

CSM GROUP LIMITED

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

If you have sold or otherwise transferred all of your shares in CSM Group Limited, please pass this Notice of Meeting, together with the accompanying documents, as soon as possible to the purchaser or transferee or to the broker or other person who arranged the sale or transfer of your shares.

CHAIRMAN'S LETTER

Dear Shareholders,

The Board of CSM Group Limited (**Company**) is seeking shareholder approval for the implementation of a significant operational and capital restructure which has been negotiated and endorsed by the Board of the Company, subject to shareholder approval (**Restructure**).

Principal components of the Restructure

The Restructure comprises the following principal transactions:

- The purchase (**Acquisition**) of 100% of the shares on issue (**TGBC Shares**) in The Good Brand Company Limited (**The Good Brand Company**) for a total consideration of \$5.55 million. The Good Brand Company is a sales and marketing business, which in turn owns Me Today NZ Limited (together with The Good Brand Company, **Me Today Group**) (which represents the wellness brand **Me Today**) both of which operate in the health and wellness sector.
 - A description of the Me Today Group is contained in pages 14 to 32 of the Profile that accompanies this Notice of Meeting;
 - A diagram showing the structure of the CSM group before and after the completion of the Restructre is contained on page 14 of the Profile;
 - The Acquisition of the Me Today Group constitutes a “reverse listing” transaction, whereby the Me Today Group essentially become listed on the NZX Main Board by virtue of its acquisition by CSM.
 - The Acquisition also comprises a “major transaction” in terms of the Companies Act and the NZX Listing Rules.
 - The issue of 1.11 billion new fully paid ordinary shares in the Company (**Consideration Shares**), at an issue price of \$0.005 per share, to the vendors of the Me Today Group in satisfaction of the payment of the purchase price payable by the Company for the Acquisition.. Given the quantum of the Consideration Shares to be issued to the vendors of the TGBC Shares as a percentage of the existing CSM shares on issue, the Takeovers Code applies to the issue of those Consideration Shares.
 - In conjunction with the completion of the Acquisition, the Company proposes to undertake a capital raising and raise \$1.5 million of new capital by the issue of 300 million new fully paid ordinary shares in the Company (**Placement Shares**) to a number of wholesale investors at an issue price of \$0.005 per Share. The issue of the Placement Shares will provide the Company with additional growth capital to fund the development opportunities available to the Me Today Group post completion of the Acquisition, and the ongoing working capital requirements of the Me Today Group. The issue of 220 million of the 300 million Placement Shares to Hunter Holdings Limited comprises a “related party” transaction in terms of the NZX Listing Rules.
 - Should the Restructure proceed, the issue of the 1.11 billion Consideration Shares and the 300 million Placement Shares will mean that existing CSM shareholders will be diluted down to holding 22.72% of the total number of shares on issue in CSM after the completion of the Restructure.
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The Restructure effectively values the Company at approximately \$2.1 million prior to the Restructure, which in the Board's opinion, represents a fair valuation of the Company having regard to the Company's anticipated cash position as at the completion date for the Restructure (circa \$1.6 million), and the intangible value of the Company as a "listed shell", which has been valued at \$500,000.¹

Key Risks associated with the Acquisition

As with any acquisition, the proposed purchase of the TGBC Shares presents a number of risks that should be drawn to the attention of CSM shareholders. The Board's view is that the most significant risk factor that could affect the value of CSM shares is the fact that the Me Today Group is comprised of two early stage companies. To a large extent, risk factors affecting early stage companies are generic in nature, but these are described in more detail in section 6 (pages 40 to 44) of the Profile that accompanies this Notice (risks to the Me Today Group's business and plans).

In addition to early stage company risk, the Board consider the following risks to be the material risk factors that could affect the Me Today Group, and by extension the value of CSM shares:

- Dependence on key personnel
- Marketing and brand cut through
- Competition
- Management of growth opportunities
- Trade marks and intellectual property
- Offshore markets
- Regulatory risk
- Third party dependency

As part of the suite of documentation that is provided to you, CSM has commissioned an Independent Adviser's Report and Appraisal Report. That report has been prepared by Simmons Corporate Finance Limited to opine on certain matters required in terms of the NZX Listing Rules and the Takeovers Code. Several relevant observations extracted from the report are contained in page 16 of this Notice of Meeting.

