

## NOTICE OF MEETING

Notice is hereby given that the ninety-ninth Annual Meeting of Shareholders of T&G Global Limited will be held via a virtual meeting on Wednesday 24 June 2020 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 2019.

#### 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.

##### 1. ELECTION OF DIRECTOR

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, being eligible, offers himself for election:

"That Mr Benedikt Joerg Mangold be reappointed as a Director of T&G Global Limited."

##### 2. APPOINTMENT AND REMUNERATION OF AUDITOR

"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 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 22 June 2020. The enclosed proxy form is to be sent to Computershare Investor Services Limited, Private Bag 92-119, Takapuna, Auckland 1142, New Zealand (or 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 (unless that resolution is subject to a voting restriction that applies to him).



By Order of the Board  
Doug Bygrave  
Company Secretary  
T&G Global Limited

## EXPLANATORY NOTES

### EXPLANATORY NOTES TO RESOLUTION 1

Mr Benedikt Mangold was appointed by the Board in September 2019. 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 Benedikt Mangold is a Non-Independent Director as defined in the NZX Listing Rules.

Benedikt Mangold joined BayWa AG in 2011. In 2016 Benedikt moved to New Zealand, working for T&G Global Limited as an export trader before moving into the role as Head of Strategic Planning and Transformation for T&G's International Business unit. After his return to Germany in 2019, Benedikt was appointed to the role of Head of Global Produce within the BayWa Group where he is responsible for the fresh produce business. Benedikt Mangold is also a Director of Al Dahra BayWa Agriculture LLC and Afrupro Investments (Pty) Ltd.

### EXPLANATORY NOTES TO RESOLUTION 2

Deloitte has been 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 re-appointed. 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 2020.

## PROCEDURAL NOTES

### VIRTUAL MEETING

In light of current public health restrictions relating to the spread of COVID-19 (particularly those relating to international arrivals and large gatherings of people) the Company has made the decision to hold its first virtual Annual Meeting. All shareholders will have the opportunity to attend and participate in the 2020 Annual Meeting online via an internet connection (using a computer, laptop, tablet or smartphone).

In order to participate remotely you will need to either:

- Visit [web.lumiagm.com](http://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; or
- Download Lumi AGM from the App Store or Google Play Stores for free – search for Lumi-AGM.

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.

Please note that not all questions may be able to be answered during the meeting. In this case, questions will be followed after the meeting and all questions and answers will be made available on the Company's website.

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 and download the app prior to the Annual Meeting.

Shareholders will require the meeting ID – which is **373-113-641** – as well as their CSN/Securityholder Number, which can be found on their proxy form, for verification purposes.