



NOTICE OF ANNUAL MEETING

Notice is given that the 2025 annual meeting of shareholders of Cooks Coffee Company Limited (the **Company**) will be held on Tuesday, 30th September 2025 starting at 2.00pm at MUFG Pension & Market Services' Offices PwC Tower, Level 30, 15 Customs Street West, Auckland. Shareholder registration opens at 1.30pm.

Agenda

- A. The Chairman's introduction.
- B. Presentation to shareholders.
- C. Shareholder discussion.
- D. Resolutions.

Resolutions

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

1. **Re-election of Michael Ambrose:** That Michael Ambrose, who retires by rotation in accordance with NZX Listing Rule 2.7.1, be re-elected as a director of the Company.
2. **Confirm election of Aiden Keegan:** That Aiden Keegan be elected a director of the Company in accordance with NZX Listing Rule 2.7.1, following his appointment during the year by the Board.
3. **Confirm election of Katherine Scott:** That Katherine Scott be elected a director of the Company in accordance with NZX Listing Rule 2.7.1, following her appointment during the year by the Board.
4. **Re-election of Peihuan Wang:** That Peihuan Wang, who retires by rotation in accordance with NZX Listing Rule 2.7.1, be re-elected as a director of the Company.
5. **Auditors:** That the Board is authorised to fix the auditor's remuneration.

Other Business

To consider any other matter that may properly be brought before the meeting.

Proxies

Any shareholder of the Company who is entitled to attend and vote at the meeting may appoint a proxy to attend and vote on their behalf. A corporation which is a shareholder may appoint a representative to attend the meeting on its behalf in the same manner as it could appoint a proxy. A proxy does not need to be a shareholder of the Company. The Chairman of the meeting can be appointed as a proxy. Where the Chairman is appointed as a discretionary proxy, he intends to vote in favour of all Resolutions.

To appoint a proxy you should complete and sign the enclosed Proxy Form and either return it by mail or email to the share registrar of the Company:

By delivery:

Cooks Coffee Company Limited
C/- MUFG Pension & Market Services
PwC Tower Level 30
15 Customs Street West
Auckland 1010

By mail:

Cooks Coffee Company Limited
C/- MUFG Pension & Market Services
PO Box 91976
Auckland 1142

By Email: meetings.nz@cm.mpms.mufg.com

(please put "Cooks Proxy Form" as the subject of the email for easy identification)

Alternatively, to appoint your proxy and vote online, please go to the MUFG Pension & Market Services' website at <https://investorcentre.mpms.mufg/voting/CCC> and follow the instructions. You will be required to enter your holder number and FIN for security purposes. A shareholder will be taken to have signed the Proxy Form by lodging it in accordance with the instructions on the website.

The completed Proxy Form must be received no later than 48 hours before the meeting, being 2.00pm on 28 September 2025. Online proxy appointments must also be completed by this time. Registered shareholders at that time will be the only persons entitled to vote at the meeting and only the shares registered in those holders' names at that time may be voted at the meeting.

Ordinary Resolutions

All of the resolutions being put to the Meeting are ordinary resolutions. An ordinary resolution is a resolution passed by a simple majority of votes of those holders of securities of the Company which carry votes, are entitled to vote and are voting on the resolutions in person or by proxy.

Explanatory Notes

Resolution 1 - Re-election of Michael Ambrose

Michael Ambrose retires due to having held office for three years and, being eligible, offers himself for re-election as Director.

The Board considers Mr Ambrose to be an Independent Director.

Michael is an experienced Company Director, business consultant & Chartered Accountant with a broad range of governance, financial, general management, strategic & IPO skills.

Michael was the creator & founding Director of Arvida Group Ltd. This company was listed on NZX in 2014 (and taken over in 2024) Comprising 32 Retirement Villages and Aged Care facilities.

