

me | today



Me Today Limited Rights Issue Offer Document

Dated 13 March 2024

NOT FOR RELEASE TO U.S. WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES.

This is an important document. You should read the whole document before deciding whether to subscribe for shares. If you have any doubts about what to do, please consult your financial or legal adviser.

Important information

Apply online at www.shareoffer.co.nz/metoday by 5:00pm on 22 March 2024.

General information

This document has been prepared by Me Today Limited (Me Today) in connection with a 9 for 4 non-renounceable rights offer of new ordinary shares to Eligible Shareholders. The Offer is made under the exclusion in clause 19 of Schedule 1 of the Financial Markets Conduct Act 2013 (the FMCA).

This document is not a product disclosure statement for the purposes of the FMCA and does not contain all of the information that an investor would find in a product disclosure statement, or which may be required in order to make an informed investment decision about the Offer or Me Today.

Additional information available

Me Today is subject to continuous disclosure obligations under the NZX Main Board Listing Rules. Further information relating to the Rights Offer can also be found in Me Today's recent market announcements and its most recent unaudited condensed interim consolidated financial statements for the 6 month period ended 31 December 2023, which can be accessed online at www.nzx.com under the ticker code MEE.

Me Today may, during the period of the Offer, make additional releases to the NZX. To the maximum extent permitted by law, no release by Me Today to the NZX will permit an applicant to withdraw any previously submitted application without Me Today's prior consent.

We encourage you to read this document and to seek investment advice from a suitably qualified professional adviser before you consider investing.

Offering restrictions

No action has been taken to permit a public offering of the New Shares in any jurisdiction outside New Zealand, or Australia. The Offer may also be made and accepted in such other places where a shareholder satisfies Me Today that the Offer can lawfully be made and accepted. However, shareholders in the United States are not eligible to participate in the Rights Offer. Similarly, shareholders (including trustees, Custodians and nominees) who hold Shares on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the Rights Offer on behalf of those persons.

The distribution of this document (including an electronic copy) in a jurisdiction outside the Offer Jurisdictions may be restricted by law and persons who come into possession of it (including nominees, trustees or custodians) should seek advice on and observe any such restrictions. In particular, no person may subscribe for, purchase, offer, sell, distribute or deliver New Shares, or be in possession of, or distribute to any other person, any offering material or any documents in connection with the New Shares, in any jurisdiction unless in compliance with all applicable laws and regulations.

The Shares to be offered and sold under this Offer have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States or to any person acting for the account or benefit of a person in the United States except in accordance with an available exemption from, or in a transaction not subject to, the

registration requirements of the U.S. Securities Act and any other applicable securities laws.

No Guarantee

There is no guarantee that the Offer will proceed nor any guarantees about the future performance of Me Today or any return on any investment made under this document.

Decision to participate in the Offer

The information in this document does not constitute financial product advice or a recommendation to acquire New Shares. This document has been prepared without taking into account the investment objectives, financial, or taxation situation or particular needs of any applicant or investor.

Forward Looking Statements

This document contains certain statements that relate to the future. Such forward looking statements are not a guarantee of future performance and involve known and unknown risks, uncertainties, assumptions and other factors, many of which are beyond the control of Me Today and which may cause the actual results, performance or achievements of Me Today to differ materially from those expressed or implied by such statements.

Under no circumstances should you regard the inclusion of forward looking statements in this document as a guarantee of future performance.

The statements, although made in good faith, involve known and unknown risks, uncertainties and assumptions, many of which are beyond Me Today's control.

Privacy

Any personal information provided by Eligible Shareholders online will be held by Me Today and/or Computershare at the addresses set out in the Directory. This information will be used for the purposes of administering your investment in Me Today and will be disclosed to third parties only with your consent or if required by law. Under the Privacy Act 2020 (New Zealand), you have the right to access and correct any personal information held about you.

Dividend Policy

The directors have adopted a policy that there will be no dividend payments or other distributions made for the foreseeable future. Instead, any surplus funds will be used to fund immediate and future growth opportunities.

