



Cooks Global Foods Limited Rights Issue Offer Document

Dated 7 December 2021

NOT FOR RELEASE TO U.S. WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES.

This is an important document. You should read the whole document before deciding whether to subscribe for shares. If you have any doubts about what to do, please consult your financial or legal adviser.

IMPORTANT INFORMATION

Apply online at <https://cooksglobalfoods.capitalraise.co.nz> by 5:00pm on 17 December 2021

General information

This document has been prepared by Cooks Global Foods Limited (*Cooks*) in connection with a 1 for 2 renounceable rights offer of new ordinary shares to Eligible Shareholders. The Offer is made under the exclusion in clause 19 of Schedule 1 of the Financial Markets Conduct Act 2013 (the *FMCA*).

This document is not a product disclosure statement for the purposes of the *FMCA* and does not contain all of the information that an investor would find in a product disclosure statement, or which may be required in order to make an informed investment decision about the Offer or Cooks

Additional information available

Cooks is subject to continuous disclosure obligations under the NZX Main Board Listing Rules. Further information relating to the Rights Offer can also be found in Cooks' recent market announcements, particularly the Information Memorandum released on or about 7 December 2021, and most recent financial statements, which can be accessed online at www.nzx.com under the ticker code **CGF**.

Cooks may, during the period of the Offer, make additional releases to the NZX. To the maximum extent permitted by law, no release by Cooks to the NZX will permit an applicant to withdraw any previously submitted application without Cooks' prior consent.

We encourage you to read this document and the Information Memorandum and to seek investment advice from a suitably qualified professional adviser before you consider investing.

Offering restrictions

No action has been taken to permit a public offering of the New Shares in any jurisdiction outside New Zealand, Australia, the United Kingdom, or Ireland. The Offer may also be made and accepted in such other places where a shareholder satisfies Cooks that the Offer can lawfully be made and accepted. However, shareholders in the United States are not eligible to participate in the Rights Offer. Similarly, shareholders (including trustees, Custodians and nominees) who hold Shares on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the Rights Offer on behalf of those persons.

The distribution of this document (including an electronic copy) in a jurisdiction outside the Offer Jurisdictions may be restricted by law and persons who come into possession of it (including nominees, trustees or custodians) should seek advice on and observe any such restrictions.

No person may subscribe for, purchase, offer, sell, distribute or deliver New Shares, or be in possession of, or distribute to any other person, any offering material or any documents in connection with the New Shares, in any jurisdiction unless in compliance with all applicable laws and regulations. Without limiting the foregoing, this document may not be sent to or distributed in the United States.

This document does not constitute an offer to sell, or the solicitation of an offer to buy, any Shares in the United States. The Shares to be offered and sold under this Offer have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States or to any person acting for the account or benefit of a person in the United States except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws.

No Guarantee

There is no guarantee that the Offer will proceed nor any guarantees about the future performance of Cooks or any return on any investment made under this document.

Decision to participate in the Offer

The information in this document does not constitute financial product advice or a recommendation to acquire New Shares. This document has been prepared without taking into account the investment objectives, financial, or taxation situation or particular needs of any applicant or investor.

Forward Looking Statements

This document contains certain statements that relate to the future. Such forward looking statements are not a guarantee of future performance and involve known and unknown risks, uncertainties, assumptions and other factors, many of which are beyond the control of Cooks and which may cause the actual results, performance or achievements of Cooks to differ materially from those expressed or implied by such statements.

Under no circumstances should you regard the inclusion of forward looking statements in this document as a guarantee of future performance.

The statements, although made in good faith, involve known and unknown risks, uncertainties and assumptions, many of which are beyond Cooks' control.

Privacy

Any personal information provided by Eligible Shareholders online will be held by Cooks and/or Link at the addresses set out in the Directory. This information will be used for the purposes of administering your investment in Cooks and will be disclosed to third parties only with your consent

or if required by law. Under the Privacy Act 2020 (New Zealand), you have the right to access and correct any personal information held about you.

Dividend Policy

The directors have adopted a policy that there will be no dividend payments or other distributions made for the foreseeable future. Instead, any surplus funds will be used to fund immediate and future growth opportunities.

Enquiries

Enquiries about the Offer can be directed to an NZX Firm or your financial or legal adviser. If you have any questions about your entitlement, or how to apply online, please contact Link.

Times

All references to time in this document are to New Zealand time.

Defined terms

Capitalised terms used in this Offer booklet have the specific meaning given to them in the Glossary at the back of this Offer booklet or in the relevant section of this Offer booklet.

7 December 2021

Dear shareholders

Cooks Global Foods rights issue

On behalf of the directors of Cooks Global Foods Limited (Cooks), we are pleased to offer eligible shareholders the opportunity to participate in our renounceable rights issue at an issue price of 3 cents per share. The Rights will not be quoted on the NZX.

Cooks is undertaking this capital raise to allow the company to strengthen its balance sheet by repaying interest bearing debt and creating a platform for the next stage of growth. This, alongside the recently announced milestone of delivering positive EBITDA for the first 6 months of the financial year sets the business up to continue to grow in the strategic UK and Ireland markets. Assuming we raise the funds sought, we will be able to deliver sustainable ongoing profits, without the burden the interest expense arising from our historic borrowings.

With the recent covid related impact on the business largely behind us as vaccinations provide high levels of protection against the impacts of the virus, we look forward to the next stage of sustainable growth through organic increases in customers and store numbers and where value creating, strategic acquisitions.

Eligible shareholders are entitled to take up 1 New Share for every 2 Existing Shares held, and to apply for additional shares at that price. Eligible shareholders have until 5:00pm on 17 December 2021 to apply at the following link: <https://cooksglobalfoods.capitalraise.co.nz>.

I intend to convert at least \$1.8 million of interest bearing debt into Shares through the rights issue and invite all shareholders to join me in supporting the offer.

Shareholders who choose not to take up their Rights will have their percentage shareholding diluted.

In addition, the directors plan to place any shortfall in the rights issue with new investors at the same price as this rights issue. We are seeking to raise up to \$8 million through the rights issue and anticipated shortfall. We are particularly pleased to give our current shareholders the opportunity to participate by applying for additional Shares over and above their Entitlement at the same price as the offer.

