



NOTICE OF ANNUAL MEETING

Notice is hereby given that the 2024 annual meeting of shareholders of Cooks Coffee Company Limited (the Company) will be held on Tuesday, 10 September 2024 starting at 10:00am at MUFG Corporate Markets (formerly Link Market Services) Offices, PwC Tower, Level 30, 15 Customs Street West, Auckland. Shareholder registration opens at 9:30am.

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. Confirm appointment of Gareth Lloyd-Jones: that Gareth Lloyd-Jones be elected a director of the Company in accordance with NZX Listing Rule 2.7.1, following his appointment during the year by unanimous resolution of the Board.
2. Confirm appointment of Gordon Robinson: that Gordon Robinson be elected a director of the Company in accordance with NZX Listing Rule 2.7.1, following his appointment during the year by unanimous resolution of the Board.
3. Confirm appointment of Graeme Keith Jackson: that Graeme Keith Jackson, who retires in accordance with NZX Listing Rule 2.7.1, and being eligible for re-election, be re-elected as a director of the Company.
4. Auditors: that the Board is authorised to appoint the Auditor and to fix the remuneration of the Auditor for the coming financial year.
5. 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 Corporate Markets, PwC Tower Level 30, 15 Customs Street West, Auckland 1010
By mail: Cooks Coffee Company Limited C/- MUFG Corporate Markets, PO Box 91976 Auckland 1142

By Email: meetings@linkmarketservices.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 Corporate Markets (formerly Link Market Services) website at <https://investorcentre.linkgroup.nz/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 10:00am on Sunday, 8 September 2024. 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 - Confirmation of appointment of Gareth Lloyd-Jones

Mr. Lloyd-Jones is a seasoned professional with over 22 years of experience in the leisure sector. His career began with Tie Rack in 1985, where he quickly became the youngest franchisee and expanded his network to 14 Central London shops within a year. During his time at Tie Rack, he met city advisors who introduced him to Howard Schultz of Starbucks. He then co-purchased and rebranded two London coffee shops as Madisons Coffee, growing the business to 45 locations across the UK. Madisons Coffee was listed on the AIM stock market and included brands such as Richoux Coffee and Restaurants and Rendezvous Coffee shops, which sold to Starbucks Coffee and Out of Town Restaurants. Gareth then went onto build a chain of five gastro pubs and four individual restaurants, which were subsequently sold into the trade. Currently, he co-runs the High Road Restaurant Group, which operates nine Argentinian steakhouses and four Thai restaurants, supported by private equity investment.

Additional information on Gareth Lloyd-Jones

Mr Lloyd-Jones currently holds the following directorships:

- Argentine Steakhouse (Bidco) Limited
- Buenasado (Reading) Limited
- High Road Restaurants Group Bidco Limited
- The Thai Tapas Group Ltd
- Koh (Uk) Limited
- High Road Restaurants Group Holdco Limited

Additionally, he has held the following directorships in the past five years:

Ben’s Pub Company Limited

The Board unanimously recommends that Mr Lloyd-Jones's appointment be confirmed by election by shareholders

Resolution 2 - Confirmation of appointment of Gordon Robinson

Mr. Robinson is a highly experienced consultant specialising in Debt Advisory and Finance Brokering, with a distinguished banking career spanning over 38 years. He has a very broad business-sectors coverage in Corporate Governance (within finance) including quality Retail and also Food & Beverage businesses. He also has expertise in Real Estate Finance including both development and investment-led projects. Throughout his career, which began with NatWest Bank in the 1980s, he has held various senior positions, established successful lending operations, and led business development teams. His extensive background encompasses setting up and managing lending operations, serving on credit committees, and holding senior front-line Director roles with multiple lenders.

Mr Robinson currently holds the following directorships:

- Vector Capital PLC
- KCR Residential Reit PLC
- Sterling Bapc Ltd

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

Resolution 3 – Confirmation of appointment of Graeme Keith Jackson

Mr. Jackson retires due to having held office for three years and, being eligible, offers himself for re-election as a Director. The Board does not consider that Mr. Jackson is an Independent Director given that he is both a substantial shareholder and an executive of the Company.

Mr. Jackson is the current Executive Chairman of the Board. He founded Cooks Food Group, now Cooks Coffee Company, in 2008 via a merger of four companies.

He has an extensive background in management and governance with particular emphasis on the food and dairy industries. Mr. Jackson was CEO of Tegel Foods for 16 years from 1980 to 1996, Deputy Chairman of Ernest Adams from 1998 to 2000 and Managing Director of Independent Dairy Producers.

The Board unanimously recommends that shareholders vote in favour of Mr. Jackson's re-election as Director.

Resolution 4 – Appoint Auditor and Auditor Remuneration

Under section 207T of the Companies Act 1993, an auditor of a company is automatically reappointed at the annual meeting of the company unless the company passes a resolution at the meeting appointing another person to replace him or her as auditor. The current Auditors of the Company are William Buck. William Buck has been Auditor of the Company for 5 years and the Board has determined that it is now appropriate to review its tenure. The Board is seeking shareholder approval to go out to tender to seek to appoint a new Auditor.

Under section 207S of the Companies Act 1993, the fees and expenses of the Auditor are to be fixed in such manner as the Company determines at the annual meeting of shareholders. The

Board proposes that the Auditor's fees and expenses for the coming financial year be fixed by the Directors.

The Board unanimously recommends that the shareholders authorise the Board to go to tender and determine the Auditor for financial year 2025 and to fix the fees and expenses of the Auditor.

All Resolutions Interdependent

None of Resolutions 1 to 4 are dependent on the shareholders voting in favour of one or other:

- Resolution 1 will pass even if shareholders do not vote in favour of Resolutions 2, 3 and/or 4.
- Resolution 2 will pass even if shareholders do not vote in favour of Resolutions 1, 3 and/or 4.
- Resolution 3 will pass even if shareholders do not vote in favour of Resolutions 1, 2 and/or 4.
- Resolution 4 will pass even if shareholders do not vote in favour of Resolutions 1, 2 and/or 3.