Collateral matters to be considered

In conjunction with the Restructure, the following resolutions are also being tabled at the Special Meeting:

- The appointment of five new directors of the Company. On completion of the Restructure, four of the existing directors of the Company (Sean Joyce, Richard Shi, Tim Preston and Ping Li) will resign and each of Grant Baker, Stephen Sinclair, Michael Kerr, Hannah Barrett and Antony Vriens will be appointed as directors of the Company;
- An increase of the sum of directors fees payable to directors of the Company, to an aggregate sum not exceeding \$450,000 per annum;

¹ The valuation of \$500,000 attributable to the listed shell has been calculated by deducting the cash held by CSM from the total value attributable to CSM of \$2.1 million for the purposes of benchmarking the proportionate value of CSM against the Me Today Group.

- The revocation of the existing constitution of the Company, and the adoption of a new constitution to reflect updates to the NZX Listing Rules;
- The appointment of BDO as the auditor for the Company.

The settlement of the Restructure is conditional upon resolutions 1 to 11 being approved.

Board recommendation

Having regard to the business opportunity afforded to the Company by the Acquisition, the exciting sector in which the Me Today Group operates, the reputation of the stakeholders behind the Me Today Group, and the prospects for the Me Today Group in the future, the Board considers that the Acquisition represents an exciting opportunity for the Company and its shareholders.

The Board recommends that all shareholders read the Profile, the Independent Advisor's Report and Appraisal Report that accompany this Notice of Special Meeting.

The Board of CSM Group Limited is very pleased to present the Me Today Group Acquisition to shareholders for their consideration. We encourage shareholders to approve all of the resolutions at the Special Meeting.

Yours faithfully



Roger Gower
Chairman

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that the Special Meeting of Shareholders of CSM Group Limited (**Company**) will be held at the offices of Link Market Services, Level 11, 80 Queen Street, Auckland CBD, Auckland 1010 on Monday, 30 March 2020 at 11.00 am.

The Explanatory Notes which accompany this Notice of Meeting set out the details of the transactions which are the subject of the resolutions and the approval required for each resolution by the shareholders of the Company pursuant to the NZX Listing Rules (**Listing Rules**), the Companies Act 1993 (**Act**), the constitution of the Company (**Constitution**) and the Takeovers Code (the "**Code**").

BUSINESS OF THE MEETING

1. Acquisition of 100% of the shares on issue in The Good Brand Company Limited ("The Good Brand Company") – Special Resolution – Listing Rule 5.1.1 and Section 129 of the Companies Act 1993

To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

*"The Reverse Listing Agreement entered into between the Company and the shareholders of The Good Brand Company (**Sale Agreement**), pursuant to which the Company has agreed to acquire 100% of the shares on issue in The Good Brand Company (**TGBC Shares**) for \$5.55 million, which consideration will be satisfied by the issue of 1.11 billion new ordinary fully paid shares in the Company to the shareholders of The Good Brand Company (or their nominees), and the transactions described in the Sale Agreement are approved, and that the Directors be authorised to take all actions, do all things and execute all documents and agreements necessary or considered by them to be expedient to give effect to such transactions."*

The implementation of this resolution is conditional upon all of resolutions 1 to 11 being approved by the shareholders of the Company.

2. Issue of 1,110,000,000 ordinary fully paid shares to MTL Securities Limited as nominee of the shareholders of The Good Brand Company ("Consideration Shares") – Ordinary Resolution – Listing Rule 4.1.1 and Takeovers Code

If resolution 1 is passed, to consider, and if thought fit, pass the following resolution as an ordinary resolution of the Company:

*"The Directors of the Company are authorised to issue 1,110,000,000 ordinary fully paid shares to MTL Securities Limited at an issue price of \$0.005 per share in satisfaction of the purchase price payable under the Sale Agreement ("**Consideration Shares**") on the date of the completion of the Acquisition of the TGBC Shares, and are further authorised to take all actions, do all things and execute all documents and agreements necessary or considered by them to be necessary or expedient to issue the Consideration Shares, such Consideration Shares when issued, shall rank pari passu (equally) with all existing ordinary shares of the Company."*

The implementation of this resolution is conditional upon all of resolutions 1 to 11 being approved by the shareholders of the Company.

