

Burger Fuel Group Limited Corporate Governance Statement

Burger Fuel Group actively embraces good corporate governance as it protects the interests of all stakeholders and creates and enhances value over the short and long term.

At Burger Fuel Group, we regularly review our corporate governance systems and are always looking at opportunities for improvement. The NZX Listing Rules ('Listing Rules') require Burger Fuel Group to formally report its compliance with the recommendations contained in the NZX Code. Burger Fuel Group's implementation of these recommendations is set out in this Corporate Governance Statement. The Board considers that (unless specifically stated) Burger Fuel Group's corporate governance structures, practices and processes have followed all of the recommendations in the NZX Code since migrating to the NZX main board on the 1st July 2019.

All of the policies and charters referred to below are available on our website at [https://Burger Fuel Group.io/investor-centre](https://BurgerFuelGroup.io/investor-centre)

Unless stated otherwise, all of the information in this statement is current as at today's date. As at 31 March 2022, we comply with the recommendations of the NZX Corporate Governance Code ('NZX Code') in all material respects.

PRINCIPLE 1 – CODE OF ETHICAL BEHAVIOUR "Directors should set high standards of ethical behaviour, model this behaviour and hold management accountable for these standards being followed throughout the organisation."

Recommendation 1.1

The board should document minimum standards of ethical behaviour to which the issuer's directors and employees are expected to adhere (a code of ethics).

The code of ethics and where to find it should be communicated to the issuer's employees. Training should be provided regularly reporting procedures for any breach of ethics, and describe the issuer's expectations about behaviour including around conflicts, acting honestly and with integrity, handling gifts and whistleblowing.

We are committed to maintaining high standards of honesty, integrity, and ethical conduct. Our expectations in this respect are set out in our Code of Ethics, Continuous Disclosure Policy, and our Securities Trading Policy. Employees receive information and training on ethical conduct, conflict of interest disclosures, whistleblowing, and securities trading. We maintain conflicts of interest registers which are continuously being monitored internally and by the Board.

The company has a Whistle-Blower Hotline which is an independent service operated by EAP Services Ltd. You can contact the Hotline to report dishonesty or unethical behaviour, such as suspected theft, actions damaging the safety or quality of our products or services, harassment, workplace safety hazards or unsafe practices by using the free-phone number

Recommendation 1.2

An issuer should have a financial product dealing policy for directors and employees

Our Policy on Securities Trading summarises the law on insider trading and restrictions on Directors and employees dealing in our shares. The policy introduces a trading prohibition for Directors and certain employees ('Restricted Persons') at defined times ('blackout periods'). Compliance with the Securities Trading Policy is monitored through a consent process, through education and via notification by Burger Fuel Group's share registrar ('Computershare') when any director or senior manager trades in Burger Fuel Group securities.

PRINCIPLE 2 – BOARD COMPOSITION & PERFORMANCE “To ensure an effective board, there should be a balance of independence, skills, knowledge, experience and perspectives.”

Recommendation 2.1

The board of an issuer should operate under a written charter which sets out the roles and responsibilities of the board. The board charter should clearly distinguish and disclose the respective roles and responsibilities of the board and management.

The Board Charter sets out the roles and responsibilities of the Board, its composition, meeting administration, performance assessment and relationship with shareholders and stakeholders. It requires that the Board meets formally at least six times annually, and clearly distinguishes between the role of the Board, and the role of management. The Board delegates responsibility to the CEO for implementing our strategic direction and day-to-day operations. Management provides detailed reports to the Board to keep the Board up to date with key operational activities and other aspects, including financial performance. The Company Secretary supports the effectiveness of the Board by ensuring that its policies and procedures are followed. The Company Secretary coordinates the completion and dispatch of the Board agendas and papers and is directly accountable to the Board, via the Chair, on all governance matters.

Recommendation 2.2

Every issuer should have a procedure for the nomination and appointment of Directors to the board.

The procedure for the appointment and removal of directors is ultimately governed by the company's Constitution and relevant NZX Listing Rules. The minimum number of Directors to be appointed to the Burger Fuel Group Board comprises two independent, non-executive directors. The Board's standards for determining independence include the requirements of the NZX. In particular, the Board will give preference to the non-exhaustive factors set out in the NZX Corporate Governance Code (as amended from time to time).

