



NOTICE OF ANNUAL MEETING

Notice is hereby given that the 2023 annual meeting of shareholders of Cooks Coffee Company Limited (the **Company**) will be held on Tuesday, 26 September 2023 starting at 2:00pm at Link 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 Hutcheson:** that Michael Hutcheson, 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.
- 2 **Confirm appointment of Elena Garside:** that Elena Garside be elected a director of the Company in accordance with NZX Listing Rule 2.7.1, following her appointment during the year by unanimous resolution of the Board.
- 3 **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/- Link Market Services Limited
PwC Tower Level 30
15 Customs Street West
Auckland 1010

By mail:

Cooks Coffee Company Limited
C/- Link Market Services Limited
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 Link Market Services website at <https://investorcentre.linkmarketservices.co.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 2:00pm on Sunday, 24 September 2023. 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 Hutcheson

Michael Hutcheson retires due to having held office for three years and, being eligible, offers himself for re-election as Director. The Board considers Mr Hutcheson to be an Independent Director.

Mr Hutcheson co-founded leading advertising agencies Colenso BBDO and Hutcheson Knowles Marinkovich and culminated his advertising career as Managing Director of Saatchi and Saatchi. He was also previously a director of a family building company and in the early 1980s set up Replica Homes, with franchises throughout New Zealand.

In 2003 Mr Hutcheson launched The Lighthouse Ideas Company and in 2008 he and his partners undertook a management buyout of the Image Centre Group who are publishers, printers and digital online communications specialists. Mr Hutcheson has written five books and has been a regular television guest and commentator. He currently writes an innovation column for Idealog magazine, one of the magazines in his company's portfolio. In 2012 he was named Business Columnist of the Year in the Magazine Publisher's Awards and in 2021 he was inducted into the Marketing Hall of Fame.

Mr Hutcheson has a Master of Philosophy degree (1st Class Hons) – his thesis was on the Alchemy of Innovation in New Zealand business. He is also a Fellow of the Chartered Institute of Marketing and in 2017 he was appointed an Adjunct Professor at Auckland University of Technology.

The Board unanimously recommends that shareholders vote in favour of Mr Hutcheson's re-election as Director. Resolution 2: Confirmation of appointment of Elena Garside

Elena Garside was appointed as a director of the Company by unanimous resolution of the board on 2 November 2022 in accordance with clause 17.5 of the Company's constitution. Under Listing Rule 2.7.1, Ms Garside retires at the annual meeting but is eligible for election by shareholders.

Ms Garside, who is UK-based, has significant experience in financial and ESG communications with a focus on advising on current and emerging trends within these fields, including responsible investing, and sustainable finance.

Her clients have included FTSE 100 and FTSE 250 companies, as well as privately owned businesses and global corporations. Elena started her career in journalism before becoming a PR consultant with Bankside Consultants, Hudson Sandler, and New Century Media. Elena is the founder and CEO of Garside & Garside Limited which consults on ESG, media relations and reputational matters.

Ms Garside holds a degree in journalism from St Petersburg State University and the London College of Communication. The Board unanimously recommends that Ms Garside's appointment be confirmed by election by shareholders

Resolution 3: 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.