



# **Cooks Coffee Company Limited**

## **Share Purchase Plan Offer Document**

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.

Apply online at <https://cookscoffeecompany.capitalraise.co.nz> by 5:00pm (New Zealand time) on 22 March 2024

Dated 13 March 2024

## IMPORTANT INFORMATION

Apply online at <https://cookscoffeecompany.capitalraise.co.nz> by 5:00pm on 22 March 2024.

### General information

This document has been prepared by Cooks Coffee Company Limited (**Cooks**) in connection with share purchase plan offer (the **Offer**) of new ordinary shares to Eligible Shareholders.

This document is prepared in reliance upon clause 19 of Schedule 1 of the Financial Markets Conduct Act 2013.

### Additional information available under continuous disclosure obligations

Cooks is subject to continuous disclosure obligations that requires it to notify certain material information to NZX for the purpose of that information being made available to participants in the NZX Main Board financial product market operated by NZX.

Announcements released by Cooks, including its most recent annual report and financial statements, are available at [www.nzx.com](http://www.nzx.com) under ticker code CCC or at the website [www.cookscoffeecompany.com](http://www.cookscoffeecompany.com).

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

Cooks encourages you to read this document 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 Jurisdictions*).

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 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 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.

**Dilution effects of the Offer**

Shareholders not participating in the Offer will experience dilution to their current percentage holding in Cooks.

**Withdrawal of Offer**

Cooks reserves the right to cancel the Offer at any time prior to allotment, in which case all application monies will be refunded within 10 Business Days of the Offer being withdrawn. No interest will be payable on amounts refunded.

**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.



13 March 2024

Dear Shareholders

### **Cooks Coffee Company Share Purchase Plan Offer**

On behalf of the Directors of Cooks Coffee Company Limited (**Cooks**), we are pleased to offer you an opportunity to participate in a Share Purchase Plan (**SPP**) at an issue price of NZ\$ 0.20 per share.

The purpose of the Offer is to raise funds (after issue costs) for:

- investing into improvements in existing Cooks' digital programs including, APP development, click and collect, and delivery and loyalty programs;
- expanding the Esquires international business in the Middle East and Europe, in particular based on the successful operating model in the UK and Ireland;
- driving growth plans through the establishment of a fund to allow acquisitions of existing successful independent cafés to be rebranded and sold to franchisees after rebranding; and
- repaying some expensive second tier debt.

Eligible shareholders are entitled to apply for up to NZ\$50,000 of new shares under the SPP Offer. Eligible shareholders have until 5:00pm (New Zealand time) on 22 March 2024 to apply at the following link:

<https://cookscoffeecompany.capitalraise.co.nz>.

Before making your investment decision, I encourage you to read this document and recent information released by Cooks to NZX available at [www.nzx.com](http://www.nzx.com) under the ticker code "CCC", such as the preliminary half year results released in December 2023, the annual report released in June 2023, and the AGM presentation released in September 2023.

If you are in doubt as to what you should do, you should consult your financial or professional adviser or a NZX Broker.

Yours sincerely,

A handwritten signature in blue ink that reads "Keith Jackson". The signature is written in a cursive style and is positioned above the printed name.