This document and the Information Memorandum set out important information about the Company and the Offer. Before making your investment decision, I encourage you to read these documents in full and also to consider the information disclosed by Cooks to NZX and other information available at www.nzx.com under the ticker code "CFG". If you are in doubt as to what you should do, you should consult your financial or professional adviser or an NZX Broker.

Best Regards

Keith Jackson
Executive Chairman

Cooks Global Foods Limited

KEY TERMS OF THE OFFER

The Offer	A pro-rata renounceable rights issue of 1 New Share for every 2 Existing Shares held on the Record Date
Eligible Shareholder	Shareholders with registered addresses in the Offer Jurisdictions on the Record Date
Issue price	3 cents per New Share
Offer Size	While in theory \$9.4 million could be raised, the Company is targeting to raise up to \$8 million through the Offer or through placement of the shortfall in acceptances of the Offer. In the event the Company receives subscriptions for more than \$8 million, it reserves the right to issue additional Shares.
Oversubscriptions	If you accept your entitlement in full, you may apply for any number of Additional New Shares pursuant to the Oversubscription Facility
Shares currently on issue	627,833,831 Shares quoted on the NZX Main Board
Maximum number of New Shares being offered	313,916,916 New Shares
When to apply	Applications must be received by 5.00pm on the Closing Date (17 December 2021, unless extended).
How to apply	Application may be made online at https://cooksglobalfoods.capitalraise.co.nz . To complete an online application, you will be required to enter your CSN/Holder number and an entitlement number. Payment for applications made online must be made by direct debit or for holders outside New Zealand by direct credit. Alternatively Eligible Shareholders due any debt from the Company may offer to set-off some or all of their subscription obligation against some or all of the debt due to them by notice in writing to the Company.

While participation in the Offer is optional, if Eligible Shareholders choose not to take up the Offer their shareholdings will be diluted.

IMPORTANT DATES

Announcement of the Offer	26 November 2021
Record Date for determining eligibility	5.00pm on 6 December 2021
Opening Date and mailing/emailing of Offer documentation	7 December 2021
Closing Date (last day for online applications with payment), unless extended	5.00pm on 17 December 2021
Allotment and issue of New Shares	22 December 2021
Quotation of New Shares	22 December 2021
Statements despatched	22 December 2021

These dates are subject to change and are indicative only. Cooks reserves the right to amend this timetable (including by extending the Closing Date) subject to applicable laws and rules of the NZX Main Board. Cooks reserves the right to withdraw the Offer and issue New Shares at any time before the Issue Date in its absolute discretion.

TERMS AND CONDITIONS

1 The Offer

The Offer is an offer of New Shares in Cooks to Eligible Shareholders under a pro-rata renounceable rights issue. Under the Offer, Eligible Shareholders are entitled to subscribe for 1 New Share for every 2 Existing Shares held on the Record Date (with any fractional entitlements rounded up) and may apply for Additional New Shares pursuant to the Oversubscription Facility.

The New Shares are of the same class as (and rank equally with) Cooks' Existing Shares which are quoted on the NZX Main Board. Cooks will take any necessary steps to ensure that the New Shares are, immediately after the issue, quoted. The maximum number of New Shares being offered under the Offer is 313,916,916.

The Rights will not be quoted on the NZX Main Board.

2 Issue Price

The Issue Price is 3 cents per New Share. The Issue Price must be paid in full on application online at <https://cooksglobalfoods.capitalraise.co.nz> by 5:00pm on 17 December 2021. Cooks may accept late Applications and Application Monies, but has no obligation to do so. Cooks may accept or reject (at its discretion) any online application which it considers is not completed correctly, and may correct any errors or omissions on any online application.

If an Eligible Shareholder fails to accept any New Shares and pay the associated Application Monies by the Closing Date (5.00pm on 17 December 2021, unless extended), their Rights will lapse.

As required by the Listing Rules, if Cooks receives, before the Closing Date, a renunciation and an acceptance in respect of the same Right(s), the renunciation shall be given priority to the acceptance.

Application monies received will be held in a trust account with Link until the corresponding New Shares are allotted or the application monies are refunded. Interest earned on the application monies will be for the benefit, and remain the property, of Cooks and will be retained by Cooks whether or not the issue of New Shares takes place. Any refunds of application monies will be made within 5 Business Days of the issue of New Shares (or such earlier date that the decision not to proceed with the Offer is made).

3 Eligibility

The Offer is only open to Eligible Shareholders, being those persons with registered addresses in the Offer Jurisdictions (or as Cooks may otherwise determine in compliance with applicable laws), who are registered as Shareholders at the Record Date.

4 Oversubscription Facility

Eligible Shareholders who accept their full Entitlement may also apply for Additional New Shares (in excess of

their Entitlement) at the Issue Price pursuant to the Oversubscription Facility. Applicants may apply for any number of Additional New Shares, but there is no guarantee that Applicants will be allocated any or all of the Additional New Shares for which they apply.

No applicant for Additional New Shares will be allocated any greater number of Additional New Shares than the number for which they have applied and paid.

Cooks may scale the Oversubscription Facility applications in such manner as the directors consider equitable and in the interests of Cooks. The directors' decision on scaling will be final.

5 Opening and Closing Dates

The Offer will open for receipt of acceptances on 7 December 2021 (the "Opening Date"). The last day for receipt of applications made online with payment (or by an Eligible Shareholder making an offer in writing to set-off their subscription obligation in whole or in part against any debt due from the Company to that Eligible Shareholder) is 5.00pm on 17 December 2021, unless extended (the "Closing Date"), subject to Cooks varying those dates in accordance with the NZX Main Board Listing Rules.

6 Issue of New Shares

New Shares are expected to be allotted and issued on 22 December 2021 (the "Issue Date").

In the event that the Offer is extended, Cooks reserves the right to issue New Shares on or about 22 December 2021, and weekly thereafter as any further applications are received, until the date up to 5 business days after any extended closing date.

Statements for New Shares will be issued and mailed in accordance with the Listing Rules.

7 Terms and Ranking of New Shares

New Shares allotted and issued will be fully paid and will be the same class as (and rank equally in all respects with) other Shares on issue that are quoted on the NZX Main Board on the Issue Date. They will give the holder the right to one vote on a resolution at a meeting of shareholders (subject to any restrictions in Cooks' constitution or the Listing Rules), the rights to dividends authorised by the Board and the right to a proportionate share in any distribution of surplus assets of Cooks on any liquidation.

