



NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is given that the Annual Meeting of Shareholders of Burger Fuel Group Limited (the "Company") will be held on Wednesday 31 August 2022 commencing at 11.00 am.

The meeting will follow the same format as last year where those shareholders who wish to attend can only participate online by way of Zoom attendance. This format allows all shareholders to attend without the need to travel and it also negates any potential issues that may arise as a result of COVID-19.

VIRTUAL SHAREHOLDER MEETING

To participate in the meeting online please use the following link to join the BFG's virtual meeting Zoom platform, please register in advance for this webinar:

https://us06web.zoom.us/webinar/register/WN_oyHu53oTRniiJrU7_QfRBg

You will need to register with a free Zoom account to ensure the meeting runs smoothly and so you have all the functionality at the meeting. After registering, you will receive a confirmation email containing information about joining the webinar.

Please note, you will need to provide your CSN number when registering, this is found on your proxy form and is needed for verification purposes.

Voting online prior to the meeting

Shareholders are encouraged to vote before the meeting in one of the following ways:

1. Online at www.investorvote.co.nz or by scanning the QR code on the Proxy/Voting form;
or
2. Complete the Proxy/Voting Form and send it to Computershare Investor Services Limited, in accordance with the instructions set out on the form.

BFG offers the facility for shareholders to submit questions to the Board via the online platform during the meeting. The Chair will answer as many of the questions as possible during the Meeting. You may also submit a question in advance of the meeting online at www.investorvote.co.nz



AGENDA

The business of the meeting will be as follows:

1. Chairman and CEO Presentations

2. Shareholder Discussion and General Business

To consider the resolutions and such other business of the Company as may be properly brought before the meeting in accordance with the Company's constitution.

3. Resolutions

To consider, and if thought fit, pass the following Resolutions:

Resolution 1: Re-election of Director

To consider the re-election of Peter Brook as a Director of the Company, who retires by rotation in accordance with section 9.4 of the Company's constitution and, being eligible, offers himself for re-election.

See Explanatory Notes.

Resolution 2: Election of Director

To consider the election of Tyrone Foley, who was appointed as a Director by the Board during the year, be elected as a Director of the Company.

See Explanatory Notes.

Resolution 3: Auditor's Remuneration

To record the automatic re-appointment of Baker Tilly Staples Rodway as the Company's auditor, pursuant to Section 207T of the Companies Act 1993 and to authorise the Company's Board of Directors to fix the auditor's remuneration for the ensuing year.

By order of the Board of Directors of the Company

Mark Piet,
Company Secretary / Chief Financial Officer,
Burger Fuel Group Limited
Auckland, New Zealand
27th July 2022



EXPLANATORY NOTES

Each of the resolutions to be considered, and if thought fit, to pass, at the Annual Meeting are ordinary resolutions. An ordinary resolution means a resolution that is approved by a simple majority of the votes of those shareholders entitled to vote and voting on the resolution.

Resolution 1: Re-election of Peter Brook as Director

The Listing Rules provide that a Director must not hold office (without re-election) past the third Annual Meeting after his or her appointment or re-election, or for three years, whichever is longer. Accordingly, Peter Brook retires by rotation, and being eligible, has offered himself for re-election.

Peter is a founding director and chairman of the Company and has 20 years' experience in the investment banking industry, retiring in 2000 to pursue his own business and consultancy activities.

He is at present also a Non-executive Director & Investment Committee Chairman of Generate Investment Management Ltd and Director of Haft Holdings Limited.

Peter is a member of the Company's Audit Committee.

The Board of Directors (except Peter Brook) unanimously recommends shareholders vote in favour of the re-election of Peter Brook.

Resolution 2: Election of Tyrone Foley as Director

Tyrone had recently resigned as the BFG Chief Operating Officer to pursue a new career opportunity and departed the company at the end of September 2021.

Tyrone Foley was elected by the BFG Board of Directors on the 27 October 2021. The Listing Rules provide that a Director appointed by the Board must not hold office (without re-election) past the next annual meeting following the Director's appointment.

Tyrone first started his career at McDonald's where he worked for 17 years under BurgerFuel's current independent director Al Dunn (former Chairman and CEO of McDonald's NZ). Tyrone had various leadership roles in operations, franchising and the project management of the McCafe rollout. His time also included the Field Service Manager role and a critical senior management position involved in the selection and management of franchisees.

In 2005 Tyrone spent a year with BurgerFuel as General Manager and then moved to BP Oil New Zealand for 7 years. At BP he was instrumental in managing many transformations to their retail business; namely BP Connect & Wild Bean Café in leadership roles such as the Business Support Manager and earlier as the Operations Excellence Manager.



Tyrone then re-joined BurgerFuel in September 2012 as the Chief Operating Officer and resigned in September 2021 after 9 years.

Tyrone is currently the CEO of Libelle Group, a commercial catering company that specialises in serving great food to students throughout New Zealand.

The Board has determined that for the purposes of the NZX Listing Rules, Tyrone will be a Non-Independent Director of the Company and unanimously supports his election.

Resolution 3: Auditor's Remuneration

Baker Tilly Staples Rodway is automatically re-appointed as the Company's auditor under Section 207T of the Companies Act 1993. This resolution authorises the Board of Directors to fix the fees and expenses of the auditor for the ensuing year.

PROXIES AND REPRESENTATIVES

All shareholders are entitled to attend the Company's Annual Meeting.

Any shareholder of the Company entitled to attend and vote at the meeting may appoint another person as his / her proxy to attend and vote instead of him / her. A proxy need not be a shareholder and may be appointed online or by completing the form accompanying this Notice of Meeting.

The proxy must be lodged online at www.investorvote.co.nz or, if you complete the form, received by the Company's share registry, Computershare Investor Services Limited at either Private Bag 92119, Auckland 1142 or at Level 2, 159 Hurstmere Road, Takapuna, Auckland so as to be received no later than 11.00am on Monday 29th August 2022. If you wish, you may appoint "the Chairman of the Meeting" as your proxy.

Any corporation that is a shareholder of the Company may appoint a person as its representative to attend the meeting and vote on its behalf, in the same manner as that in which it could appoint a proxy.

You may either direct your proxy how to vote for you, or you may give your proxy discretion to vote how he / she sees fit. If you wish to give your proxy discretion you should mark the appropriate boxes on the proxy form.

Any undirected votes in respect of a resolution, where the Chair or any other Director is appointed proxy, will be voted in favour of the relevant resolution, other than when he or she is prohibited from voting on that resolution.

If you do not name a person as your proxy or your named proxy does not attend the meeting, the Chair will act as your proxy and will vote in accordance with your express direction, and any undirected proxies will be voted in accordance with the Chair's discretion.