The Board will assess the independence of directors on their appointment and at least annually thereafter. Before any candidate is finally selected, appropriate fit and proper background checks are undertaken. Important information about candidates is provided to shareholders in the notice of meeting at which they will vote on the appointment of a new Director.

Recommendation 2.3

An issuer should enter into written agreement with each newly appointed director establishing the terms of the appointment.

All Directors enter into a written agreement with Burger Fuel Group. The agreement outlines their appointment terms, and role requirements, including time commitments and remuneration, as well as indemnity and insurance arrangements.

Recommendation 2.4

Every issuer should disclose information about each director in its annual report or on its website including a profile of experience, length of service, independence and ownership interests and director attendance at board meetings.

This is documented in the Groups interest register and the Annual Report. An overview of Director attendances at board meetings and any related party transactions is found in the Corporate Governance section of the annual report.

Recommendation 2.5

An issuer should have a written diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving diversity (which, at a minimum, should address gender diversity) and to assess annually both the objectives and the entity's progress in achieving them. The issuer should disclose the policy or a summary of it.

Whilst there is no formal policy Burger Fuel Group is committed to cultivating an environment that promotes and values diversity and creating an open workplace where every team member is welcomed, supported, and inspired. We believe Burger Fuel Group is a place where all our employees can express themselves, and our collective unique differences and experiences can contribute to the success of our people and the business.

We are committed to removing perceived or tangible barriers to becoming part of our team, treating everyone fairly and respectfully, and providing equal opportunities based on performance and potential. We have zero-tolerance for harassment, discrimination or victimisation.

In the Corporate Governance section of the annual report a table documents gender balance at Burger Fuel Group head office level.

Recommendation 2.6

Directors should undertake appropriate training to remain current on how to best perform their duties as Directors of an issuer.

The Directors of Burger Fuel Group have years of experience and sit on various other high-profile boards. This experience is very beneficial to the Group with Alan Dunn who was CEO and Chairman of McDonalds from 1993 – 2003 and Peter has 20 years' experience in investment banking and other private companies.

Tyrone Foley the Groups latest Director was previously the Chief Operating Officer from 2011 to 2021 and is also a member of the Institute of Directors.

Recommendation 2.7

The board should have a procedure to regularly assess director, board and committee performance.

The Board is responsible for the overall direction of BFG business and affairs on behalf of all shareholders. The Board's key role is: to ensure that corporate management is continuously and effectively striving for above-average performance, taking account of risk.

The Board establishes the objectives of BFG, approves major strategies for achieving those objectives, oversees risk management and compliance, sets in place the policy framework within which BFG operates, and monitors management performance against this background. The Board has delegated the day-to-day leadership and management of the Company to the Chief Executive Officer. The Board monitors financial results and compares them to annual plans and forecasts on a regular basis, and on a quarterly basis reviews the Company's performance against its strategic planning objectives. An external performance review may be conducted if required.

Recommendation 2.8

A majority of the Board should be independent Directors.

Two of the current four Directors are independent. Burger Fuel Group has considered the independence of its two Independent Directors against the definition in the NZX Listing Rules, the commentary to Recommendation 2.4 in the Corporate Governance Code, and its Board Charter and is satisfied that the relevant Directors are independent.

Tyrone Foley who joined the Board on 27 October 2021, will eventually become an Independent Director as he steps away from the business. He is currently deemed a non-independent Director.

Recommendation 2.9

An issuer should have an independent chair of the board.

If the chair is not independent, the chair and the CEO should be different people. Burger Fuel Group's Chair of the Board, Peter Brook, is an Independent Director.

PRINCIPLE 3 – BOARD COMMITTEES “The board should use committees where this will enhance its effectiveness in key areas, while still retaining board responsibility.”

Recommendation 3.1

An issuer's audit committee should operate under a written charter. Membership on the audit committee should be majority independent and comprise solely of non-executive Directors of the issuer. The chair of the audit committee should be an independent director and not the chair of the board.

Burger Fuel Group has established an Audit Committee. The Audit Committee provides advice to the Board in respect of: external financial reporting; risk management and processes; internal and external audit processes; and internal control mechanisms. The Chair of the Audit and Risk Committee reports back to the Board at each meeting and makes recommendations, as necessary.

