select the Q&A tab and type your question into the box at the bottom of the screen and press 'Send'.