



APPENDIX: KEY TERMS OF CONVERTIBLE NOTES

(a)	Issuer	Cooks Coffee Company Limited (Cooks)
(b)	Investors	Wholesale Investors in New Zealand or Australia only
(c)	Investment Amount / Principal Amount	Minimum \$25,000; Total issue size up to \$2 million
(c)	Consideration	Cash payable on subscription
(e)	Maturity Date	22 December 2023 (2023 Notes); OR 22 December 2024 (2024 Notes)
(f)	Annual interest Rate	7.5%per annum for 2023 Notes or 9.0%per annum for 2024 Notes, payable quarterly in cash Interest shall be paid quarterly in arrears in equal amounts on 31 March, 30 June, 30 September, and 31 December in each year, (or if that day is not a Business Day, the next Business Day) until and including the Maturity Date, with the first interest payment date being for the period from the relevant issue date until 31 March 2023, and the last interest payment date being the relevant Maturity Date
(g)	Conversion / Repayment	The Notes will mandatorily convert to ordinary shares in Cooks at a 15% discount to the preceding 20 business day VWAP of the ordinary shares of the Company on the relevant Maturity Date, or at the discretion of the Company repaid in cash
(h)	Security	The Convertible Notes will be unsecured and rank pari-passu with other unsecured trade creditors of Cooks
(i)	Ranking	On a liquidation of Cooks, each Convertible Note will rank as unsecured and unsubordinated debt obligations of Cooks, ranking: <ul style="list-style-type: none">➢ behind any secured liabilities and liabilities which are preferred by law;➢ equally with other Convertible Notes and equally among the rights and claims of equal ranking obligations including all other unsecured, unsubordinated obligations, including trade creditors; and➢ ahead of any holders of subordinated debt and ahead of Shareholders
(k)	Business Day	A day (other than Saturday or Sunday) on which registered banks are generally open for business in Auckland, except that in the context of the Listing Rules it means a day on which the NZX Debt Market is open for trading
(m)	Governing Law	New Zealand
(n)	Eligible Investors	Each Investor is a "Wholesale Investor" or an "Eligible Investor" as defined by Schedule 1 of the Financial Markets Conduct Act 2013 or a "Sophisticated Investor" or "Professional Investor" for the purposes of the Corporations Act 2001 (Australia)

ESQUIRES
THE ORGANIC COFFEE C^o

TRIPLE TWO
REAL FOOD, AWESOME COFFEE