

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is given that the 25th annual meeting of shareholders of Restaurant Brands New Zealand Limited (the “**Company**”) will be held at The Boulevard Room, Sofitel Auckland, 21 Viaduct Harbour Avenue, Auckland CBD and online at <https://meetnow.global/nz> on Thursday 26 May 2022, commencing at 10.00am.

COVID-19 RESTRICTIONS

The Company continues to closely monitor the situation in New Zealand with regard to the COVID-19 pandemic. In the event that gathering restrictions do not allow for a physical meeting to proceed in Auckland on the date above, or if the Board otherwise determines a physical meeting is inappropriate in the circumstances, the Company may, in its sole discretion, elect to hold the Annual Shareholder Meeting as a virtual only meeting. In those circumstances, the Company will provide shareholders with as much notice as is reasonably practicable by way of an announcement to the NZX and ASX and on its website.

In order to manage the health & safety risks to staff and other stakeholders associated with holding a physical meeting, the customary refreshments consisting of products from the Company’s brands will not be provided at this meeting.

AGENDA

1. CHAIRMAN'S ADDRESS

2. CHIEF EXECUTIVE'S REVIEW

3. SHAREHOLDER QUESTIONS

4. RE-ELECTION OF DIRECTORS

In accordance with the requirements of the NZX Listing Rules, José Parés retires from office by rotation and, being eligible, offers himself for re-election.

Resolution 1: That José Parés be re-elected as a Director of the Company.

In accordance with the requirements of the NZX Listing Rules, Emilio Fullaondo retires from office by rotation and, being eligible, offers himself for re-election.

Resolution 2: That Emilio Fullaondo be re-elected as a Director of the Company.

In accordance with the requirements of the NZX Listing Rules, Huei Min (Lyn) Lim retires from office by rotation and, being eligible, offers herself for re-election.

Resolution 3: That Huei Min (Lyn) Lim be re-elected as a Director of the Company.

In accordance with the requirements of the NZX Listing Rules, Stephen Ward retires from office by rotation and, being eligible, offers himself for re-election.

Resolution 4: That Stephen Ward be re-elected as a Director of the Company.

In accordance with the requirements of the NZX Listing Rules, Carlos Fernández retires from office by rotation and, being eligible, offers himself for re-election.

Resolution 5: That Carlos Fernández be re-elected as a Director of the Company.

In accordance with the requirements of the NZX Listing Rules, Luis Miguel Álvarez retires from office by rotation and, being eligible, offers himself for re-election.

Resolution 6: That Luis Miguel Álvarez be re-elected as a Director of the Company.

5. 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 7: 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
19 April 2022

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 during 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

PROCEDURAL NOTES:

All shareholders may attend and vote at the Annual 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 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.

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 Tuesday 24 May 2022.

A body corporate, which is a shareholder of the Company, may appoint a representative to attend the Annual 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, fax to 64 9 488 8787 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 Tuesday 24 May 2022.

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 – Re-Election of Director – José Pares

José Parés was elected to the Board as a non-executive Director of the Company at the 2019 Annual Shareholders' Meeting. He is currently the Chairman of the Board and serves on the Audit & Risk Committee. 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.

José is the Chief Executive Officer of Finaccess Capital. He is also the Chairman of the Board and an Executive Chairman of AmRest Holdings SE. During his professional career he has been director of the Board of Crown Imports, Chicago, the Vice Chairman of the Board of MMI, Toronto, Canada, director of the Board of DIFA, Mexico and former member of the Beer Chamber of Mexico.

Previously, José worked for 19 years at Grupo Modelo (Mexico), in various positions, including as the Vice President of Marketing and Sales International where he oversaw growth of Grupo Modelo's annual revenues from USD 1 billion to USD 3 billion.

José graduated from Universidad Panamericana, Mexico (Business and Finance) and completed his MBA at ITAM, Mexico as well as the Business D-1 Program at IPADE, Mexico and Executive Programme at Wharton, San Francisco.

