

Finaccess Restauración, S.L.
Antonio Maura 8 1 A
Madrid 28014
Spain

To: The holders of the remaining ordinary shares in Restaurant Brands New Zealand Limited

26 November 2025

Compulsory acquisition notice under Part 7 of the Takeovers Code in respect of ordinary shares in Restaurant Brands New Zealand Limited

Background

On 14 October 2025, Finaccess Restauración, S.L. (**Finaccess**) made a full offer under the Takeovers Code to purchase all of the fully paid ordinary shares (**Shares**) in Restaurant Brands New Zealand Limited (**Restaurant Brands**) that it did not already hold at a price of \$5.05 per Share (the **Offer**).

On 6 November 2025, as a result of acceptances of the Offer, Finaccess became the holder or controller of 90% or more of the voting rights in Restaurant Brands. Finaccess announced on that day that it had become the "dominant owner" of Restaurant Brands for the purposes of the compulsory acquisition provisions of the Takeovers Code. The offer period for the Offer ended on 25 November 2025.

Finaccess is now exercising its compulsory acquisition rights under Part 7 of the Takeovers Code.

Return of the Transfer Form

This notice is accompanied by an instrument of transfer (the **Transfer Form**).

You may return the completed Transfer Form by email, post or delivery to the following addresses, so as to be received by Finaccess no later than 11:59pm on Wednesday 17 December 2025 (being 15 working days after the date on which this notice is sent):

By email:

Email a scanned copy to:
tkoacceptances@computershare.co.nz

If you do this, please use "RBD Transfer Form" as the subject line of the email for easy identification.

By post:

Finaccess Restauración, S.L.
c/- Computershare Investor Services Limited
Private Bag 999045
Victoria Street West
Auckland 1142
New Zealand

By hand delivery:

Finaccess Restauración, S.L.
c/- Computershare Investor Services Limited
Level 2, 159 Hurstmere Road,
Takapuna,
Auckland, 0622

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Payment of consideration

If you return the completed Transfer Form to Finaccess by 11:59pm on Wednesday 17 December 2025, Finaccess will pay you the consideration of \$5.05 per Share within 5 working days after Finaccess receives the completed Transfer Form in the following manner:

- (a) unless paragraphs (b), (c) or (d) apply, you will be paid by way of electronic funds transfer to a New Zealand dollar account with a New Zealand registered bank specified by you in your Transfer Form;
- (b) if your shares are held on the ASX, you will be paid by way of cheque in Australian dollars;
- (c) if:
 - (i) your shares are held on the NZX; and
 - (ii) your registered address is not in New Zealand,

you can elect to be paid by electronic funds transfer in a currency other than New Zealand dollars using InvestorPay by following the requirements for such a payment set out in the Transfer Form; and

- (d) if:
 - (i) your shares are held on the NZX;
 - (ii) paragraph (c) above does not apply; and
 - (iii) you do not specify a New Zealand dollar account with a New Zealand registered bank in your Transfer Form,

we may choose to pay you by electronic funds transfer to any existing New Zealand dollar account that you have advised to Computershare (such as for dividend payments) which is known by us.

If you wish to be paid the consideration in an alternative manner to the options set out above, please contact Computershare. You can find Computershare's details at the bottom of your Transfer Form.

If the Transfer Form is not returned

If you do not return the completed Transfer Form to Finaccess by 11:59pm on Wednesday 17 December 2025, then Finaccess will, by Wednesday 24 December 2025 (being 5 working days after the expiry of the 15 working day period referred to above):

- (a) deliver to Restaurant Brands the consideration of \$5.05 per Share for all Shares which Finaccess does not already hold in respect of which a Transfer Form has not been returned to Finaccess; and
- (b) send to Restaurant Brands an instrument of transfer for those Shares, executed on behalf of the holders of those Shares by Finaccess or its agent (as Finaccess is required to do under the Takeovers Code).