3. Issue of 300,000,000 new ordinary fully paid shares to wholesale investors (“Placement Shares”) – Ordinary Resolution – Listing Rule 4.1.1

If resolution 2 is passed, to consider, and if thought fit, pass the following resolution as an ordinary resolution of the Company:

"The Directors of the Company are authorised to:

(a) issue 300,000,000 ordinary fully paid shares to wholesale investors (“Placement Shares”) at an issue price of \$0.005 per Placement Share; and

(b) take all actions, do all things and execute all documents and agreements necessary or considered by them to be necessary or expedient to issue the Placement Shares,

such Placement Shares when issued, shall rank pari passu (equally) with all existing ordinary shares of the Company."

The implementation of this resolution is conditional upon all of resolutions 1 to 11 being approved by the shareholders of the Company.

4. Issue of 220,000,000 new ordinary fully paid shares to Hunter Holdings Limited (“Related Party Shares”) – Ordinary Resolution – Listing Rule 5.2.1

If resolution 3 is passed, to consider, and if thought fit, pass the following resolution as an ordinary resolution of the Company:

"The Directors of the Company are authorised to:

(a) issue 220,000,000 ordinary fully paid shares to Hunter Holdings Limited (“Related Party Shares”) at an issue price of \$0.005 per Related Party Share; and

(b) take all actions, do all things and execute all documents and agreements necessary or considered by them to be necessary or expedient to issue the Related Party Shares,

such Related Party Shares when issued, shall rank pari passu (equally) with all existing ordinary shares of the Company."

The implementation of this resolution is conditional upon all of resolutions 1 to 11 being approved by the shareholders of the Company.

5. Appointment of Grant Baker as Director – Ordinary Resolution

If resolution 4 is passed, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

"Grant Baker be appointed as a director of the Company with effect from completion of the Acquisition."

The implementation of this resolution is conditional upon all of resolutions 1 to 11 being approved by the shareholders of the Company.

6. Appointment of Stephen Sinclair as Director – Ordinary Resolution

If resolution 5 is passed, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

"Stephen Sinclair be appointed as a director of the Company with effect from completion of the Acquisition."

The implementation of this resolution is conditional upon all of resolutions 1 to 11 being approved by the shareholders of the Company.

7. Appointment of Michael Kerr as Director – Ordinary Resolution

If resolution 6 is passed, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

"Michael Kerr be appointed as a director of the Company with effect from completion of the Acquisition."

The implementation of this resolution is conditional upon all of resolutions 1 to 11 being approved by the shareholders of the Company.

8. Appointment of Hannah Barrett as Director – Ordinary Resolution

If resolution 7 is passed, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

"Hannah Barrett be appointed as a director of the Company with effect from completion of the Acquisition."

The implementation of this resolution is conditional upon all of resolutions 1 to 11 being approved by the shareholders of the Company.

9. Appointment of Antony Vriens as Director – Ordinary Resolution

If resolution 8 is passed, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

"Antony Vriens be appointed as a director of the Company with effect from completion of the Acquisition."

The implementation of this resolution is conditional upon all of resolutions 1 to 11 being approved by the shareholders of the Company.

10. Approval of Directors' Fees – Ordinary Resolution

If resolution 9 is passed, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

"That the aggregate maximum amount of fees which can be paid to the Directors be set at \$450,000 in respect of each financial year, where such amount (or lesser amount determined by the Directors for a financial year) will be divided among the Directors in such proportion and in such manner as they may agree."

The implementation of this resolution is conditional upon all of resolutions 1 to 11 being approved by the shareholders of the Company.

11. Revocation of existing constitution and adoption of a new constitution – Special Resolution

If resolution 10 is passed, to consider, and if thought fit, pass the following resolution as a special resolution of the Company:

"That the existing constitution of the Company is revoked, and the form of constitution tabled at the Meeting, and referred to in the Explanatory Notes to Resolution 9 of this Notice of Meeting, is adopted as the constitution of the Company."

The implementation of this resolution is conditional upon all of resolutions 1 to 11 being approved by the shareholders of the Company.

12. Appointment of BDO as Auditor and Remuneration of Auditor – Ordinary Resolution

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That:

- (a) BDO be appointed as the auditor for the Company; and*
- (b) the Board are authorised to fix the remuneration of the Company's new auditor, BDO, for the forthcoming financial year."*

This resolution is independent of resolutions 1 to 11, and is not conditional upon resolutions 1 to 11 being approved by the shareholders of the Company.

