

Notice of Annual Meeting 2024

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

Date: Wednesday 26 June 2024

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 9:45am. 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 2023.

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 Marcus Pöllinger be reappointed as a Director of T&G Global Limited.
- 2 That Andreas Helber be reappointed as a Director of T&G Global Limited.
- 3 That Ralf Tobias Priske be reappointed as a Director of T&G Global Limited.

To vote upon the election of a Director appointed by the Board during the year, who is required to resign in accordance with the Constitution and the NZX Listing Rules and, being eligible, offers himself for election:

- 4 That Bastian von Streit 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 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 24 June 2024.

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 – 3

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, Marcus Pöllinger, Andreas Helber and Ralf Tobias Priske will retire at this year's Annual Meeting and, being eligible, offer themselves for re-election. The Board has determined that Marcus Pöllinger, Andreas Helber and Ralf Tobias Priske are Non-Independent Directors in accordance with the NZX Listing Rules.



Marcus Pöllinger joined the BayWa Group in 2008 and was appointed CEO of BayWa AG in 2023. Marcus has held various management positions at the Group and has been a member of BayWa's Board of Management since 2018 before becoming CEO.

Marcus graduated in business administration, having completed his professional training in Munich, London and Sophia Antipolis (France). Marcus is the Chair of the supervisory boards of BayWa Global Produce GmbH – Munich, Cefetra Group B.V. – Rotterdam and BayWa r.e. AG – Munich and a member of the supervisory board of RWA Raiffeisen Ware Austria AG – Vienna.



Andreas Helber has been BayWa's Chief Financial Officer since 2010. Andreas began his career at KPMG in Munich where he qualified as a tax consultant and auditor.

Andreas is a member of the supervisory boards of a number of private and listed companies including R+V Allgemeine Versicherung AG – Wiesbaden, BayWa Global Produce GmbH – Munich, BayWa r.e. AG – Munich, RWA Raiffeisen Ware Austria AG – Vienna, and Cefetra Group B.V. – Rotterdam.



Ralf Tobias Priske (Tobias) started working for the BayWa Group in 1998 as a member of the Legal Department and had a leading role in the acquisition of the majority of the shares of T&G by BayWa in 2012. From 2013 to 2015, Tobias worked for the renewable energy sector of the BayWa Group as Deputy Legal Counsel focusing on establishing the renewable energy business in the US. In July 2015, Tobias was appointed as BayWa AG's Company Secretary before becoming Head of Asset Management International in 2023.

Tobias is a Director of BayWa Agrar Beteiligungs GmbH – Munich and Cefetra Group B.V. – Rotterdam and is Company Secretary of BayWa Global Produce GmbH – Munich and BayWa Canada Ltd. – Vancouver.

Explanatory note to resolution 4



Bastian von Streit was appointed by the Board on 18 April 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 Bastian von Streit is a Non-Independent Director as defined in the NZX Listing Rules.

Bastian joined the BayWa Group in 2011 and is Chief Financial Officer for BayWa Global Produce GmbH – Munich and Head of Finance for BayWa AG's agriculture, agriculture equipment, building materials and energy business units. He has over 20 years of corporate finance experience across Germany and New Zealand.

After an initial engagement with Deloitte in 2005, Bastian joined BayWa AG in 2011 as Head of Group Accounting. In 2017, he briefly left BayWa AG to step into the role of Head of Finance at Willy Bogner GmbH & Co KGaA, before moving to New Zealand in 2018 to become T&G Global's Chief Financial Officer. In 2021, Bastian relocated back to Germany and became Chief Financial Officer at BayWa Global Produce GmbH – Munich, with his role expanding in 2023 to take on additional responsibilities across the BayWa Group. Bastian studied at the University of Munich, where he graduated with 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 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 2024.

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 24 June 2024 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.