The Audit Committee comprises three members, with the majority of which are independent directors. The chair of the Audit Committee is Alan Dunn. He is an independent non-executive director. Peter Brook the second independent director having a financial background.

Recommendation 3.2

Employees should only attend audit committee meetings at the invitation of the audit committee.

External advisors, the Chief Financial Officer and others as appropriate may be invited to attend Audit Committee meetings at the discretion and invitation of the Committee. Invitees may be requested to withdraw from the meeting at any time by the meeting Committee Chair.

Recommendation 3.3

An issuer should have a remuneration committee which operates under a written charter (unless this is carried out by the whole board). At least a majority of the remuneration committee should be independent Directors. Management should only attend remuneration committee meetings at the invitation of the remuneration committee.

The Board has delegated the remuneration function to the CEO as he is intimately involved with the day-to-day management of the company and employee's performance. The Board signs off the annual budget each year which includes any proposed remuneration increases for staff. The board / Chairman signs off the CEO remuneration and also gets external independent advice.

Recommendation 3.4

An issuer should establish a nomination committee to recommend director appointments to the board (unless this is carried out by the whole board), which should operate under a written charter. At least a majority of the nomination committee should be independent Directors.

The company does not have a standalone nomination committee, any director nominations are assessed by the board and any recommended director appointments will be considered based on experience, qualifications, character, criminal record, bankruptcy history, judgment, ability to work with others, current Board composition and skillset and diversity and inclusion.

Recommendation 3.5

An issuer should consider whether it is appropriate to have any other board committees as standing board committees. All committees should operate under written charters. An issuer should identify the members of each of its committees, and periodically report member attendance.

The board charter enables the Board to establish other committees, as required from time to time. The established committee is the Audit Committee.

Membership and attendance are provided in the annual report.

Recommendation 3.6

The board should establish appropriate protocols that set out the process to be followed if there is a takeover offer for the issuer including any communication between insiders and the bidder. The board should disclose the scope of independent advisory reports to shareholders. These protocols should include the option of establishing an independent takeover committee, and the likely composition and implementation of an independent takeover committee.

In the event of a takeover, the board would set up an independent takeover committee and seek independent advice on the transaction. BFG is a code company, thus the Takeover Code would regulate the transaction.

PRINCIPLE 4 – REPORTING & DISCLOSURE “The board should demand integrity in financial and non-financial reporting, and in the timeliness and balance of corporate disclosures.”

Recommendation 4.1

An issuer’s board should have a written continuous disclosure policy.

Our Continuous Disclosure Policy reflects Burger Fuel Group’s commitment to: maintaining a fully informed market through effective communication with the NZX, the Company’s shareholders, investors, analysts, media and other interested parties (together “stakeholders”); and providing all stakeholders with equal and timely access to material information concerning the Company that is accurate, balanced, meaningful and consistent. Everyone is required to be familiar with the Policy and associated procedures.

Directors and Management are primarily responsible for compliance with our continuous disclosure obligations.

Recommendation 4.2

An issuer should make its code of ethics, board and committee charters and the policies recommended in the NZX Code, together with any other key governance documents, available on its website.

Burger Fuel Group’s Code of Ethics, board and committee charters and policies as recommended in the NZX Code and other key documents are available on the Company’s website.

Recommendation 4.3

Financial reporting should be balanced, clear and objective. Financial reporting and integrity remain the responsibility of the Board.

The Audit Committee closely monitors financial reporting in relation to the preparation of the financial statements. The Audit Committee, with the assistance of management, also works to ensure that the financial statements are founded on a sound and effective system of risk management and internal control. After approval by the Audit Committee, the complete set of financial statements and related audit report is submitted to the full Board for approval.

Management makes detailed representations to the Board to assist them in their consideration of the draft financial statements. Burger Fuel Group’s full and half-year financial statements are prepared in accordance with relevant financial standards. The Board remains ultimately responsible for overseeing and reviewing the Company’s audit, risk management and compliance systems to protect the Company’s assets and minimise the possibility of the Company operating beyond legal requirements or beyond acceptable risk parameters.