NOTES

1. EXPLANATORY NOTES

Explanatory Notes for Resolutions 1 to 12 are set out in the following pages. Additional information about the subject matter of the resolutions is contained in the Profile, the Independent Adviser's Report and Appraisal Report that accompany this document.

2. PROXIES

All shareholders of the Company entitled to attend and vote at the meeting are entitled to appoint a proxy to attend and vote for them instead.

A proxy need not be a shareholder of the Company.

The Chairman of the meeting can be a proxy for a shareholder if a shareholder wishes to appoint the Chairman as its proxy in the proxy form. The Chairman proposes to vote any undirected proxies held by him in favour of all of the resolutions, with the exception of resolution 10, given he is interested in that resolution.

A proxy form is enclosed and to be effective must be lodged at least 48 hours before the meeting is due to begin (i.e. before 11 am on Saturday, 28 March 2020) with Link Market Services Limited, the Company's share registrar, in accordance with the instructions in the Notes to the proxy form accompanying this Notice.

3. VOTING RESTRICTIONS

Any shareholders of the Company, and their Associated Persons (as that term is defined in the Listing Rules), who are to receive any of the securities referred to in resolutions 2, 3 or 4 are not entitled to vote in respect of those resolutions.

Any shareholders of the Company who are Associates (as that term is defined in the Code) of those persons who are to receive any of the securities referred to in resolution 2 are not entitled to vote in respect of that resolution.

No director of the Company, and their Associated Persons are entitled to vote on resolution 10 by virtue of NZX Listing Rule 6.3. Those persons are restricted from acting as discretionary proxies (but can act as a non-discretionary proxy).

APZ Limited and its Associated Persons are not entitled to vote on resolutions 3 and 4 by virtue of NZX Listing Rule 6.3. Those persons are restricted from acting as discretionary proxies (but can act as a non-discretionary proxy).

Those persons who are prohibited from voting on a resolution may not act as a discretionary proxy in respect of a resolution, but may vote in accordance with express instructions.

The Chairperson shall not vote any undirected proxies in favour of resolution 10 given the Chairperson may be interested in that resolution.

All persons registered on the Company's register of shareholders as the holders of shares as at 5pm on Friday, 27 March 2020 shall, subject only to the preceding restrictions, be entitled to vote at the Meeting in person or by proxy.

4. CONDITIONAL NATURE OF RESOLUTIONS 1 – 11 (INCLUSIVE)

The implementation of resolutions 1 to 11 are conditional upon all of resolutions 1 to 11 being approved by the shareholders of the Company.

Resolution 12 is independent of resolutions 1 to 11, and is not conditional upon resolutions 1 to 11 being approved by the shareholders of the Company.

By Order of the Board of Directors

Roger Gower
Chairman

EXPLANATORY NOTES

NZX Listing Rules (“Listing Rules”), Companies Act 1993 (“Act”), the constitution of the Company (“Constitution”) and The Takeovers Code (“Code”)

The Company is listed on the NZX Main Board and must comply with the Listing Rules and the Code. In addition, various provisions of the Listing Rules are included in the Constitution. The Act, the Code, the Constitution and the Listing Rules contain specific requirements which are relevant to the resolutions comprised in this Notice.

The implications of the Listing Rules, the Act, the Code and the Constitution, insofar as they relate to each resolution, are addressed in the Explanatory Notes to each resolution.

Nature of Resolutions

The resolutions which are to be considered at the Meeting include ten ordinary resolutions and two special resolutions. An ordinary resolution is a resolution passed by a simple majority of votes of shareholders of the Company, entitled to vote and voting. A special resolution is a resolution passed by a majority of not less than 75% of votes of shareholders of the Company, entitled to vote and voting.

Set out below is further information on the Restructure and the resolutions to be proposed at this Meeting. Shareholders should also read the Profile, the Independent Adviser’s Report and Appraisal Report that accompany this Notice of Meeting.

The implementation of resolutions 1 to 11 are conditional upon all of resolutions 1 to 11 being approved by the shareholders of the Company.

Resolution 12 is independent of resolutions 1 to 11, and is not conditional upon resolutions 1 to 11 being approved by the shareholders of the Company.