Any consideration received by Restaurant Brands under paragraph (a) must be held by Restaurant Brands in trust for the relevant outstanding Restaurant Brands shareholders until it is claimed, in an interest-bearing trust account with a registered bank. Those Restaurant Brands shareholders for whom the consideration relating to their shares in Restaurant Brands is paid to Restaurant Brands may claim that consideration directly from Restaurant Brands.

Currency conversion

The consideration payable to you under the compulsory acquisition process is in New Zealand dollars. Where payment is made in a currency other than New Zealand dollars, this will involve a conversion of New Zealand dollars into a different currency at the time of payment. Any such conversion is solely at your own risk. You will be responsible for any applicable costs, exchange rate spread and fees associated with that conversion, and you agree that we can deduct these costs from the amount payable to you. We will not be responsible for, or have any liability in connection with, any currency conversion or any fees or other costs that you are required to pay, or which are deducted from the amount payable to you in connection with facilitating the payment to you in a currency other than New Zealand dollars (including the exchange rate which applied).

Information required by Rule 55 of the Takeovers Code

The details required to be stated in this notice by Rule 55 of the Takeovers Code are set out below:

- (a) Finaccess holds or controls 90% or more of the voting rights in Restaurant Brands;
- (b) all outstanding shareholders in Restaurant Brands must sell their Shares in Restaurant Brands to Finaccess;
- (c) the consideration to be provided for those outstanding Shares in Restaurant Brands is \$5.05 per Share in cash, which is the same as the consideration payable by Finaccess under the Offer;
- (d) all outstanding shareholders in Restaurant Brands have the right to sell their shares to Finaccess and be paid for those shares in accordance with Part 7 of the Takeovers Code;
- (e) the date on which this notice is sent is 26 November 2025;
- (f) this notice is accompanied by the Transfer Form for the transfer to Finaccess of all Shares in Restaurant Brands held by you; and
- (g) the Transfer Form should be completed, signed and returned to Finaccess, in accordance with the instructions set out above, so as to be received by Finaccess no later than 11:59pm on Wednesday 17 December 2025.

Interpretation

In this notice, all sums of money referred to are in New Zealand currency and all time references are to New Zealand times.

Yours faithfully,

Finaccess Restauración, S.L.



Rafael Gordon Arce

Director

Finaccess Restauración, S.L.

cc. **Restaurant Brands New Zealand Limited**
Level 3, Building 7, Central Park,
666 Great South Road, Penrose,
Auckland 1640

cc. **The Takeovers Panel**
Level 3, Solnet House
70 The Terrace
Wellington 6011
By email: takeovers.panel@takeovers.govt.nz

cc. **NZX Limited**
Level 2, NZX Centre
11 Cable Street
PO Box 2959
Wellington
By email: announce@nzx.com

cc. **Registrar of Companies**
Private Bag 92061
Victoria Street West
Auckland 1142
By email: processing@companiesoffice.govt.nz

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INSTRUMENT OF TRANSFER FORM

**COMPULSORY ACQUISITION OF SHARES IN RESTAURANT BRANDS NEW ZEALAND LIMITED (Target)
BY FINACCESS RESTAURACIÓN, S.L. (Finaccess)**

Shareholder/Seller ("you"):	Consideration	\$5.05 (NZD)
<Mailing Name> <Address Line 1> <Address Line 2> <Address Line 3> <Address Line 4> <Address Line 5>	Number of Target Shares Held	<No. of Shares>
	CSN/Holder Number/SRN/HIN	<CSN>
	Register/Sub Register	<Register>

<Holder Name>

PLEASE REFER TO THE INSTRUCTIONS OVERLEAF FOR DIRECTIONS ON HOW TO COMPLETE THIS TRANSFER FORM (the Transfer Form)

Electronic transfer details (NZX Shareholders Only)

Account name:

New Zealand dollar account with a New Zealand registered bank: - - -

Note: If your desired account is not a New Zealand dollar account with a New Zealand registered bank, or if the details that you provide are not sufficient to effect an electronic funds transfer to your desired account, we may choose to pay you by electronic funds transfer to any existing New Zealand dollar account that you have advised to Target's share registrar (such as for dividend payments) which is known by us. Neither we nor Computershare have any responsibility to verify any such details. Your bank may charge you fees in relation to receipt of an electronic transfer.