Enquiries

Enquiries about the Offer can be directed to an NZX Firm or your financial or legal adviser. If you have any questions about your entitlement, or how to apply online, please contact Computershare.

Times

All references to time in this document are to New Zealand time.

Currency

All references to currency in this document are to New Zealand dollars.

Defined terms

Capitalised terms used in this Offer booklet have the specific meaning given to them in the Glossary at the back of this Offer booklet or in the relevant section of this Offer booklet.

13 March 2024

Dear shareholders

Me Today rights issue

On behalf of the directors of Me Today Limited (the **Company**) we are pleased to offer eligible shareholders the opportunity to participate in our non-renounceable rights issue at an issue price of 8 cents per share.

On 28 February 2024, the Company released its unaudited condensed interim consolidated financial results for the 6 month period to 31 December 2023. A copy of that announcement, and other announcements made by the Company are available at www.nzx.com/companies/MEE/announcements.

The Company intends to use the cash raised to enable continued investment in the Me Today brand, to take advantage of sales and brand opportunities in New Zealand and in international markets, invest in research and new product development and to fund the working capital needs of the Me Today brand.

Eligible shareholders are entitled to take up 9 New Shares for every 4 Existing Shares held, and to apply for additional shares at that price. Eligible shareholders have until 5:00pm on 22 March 2024 to apply at the following link: www.shareoffer.co.nz/metoday. The non-renounceable rights issue was approved by shareholders at a special meeting of shareholders held on 8 March 2024

As approved by shareholders at the special meeting held on 8 March 2024, the trustees of the Baker Investment Trust No 2 and the trustees of the Sinclair Investment Trust, have agreed to underwrite \$2m of the \$2.78m Rights Issue, and potentially may subscribe for up to a further \$750,000 of shares.

Shareholders who choose not to take up their entitlements will have their percentage shareholding diluted.

This document sets out important information about the Company and the Offer. Before making your investment decision, I encourage you to read these documents in full and also to consider the information disclosed by Me Today to NZX and other information available at www.nzx.com under the ticker code "**MEE**".

If you are in doubt as to what you should do, you should consult your financial or professional adviser.

Yours sincerely,



Grant Baker
Chairman
Me Today Limited

KEY TERMS OF THE OFFER

The Offer	A pro-rata non-renounceable rights issue of 9 New Shares for every 4 Existing Shares held on the Record Date.
Eligible Shareholder	Shareholders with registered addresses in the Offer Jurisdictions on the Record Date.
Issue price	8 cents per New Share.
Offer Size	Up to \$2.78 million. In the event the Company receives subscriptions for more than \$2.78 million, it reserves the right to issue additional Shares under the 15% placement Listing Rule or in any other manner it may lawfully do so.
Oversubscriptions	If you accept your entitlement in full, you may apply for any number of Additional New Shares pursuant to the Oversubscription Facility.
Shares currently on issue	As at 8 March 2024 the Company had 12,957,287 Shares quoted on the NZX Main Board plus 2,480,352 non-voting shares. On 8 March 2024 shareholders approved the reclassification of the non-voting shares as quoted ordinary shares and that change is expected to be made prior to the Record Date.
Maximum number of New Shares being offered	34,738,688 New Shares (subject to Me Today's right to issue further shares under the Listing Rules).
When to apply	Applications must be received by 5.00pm on the Closing Date (22 March 2024, unless extended).
How to apply	Application may be made online at www.shareoffer.co.nz/metoday To complete an online application, you will be required to enter your CSN/Holder number. Payment for applications made online must be made by direct credit.

While participation in the Offer is optional, if Eligible Shareholders choose not to take up the Offer their shareholdings will be diluted.