Consequences of Resolutions 1 to 11 not being approved

Resolutions In the event that all of resolutions 1 to 11 are not approved, then:

- the Acquisition will not proceed, and the Directors will withdraw the remaining resolutions from the agenda of the Meeting, with the exception of resolution 12 (appointment of auditor);
- the Directors consider that the prospects for the Company are uncertain. The Directors believe that in the event that resolutions 1 to 11 are not approved, the Directors would need to expeditiously explore the Acquisition of other business initiatives, which opportunities may be limited having regard to the Company’s limited financial resources.

RESTRUCTURE HIGHLIGHTS

Summary

The principal terms of the Restructure are as follows:

- The Restructure involves CSM acquiring 100% ownership of The Good Brand Company Limited.
- The Good Brand Company Limited owns 100% of Me Today Limited (together with The Good Brand Company, “**Me Today Group**”).

- The Me Today Group owns and operates the Me Today brand (“**Me Today**”), a New Zealand founded and based health and wellness brand that produces premium quality products clearly linking supplements and natural skincare, ultimately making it easier for consumers to shop.
- As well as the Me Today brand, The Good Brand Company was established to sell and market third party brands within the health and wellness space. The Good Brand Company represents Me Today and other agency branded businesses. It is actively seeking new brands to further complement its existing brand portfolio.
- The purchase price payable by CSM to acquire the Me Today Group is \$5.55 million.
- It is proposed that CSM will satisfy the payment of the purchase price by issuing 1.11 billion new CSM shares, at an issue price of \$0.005 per share (“Consideration Shares”), to the vendors of the Me Today Group.
- The restructure implies a \$2.1 million value of CSM before the completion of the Restructure, comprising approximately \$1.6 million in cash and \$500,000 for the “premium value” of CSM as a listed company.
- In conjunction with the completion of the purchase of the Me Today Group, CSM will undertake a placement of 300 million new CSM shares, at an issue price of \$0.005 per share (“Placement Shares”), to wholesale investors to raise \$1.5 million, which new capital will be applied towards funding the ongoing working capital and future growth capital requirements of the Me Today Group.
- On completion of the Restructure, four of the existing five directors of CSM (Messrs Shi, Joyce, Preston and Ms Li) will resign and be replaced by five new directors nominated by the vendors of the Me Today Group. Mr Gower, an existing director of CSM, will remain on the board.
- The Restructure is subject to a number of conditions, including: – CSM shareholders approving the Restructure, CSM holding not less than \$1.58 million of cash on the completion date, and the Me Today Group holding not less than \$1 million of cash on the completion date.

What CSM will look like post completion of the Restructure

Following completion of the Restructure, CSM will:

- Own 100% of the Me Today Group. The future performance of CSM and the CSM shares will therefore be entirely dependent upon the future performance of the business operations of the Me Today Group following completion of the Restructure.
- Have a total of 1,824,550,00 shares on issue, after the issue of the Consideration Shares and the Placement Shares.
- The issue of the Consideration Shares and the Placement Shares will have the following effect on existing CSM shareholders:

Current shares on issue	414,550,000
Consideration Shares and Placement Shares to be issued	1,410,000,000

Total shares on issue after the completion of the Restructure	1,824,550,000
Percentage of overall dilution	77.28%
Example shareholder: pre-Restructure percentage holding	10%
Example shareholder: post Restructure percentage holding	2.272%

- CSM will have five new directors on the CSM Board.
- CSM will have approximately \$4 million of cash in the bank. The Founders have no intentions to raise further capital through CSM prior to release of the audited financial statements for the financial year ended 31 March 2020.
- CSM will, within 5 Business Days of the completion of the Acquisition and the Restructure, undertake a 1 for 5 consolidation of its share capital.

Further details of the Restructure are set out in the Explanatory Notes to Resolutions 1 to 11 of this Notice and pages 8 to 25 of the Independent Adviser's Report and Appraisal Report that accompanies this Notice.

Timetable

In the event that CSM shareholders approve the Restructure, then the timetable for the Restructure is anticipated to be as follows:

Event	Date
Completion of the Acquisition	31 March 2020
Issue of Consideration Shares and Placement Shares, change of name of CSM, restructure of the CSM Board of Directors	31 March 2020
Implementation of share consolidation	3 April 2020
Lifting of suspension of trading in CSM shares	6 April 2020

In the event that CSM shareholders do not approve the Restructure, then CSM would apply to NZX for the suspension of the trading in shares in CSM to be lifted following the date of the special meeting of shareholders.