He is also a Director of Fiordland Lobster Company & related Companies, Chairman of the international board of Garra International Limited, a meat & chicken trading company which has its head office in Brazil, Chairman of the Board of Deep Creek Fruits LP, a start-up Cherry operation that acquired 140 hectares of land in Central Otago which has now been planted & irrigated following the initial capital raise from 37 investors totalling \$16.1 million. Chairman of the Board of Chateau Hotel Marlborough Ltd, Chairman of Senior Move Managers Limited, which provides a complete relocation service to seniors moving house or into Retirement Villages or individual homes.

The Board unanimously recommends that Mr Ambrose's appointment be confirmed by election by shareholders.

Resolution 2 - Confirmation of election of Aiden Keegan

Aiden Keegan was appointed as a director of the Company by the board during the year in accordance with clause 17.5 of the Company's constitution. Under Listing Rule 2.7.1, Mr Keegan retires at the annual meeting but is eligible for election by shareholders.

The Board considers Mr Keegan is not an Independent Director since he has an executive role with the group.

Aiden has more than 25 years' experience in the food and beverage industry, with strong skills in franchisee and supplier relationship as well as optimisation of operational systems. Aiden has been with Esquires for more than 20 years and was Operations Manager in Ireland before taking the role of CEO for Esquires Coffee in the UK in October 2018 and he assumed his current role as Group CEO in April 2024.

The Board unanimously recommends that shareholders vote in favour of Mr Keegan's election as a director

Resolution 3 – Confirmation of appointment of Katherine Scott

Katharine Scott was appointed as a director of the Company by the board during the year in accordance with clause 17.5 of the Company's constitution. Under Listing Rule 2.7.1, Ms Scott Keegan retires at the annual meeting but is eligible for election by shareholders.

The Board considers Ms Scott is not an Independent Director since she has an executive role with the group.

Katherine Scott joined the group as Chief Financial Officer, in October 2024. Katharine has a track record in financial management, accounting, and strategic planning, bringing over 15 years of diverse experience across multiple industries to her new role.

Throughout her career, Katharine has held senior financial with notable companies including AHC Limited, where she served as Financial Controller, managing all financial operations, statutory reporting, and audit processes. She has also worked with Immediate Media Company Ltd, Chesterton's Global Ltd, Palm Lake Group, Transit Australia Group, Alpha Flights Services Pty Ltd, and LM Investment Management Ltd. In these roles, she demonstrated exceptional leadership, financial expertise, and a commitment to driving value through strategic financial oversight and cost management initiatives.

Katharine is a Certified Practicing Accountant (CPA Australia) and holds a Bachelor of Business (Accounting) from the Queensland University of Technology and a Bachelor of Science (Biochemistry with Microbiology) from Lancashire Polytechnic. She is also a member of the Australian Society of Certified Accountants and a Justice of the Peace (Qualified).

The Board unanimously recommends that shareholders vote in favour of Ms Scott's election as a director

Resolution 4 –Re-election of Peihuan Wang

Peihuan Wang retires due to having held office for three years and, being eligible, offers himself for re-election as Director.

The Board considers Mr Wang is not an Independent Director since he is associated with Jiajiayue Holding Group Limited, a substantial shareholder of the Company currently holding 15% of Cooks Coffee shares.

Peihuan is currently the Chairman and General Manager of Shandong Jiajiayue Investment Holdings Co. Limited and Vice President of the China Chain Store and Franchise Association.

Mr Wang has been the recipient of a few awards in China including 'the National Quality Excellent Manager', 'Person of the Year - Chinese Chain Industry', 'Person of the Year - Chinese Retail Industry', and 'Weihai City Mayor's Quality Award'. Mr Wang is of Chinese nationality and resides in the Shandong Province. He brings a wealth of knowledge to the Board. JJY operates more than 1,000 supermarkets in China and employs more than 50,000 staff.

The Board unanimously recommends that Mr Wang's appointment be confirmed by election by shareholders.

Resolution 5: Auditors

William Buck is automatically reappointed as auditor under section 207T of the Companies Act 1993. This resolution authorises the Board to fix the fees and expenses of the auditor.