OR

Paypal Service (NZX Shareholders outside of New Zealand only)

I instead intend to use the currency conversion service referred to in paragraph 8 below

Note: If you hold your Shares on the ASX, you will be paid by Australian dollar cheque.

For personal use only

By signing this form you hereby:

- (a) irrevocably agree to transfer all the shares you hold in the Target (**Shares**) to Finaccess, subject to the terms and conditions of the compulsory acquisition notice sent to Target shareholders on 26 November 2025 (the **Notice**);
- (b) authorise, represent and warrant as set out in clauses 3.8 and, if applicable, 3.9 of the offer document dated 14 October 2025 from Finaccess to the Target's other shareholders (in each case with any modifications necessary to reflect the Notice);
- (c) appoint Finaccess as your attorney and agent as set out in this form. See paragraph 2 below for more details.

Dated and signed the _____ day of _____ 2025

SIGNATURE(S) FOR AN INDIVIDUAL/JOINT HOLDER/ATTORNEY	SIGNATURE(S) FOR A COMPANY

JOINT HOLDERS: If the Shares are registered in the names of joint holders, **all holders** must sign the form.

Email Address

Contact Number

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Note that if this Transfer Form is signed under a power of attorney, the attorney must complete the certificate of non-revocation set out below.

CERTIFICATE OF NON-REVOCAION OF POWER OF ATTORNEY

IF SIGNING UNDER POWER OF ATTORNEY THE ATTORNEY(S) SIGNING MUST SIGN THE FOLLOWING CERTIFICATE OF NON-REVOCAION OF POWER OF ATTORNEY

I/WE

(Insert name of Attorney(s) signing)

of

(Address and Occupation)

HEREBY CERTIFIES:

- (a) that by a Power of Attorney dated the _____ day of _____ the Shareholder named and described on the face of this form (the **Donor**) appointed me/us his attorney on the terms and conditions set out in that Power of Attorney, which terms authorise me to sign this Transfer Form;
- (b) that I/we have executed the form printed on the face of this document as attorney under that Power of Attorney and pursuant to the powers thereby conferred upon me/us; and
- (c) that at the date hereof I/we have not received any notice or information of the revocation of that Power of Attorney by the death (or winding up) of the Donor or otherwise.

Signed at _____ this _____ day of _____ 2025

Signature of Attorney(s)

NOTE: Your signature does not require witnessing.

NOTES AND INSTRUCTIONS FOR COMPLETION

1. TO RETURN THE TRANSFER FORM:

- (a) Insert the date of signing in the space provided. Please ensure that all details on this form are correct. Please alter this form if required.
- (b) Sign this form where marked "Your Signature(s)". Companies must sign in accordance with the Companies Act 1993 or other applicable law.
- (c) Unless you hold your Shares on the ASX (and will therefore be paid by Australian dollar cheque), please provide details of your New Zealand dollar bank account or contact Computershare in accordance with paragraph 8 to arrange for payment to a non-New Zealand dollar bank account (for NZX shareholders outside of New Zealand only).