8 Partial acceptance

If you are an Eligible Shareholder, you are not required to subscribe for all of the New Shares to which you would be entitled under the Offer. You may subscribe for a proportion of your New Shares or allow your Entitlement to lapse.

9 Minimum amount raised

There is no minimum amount that must be raised for the Offer to proceed.

10 **NZX Main Board Quotation**

The New Shares have been accepted for quotation by NZX and will be quoted upon completion of allotment procedures. The NZX Main Board is a licensed market operated by NZX, which is a licensed market operator regulated under the FMCA.

NZX accepts no responsibility for any statement in this Offer document.

11 **No Rights trading**

The Rights will not be quoted on the NZX Main Board and accordingly there will be no established market for Rights. If you wish to sell your rights privately to a buyer you identify, you should contact Link (see Directory) to request a Security Renunciation Form.

12 **Compliance with Takeovers Code**

To enable compliance with the Takeovers Code, to the extent permitted by all applicable laws shareholders may give an instruction to Cooks in writing to reclassify some of their existing Shares or some of the New Shares issued to them as non-voting shares having the same terms as unlisted non-voting shares (being shares having the same right as ordinary shares except that they will not be quoted, will not carry any voting rights, and may be reclassified as ordinary shares by notice in writing to Cooks).

13 **NZX Listing Rules**

The issue of New Shares under the Offer up to is being undertaken under NZX Listing Rule 4.3.1(a) (Pro-rata issue) and 4.4 (Rules applicable to pro-rata issues).

In addition, the directors plan to place the shortfall in the rights issue with new investors at the same price as this rights issue in accordance with NZX Listing Rule 4.4.

14 **Amendments to the Offer and waiver of compliance**

Notwithstanding any other term or condition of the Offer, Cooks may, at its discretion:

- make non-material modifications to the Offer on such terms and conditions it thinks fit (in which event applications for Shares under the Offer will remain binding on the applicant notwithstanding such modification and irrespective of whether an application was received by the Link before or after such modification is made); and/or
- suspend or terminate the Offer at any time prior to the issue of the Shares under the Offer (including by reviewing the timetable for the Offer). If the Offer is terminated, application monies will be refunded to applicants without interest within 5 business days of termination.

Cooks reserves the right to waive compliance with any provision of these terms and conditions.

Cooks will notify NZX of any waiver, amendment, variation, suspension, withdrawal or termination of the Offer.

15 **Governing Law**

These terms and conditions shall be governed by and construed in accordance with the laws of New Zealand.

GLOSSARY

“**Additional New Shares**” means New Shares which an Applicant applies for over and above their Entitlement under the Oversubscription Facility.

“**Business Day**” has the meaning given to that term in the Listing Rules.

“**Closing Date**” means 5.00pm on 17 December 2021 (unless extended beforehand by notice in writing to NZX).

“**Cooks**” means Cooks Global Foods Limited (New Zealand company number 2089337).

“**Eligible Shareholder**” means a Shareholder of Cooks with a registered address in the Offer Jurisdictions, as at the Record Date.

“**Entitlement**” means the number of Rights to which Eligible Shareholders are entitled.

“**Existing Share**” means a fully paid share in Cooks on issue on the Record Date.

“**Information Memorandum**” means the information memorandum published in connection with the Rights Offer and Placement on or about 7 December 2021.

“**Issue Date**” means 22 December 2021.

“**Issue Price**” means 3 cents per New Share.

“**Link**” means Link Market Services Limited.

“**Listing Rules**” means the NZX listing rules, as amended from time to time and for so long as Cooks is listed by NZX.

“**New Share**” means an ordinary share in Cooks offered under the Offer of the same class as (and ranking equally in all respects with) Cooks’ quoted Existing Shares at the time of the issue of the New Shares.

“**NZX**” means NZX Limited.

“**NZX Main Board**” means the main board equity security market operated by NZX.

“**NZX Firm**” means any entity designated as an NZX Firm under the Participant Rules of NZX.

“**Offer**” means the offer to subscribe for New Shares to Eligible Shareholders as at the Record Date, pursuant to this document.

“**Offer Jurisdictions**” means New Zealand, Australia, the United Kingdom, Ireland, and such other places where a shareholder satisfies Cooks that the Offer can lawfully be made and accepted. However, shareholders in the United States are not eligible to participate in the Rights Offer. Similarly, shareholders (including trustees, Custodians and nominees) who hold Shares on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are

not eligible to participate in the Rights Offer on behalf of those persons.

“**Opening Date**” means 7 December 2021.

“**Oversubscription Facility**” means the facility that entitles an Eligible Shareholder who accepts their Entitlement in full to also apply for additional New Shares.

“**Record Date**” means 5.00pm on 6 December 2021.

“**Right**” means the renounceable right to subscribe for one New Share at the Issue Price, issued pursuant to the Offer.

“**Share**” means one ordinary fully paid share in Cooks.

“**Shareholder**” means a registered holder of Shares on issue.

All references to time are to New Zealand time, references to currency are to New Zealand dollars, and any references to legislation are references to New Zealand legislation unless stated or defined otherwise.

DIRECTORY

Apply online at
<https://cooksglobalfoods.capitalraise.co.nz>
by 5:00pm (NZ time) 17 December 2021.

ENQUIRIES

Enquiries about this Offer should be directed to an NZX Firm or your financial or legal adviser.

ISSUER

Registered Office:
VCFO, Level 1
96 St Georges Bay Road
Parnell
Auckland, 1052
New Zealand
Telephone: +64 9 367 9472
Website: www.cooksglobalfoods.com

DIRECTORS

Keith Jackson, Chairman, Chief Executive Officer
Michael Ambrose, Independent Director
Paul Elliott, Independent Director
Qiang Kui, Director
Michael Hutcheson, Independent Director
Peihuan Wang, Independent Director

If you have any queries about your Entitlements please contact Link Market Services Limited.

SHARE REGISTRAR

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Auckland 1010
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COOKS
GLOBAL FOODS LTD.





