

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.