The Board further oversees the accounting and reporting systems (including the external audit) to ensure that the Company provides continuous disclosure of information to the investment community and that shareholders have all the information available that they may reasonably require to make informed assessments of the Company’s prospects.

Burger Fuel Group is committed to ensuring the integrity and timeliness of its financial reporting, and to providing information to shareholders in a timely manner.

An issuer should provide non-financial disclosure at least annually, including considering environmental, economic and social sustainability factors and practices. It should explain how operational or non-financial targets are measured. Non-financial reporting should be informative, include forward looking assessments, and align with key strategies and metrics monitored by the board.

To assist shareholders to make meaningful investment decisions, in addition, to reporting historical statutory financial information, Burger Fuel Group is committed to providing shareholders with a balanced and understandable assessment of its performance, business model, strategic objectives and progress against meeting those objectives at each earnings announcement and in its full-year reports.

Burger Fuel Group is committed to developing long term value creation. As part of this commitment, Burger Fuel Group's Board is focused on delivering a sustainable future for its business, people, customers and communities by doing what is right.

The Group is assessing its carbon footprint and the future Environmental, Social and Governance (ESG) report.

Climate-related disclosures will be mandatory for large, listed companies (large meaning with a market capitalisation of more than \$60 million). Whilst BFG currently doesn't qualify due to its market capitalisation, our ESG framework remains under development and will continue to be progressed over time.

PRINCIPLE 5 – REMUNERATION “The remuneration of Directors and executives should be transparent, fair and reasonable.”

Recommendation 5.1

An issuer should recommend director remuneration to shareholders for approval in a transparent manner. Actual director remuneration should be clearly disclosed in the issuer's annual report.

Directors' remuneration is paid in the form of directors' fees. The total fee pool available to be paid to directors is subject to shareholder approval.

If a change is proposed, makes that review available to shareholders, who then vote on the proposed remuneration at the applicable annual meeting. Current Directors' remuneration is set out in the statutory information section of the annual report.

Directors are entitled to Directors' fees, reasonable travelling, accommodation and other expenses incurred in the course of performing duties or exercising powers as Directors.

Aggregate fees payable to the Board will not exceed \$180,000 per annum, excluding the Group Chief Executive and Chief Financial Officer/Company Secretary.

Recommendation 5.2

An issuer should have a remuneration policy for remuneration of Directors and officers, which outlines the relative weightings of remuneration components and relevant performance criteria.

The Burger Fuel Group CEO manages the senior management team remuneration and ensures he is attracting, rewarding, and retaining staff with the requisite skills and capabilities to ensure successful business outcomes.

Directors' remuneration is paid in the form of directors' fees and is disclosed in the annual report.

There is currently no Employment Share Option Scheme (ESOP) that governs the award short-term incentives and long-term incentives, its vesting, exercise and rights.

Recommendation 5.3

An issuer should disclose the remuneration arrangements in place for the CEO in its annual report. This should include disclosure of the base salary, short term incentives and long-term incentives and the performance criteria used to determine performance-based payments.

The CEO salary and any benefits are in the annual report, the salary is agreed by the Board's chairman, and this is independently assessed.

There is currently no CEO Share Option Scheme (ESOP) that governs the award short term incentives and long-term incentives, its vesting, exercise and rights.

PRINCIPLE 6 – RISK MANAGEMENT “Directors should have a sound understanding of the material risks faced by the issuer and how to manage them. The Board should regularly verify that the issuer has appropriate processes that identify and manage potential and material risks.”

Recommendation 6.1

An issuer should have a risk management framework for its business and the issuer's board should receive and review regular reports. An issuer should report the material risks facing the business and how these are being managed.

The Audit Committee is responsible for reviewing and monitoring the effectiveness of the Company's risk management and the maintenance of appropriate risk culture within Burger Fuel Group.

It provides the foundation for effective risk management and ensures significant risks and their potential business impacts are identified and assessed in a timely manner. The risk assessment process covers risk identification, analysis and evaluation. The Audit Committee is responsible for reviewing risk capacity and exposure limits (risk appetite) and the alignment of Burger Fuel Group's risk profile within limits set by the Board. The Committee regularly monitors and reviews the Company's material business risks and management of these risks as well as overseeing key risk-related processes and functions.