Important Dates

Announcement of the Offer	5 March 2024
Record Date for determining eligibility	5.00pm on 12 March 2024
Opening Date and mailing/emailing of Offer documentation	13 March 2024
Closing Date (last day for online applications with payment), unless extended	5.00pm on 22 March 2024
Allotment and issue of New Shares	28 March 2024
Statements despatched	2 April 2024

These dates are subject to change and are indicative only. Me Today reserves the right to amend this timetable (including by extending the Closing Date) subject to applicable laws and rules of the NZX Main Board. Me Today reserves the right to withdraw the Offer and issue New Shares at any time before the Issue Date in its absolute discretion.

KEY TERMS OF THE OFFER

SALE OF LESS THAN MINIMUM HOLDINGS

Under Me Today's constitution and the NZX Listing Rules, Me Today is permitted to exercise its power of the sale of shares held by any person with less than a "Minimum Holding" of \$1,000.

If you currently hold less than \$1,000 of shares, in accordance with clause 14.1 of Me Today's constitution and NZX Listing Rule 8.1.6(c), the Board gives you notice that, at the expiration of three months after this notice, Me Today may exercise its power of sale unless you increase your shareholding to a Minimum Holding of \$1,000 of shares. Me Today will pay the proceeds to you, after deducting reasonable expenses if the amount payable exceeds \$2.50.

NON-RENOUNCEABLE OFFER

The Rights Issue is non-renounceable. This means that shareholders that don't take up their entitlements will not be able to transfer or sell their rights in Me Today.

Me Today has decided to make the Rights Issue non-renounceable to reduce the cost to Me Today whilst also simplifying the Rights Issue as much as possible. The Company received advice from lawyers, Chapman Tripp, on various structural options for the new capital issue before deciding to proceed with a non-renounceable Rights Issue.

Shareholders who choose not to participate will not be able to benefit from the sale or transfer of their rights, therefore, they will need to choose between participating in the Rights Issue or being diluted.

PARTIAL UNDERWRITING

The trustees of the Baker Investment Trust No 2 have agreed to underwrite \$1.5 million of the Rights Issue, and the trustees of the Sinclair Investment Trust have agreed to underwrite \$500,000, and potentially to apply for up to a further \$750,000 between them.



Terms and conditions

1 The Offer

The Offer is an offer of New Shares in Me Today to Eligible Shareholders under a pro-rata non-renounceable rights issue. Under the Offer, Eligible Shareholders are entitled to subscribe for 9 New Shares for every 4 Existing Shares held on the Record Date (with any fractional entitlements rounded down) and may apply for Additional New Shares pursuant to the Oversubscription Facility.

The New Shares are of the same class as (and rank equally with) Me Today' Existing Shares which are quoted on the NZX Main Board. Me Today will take any necessary steps to ensure that the New Shares are, immediately after the issue, quoted.

2 Issue Price

The Issue Price is 8 cents per New Share. The Issue Price must be paid in full on application online at www.shareoffer.co.nz/metoday by 5:00pm on 22 March 2024. Me Today may accept late Applications and Application Monies, but has no obligation to do so. Me Today may accept or reject (at its discretion) any online application which it considers is not completed correctly, and may correct any errors or omissions on any online application.

If an Eligible Shareholder fails to accept any New Shares and pay the associated Application Monies by the Closing Date (5.00pm on 22 March 2024, unless extended), their Rights will lapse.

Application monies received will be held in a trust account with Computershare until the corresponding New Shares are allotted or the application monies are refunded. Interest earned on the application monies will be for the benefit, and remain the property, of Me Today and will be retained by Me Today whether or not the issue of New Shares takes place. Any refunds of application monies will be made within 5 Business Days of the issue of New Shares (or such earlier date that the decision not to proceed with the Offer is made).

3 Eligibility

The Offer is only open to Eligible Shareholders, being those persons with registered addresses in the Offer Jurisdictions (or as Me Today may otherwise determine in compliance with applicable laws), who are registered as Shareholders at the Record Date.

4 Holder of New Shares

The Offer is only open to Eligible Shareholders, being those persons with registered addresses in the Offer Jurisdictions (or as Me Today may otherwise determine in compliance with applicable laws), who are registered as Shareholders at the Record Date.

