

NOTICE OF MEETING

Notice is hereby given that the one-hundredth Annual Meeting of Shareholders of T&G Global Limited will be held via a virtual meeting on Wednesday 23 June 2021 commencing at 9:00am.

BUSINESS

PRESENTATIONS

- A. Chairman'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 2020.

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.

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 Mr Andreas Helber be reappointed as a Director of T&G Global Limited."
2. "That Mr Ralf Tobias Priske be reappointed as a Director of T&G Global Limited."

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

3. "That Mr Marcus Poellinger be reappointed as a Director of T&G Global Limited."

APPOINTMENT AND REMUNERATION OF AUDITOR

4. "That under Section 207T(1) of the Companies Act 1993 the reappointment of Deloitte be confirmed, and that the Directors be authorized 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 his or her behalf. A proxy need not be a shareholder. A proxy form is enclosed with this notice of meeting. If a shareholder wishes to appoint a proxy, then this form, duly completed by the shareholder, must be received no later than 9:00am on Monday 21 June 2021. The enclosed proxy form is to be sent to Computershare Investor Services Limited by either lodging the form online at www.investorvote.co.nz, by mail to Private Bag 92119, Takapuna, Auckland 1142, New Zealand, by fax to +64 9 488 8787 or it may be delivered by hand to Level 2, 159 Hurstmere Road, Takapuna.

The Chairman 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 Chairman will act as that shareholder's proxy and will vote in accordance with that shareholder's express direction. The Chairman 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.



By Order of the Board
Doug Bygrave
Chief Financial Officer
T&G Global Limited

EXPLANATORY NOTES

EXPLANATORY NOTES TO RESOLUTIONS 1 AND 2

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, Mr Andreas Helber and Mr Ralf Tobias Priske will retire at this year's Annual Meeting.

Mr Andreas Helber, being eligible, offers himself for re-election. The Board has determined that Mr Helber is not an Independent Director as defined in the NZX Listing Rules.

Mr Helber has been BayWa's Chief Financial Officer since 2010. Mr Helber began his career at KPMG in Munich where he qualified as a tax consultant and auditor. Mr Helber is a member of the supervisory boards of a number of private and listed companies including R+V Allgemeine Versicherung AG, RWA Raiffeisen Ware Austria AG, and Unser Lagerhaus Warenhandels-gesellschaft m.b.H.

Mr Helber has been a Director of T&G Global since 2012 and is a member of the Finance, Risk and Investment Committee.

Mr Ralf Tobias Priske, being eligible, offers himself for re-election. The Board has determined that Mr Priske is not an Independent Director as defined in the NZX Listing Rules.

Mr Priske started working for BayWa in 1998 as a member of the legal department providing advice to the various branches of the company 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 he 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 Mr Priske was appointed as BayWa's Company Secretary.

Mr Priske has been a Director of T&G Global since 2018 and is a member of the Human Resources Committee.

EXPLANATORY NOTE TO RESOLUTION 3

Mr Marcus Poellinger was appointed by the Board on 14 May 2021. 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 Mr Poellinger is not an Independent Director as defined in the NZX Listing Rules.

Mr Poellinger joined BayWa in 2008 and after occupying various management positions at the Group, in 2015 became Head of BayWa AG's Building Materials business division, which he successfully restructured. From 2017 to 2018, he was also Senior Executive Vice President of BayWa AG. Mr Poellinger has been a member of BayWa's Board of Management since 1 November 2018. He is responsible for the Agri Trade & Service and the Agricultural Equipment business unit, Building Materials Segment, Digital Farming and the Energy business unit. He also represents the company in management and supervisory bodies of international holdings. Mr Poellinger is a graduate in business administration and completed his professional training in Munich, London and Sophia Antipolis (France).

EXPLANATORY NOTE TO RESOLUTION 4

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 2021.

PROCEDURAL NOTES

VIRTUAL MEETING

Given the continued international border and travel restrictions due to the COVID-19 pandemic, this year's Annual Meeting will be held virtually. All shareholders will have the opportunity to attend and participate in the 2021 Annual Meeting online via an internet connection (using a computer, laptop, tablet or smartphone).

In order to participate remotely you will need to visit web.lumiagm.com on your desktop or mobile device. Ensure that your browser is compatible – Lumi AGM supports the latest version of Chrome, Safari, Internet Explorer, Edge or Firefox.

If you have any questions, or need assistance with the online process, please contact Computershare on +64 9 488 8777 between 8.30am and 5.00pm Monday to Friday.

Audio will stream through the selected device, so shareholders will need to ensure that they have the volume control on their headphones or device turned up.

Shareholders will be able to view the presentations, vote on the resolutions to be put to shareholders and ask questions, by using their own computers or mobile devices.

Shareholders will still be able to appoint a proxy to vote for them as they otherwise would, by following the instructions on the proxy form and this Notice of Annual Meeting.

Details of how to participate 'virtually' are provided in the accompanying Virtual Meeting Guide, with instructions for accessing the virtual meeting. Shareholders are encouraged to review this guide prior to the Annual Meeting.

Shareholders will require the meeting ID, which is **363-063-539** and their CSN/Securityholder Number which can be found on their proxy form, for verification purposes.

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 21 June 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.