The Committee reviews with management regularly and with the external auditors on at least an annual basis, the significant risks within the Company's Risk Registers and reviews how they have been assessed and managed.

The Committee also assesses the effectiveness of the related system of internal control in managing the significant risks, having regard to any significant failings or weaknesses in internal control that have been reported and considers whether necessary actions are being taken promptly to remedy any significant failings or weaknesses. In addition, the Committee reviews accounting and financial human resources and succession planning within the Company; the adequacy of insurance at each insurance renewal and recommends to the Board any significant changes to insurance cover; and considers the adequacy of business continuity planning. The Board has ultimate responsibility for Burger Fuel Group's risk management and internal control system. Burger Fuel Group proactively and consistently manages its risk to enhance and protect the Company's value by delivering on our commitment to all stakeholders, pursuing opportunities in an informed way and in line with the Board's risk appetite and by ensuring a safe and secure work environment for all stakeholders.

Recommendation 6.2

An issuer should disclose how it manages health and safety risks and should report on its health and safety risks, performance and management.

Burger Fuel Group measures proactive and reactive measures of health, safety, and wellbeing. These include near miss and new hazard frequency rates, an injury severity frequency rate, and a total recordable injury frequency rate.

To manage these risks, we have a health and Safety officer.

Burger Fuel Group has adopted a Health and Safety Policy that requires Burger Fuel Group's staff and franchisees to take all practicable steps to provide a working environment that promotes health and wellbeing while minimising the potential for risk, personal injury, ill-health or damage.

We are committed to providing and maintaining a safe and healthy working environment for our employees, visitors, and all people using our premises as a workplace.

To enable this, we:

- Set health and safety objectives and performance criteria for all managers and work areas and franchisees and their staff.
- Record all incidents and near misses on our company portal. This includes franchised stores.
- Actively encourage the accurate and timely reporting and recording of all incidents and injuries
- Investigate all reported incidents and injuries to ensure all contributing factors are identified and, where appropriate, plans are developed to take corrective action.
- Actively encourage people to report any pain or discomfort early on.
- Identify all existing and new hazards and take all practicable steps to eliminate, isolate or minimise the exposure to significant hazards
- Ensure all employees are aware of the hazards in their work area and are adequately trained to enable them to perform their duties in a safe manner
- Encourage employee consultation and participation in all matters relating to health and safety
- Promote a system of continuous improvement – this includes reviewing policies and procedures each year.
- The BFG Health and Safety officer runs and organises H&S courses to the BF system which includes Saint John's first aid courses.
- Work together to meet our obligations under the Health and Safety at Work Act 2015, the Health and Safety in Employment Regulations 1995, codes of practice, and any relevant standards or guidelines Every manager, supervisor or foreperson has a responsibility for the health and safety of

employees working under their direction. Every employee is expected to share in this commitment to health and safety in the workplace.

The Board reviews health and safety reports at each Audit Committee and Board meeting and oversees a detailed programme of work to ensure Burger Fuel Group remains compliant with its health and safety obligations under relevant health and safety legislation. Burger Fuel Group is focused on the well-being and mental health of all our people and supporting employees to feel and perform at their best.

Burger Fuel Group supports staff by providing an outsourced globally accessible Employee Assistance Programme (EAP), which is promoted to encourage usage. Head Office and company owned store staff get free sessions and these are confidential sessions.

Burger Fuel Group ensured rigorous health and safety practices throughout the pandemic, which included making swift decisions to close offices, providing personal protective equipment and encouraging social distancing and high levels of hygiene practices when offices and stores did reopen. Burger Fuel Group introduced new heightened levels of communication throughout our organisation while employees were working from home (where possible).

PRINCIPLE 7 – AUDITORS “The board should ensure the quality and independence of the external audit process.”

Recommendation 7.1

The board should establish a framework for the issuer's relationship with its external auditors. This should include procedures

(a) for sustaining communication with the issuer's external auditors;

(b) to ensure that the ability of the external auditors to carry out their statutory audit role is not impaired, or could reasonably be perceived to be impaired;

(c) to address what, if any, services (whether by type or level) other than their statutory audit roles may be provided by the auditors to the issuer;

(d) To provide for the monitoring and approval by the issuer's audit committee of any service provided by the external auditors to the issuer other than in their statutory audit role.