Cooks Global Foods

Rights Issue and Placement
Information Memorandum

December 2021



Offer Highlights

Offer Highlights

- Cooks Global Foods (“Cooks” or the “Company”) is seeking to raise up to \$8 million through a Rights Offer and a Private Placement of the rights shortfall. The rights will not be quoted on NZX. The Company reserves the right to accept additional subscriptions.
- Issue Price of \$0.03 per New Share.
- The capital raised is intended to reduce debt, making the investment immediately earnings accretive by reducing interest costs (which were c.\$774k in FY21, and c.\$498k for half-year FY22).
- Cooks has reported a first half operating profit (EBITDA) of c.\$626k against a c.\$679k loss in the first half last year setting a solid platform for the balance of the financial year.
- Based on a successful capital raise and no significant impacts of Covid moving forward, the company foresees continued increased profitability in a sustainable and increasing manner.

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Vision

Cooks seeks to strengthen its position as the fourth largest coffee focused café chain in the UK through organic growth of its franchises and further acquisitions of boutique and artisan food and beverage brands.



Business Overview

- Cooks is a Franchised Coffee chain operator founded on New Zealand's reputation for fresh and quality foods globally. The Company operates in global markets and is listed on the NZX (NZX: CGF).
- Cooks owns the international intellectual property and master franchising rights to the Esquires Coffee brand (excluding Australia and New Zealand). In the UK and Ireland, it directly operates and franchises Esquires Coffee cafés; whilst in Portugal, Bahrain, Jordan, Kuwait, Saudi Arabia, Pakistan and Indonesia, it has master franchise agreements.
- Cooks owns the UK-based Triple Two café chain which is one of the fastest-growing coffee focused brands in the UK market.
- It also owns Crux Products with the goal to channel high-quality products between New Zealand and the Jiajiayue supermarket chain in China.
- The Company focuses on three fundamental business elements:
 - Operations of the international footprint under the established Esquires Coffee brand principally utilising a franchise model. Esquires Coffee uses exclusively Organic and Fairtrade Coffee and delivers artisan style coffee & food through local people.
 - Building the fast-growing Triple Two business initially in the UK followed by international markets.
 - Driving shareholder value through a combination of organic growth, further acquisitions and the appointment of Master Franchises in new markets for both brands.
- The Company will seek to add additional transactions and spend by extending trading into the evenings in selected existing cafés, develop delivery service across the network, expand digital capability including APP & loyalty memberships supported by an enhanced CRM approach to marketing.

The UK Coffee Sector

- The UK has suffered some of the most adverse consequences of the Covid-19 pandemic. Previously estimated at £5b, the branded chain sales declined by 39% in 2020 when compared to 2019. Allegra estimates the UK branded coffee shop segment store sales to be valued at £3b for 2020. ECUK sales in 2021 have outperformed Allegra's industry growth estimates.
- The market is projected to recover to £5.3b by average 2025 at 11.7% CAGR, with outlets due to exceed 9,600 at 1.0% CAGR.
- The main trends driving coffee shop development are:
 - Sustainability – reusable cups, eco-friendly packaging and ethically sourced products
 - Diversity of offering – milk alternatives, vegan options, improved food options
 - Digital integration – online ordering, loyalty schemes, deals and offers
 - Diverse formats – Drive-thrus, click-and-collect, delivery working zones
- The main challenges facing the sector are:
 - Recovering from loss of earnings due to lockdown restrictions
 - Targeting remote/hybrid workers with more people now working from home resulting in threats to the number of customers
 - Differentiating in an increasingly crowded market



There are an estimated 25,483 coffee outlets in the UK of which 9,159 are branded coffee outlets. (Source: Allegra Project Café UK 2021)



As of January 2021, the branded UK coffee shop market is estimated to be valued at £3b. (Source: Allegra Project Café UK 2021)



The UK coffee and food sectors are expected to grow past pre-pandemic levels by 2025 (circa. £5.3b) (Source: Allegra Project Café UK 2021)



Hot drinks remain the most purchased food-to-go product while shopping, bought by 49% of UK shoppers (Source: UK Coffee Shop Sector Report 2021 – IGD)



Cooks ranks 4th by number of cafés among the largest coffee focused chains as measured by numbers of cafes, behind Costa, Starbucks and Caffe Nero



Millennials and Gen-Z have a growing preference towards artisan and boutique café chains over large brands



The pandemic has seen a boost in online and click-and-collect sales. Allegra estimates the UK's food delivery sector is worth £8.5b and the food-to-go sector is forecast to be worth £23.5b by 2022

Locations

- Cooks' brands collectively have 102 cafés across UK, Europe, the Middle East and South Asia and the company forecasts the number of cafés to grow to 191 by FY24. The projected café numbers as at 31st March years are shown in the table below.
- Cooks has a total of 66 cafés in the UK making it the 4th largest coffee focused brand by number of cafés based on Allegra data.
- Esquires Coffee currently has 60 cafés across Western Europe with 46 in the UK, 13 in Ireland and 1 in Portugal.
- Triple Two currently has 20 cafés and forecasts that it will expand to 25 cafés by the end of FY22.
- 64 of the 66 cafés in the UK are franchised and locally owned, while two cafés are owned by Cooks and are being held for sale.

Cooks Projected Café Locations				
	Current	FY2022	FY2023	FY2024
Esquires UK	46	53	63	77
Triple Two	20	25	37	49
Esquires Ireland	13	18	22	25
Portugal	1	1	1	1
Middle East	19	19	25	28
Pakistan	2	2	6	8
Indonesia	1	1	2	3
Total	102	119	156	191



Business Operations

- The Key sources of Revenue for Cooks are:

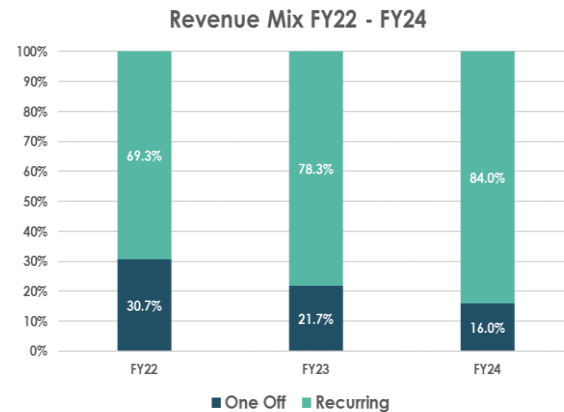
- **Recurring Revenue:**

- Royalties
- Marketing Fees that are used to support the brand
- Supplier incentives

- **One – off Revenues:**

- Sale of café franchises
- Sale of regions in the UK (ECUK)
- Sale of Master Franchises in Europe
- Property Search & Project Management Fees (Triple Two only)
- Design Fees
- Fit Out Fees (Triple Two only)

- The graph showing the trends between FY22-FY24 illustrates recurring revenue growing as the café numbers increase and the proportion of one-off revenue reducing.

