



# Notice of Annual Meeting 2023

**T&G Global's vision to grow healthier futures through nutritious fresh fruit and vegetables drives our business. Our 125 year legacy has been built through the work and dedication of generations of people whose commitment to this vision, enables us to continue to innovate and remain resilient through challenging times. We invite you to join us at our one-hundred and second Annual Meeting of Shareholders.**

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

### Date of meeting

Wednesday 21 June 2023

### Time

10:00am

### Venue

Level 4 Lounge  
Eden Park  
South Stand  
Reimers Avenue  
Kingsland  
Auckland



Entry and free parking – through Gate G, entrance P5, on Reimers Avenue.

### Format

The meeting will be held in person. Entry to the lounge will be available from 9:45am.

Tea and coffee will be served at the conclusion of the meeting.

## Agenda

### Presentations

- A. Chair’s address
- B. Chief Executive Officer’s presentation

### Financial statements

To receive and consider the Financial Statements together with the report of the Directors and auditor for the period ended 31 December 2022.

### 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 Director

To vote upon the election of a Director of the Company who is retiring by rotation in accordance with the Constitution and the NZX Listing Rules and, being eligible, offers himself for re-election:

- 1 “That Mr Benedikt Mangold be reappointed as a Director of T&G Global Limited.”

### Appointment and remuneration of auditor

- 2 “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 of meeting. 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 received no later than 10:00am on Monday 19 June 2023. The proxy form is to be sent to Computershare Investor Services Limited, either by lodging the form online at [www.investorvote.co.nz](http://www.investorvote.co.nz), by mail to Private Bag 92119, Takapuna, Auckland 1142, New Zealand, by email to [corporateactions@computershare.co.nz](mailto: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 resolution 1

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 longer. Therefore, Benedikt Mangold will retire at this year's Annual Meeting.



#### **Mr Benedikt Mangold**

being eligible, offers himself for re-election. The Board has determined that Benedikt Mangold is a not an Independent Director in accordance with the NZX Listing Rules.

Benedikt joined the BayWa Group in 2011 and is CEO of BayWa Global Produce GmbH - Munich, which is the majority shareholder of T&G Global Limited. Prior to this position, Benedikt spent three years in New Zealand working for T&G as an export trader before moving into the role of Head of Strategic Planning and Transformation at T&G's International Business Unit. Benedikt is a Director of Profruit Investments (Pty) Ltd - Tzaneen and Chair and Director of BayWa Obst GmbH & Co. KG - Kressbronn.

Benedikt has been a Director of T&G Global since September 2019 and was appointed Chair in June 2021.

### Explanatory note to resolution 2

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 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 2023.

## Procedural notes

### Shareholder questions

Shareholders are invited to submit questions prior to the Annual Meeting by email to [info@tandg.global](mailto:info@tandg.global). T&G will aggregate the main themes of questions received by 5:00pm on Monday 19 June 2023 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's address or the 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 of the meeting that were not received in time. In addition, please note that not all questions raised during the meeting may be able to be answered during the meeting and, in this case, will be followed up after the meeting.