The Board considers José Parés to not be an independent Director for the purposes of Listing Rule 2.6.1.

2. Resolution 2 – Re-Election of Director – Emilio Fullaondo

Emilio Fullaondo was elected to the Board as a non-executive Director of the Company at the 2019 Annual Shareholders' Meeting and is currently the Chair of the Audit & Risk Committee and also serves on the Health & Safety Committee and Remuneration & Nominations Committee. 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.

Emilio is a senior executive with over 23 years of experience in the beer industry. Emilio worked in a number of finance roles for Grupo Modelo, including four years as Chief Financial Officer. Following the acquisition of Grupo Modelo by

AB InBev in 2013, Emilio oversaw significant cultural and organisational changes at AB InBev (Mexico) as Vice President, Human Resources (to 2017) and Vice President, Projects until his resignation in January 2019.

Emilio is currently a director and Chairman of the Audit and Control Committee of AmRest Holdings SE.

Emilio graduated from ITAM, Mexico (Public Accountant) and completed his MBA at the same institution as well as the Executive Management (AD) Program at IPADE, Mexico.

The Board considers Emilio Fullaondo to be an independent Director for the purposes of Listing Rule 2.6.1.

3. Resolution 3 – Re-Election of Director – Hui Min (Lyn) Lim

Lyn Lim was elected to the Board as a non-executive Director of the Company at the 2019 Annual Shareholders' Meeting and is currently the Chair of the Health & Safety Committee and also serves on the Audit & Risk Committee and Remuneration & Nominations Committee. 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.

Lyn Lim has diverse board and committee Chair experience and is culturally competent. She is experienced in investment structures, risk management, HR, health & safety, AML, dispute management and compliance.

She is on the Boards of General Capital Limited and Auckland Regional Amenities Funding Board. She is also a trustee of the Asia New Zealand Foundation and Chair of the Middlemore Foundation.

Lyn has served on the Boards of the AUT, New Zealand Shareholders' Association, Public Trust (and chaired the Human Resources and Remuneration Committee), the New Zealand China Trade Association, the Hong Kong and New Zealand Business Association, was the Chair of the New Zealand Chinese Youth Trust and held the positions of Trustee, Deputy Chair and Chair of Foundation North (the biggest and leading philanthropic entity in New Zealand). She has been a member of ANZ Private Bank External Advisory Board and has served as a council member of the Auckland District Law Society Inc.

Lyn holds an LLB (Hons) from the University of Canterbury and has 30 years of legal practice specialising in commercial, corporate and governance issues and dispute resolution.

In 2017, Lyn was appointed as a Member of the New Zealand Order of Merit for her services to New Zealand-Asia relations and governance. Lyn is a Chartered Member of the New Zealand Institute of Directors, a member of the New Zealand Law Society and a member and Vice Chair of the Women in Business Committee of the Inter-Pacific Bar Association.

The Board considers Lyn Lim to be an independent Director for the purposes of Listing Rule 2.6.1.

4. Resolution 4 – Re-Election of Director – Stephen Ward

Stephen Ward was elected to the Board as a non-executive Director of the Company at the 2019 Annual Shareholders' Meeting and is currently the Chair of the Remuneration & Nominations Committee and serves on the Audit & Risk Committee and Health & Safety Committee. 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.

Stephen Ward is a professional Director with diverse corporate governance experience in New Zealand and Australia together with extensive expertise as a corporate and commercial lawyer in New Zealand. Stephen is the non-executive Chair of Secure Future Wiri Limited and the Deputy Chair of the National Provident Fund Trust Board and Chair of its Audit & Risk Committee.

Stephen is also a non-executive Director of TCF Commercial Finance New Zealand Limited and Renaissance Holdings (NZ) Limited. Stephen is the Independent Chair of the Advisory Council for the Financial Dispute Resolution Service. He holds voluntary positions on the Boards of Wellington Free Ambulance and The Life Flight Trust. Stephen was previously a non-executive Director of Sydney Airport Limited and the Chair of its Safety, Security and Sustainability Committee.