What happens if the Restructure is not approved

In the event that the Restructure is not approved by CSM shareholders, the Restructure will not proceed. The CSM Board considers that the prospects for CSM would be uncertain should that situation eventuate. The options available to CSM in this event would be:

- For CSM to expeditiously explore the acquisition of other business initiatives, which opportunities may, or may not be limited having regard to the Company's limited financial resources; or
- To investigate the liquidation of CSM, and the distribution of the net cash surplus after liquidation costs to the shareholders of CSM.

RESOLUTION 1: ACQUISITION OF 100% OF THE SHARES ON ISSUE IN THE GOOD BRAND COMPANY LIMITED (“THE GOOD BRAND COMPANY”) – SPECIAL RESOLUTION - LISTING RULE 5.1.1 AND SECTION 129 OF THE COMPANIES ACT 1993

GENERAL

The Company has entered into a Reverse Listing Agreement (**Sale Agreement**) with Velocity Capital LP and M & N Kerr Holdings Limited (**Vendors**) to acquire 100% of the shares on issue in The Good Brand Company, which owns 100% of the shares of Me Today Limited (**Me Today NZ**, and together with The Good Brand Company, the **Me Today Group**) for \$5.55 million (**Acquisition**). The purchase price will be satisfied by the issue of 1,110,000,000 new ordinary fully paid shares in the Company to the Vendors’ nominee, MTL Securities Limited, at an issue price of \$0.005 per share (**Consideration Shares**).

Following the completion of the Acquisition, The Good Brand Company will become a wholly owned subsidiary company of the Company.

The Good Brand Company is a sales and marketing business, and Me Today NZ owns and operates the wellness brand Me Todaytm. The Me Today Group operates in the health and wellness sector.

Me Today is a New Zealand health and wellness brand that produces premium quality products clearly linking supplements and natural skincare, ultimately making it easier for consumers to shop. Me Today products are formulated using highly absorbable forms of ingredients and, where possible, are either vegetarian or vegan friendly. The Me Today range offers a modern solution to modern problems.

Me Today was founded by Grant Baker, Stephen Sinclair and Michael Kerr. Grant and Stephen have a long history of success in business start-ups, being involved in the successful listings of 42 Below and Ecoya, as well as Ecoya’s acquisition of skincare brand Trilogy, together with a significant investment in Turners Automotive Group. Michael has a vast amount of experience in the healthcare and wellness sectors and was responsible for establishing the Swisse brand in NZ and, more recently, was the general manager of the skincare brand, Trilogy.

Grant, Stephen and Michael joined forces to create Me Today as they believe there to be significant opportunity for a new brand in the wellness space. Both the supplements and the natural skincare categories in NZ and overseas have experienced significant growth in recent years. The new venture has been launched with supplements and skincare as the platform, but the founders see significant opportunity to further expand the product offering and take advantage of new trends within the health, beauty and wellbeing spaces.

The Me Today supplement and natural skincare ranges have recently launched into the New Zealand pharmacy sector through the Green Cross Health network of Unichem and Life Pharmacy stores. Green Cross Health has a network of 360 stores nationwide and Me Today expects distribution to reach 280 of those stores by the end of 2020.

The founders believe there are opportunities to take the brand offshore and into markets such as Australia, North America, United Kingdom, Asia and China, through a cross border e-commerce model. Globally, NZ\$128 billion is spent on supplements² every year and, in New Zealand, circa NZ\$150 million is spent on supplements and natural skincare through Pharmacy channels³.

² Nutrition Business Journal 2017

³ IRI OTC Pharmacy scan sales MAT to 06/10/19

In addition to Me Today, the founders have created The Good Brand Company which was established to launch, sell and market additional brands. The Good Brand Company represents Me Today and three other agency branded businesses, and is seeking other agency brands to complement its existing activity. The Good Brand Company forms part of the transaction.

The Profile that accompanies this document provides the following information in respect of The Me Today Group and the Company post completion of the Acquisition:

- The organisational and operational structure of the Company – refer to section 3 (pages 20 to 21) of the Profile;
- The proposed Board and senior executives of the Company – refer to section 3 (pages 26 to 28) of the Profile;
- Risks associated with the commercial operations of the Company - refer to section 6 (pages 40 to 44) of the Profile.

None of the Founders or proposed directors are subject to relevant restraints of trade or other competition restrictions. However, following the transaction, the Founders will own 60.84% of CSM. They are therefore strongly incentivised to deliver business growth and achieve the Me Today Group's goals, which reduces the likelihood that they would leave the group.