2. POWER OF ATTORNEY IN FAVOUR OF FINACCESS: By signing the front of this form, you hereby enter into a power of attorney in favour of Finaccess as follows:

As from the time of beneficial ownership, and title, to my/our Shares passing to Finaccess in accordance with the terms of the Notice, I/we irrevocably authorise and appoint Finaccess (with power of substitution by Finaccess in favour of such person(s) as Finaccess may appoint to act on its behalf) as my/our attorney and agent to act for me/us and to do all matters of any kind or nature whatsoever in respect of or pertaining to the Shares referred to above and all rights and benefits attaching to them as Finaccess may think proper and expedient and which I/we could lawfully do or cause to be done if personally acting, including the transfer of shares to any person or persons whatsoever, the appointment of a proxy or proxies for any meeting of the shareholders of Target, attendance in person at, and voting at, such meeting, application to any court whatsoever and execution of all documents in my/our name(s) which Finaccess may consider necessary for all or any of the foregoing purposes.

3. **JOINT HOLDERS:** If the Shares are registered in the names of joint holders, all holders must sign the form.
4. **SHARES HELD BY NOMINEES:** If your Shares are held through a nominee, advise your nominee that you wish to sell all your Shares and instruct it to complete, sign and return this form to us in accordance with the instructions contained in it.
5. **SIGNING BY POWER OF ATTORNEY:** If the form is signed under a power of attorney, both a copy of the relevant power of attorney must be submitted with the form and the certificate of non-revocation printed above must be completed by the party holding the power of attorney and signing the form.
6. **ON COMPLETION:** Either email, mail or hand deliver this form as provided for below as soon as possible, but in any event so as to be received by us not later than 11.59 pm on 17 December 2025.
 - (a) **EMAIL:** Scan the signed Transfer Form (together with a copy of any relevant power of attorney) and email to Finaccess, c/- Computershare Investor Services Limited at tkoacceptances@computershare.co.nz. Please type "RBD Transfer Form" in the subject line.
 - (b) **MAIL:** Place the signed Transfer Form (together with a copy of any relevant power of attorney) and send by post to the following address:

Finaccess Restauración, S.L.
c/- Computershare Investor Services Limited
Private Bag 999045
Victoria Street West
Auckland 1142
New Zealand

- (c) **HAND DELIVERY:** Hand deliver the signed Transfer Form (together with a copy of any relevant power of attorney) to:

Finaccess Restauración, S.L.
c/- Computershare Investor Services Limited
Level 2
159 Hurstmere Road
Takapuna
Auckland 0622
New Zealand

NOTE: These offices are only open on weekdays during normal business hours.

Shareholders resident outside New Zealand are encouraged to return the Transfer Form by email.

7. **PREVIOUS SALE:** If you have sold all your Shares, you should immediately hand this form, together with the Notice, to the purchaser or agent through whom the sale was made, to be passed on to the purchaser.
8. **PAYPAL SERVICE (for NZX Shareholders outside of New Zealand only):**
- (a) Computershare offers a service to enable the New Zealand dollar consideration to be converted and paid electronically in certain other currencies. If your registered address is not in New Zealand and you wish to use this service, please contact Computershare (as detailed below). **Please note that this is a service offered solely by Computershare and does not form part of the compulsory acquisition process. We take no responsibility for, nor endorse or have any liability in respect of, the use of this service by you. Any currency conversion is undertaken at your own risk.**
- (b) *Payment in foreign currencies:* If you hold your shares on the NZX, live outside of New Zealand and would like your New Zealand dollar consideration to be converted and paid electronically in a foreign currency, please contact Computershare directly to request payment in a foreign currency. This service would be provided by PayPal Pte. Ltd (**PayPal**) utilising their subsidiary Hyperwallet Systems Inc and Computershare's product is referred to as InvestorPay. Once you have made this request to Computershare, you will be sent Computershare's terms and conditions for using the service, and a list of frequently asked questions (which includes details of the fees and the spread charge you will be charged for the service by Computershare and PayPal). Computershare will then arrange for PayPal to contact you in relation to the currency conversion service (once payment has been made).
- If that service is not acceptable to you, you will need to advise Computershare of a New Zealand dollar account with a New Zealand registered bank so payment can be made to you by electronic transfer in New Zealand dollars. If the service is not acceptable to you and you are not able to provide a New Zealand dollar account with a New Zealand registered bank, we may choose to pay you by electronic funds transfer to any existing New Zealand dollar account that you have advised to Computershare (such as for dividend payments) which is known to us. If we choose to make payment to you in this manner, we are not obliged to notify you that we have done so and we will have no liability to you for our choice to do so.
- The costs associated with using any such service (in the form of fees or any spread charge), which will be deducted by Paypal from the consideration that would otherwise be payable to you, and the relevant exchange rate that will apply will be a matter between you and Computershare and PayPal (should you elect to use this service). We do not guarantee that PayPal will be able to provide any such service referred to in this paragraph 8(b).**
- (c) *Timing for payments:* If you elect to use the currency conversion services outlined under paragraph 8(b) above, the timing for determining when we make payment to you will be when Computershare has paid your consideration in New Zealand dollars to PayPal. Any subsequent delay by PayPal in making payment to you, or the non-payment of the relevant consideration to you by PayPal, is entirely at your sole risk.