Stephen holds an LLB from the University of Canterbury, is a member of the New Zealand Law Society and is a Chartered Member of the New Zealand Institute of directors.

The Board considers Stephen Ward to be an independent Director for the purposes of Listing Rule 2.6.1.

5. Resolution 5 – Re-Election of Director – Carlos Fernández

Carlos Fernández was elected to the Board as a non-executive Director of the Company at the 2019 Annual Shareholders' Meeting. 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.

Over the last 30 years, Carlos Fernández has held positions in various business sectors. He was the CEO (1997-2013) and Chairman of the Board of Directors (2005-2013) of Grupo Modelo. From the time he was named CEO, up to 2013, this group consolidated its position as the leading brewing company in Mexico, the seventh biggest worldwide and the world's biggest beer exporter.

He has also served on the boards of national and international companies, including Banco Santander, SA (Spain), Anheuser Busch (US), Emerson Electric Co. (US), Seeger Industrial (Spain), Grupo Televisa (Mexico), Crown Imports Ltd. (US), Inbursa (Mexico) and Mexican Stock Exchange (Bolsa Mexicana de Valores). He has served on the advisory Board of Grupo Modelo and has also been a member of the international advisory Board at Banco Santander, S.A. and a director of Grupo Financiero Santander Mexico S.A.B de C.V.

Carlos is currently Chairman of the Board of Directors of Grupo Finaccess S.A.P.I. de C.V. - a company of which he was founder and which controls 75% of Restaurant Brands ordinary shares and is also active in Mexico, Europe, Asia and the US. He is also a Proprietary Director of AmRest Holdings SE, S.A. and a non-executive Director of Inmobiliaria Colonial, S.A.

Carlos is an industrial engineer and has also studied on senior management programmes at the IPADE Business School (Instituto Panamericano de Alta Dirección de Empresa).

The Board considers Carlos Fernández to not be an independent Director for the purposes of Listing Rule 2.6.1.

6. Resolution 6 – Re-Election of Director – Luis Miguel Álvarez

Luis Miguel Álvarez was elected to the Board as a non-executive Director of the Company at the 2019 Annual Shareholders' Meeting and currently serves on the Remuneration & Nominations Committee. 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.

Luis Miguel is a Board Member, Audit Committee Member and Investment Committee Member of Finaccess, S.A.P.I. de C.V. (since 2013). He is also the Founder & CEO of Compitalia, S.A. de C.V., a family investment company business which primarily invests directly in target companies through equity holdings and real estate investments, primarily in sectors such as: consumer goods, restaurants, real estate projects and financial funds.

For over 25 years Luis Miguel occupied different positions within several Grupo Modelo entities (including the Vertical Companies director of Grupo Modelo, S.A.B. de C.V., President & General Manager of Gmodelo Agriculture, LLC., Idaho Falls, Idaho, Vice President & General Manager of Gmodelo Agriculture, Inc.). During his time at Grupo Modelo, Luis Miguel held various board positions within the group, including: Alternate Board Member and Executive Committee Member of Grupo Modelo, S.A.B. de C.V., Board Member and Executive Committee Member of InteGrow Malt, LLC., as well as Board Member of Impulsora Agrícola, S.A. and International CO2 Extraction LLC.

Luis Miguel is currently a Proprietary Director of AmRest Holdings SA and a member of the Appointments & Remuneration Committee. He also serves as a board member of other private and not for profit organisations.

He is an industrial engineer with studies on senior management programmes at the IPADE Business School (Instituto Panamericano de Alta Dirección de Empresa).

The Board considers Luis Miguel Álvarez to not be an independent Director for the purposes of Listing Rule 2.6.1.

Directors support the re-election of José Parés, Emilio Fullaondo, Hwei Min (Lyn) Lim, Stephen Ward, Carlos Fernández and Luis Miguel Álvarez as directors, and recommend that shareholders vote to approve Resolutions 1 to 6.

7. Resolution 7 – 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 7.