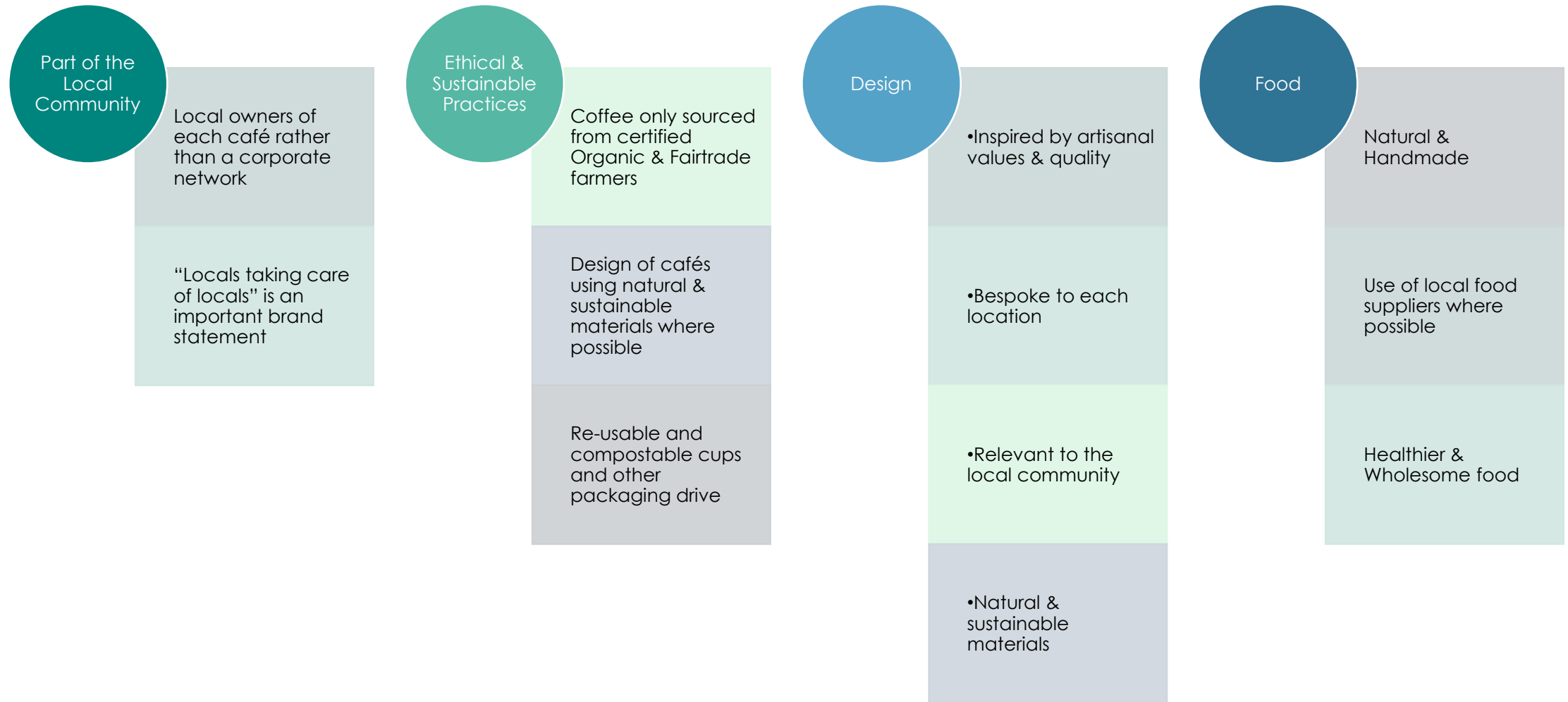


Esquires Coffee

- Cooks owns the global rights (excl. Australia and New Zealand) for Esquires Coffee and the master franchise for the Esquires Coffee UK (ECUK) & Esquires Coffee House Ireland (ECHI).
- The Company strikes a good balance between premium and mainstream and has a strong reputation for its organic coffee and modern food offering.
- Esquires Coffee is certified Organic & Fairtrade. The signature espresso blend is sourced from certified cooperatives in Honduras, Ethiopia, Indonesia and Peru.
- In 2017, the Esquires Coffee business was restructured and consolidated to focus on UK, Ireland and Europe.
- Cooks franchised its first European café in 2017 in Portugal.
- The Company established a master franchise presence in Pakistan and Jordan in 2018.
- The ECUK & ECHI businesses have a high-quality food offering, with cafés more akin to a typical NZ café offering sit down meals as well as Grab & Go.
- Delivery partnerships have been recently established with Deliveroo & Uber Eats.