The CFO plays a key role in Burger Fuel Group's relationship with its auditors, and the audit process generally. It is the Audit Committee's responsibility for recommending the appointment of the external auditors to the Board, overseeing the independence and the work of the external auditors;

The Committee meets with Baker Tilly Staples Rodway, our external auditor, during and after the audits and they also have the opportunity to meet with the auditors without management being present.

A representative from Baker Tilly Staples Rodway will attend our annual meeting to answer shareholders' questions. Baker Tilly Staples Rodway confirmed their independence from the Company to the Audit and Risk Committee in March 2022 and in the Annual Report.

Non-audit services performed by Baker Tilly Staples Rodway are closely examined by Management and the Audit Committee prior to engaging Baker Tilly Staples Rodway for these additional services, to ensure that they do not compromise Baker Tilly Staples Rodway's independence.

Burger Fuel Group's auditors carry out their functions independently and without impairment, safeguarding the reliability and credibility of Burger Fuel Group's external financial reporting.

The rotation of Burger Fuel Group's client service partner and the Key Audit Partner (as that term is defined in the NZX Listing Rules) of Burger Fuel Group and its subsidiaries will be required every five years with suitable succession planning to ensure consistency. Those partners are subject to a mandatory two-year stand-down period to be completed before those partners can next be engaged by Burger Fuel Group.

Recommendation 7.2

The external auditor should attend the issuer's Annual Meeting to answer questions from shareholders in relation to the audit.

Baker Tilly Staples Rodway, as external auditor, shall be invited to the Company's annual shareholders' meeting, and will be available to answer any questions from shareholders in relation to the audit.

Recommendation 7.3

Internal audit functions should be disclosed.

Burger Fuel Group does not have a dedicated internal auditor, instead, internal controls are managed on a day-to-day basis by the finance team. Compliance with internal controls is reviewed annually by Burger Fuel Group's auditor. The Board and finance team regularly consider how Burger Fuel Group can improve its internal audit and risk management practices.

PRINCIPLE 8 – SHAREHOLDER RIGHTS & RELATIONS “The board should respect the rights of shareholders and foster constructive relationships with shareholders that encourage them to engage with the issuer.”

Recommendation 8.1

An issuer should have a website where investors and interested stakeholders can access financial and operational information and key corporate governance information about the issuer.

The Investor Centre on our website <https://www.burgerfuel.com/nz/investor-relations> is the primary information channel for shareholders. It includes annual and interim reports, links to investor presentations, BFG company constitution and other news.

Recommendation 8.2

An issuer should allow investors the ability to easily communicate with the issuer, including providing the option to receive communications from the issuer electronically.

Contact information for the investor relations team is on the contacts page of our website. We aim to respond to all enquiries in a timely manner. Shareholders can elect to receive Burger Fuel Group communications either electronically or via mail. Our share registry (Computershare) manages this process.

Recommendation 8.3

Quoted equity security holders should have the right to vote on major decisions which may change the nature of the issuer in which they are invested.

Our Constitution, the Companies Act 1993 and the NZX Listing Rules afford shareholders the right to vote on certain matters affecting Burger Fuel Group.

Shareholders can vote at any meeting of shareholders in person (when possible due to Covid restrictions) or by using a proxy or representative. Each shareholder, by proxy or by their representative has one vote (for each fully paid Share).

Recommendation 8.4

If seeking additional equity capital, issuers of quoted equity securities should offer further equity securities to existing equity security holders of the same class on a pro rata basis, and on no less favourable terms, before further equity securities are offered to other investors.

The Board is responsible for considering the interests of all existing equity holders when assessing their capital raising options. Burger Fuel Group has not sought additional equity capital since listing on the NZX to the current period.

Recommendation 8.5

The board should ensure that the notices of annual or special meetings of quoted equity security holders is posted on the issuer's website as soon as possible and at least 20 working days prior to the meeting.

The Company will hold its annual meeting of Shareholders around August each year. A Notice of Meeting will be issued at least 20 working days before the meeting. A transcript of the meeting will be made available afterwards on the NZX following the meeting.