9. **VALID RETURN OF THE TRANSFER FORM:** Because of the need for the consideration to be paid electronically (except if you hold your Shares on the ASX, in which case you will be paid in Australian dollar cheque), you will not have validly returned the Transfer Form until:
- (a) you have provided Computershare with details of your New Zealand dollar account with a New Zealand registered bank; or
 - (b) for NZX Shareholders outside of New Zealand only, if you wish for your New Zealand dollar consideration to be converted and paid electronically in a foreign currency in accordance with paragraph 8 above (and such a service is provided):
 - (i) you have contacted Computershare and subsequently agreed to use InvestorPay for payment to be made to you; and
 - (ii) Paypal has provided us with its valid New Zealand dollar bank account for the purpose of making payment; or
 - (c) if paragraphs 9(a) or 9(b) above do not apply, we have chosen to pay you by electronic funds transfer to any existing New Zealand dollar account that you have advised to Computershare (such as for dividend payments) which is known by us.

Note: Except if you hold your Shares on the ASX, if you have returned this form but have not provided the information outlined under paragraph 9(a) or 9(b) above, as applicable, your return of the Transfer Form will not be valid until that information has been provided or we have chosen to pay you in the manner described in paragraph 9(c) above.

10. **ALTERNATIVE METHOD OF SETTLEMENT:** If you wish to be paid the consideration in an alternative manner to the options set out above, please contact Computershare. You can find Computershare's details at the bottom of this form.
11. **CURRENCY CONVERSION:** The consideration payable to you under compulsory acquisition is in New Zealand dollars. Where payment is made in a currency other than New Zealand dollars, this will involve a conversion of New Zealand dollars into a different currency at the time of payment. Any such conversion is solely at your own risk. You will be responsible for any applicable costs, exchange rate spread and fees associated with that conversion and you agree that these costs will be deducted from the amount payable to you. We will not be responsible for, or have any liability in connection with, any currency conversion or any fees or other costs that you are required to pay, or which are deducted from the amount payable to you in connection with facilitating the payment to you in a currency other than New Zealand dollars (including the exchange rate which applied).
12. **INTERPRETATION:** Capitalised terms used but not otherwise defined in this form have the meanings given to them in the Notice dated 26 November 2025.

IF YOU ARE IN ANY DOUBT ABOUT THE PROCEDURES FOR RETURNS OF THE TRANSFER FORM, PLEASE TELEPHONE COMPUTERSHARE INVESTOR ENQUIRIES ON 0800 991 101 (TOLL FREE WITHIN NEW ZEALAND) or +64 9 488 8794 OR FOR AUSTRALIAN HOLDERS, 1800 501 366 (TOLL FREE WITHIN AUSTRALIA) or +61 3 9415 4083, BETWEEN 8:30AM to 5:00PM MONDAY TO FRIDAY (NZT)