Brand Differentiation – Esquires Coffee

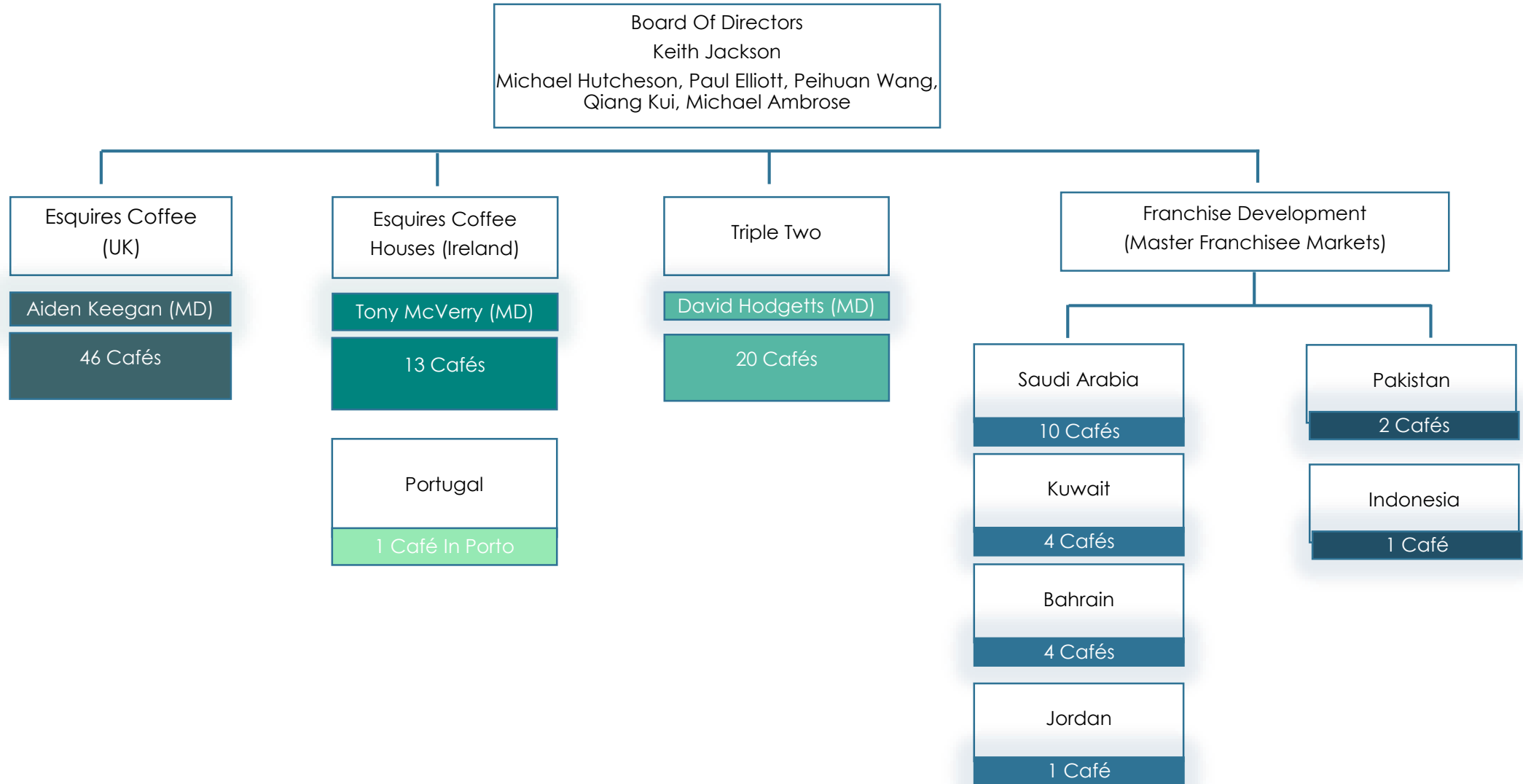


Triple Two

- Triple Two has seen rapid expansion since being founded in 2016 with a kiosk in the Brunel Centre, Swindon, England – just four months later it opened its 3,000sqft flagship café.
- In June 2020, Triple Two was acquired by Cooks and is now opening, on average, one café every month in the UK. There are currently 20 franchised-operated cafés and the chain plans to have at least 25 operating by the end of March 2022.
- The acquisition of Triple Two has added scale to Cooks' core UK market and placed Cooks as the #4 coffee focused chain in the UK as measured by total café numbers.
- Triple Two is an exciting brand and a breath of fresh air in the coffee market. The brand is positioned as a premium boutique coffee provider that offers a high quality of food offering.
- Triple Two provides its customers with their coffee in the morning, their lunch in the afternoon and their coffee or alcoholic beverage in the evening.



Organisation Structure



Future of the Business

Forging Ahead

Cooks is currently focused on the recovery from the Covid-19 period.

The underlying strategy of the business is to build further scale, which will improve efficiencies and attain critical market mass.

In order to build further scale, future growth areas include:

- Improving click and collect capabilities and building up an integrated digital network in order to further improve Covid-19 resilience;
- Growing core markets by establishing new franchise cafés and building café revenues;
- Re-attracting customers lost due to Covid-19 impacts;
- Resuming previous pathway of launching new franchised cafés;
- Exploring complementary business acquisitions in order to grow scale and critical mass in core markets;
- Expanding master franchise arrangements within the core EU region (Sweden, Norway, Denmark, France, Germany and Netherlands);
- Building profitability and cash flow to grow share value; and
- Exploring dual-listing in either UK or Ireland within the next two years.



Recent Performance - Operations

Resilient through Covid-19

- UK café sales were down 39% in the calendar year of 2020 v 2019, however Esquires Coffee UK fared 16% better than the industry average.
- Cooks is now the 4th largest coffee focused café chain in UK.
- Delivery partnerships have been recently established with Deliveroo & Uber Eats in UK & Ireland.
- Cafés in Ireland have been disproportionately impacted by low tourism numbers, yet are still in line with industry average sales.