The Founders will also enter into lock up arrangements with respect to their shareholdings (the Consideration Shares) until after the release of audited financial statements for the year ending 31 March 2021.

Michael Kerr will enter into a new employment agreement, effective from completion, which will contain market standard restraint of trade provisions.

CONDITIONS OF THE SALE AGREEMENT

The Acquisition of the Me Today Group is conditional upon the Company obtaining all shareholder approvals that may be required to undertake the Acquisition and the transactions associated with the Acquisition as detailed in this notice of meeting, including but not limited to, those approvals required in accordance with the Companies Act, the Code and the Listing Rules.

In addition, the settlement of the transaction is conditional upon:

- The Company raising \$1.5 million of new capital through the issue of 300 million Placement Shares in conjunction with the completion of the Acquisition of the Me Today Group ("**Completion**"). The capital available in the Company, post completion, will help accelerate the sales initiatives in respect of Me Today's existing products in New Zealand and offshore markets, as well as to provide capital to invest into new product development;
 - The shareholders of the Company resolving to adopt a new constitution with effect from Completion;
 - The shareholders of the Company approving the appointment of Grant Baker, Stephen Sinclair, Michael Kerr, Hannah Barrett and Antony Vriens as directors of the Company;
 - The Company holding not less than \$1.58 million in cash immediately prior to Completion;
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- The Company having no more than 1,824,550,000 shares on issue at Completion;
- The Company obtaining all approvals required from NZX and the Takeovers Panel;
- The Good Brand Company holding not less than \$1 million in cash as at Completion;
- The Me Today Group not having any external or related party indebtedness of whatsoever nature as at Completion, save for any loan advances made by the Vendors that have been previously approved by the Company in writing, and third-party trade creditors.

In the event that either CSM or the Me Today Group does not meet its respective minimum cash at bank condition, the party in default will be required to make good that cash deficit with a payment of cash to the other party equivalent to the shortfall. In the case of CSM being in default, CSM would be required to make a payment to the Vendors.

The Company and the Vendors have agreed that the Vendors may, with the prior approval of the Company, advance funds to the Me Today Group for the purposes of providing working capital and/or to meet extraordinary expenditure above and beyond business as usual expenditure. Such approved loans made to fund extraordinary expenditure will be reimbursed by the Company on Completion of the Restructure.

Following the completion of the Acquisition and Restructure, the Company will change its name to “Me Today Limited” and its NZX ticker code to “MEE”.

REQUIREMENT FOR RESOLUTION

The entry into the Sale Agreement, and the proposed acquisition of the Me Today Group, must be approved by shareholders. Shareholder approval is required in respect of resolution 1 for the following reasons:

Major Transaction

- The value of the Me Today Group is greater than half the value of the Company’s assets. Therefore the Company will be entering into a “major transaction” for the purposes of section 129 of the Companies Act. Section 129 of the Companies Act requires that the resolution must be passed by a special resolution of shareholders present in person or proxy and able to vote at the meeting.

A special resolution of shareholders means a resolution of shareholders approved by a majority of 75% of the votes of those shareholders entitled to vote and voting on the question.

Change in the essential nature of the Company’s business – Listing Rule 5.1.1(a)

- Under the proposed restructure of the Company’s commercial and capital operations, the Company will be entering into a transaction which will change the essential nature of the Company’s business. Currently the Company is a non-active listed company which holds cash and operates no trading activities. Should the Restructure proceed then the Company will own 100% of The Good Brand Company, and will ultimately own and control the operations of the Me Today Group. Listing Rule 5.1.1(a) requires that in the event that a Company proposes to change the essential nature of its business, any such change must be approved by an ordinary resolution of shareholders.

Acquisition of Assets with a Gross Value above 50% of the Average Market Capitalisation of CSM – Listing Rule 5.1.1(b)

- Listing Rule 5.1.1(b) requires that in the event that CSM proposes to acquire assets with a gross value above 50% of the Average Market Capitalisation of CSM (as that term is defined in the Listing Rules), then that transaction must be approved by an ordinary resolution of shareholders, or a special resolution if approved by way of a special resolution is required under section 129 of the Companies Act. Given the value of the TGBC Shares exceeds this threshold, this Listing Rule requirement must be complied with.

