

**ANNOUNCEMENT OF APPLICATION FOR ADMISSION TO THE AQSE GROWTH MARKET**

Date: 10/10/2022

**APPLICANT NAME:**

Cooks Coffee Company Limited Plc (the “Company”)

**APPLICANT REGISTERED OFFICE, PRINCIPAL PLACE OF BUSINESS (IF DIFFERENT) AND TELEPHONE NUMBER:**

Registered Office:  
96 St Georges Bay Road,  
Parnell,  
Auckland,  
1052,  
New Zealand

Principal Place of Business:  
Esquires Coffee UK Limited

Office 14, Kingfisher House, 21–23 Elmfield Road, Bromley, BR1 1LT

Email: UKinvestorrelations@cookscoffeecompany.com

Telephone Number:  
+44 20 3814 5627

**DIRECTORS AND PROPOSED DIRECTORS (IF APPLICABLE):**

**Keith Jackson – Executive Chairman:**

Keith has an extensive background in management and governance with particular emphasis on the food and dairy industries.

He was CEO of New Zealand’s largest chicken company, Tegel Foods for 16 years from 1980 to 1996, Deputy Chairman of Ernest Adams, a producer of quality foodstuffs and Managing Director of Independent Dairy Producers, a fresh milk company.

Together with two others Keith formed Dairy Farm Investments, a company that operates equity partnerships in dairy farms in New Zealand. Keith established Dairyland Products which was sold to a Danish company in 2017.

Keith founded CCC in 2008 via a merger of four companies and the company acquired the global rights to the Esquires Coffee (except NZ & Australia) brand in 2013.

Keith has a Bachelor of Commerce from Otago University.

**Paul Elliott – Independent Director:** Paul Elliott has extensive experience as CEO and CFO of major New Zealand corporates, including Metlifecare, Zespri, Pacific Retail Group and, more recently, Asset Finance Limited, a regional non-bank deposit taker. He has served as a director of both publicly-listed and privately held companies and is a chartered member of the New Zealand Institute of Directors.

**Mike Hutcheson – Independent Director:**

Mike co-founded leading advertising agencies Colenso BBDO and Hutcheson Knowles Marinkovich (HKM) and culminated his advertising career as Managing Director of Saatchi and Saatchi. Mike was also a director of a family building company and in the early ‘80s set up Replica Homes with franchises throughout New Zealand. In 2003 Mike launched The Lighthouse Ideas Company and in 2008 he and his partners undertook a management buyout of the Image Centre Group, publishers, printers and digital online communications specialists. Mike has written four 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.

**Michael Ambrose – 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 Public Company was listed in 2014 and is comprised of 32 Retirement Villages and Aged Care facilities. He is also the Chairman and independent Director of Manchester Unity Friendly Society and a Director of Fiordland Lobster Company & related Companies amongst holding other positions.

**Paul Elliott – Independent Director:**

Paul Elliott has extensive experience as CEO and CFO of major New Zealand corporates, including Metlifecare, Zespri, Pacific Retail Group and, more recently, Asset Finance Limited, a regional non-bank deposit taker. He has served as a director of both publicly-listed and privately held companies and is a chartered member of the New Zealand Institute of Directors.

For the past nine years he has been a partner in a boutique corporate finance business, Time Capital NZ. During that time, he has acted as advisor in a number of business acquisitions and turnaround assignments and has managed due diligence projects on behalf of several mergers. He continues to provide advisory services to New Zealand corporates and several high-net-worth individuals as a partner in Time Capital.

**Pelihuan Wang – Director:**

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

Mr Wang also currently sits on the board of New Zealand company Weihai Station Limited, which runs farming operations and was granted consent from the overseas investment office to buy 595 hectares of land situated southwest of Auckland.

Mr Wang has been the recipient of a number of 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 800 supermarkets in China and employs more than 30,000 staff.

**APPLICANT SECTOR:**

Consumer Discretionary

**DESCRIPTION OF THE APPLICANT AND ITS ACTIVITIES:**

Cooks Coffee Company ("Cooks") is an international coffee focused café chain which currently owns the Esquires Coffee and Triple Two Coffee Brands. The Company is the fourth largest coffee focused café chain in the UK and the largest solely franchisor focused café chain in the UK and Ireland. The Company currently has 70 outlets in the UK, along with 15 in Ireland, and 111 outlets worldwide. Cooks is building a business of "ethical coffee chains with community spirit" – based around the current Esquires and Triple Two brands. Although currently listed on the New Zealand Stock Exchange, the Group's operational teams are based in the UK and Ireland. The Group aims to expand through a combination of organic growth driven by an increase in its store numbers plus developments based on enhanced digital platforms that will enable the group to build the high growth areas of delivery, APP-based loyalty programs and ordering systems to enhance click & collect capability and the personalisation of the offering. The company will also seek further acquisitions as it looks to build a "house of brands" based on common core values.

**NAME OF AQSE CORPORATE ADVISER:**

VSA Capital Limited

**NUMBER, CLASS AND PAR VALUE OF SECURITIES TO BE ADMITTED:**

Currently 51,726,160 Ordinary Voting Shares (plus 1,333,333 non-voting shares which have not been admitted to trading) held by the Chairman's interests, and an additional number of shares yet to be decided.

**SECURITIES IN PUBLIC HANDS AS A PERCENTAGE OF THE TOTAL NUMBER OF SECURITIES IN ISSUE (excluding securities held in treasury):**

Pre-Transaction: 27.29% of all Ordinary voting shares. Post-Transaction TBD

**SHAREHOLDERS HOLDING MORE THAN FIVE PER CENT OF THE APPLICANT'S SHARE CAPITAL OR VOTING RIGHTS PRE- AND POST-ADMISSION:**

Pre-Transaction Holding:

Name	% Holding
Graeme Keith Jackson, Patricia Frances Jackson, & Phillip Mack Picot	19.75%
Jiajiayue Holding Group	20.48
Yunnan Health & Tourism	12.98%
Graham Hodgetts	6.86%
CCC Employee Share Trust	6.55%
ADG Investments Limited	5.44%

Post-Transaction Holding:

TBC

**TIMETABLE FOR ANY OFFER OF TRANSFERABLE SECURITIES TO THE PUBLIC:**

Fundraising to commence on 10 October

**THE EXPECTED ADMISSION DATE:**

Admission is expected to occur in early November

**WEBSITE ADDRESS WHERE INVESTOR INFORMATION WILL BE AVAILABLE FOR INSPECTION:**

<https://cookscoffeecompany.com>

*In respect of a fast-track applicant, the following information should also be included:*

**NAME OF MARKET ON WHICH THE APPLICANT'S SECURITIES ARE CURRENTLY TRADED:**

New Zealand Stock Exchange

**ARRANGEMENTS FOR THE SETTLEMENT OF TRANSACTIONS IN THE APPLICANT'S SECURITIES:**

Ordinary Shares are to be credited to accounts via CREST on admission which is expected to occur in early November

<b>DETAILS OF ANY LOCK-IN ARRANGEMENTS:</b>
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TBC
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<b>DETAILS OF THE LEGAL OR REGULATORY REQUIREMENTS IN THE APPLICANT'S HOME COUNTRY REGARDING THE CONDUCT OF TAKEOVERS AND THE ACQUISITION OF SIGNIFICANT VOTING RIGHTS TO WHICH THE APPLICANT IS SUBJECT:</b>
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N/A
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<i>In respect of an update to a prior application announcement, the date of the original announcement should also be disclosed as follows:</i>
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<b>UPDATE TO A PRIOR APPLICATION ANNOUNCEMENT RELEASED ON:</b>
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N/A
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