Esquires Coffee UK performing well

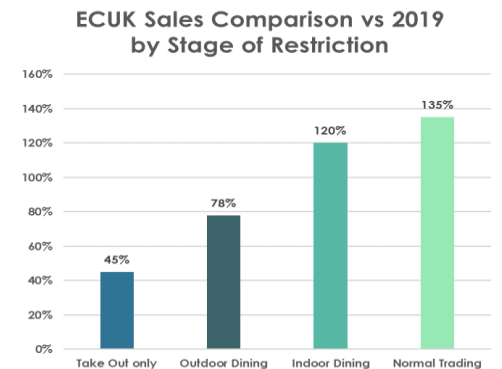
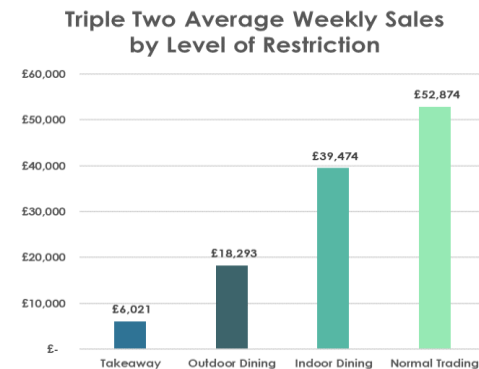
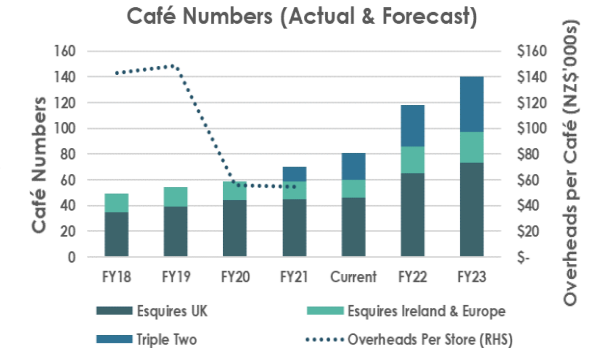
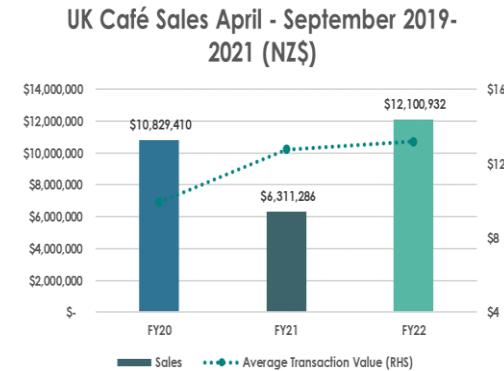
- Same café sales are up 8% on FY20 for YTD, new cafés representing 28% of total sales.
- Order value up 29% on FY20 for the period of “normal trading” from 19 July
- Buoyed by government support and reduction in VAT.
- 46 cafés in operation – growing to 63 by end of FY23.

Esquires Coffee Ireland normalised

- Longer periods of restriction have stifled further growth in Ireland, however normal trading will resume in February 2022.
- 13 cafés in operation – 9 more to open before the end of March 2023.

Triple Two expanding rapidly

- Triple Two business acquired in June 2020. The company went from 9 cafés as at 1 April 2021 to 20 cafés today and plan on ending FY22 with 25 cafés.
- Projection for FY23 is 37 cafés.

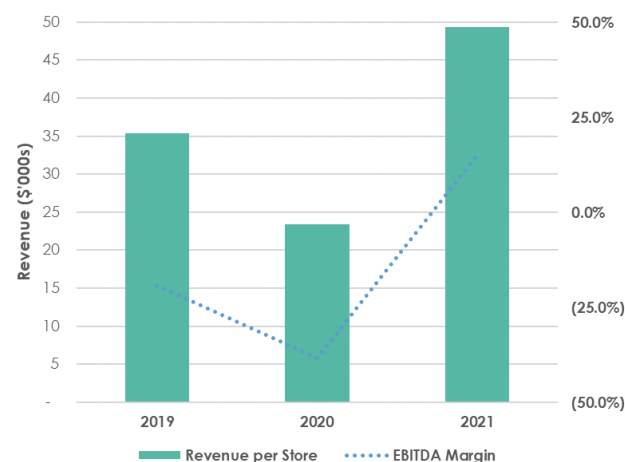


Recent Performance – Half Year Result

Commentary

- Half year financial performance (for the six months to 30 September 2021) has risen significantly from the six months to 30 September 2020.
- Based on a successful capital raise and no significant impacts of Covid moving forward, the company foresees continued increased profitability in a sustainable and increasing manner.
- Deferred revenue relates to cafés that are contracted and either paid for or invoiced, but not yet operational. This item is almost exclusively related to the extensive Triple Two pipeline.
- Major increase in share capital relates to the purchase of Triple Two which included the issuance of shares as part of the consideration.
- Finance costs have remained high throughout recent years. Current debt as of December is comprised of:
 - Third Party c. \$4.2m
 - Related Party c. \$4.0m

Summary Statement of Financial Performance			
As at 30 September NZ\$'000s	2019 Actual	2020 Actual	2021 Actual
Revenue - Continuing Operations	2,085	1,641	4,002
EBITDA	(401)	(628)	656
<i>EBITDA Margin</i>	<i>(19.2%)</i>	<i>(38.3%)</i>	<i>16.4%</i>
EBIT	(490)	(708)	626
<i>EBIT Margin</i>	<i>(23.5%)</i>	<i>(43.1%)</i>	<i>15.6%</i>
Finance Costs	672	333	498
NPBT for Continuing Operations	(1,431)	(1,041)	128



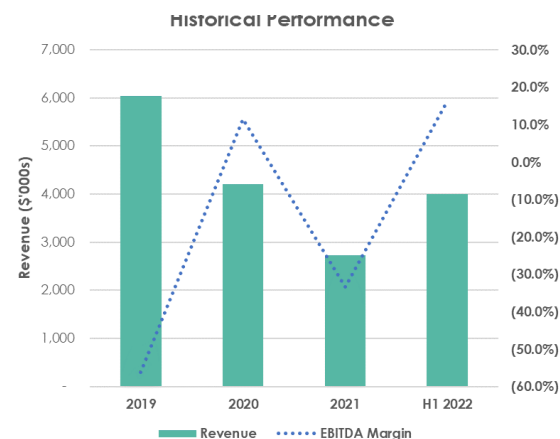
Summary Statement of Financial Position			
As at 30 September NZ\$'000s	2019 Actual	2020 Actual	2021 Actual
Debtors	1,034	4,421	3,556
Lease Receivables	-	1,726	2,626
Other Current Assets	934	701	1,059
Creditors	(5,622)	(8,355)	(6,437)
Current Deferred Revenue	(1,243)	(103)	(897)
Other Current Liabilities	-	-	(6,675)
Net Working Capital	(4,897)	(1,610)	(6,768)
Intangible Assets	2,922	2,835	7,700
Goodwill	-	17,297	11,715
Fixed Assets	3,206	2,613	214
Lease Receivables	-	16,572	16,348
Other Non Current Assets	15	746	103
Total Non Current Assets	6,143	40,063	36,080
Total Non Current Liabilities	-	1,158	5,194
Total Net Operating Assets	1,246	37,295	24,118
Total Capital Employed			
Overdraft/(Cash)	(513)	(1,862)	(1,235)
Debt	7,001	18,711	8,170
Lease Liabilities	-	20,521	19,144
Net Debt	6,488	37,370	26,079
Equity			
Share Capital	42,596	52,220	51,969
Non-Controlling Interests	(80)	(39)	-
Retained Earnings	(50,212)	(54,979)	(56,491)
Reserves	2,454	2,723	2,561
Equity	(5,242)	(75)	(1,962)