Keith Jackson

Executive Chairman

**Cooks Coffee Company Limited**

## KEY INFORMATION

<b>The Offer</b>	<p>An offer of up to NZ\$50,000 of New Shares per Eligible Shareholder.</p> <p>There is no minimum application amount for the Offer.</p>
<b>Who can participate?</b>	<p>Shareholders at 5.00pm (NZT) on the Record Date of 12 March 2024 recorded in Cooks' share register that is in New Zealand as being a registered holder of Shares. You may not participate if you reside outside New Zealand, or you are acting for the account or benefit of a person in the United States. Similarly, if you hold Shares on behalf of a person who resides outside New Zealand, you may not participate in respect of that person.</p>
<b>Equal participation</b>	<p>Each Eligible Shareholder has the right to apply for the maximum amount of Shares applicable in the jurisdiction in which that Eligible Shareholder resides on the same terms and conditions as each other Eligible Shareholder.</p>
<b>Application amount</b>	<p>If you wish to participate in this SPP, you apply for a dollar amount of Shares, not for a certain number of Shares. Eligible Shareholders can apply for Shares up to a maximum amount of NZ\$50,000.</p>
<b>Issue price</b>	<p>NZ\$0.20 per New Share.</p>
<b>New Shares</b>	<p>The same class as (and rank equally with) existing quoted Shares on the Issue Date.</p>
<b>Amount of New Shares being offered</b>	<p>Up to 5,690,862 New Shares will be issued under the Offer, being 10% of the Shares on issue in Cooks.</p> <p>If excess applications are received, scaling will be applied having regard to Eligible Shareholders' shareholdings on the Record Date.</p>
<b>When to apply</b>	<p>Applications must be received by 5.00pm on the Closing Date (22 March 2024).</p>
<b>How to apply</b>	<p>Application is made via the online at <a href="https://cookscoffeecompany.capitalraise.co.nz">https://cookscoffeecompany.capitalraise.co.nz</a>. Payment instructions will be provided.</p> <p>You should read the instructions in this document carefully.</p> <p>Eligible Shareholders should make payment for the exact dollar amount applied for on the application, in accordance with the share parcel selected.</p> <p>Payment for applications made online must be made by direct debit. 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.</p> <p>To be valid, your application (and, if applicable, Custodian Certificates) and payment must be received by Link Market Services Limited by 5.00pm (NZT) on 22 March 2024. Applications or payment received after that date will only be accepted at Cooks' discretion. If applicable Custodian Certificates should be returned in the following manner:</p> <p>BY EMAIL: <a href="mailto:applications@linkmarketservices.com">applications@linkmarketservices.com</a> (Please use "CCC SPP" as the subject of the email)</p>
<b>Receiving your Shares</b>	<p>You will receive your New Shares on or about Thursday, 28 March 2024.</p>

## IMPORTANT DATES

<b>Record Date for eligibility</b>	5.00 pm (NZT), 12 March 2024
<b>Opening date</b>	13 March 2024
<b>Closing Date</b>	5.00 pm, 22 March 2024
<b>Allotment and Issue of New Shares</b>	28 March 2024
<b>Statements mailed</b>	By 28 March 2024

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 the NZX Listing Rules. 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 Key Information and Important Dates

The Key Information and Important Dates sections above form part of these terms and conditions.

### 2 Eligible Shareholders

Joint holders of Shares are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and the certification provided is taken to have been given by all of them.

If you are an Eligible Shareholder, your rights under this offer are personal to you and you may not transfer them.

Cooks reserves the right not to extend the offer in this SPP to Eligible Shareholders in a jurisdiction outside New Zealand in circumstances where it considers that so extending the Offer may breach the legal requirements of that jurisdiction.

### 3 Issue Price and Number of Shares

The Issue Price for New Shares under the Offer is NZ\$0.20 per New Share.

If you are an Eligible Shareholder you may:

- (a) **Apply:** Subscribe for an amount of New Shares that you specify which must be no more than NZ\$50,000.
- (b) **No application:** Do nothing and your ability to apply for New Shares under this Offer will lapse.

### 4 Custodians

Any Eligible Shareholder that:

- (a) is a trustee corporation or a nominee company and holds Shares in Cooks by reason only of acting for another person in the ordinary course of business of that trustee corporation or nominee company; or
- (b) holds Shares in Cooks by reason only of being a bare trustee of a trust to which the Shares are subject,

is a custodian (**Custodian**) under this Offer.

A separate application must be completed for each beneficial owner for whom a Custodian is acting. Cooks will treat each such application as a separate application despite them all being in the name of the Custodian.

If a Custodian applies to purchase New Shares on behalf of a beneficial owner, the Custodian must certify to Cooks in writing:

- (a) that the Custodian holds Shares directly or indirectly as a Custodian for beneficial owners; and
- (b) that the beneficial owner on whose behalf the Custodian is submitting the application is not making an application themselves as an Eligible Shareholder for New Shares under this Offer, and

no other Custodian is submitting an application under this Offer for that beneficial owner.

### 5 Applications

Eligible Shareholders may apply to purchase up to \$50,000 of Shares under the Offer. There is no minimum application under the Offer. Eligible Shareholders may only make one application. This applies to all Eligible Shareholders, including those who receive more than one offer under the Offer (for example, because they hold Shares in more than one capacity). Any application in excess of \$50,000 will be deemed to be an application for \$50,000.