5 Oversubscription Facility

Eligible Shareholders who accept their full Entitlement may also apply for Additional New Shares (in excess of their Entitlement) at the Issue Price pursuant to the Oversubscription Facility. Applicants may apply for any number of Additional New Shares, but there is no guarantee that Applicants will be allocated any or all of the Additional New Shares for which they apply.

No applicant for Additional New Shares will be allocated any greater number of Additional New Shares than the number for which they have applied and paid.

Me Today may scale the Oversubscription Facility applications in such manner as the directors consider equitable and in the interests of Me Today. The directors' decision on scaling will be final.

6 Opening and Closing Dates

The Offer will open for receipt of acceptances on 13 March 2024 (the "Opening Date"). The last day for receipt of applications made online with payment is 5.00pm on 22 March 2024, unless extended (the "Closing Date"), subject to Me Today varying those dates in accordance with the NZX Main Board Listing Rules.

7 Issue of New Shares

New Shares are expected to be allotted and issued on 28 March 2024 (the "Issue Date").

In the event that the Offer is extended, Me Today reserves the right to issue New Shares on or about 28 March 2024, and weekly thereafter as any further applications are received, until the date up to 5 business days after any extended closing date.

Statements for New Shares will be issued and mailed in accordance with the Listing Rules.

8 Terms and Ranking of New Shares

New Shares allotted and issued will be fully paid and will be the same class as (and rank equally in all respects with) other Shares on issue that are quoted on the NZX Main Board on the Issue Date. They will give the holder the right to one vote on a resolution at a meeting of shareholders (subject to any restrictions in Me Today' constitution or the Listing Rules), the rights to dividends authorised by the Board and the right to a proportionate share in any distribution of surplus assets of Me Today on any liquidation.

9 Partial acceptance

If you are an Eligible Shareholder, you are not required to subscribe for all of the New Shares to which you would be entitled under the Offer. You may subscribe for a proportion of your New Shares or allow your Entitlement to lapse.

Terms and conditions

10 Minimum amount raised

There is no minimum amount that must be raised for the Offer to proceed.

11 NZX Main Board Quotation

The New Shares have been accepted for quotation by NZX and will be quoted upon completion of allotment procedures. The NZX Main Board is a licensed market operated by NZX, which is a licensed market operator regulated under the FMCA.

NZX accepts no responsibility for any statement in this Offer document.

12 No renunciation of Rights

The Rights Issue is non-renounceable. This generally means that shareholders that don't take up their entitlements will not be able to transfer or sell their rights in the Company. However, shareholders may direct Computershare to allot the shares arising from the taking up of the Rights issue to a nominee or another person by notice in writing not later than 2 business days prior to the Issue Date.

The Company decided to make the Rights Issue non-renounceable to reduce the cost to the Company whilst also simplifying the Rights Issue as much as possible.

Shareholders who choose not to participate will not be able to benefit from the sale or transfer of their rights, therefore they will need to choose between participating in the Rights Issue or being diluted. The Company received advice from lawyers, Chapman Tripp, on various structural options for the new capital issue before deciding to proceed with a non-renounceable Rights Issue.

13 NZX Listing Rules

The issue of New Shares under the Offer is being undertaken under NZX Listing Rule 4.3.1(a) (Pro-rata issue) and 4.4 (Rules applicable to pro-rata issues).

In addition, the directors plan to place the shortfall in the rights issue with new investors at the same price as this rights issue in accordance with NZX Listing Rule 4.4.

14 Amendments to the Offer and waiver of compliance

Notwithstanding any other term or condition of the Offer, Me Today may, at its discretion:

- make immaterial modifications to the Offer on such terms and conditions it thinks fit (in which event applications for Shares under the Offer will remain binding on the applicant notwithstanding such modification and irrespective of whether an application was received by the Computershare before or after such modification is made); and/or
- suspend or terminate the Offer at any time prior to the issue of the Shares under the Offer (including by reviewing the timetable for the Offer). If the Offer is terminated, application monies will be refunded to applicants without interest within 5 business days of termination.