Historical Financial Results – Full Year

Commentary

- The majority of Covid-19 related disruption occurred within FY21. The uplift from the acquisition of Triple Two is expected to come into effect in FY22, with operating results impacted by the deferral of income due to IFRS15 recognition.
- The FY22 year so far in the UK the market has been in the equivalent of NZ Covid-19 Level 1 restrictions from 19th July 2021 for 11 weeks of the first half of FY22 as discussed on page 13.
- Corporate overheads for FY21 were reduced from \$2.02m to \$1.27m.
- Sales of Goods relate to Scarborough Fair, a previous group business that was sold to Toasted Coffee Roasters.
- Other Income for FY21 is predominantly made up of Covid-19 related wage subsidies.
- Capital raised is intended to reduce debt, making the investment immediately earnings accretive by reducing interest costs (c. \$498k for H1 FY22)
- Debtors and Creditors have increased due to the addition of the Triple Two business.
- Current Liabilities for FY21 include the earn-out consideration as part of the acquisition of Triple Two.
- Significant increase in Net Assets from FY20 onward are due to the impact of the IFRS 15 & 16 accounting standards.
- Goodwill is related to the acquisition of Triple Two.
- Non-Current Liabilities are comprised of deferred tax and deferred revenue.

Summary Statement of Financial Performance					Summary Statement of Financial Position				
FYE 31 March NZ\$'000s	FY2018 Actual	FY2019 Actual	FY2020 Actual	FY2021 Actual	As at 31 March NZ\$'000s	FY2018 Actual	FY2019 Actual	FY2020 Actual	FY2021 Actual
Revenue - Continuing Op's	6,765	6,039	4,202	2,727	Debtors	2,760	296	951	4,615
EBITDA	(647)	(3,393)	480	(909)	Lease Receivables	-	-	1,670	2,085
<i>EBITDA Margin</i>	<i>(9.6%)</i>	<i>(56.2%)</i>	<i>11.4%</i>	<i>(33.3%)</i>	Other Current Assets	770	980	1,083	1,303
EBIT	(891)	(3,657)	(222)	(1,728)	Creditors	(4,604)	(4,565)	(3,996)	(5,401)
<i>EBIT Margin</i>	<i>(13.2%)</i>	<i>(60.6%)</i>	<i>(5.3%)</i>	<i>(63.4%)</i>	Current Deferred Revenue	-	-	(211)	(5,196)
Finance Costs	449	753	687	892	Other Current Liabilities	(22)	(185)	-	(7,073)
NPBT for Continuing Op's	(1,619)	(4,809)	(3,597)	(2,620)	Net Working Capital	(1,096)	(3,474)	(503)	(9,667)
Tax	-	4	(7)	(80)	Intangible Assets	2,948	2,842	2,840	19,064
NPAT for Continuing Op's	(1,619)	(4,813)	(3,590)	(2,540)	Fixed Assets	359	787	2,613	793
NPAT for Discontinued Op's	(2,243)	-	(1,593)	(7)	Lease Receivables	-	-	16,653	16,198
Other Income/(Loss)	(317)	725	(99)	58	Other Non Current Assets	3,102	2,703	15	15
Net Profit/(Loss) After Tax	(4,179)	(4,088)	(5,282)	(2,489)	Total Non Current Assets	6,409	6,332	22,121	36,070
<i>NPAT %</i>	<i>(61.8%)</i>	<i>(67.7%)</i>	<i>(125.7%)</i>	<i>(91.3%)</i>	Total Non Current Liabilities	-	1,146	1,192	3,066
					Total Net Operating Assets	5,313	1,712	20,426	23,337
					Total Capital Employed				
					Overdraft/(Cash)	466	(302)	(255)	(886)
					Debt	3,076	5,713	5,522	6,865
					Lease Liabilities	-	-	20,870	19,079
					Net Debt	3,542	5,411	26,137	25,058
					Equity	1,771	(3,699)	(5,711)	(1,721)



The Offer

The Offer

- A renounceable Rights Issue of 1 New Share for every 2 Existing Shares held on the Record Date. The Rights will not be quoted on the NZX.
- New Shares not taken up by Eligible Shareholders or which are attributable to the rights of Ineligible Shareholders, are being offered through a shortfall Private Placement, after taking into account shares issued under the Rights Offer.
- Eligible Shareholders also have the opportunity to apply for additional New Shares in Rights Issue.
- Full terms and conditions of the Rights Issue can be found in the Rights Issue Offer Document (released on 7 December 2021).

Capital Raised

- Cooks Global Foods is seeking to raise \$8 million under the Rights Issue and Private Placement and reserves the right to accept additional subscriptions.
- These funds will be used to restructure the balance sheet, repay external debt and lower interest costs, and may also be used to fund future growth opportunities.
- The impact will be immediately earnings accretive.

Issue Price

- \$0.03 per New Share.

How To Apply

- Applications under the Rights Issue must be made online at: <https://cooksglobalfoods.capitalraise.co.nz/>
- Applicants for the Private Placement should contact Armillary Private Capital or Dalgety Finance.

Offer Timetable

Notify market of upcoming record date	26 November
Record Date for determining Entitlements	6 December
Entitlement Letters sent to Eligible Shareholders	7 December
Closing Date for the Offer	17 December
Confirm Placements	20 December
Private Placement payment date	22 December
Allotment of New Shares under the Offer (Issue Date)	22 December
Mailing of holding statements	22 December

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A hand is holding a red ceramic cup filled with coffee and latte art. The cup sits on a matching saucer. To the right, a golden-brown croissant is served on a light-colored plate. The background is dark and out of focus, showing a smartphone on a table and another coffee cup. The overall lighting is warm and focused on the coffee and croissant.

COOKS
GLOBAL FOODS LTD.

ESQUIRES
THE ORGANIC COFFEE CO.

TRIPLE TWO
REAL FOOD, AWESOME COFFEE

★ **CRUX** ★
★ PRODUCTS