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. All interest earned on the application monies will be retained by Cooks. 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).

### 6 Applying and paying for New Shares

To participate in the Offer you must complete an application and provide payment in accordance with the instructions on the online application platform.

### 7 Discretion to accept or reject applications

Cooks has complete discretion to accept or reject your application to purchase New Shares under the Offer, including (without limitation) if:

- your direct debit is dishonoured;
- it appears that you are applying to buy more than \$50,000 (in aggregate) of New Shares;
- Cooks believes that you are not an Eligible Shareholder; or
- Cooks considers that your application does not comply with these terms and conditions.

No interest will be paid on any application monies returned to you. Any refunds for whatever reason will be paid to you by direct credit to your bank account or by cheque mailed within 5 business days of the Issue Date.

### 8 Significance of applying

If you apply to purchase New Shares under the Offer:

- your application, on these terms and conditions, will be irrevocable and unconditional;
- you certify that you are an Eligible Shareholder entitled to apply for New Shares;
- you certify that your application will not be, or cause, a breach of any law in any jurisdiction;
- you certify that you are not applying for New Shares under the Offer with an aggregate application amount in excess of \$50,000 ;

- you authorise Cooks to correct any error in, or omission from, your application;
- you acknowledge that none of Cooks, its advisors or agents has provided you with investment advice or financial product advice; and
- you irrevocably and unconditionally agree to these terms and conditions.

#### 9 The New Shares

New Shares issued under the Offer will rank equally with, and have the same rights as, existing fully paid Shares in Cooks.

The New Shares have been accepted for quotation on the NZX Main Board. However, NZX accepts no responsibility for any statement in this document.

#### 10 Oversubscriptions and scaling

The number of New Shares intended to be issued is up to 5,690,862, although subject to all applicable listing rules Cooks may accept oversubscriptions at its discretion.

If oversubscriptions are received, scaling will be applied by reference to Eligible Shareholders' shareholdings on the Record Date.

#### 11 Amendments to Offer

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; and/or
- suspend or terminate the Offer at any time prior to the issue of the New Shares under 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.

#### 12 Governing Law

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

#### 13 Glossary

**"Closing Date"** means 5.00 p.m. on 22 March 2024, unless extended.

**"Cooks"** means Cooks Coffee Company Limited (New Zealand company number 2089337).

**"Eligible Shareholder"** means a Shareholder who, at 5.00pm on the Record Date, was recorded in Cooks' share register as a registered holder of Shares with a New Zealand address.

**"Issue Date"** means 28 March 2024, unless extended.

**"Issue Price"** means NZ\$0.20 per New Share.

**"LINK"** means LINK Market Services Limited.

**"Listing Rules"** means the NZX Main Board Listing Rules.

**"New Share"** means an ordinary share in Cooks offered under the Offer and of the same class (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.

**"Offer"** means the share purchase plan detailed in this letter.

**"Record Date"** means 5.00 p.m. 12 March 2024.

**"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.



## COMPANY DIRECTORY

Apply online at  
<https://cookscoffeecompany.capitalraise.co.nz> by  
5:00pm (NZ time) from 15 March 2024.

### ENQUIRIES

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

### COOKS COFFEE COMPANY LIMITED

#### *Registered Office:*

Level 1,  
96 St Georges Bay Road,  
Parnell,  
Auckland 1052,  
New Zealand  
Website: <https://cookscoffeecompany.com/>

### DIRECTORS

Keith Jackson – Executive Chairman  
Mike Hutcheson – Independent Director  
Elena Garside – Independent Director  
Paul Elliott – Independent Director  
Michael Ambrose – Non-executive Director  
Peihuan Wong – Non-executive Director

### LEGAL ADVISORS

Chapman Tripp  
Level 34, PwC Tower  
15 Customs Street West  
Auckland 1010  
New Zealand

### SHARE REGISTRAR

Link Market Services Limited  
Level 30, PwC Tower  
15 Customs Street West  
Auckland 1010  
New Zealand  
+64 9 375 5998  
[applications@linkmarketservices.com](mailto:applications@linkmarketservices.com)

If you have any queries about your Entitlements, please  
contact Link Market Services Limited at +64 9 375 5998  
or email [applications@linkmarketservices.com](mailto:applications@linkmarketservices.com).