Me Today reserves the right to waive compliance with any provision of these terms and conditions.

Me Today will notify NZX of any waiver, amendment, variation, suspension, withdrawal or termination of the Offer.

15 Governing Law

These terms and conditions shall be governed by and construed in accordance with the laws of New Zealand.

Other Disclosures

Investors are encouraged to review the Me Today unaudited condensed interim consolidated financial statements for 6 month period ended 31 December 2023, including note 2.2 (Going Concern) at <https://www.nzx.com/announcements/426968>.

Investors should also review the Notice of Special Meeting of Shareholders at <https://www.nzx.com/announcements/426703>.

Other announcements about Me Today, including any announcement made after the date of this document, are available and can be accessed at www.nzx.com under the ticker code MEE.

Glossary

"Additional New Shares" means New Shares which an Applicant applies for over and above their Entitlement under the Oversubscription Facility.

"Business Day" has the meaning given to that term in the Listing Rules.

"Computershare" means Computershare Investor Services Limited.

"Closing Date" means 5.00pm on 22 March 2024 (unless extended beforehand by notice in writing to NZX).

"Eligible Shareholder" means a Shareholder of Me Today with a registered address in the Offer Jurisdictions, as at the Record Date.

"Entitlement" means the number of Rights to which Eligible Shareholders are entitled.

"Existing Share" means a fully paid share in Me Today on issue on the Record Date.

"FMCA" means the Financial Markets Conduct Act 2013.

"Issue Date" means 28 March 2024.

"Issue Price" means 8 cents per New Share.

"Listing Rules" means the NZX listing rules, as amended from time to time and for so long as Me Today is listed by NZX.

"Me Today" means Me Today Limited (New Zealand company number 1955467).

"New Share" means an ordinary share in Me Today offered under the Offer of the same class as (and ranking equally in all respects with) Me Today' quoted Existing Shares at the time of the issue of the New Shares.

"NZX" means NZX Limited.

"NZX Firm" means any entity designated as an NZX Firm under the Participant Rules of NZX.

"NZX Main Board" means the main board equity security market operated by NZX.

"Offer" means the offer to subscribe for New Shares to Eligible Shareholders as at the Record Date, pursuant to this document.

"Offer Jurisdictions" means New Zealand, Australia or such other places where a shareholder satisfies Me Today that the Offer can lawfully be made and accepted. However, shareholders in the United States are not eligible to participate in the Rights Offer. Similarly, shareholders (including trustees, Custodians and nominees) who hold Shares on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the Rights Offer on behalf of those persons.

"Opening Date" means 13 March 2024.

"Oversubscription Facility" means the facility that entitles an Eligible Shareholder who accepts their Entitlement in full to also apply for additional New Shares.

"Record Date" means 5.00pm on 12 March 2024.

"Right" means the renounceable right to subscribe for one New Share at the Issue Price, issued pursuant to the Offer.

"Share" means one ordinary fully paid share in Me Today.

"Shareholder" means a registered holder of Shares on issue.

All references to time are to New Zealand time, references to currency are to New Zealand dollars, and any references to legislation are references to New Zealand legislation unless stated or defined otherwise.



Directory

Apply online at **www.shareoffer.co.nz/metoday**
by 5:00pm (NZ time) 22 March 2024.

ENQUIRIES

Enquiries about this Offer should be directed to an NZX Firm or your financial or legal adviser.

ISSUER

Registered Office:
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DIRECTORS

Grant Baker, Chairman
Michael Kerr, Founder, Executive Director
Stephen Sinclair, Chief Executive Officer, Executive Director
Hannah Barrett, Independent Director
Antony Vriens, Independent Director
Roger Gower, Independent Director

LAWYERS

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SHARE REGISTRAR

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If you have any queries about your Entitlements please contact
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