THE VALUATION METHODOLOGY UTILISED BY THE BOARD

The Board negotiated the purchase price for the Me Today Group on a commercial arms-length basis with the Vendors.

The purchase price attributable to the Me Today Group was determined having regard to the following factors:

- The amount of cash to be invested prior to Completion by the Vendors in the Me Today Group (circa \$2.3m);
- The recognition of the opportunities accessible to the Me Today Group because of to the Vendors' reputations and experience;
- The costs which the Company considers would be required to be incurred were the Company to establish the Me Today Group and develop and launch the Me Today line of products, branding and undertake market development that has been developed to date;
- Recognition of the sales and distribution platform that The Good Brand Company has established;
- Consideration of the revenue being generated from the distribution of third-party product lines through The Good Brand Company, and to the potential to increase that revenue through the introduction of more third-party product lines into the portfolio of products being distributed by The Good Brand Company;
- The potential future revenues that may be generated domestically and internationally through the sale of existing and future Me Today products;
- Recognition of the fact that The Good Brand Company will hold not less than \$1 million in cash at Completion.

Further information about the valuation of the Me Today Group is provided in section 7 (pages 42 to 45) of the Independent Adviser's Report and Appraisal Report that accompanies this Notice of Special Meeting.

KEY CONSIDERATIONS RELEVANT TO YOUR VOTE

Recommendation of the Board

CSM's Board strongly recommends that all shareholders review the Profile and the Independent Adviser's Report and Appraisal Report that accompany this Notice of Meeting so that they can fully appreciate the nature of the prospective Restructure and the Acquisition.

The Board has recommended that CSM shareholders vote in favour of the Acquisition and the Restructure. The reasons for the recommendation are that:

- (a) The issue of the Consideration Shares to the Vendor's nominee will enable the Company to satisfy the payment of the purchase price payable by the Company to the Vendors to acquire the Me Today Group;
- (b) The Directors believe that the Acquisition of the Me Today Group should have materially positive benefits for the Company for the following reasons:
 - (i) The Company has not identified any other commercial opportunities of equivalent potential to enhance shareholder value;
 - (ii) The proposed Acquisition of the Me Today Group provides an opportunity for the Company to acquire a business operating in a high growth sector, with exciting growth opportunities, and with a proven team of executives and stakeholders supporting the business;
 - (iii) The Directors consider that the issue price for the Consideration Shares is fair and reasonable to the Company;
 - (iv) Having regard to the current cash resources of the Company, the value attributed to the Company as a listed shell as part of the Restructure, and the business opportunity afforded to the Company with the Acquisition, the Board believes that the proposed Restructure and Acquisition presents a credible and exciting opportunity for the Company and its shareholders.

The Independent Adviser's Report and Appraisal Report concludes amongst other things, that the consideration of \$5.55 million for purchase of the Me Today Group is not unreasonable. Overall, the Independent Adviser's Report and Appraisal Report concludes that the terms and conditions of the Acquisition are fair to all shareholders. These are only some of the conclusions reached in the Independent Adviser's Report and Appraisal Report, and the Board strongly recommends that you read the Independent Adviser's Report and Appraisal Report accompanying this Notice.

The CSM Board considers the price that CSM has agreed to pay for the Acquisition is an appropriate price, and notwithstanding that the independent adviser has been unable to conduct an in-depth valuation analysis, the Board remains comfortable with their recommendation.

The Board supports fully the Acquisition and the Restructure and recommends that shareholders support the resolutions being tabled at the Special Meeting to approve the Restructure and the Acquisition.

Your vote is important

For the Restructure to proceed, it is necessary that CSM shareholders approve both the acquisition of the Me Today Group, the restructure of the CSM Board, and the capital raising initiative. The acquisition of the Me Today Group requires the approval of a special resolution (75%) resolution. The restructure of the CSM Board and the issue of the Placement Shares, requires the approval of an ordinary (50%) resolution, subject to the voting restrictions detailed in this Notice.

Reasons to vote in favour of the acquisition of the Me Today Group and the Restructure

- **Effective application of CSM's capital resources towards a positive business initiative**
 - CSM's only significant asset is cash in the bank.
 - Currently CSM's cash resources are reducing due to the ongoing costs of maintaining its listing on the NZX.
 - In the event that a suitable acquisition is not identified and executed, and such acquisition ultimately generates positive cashflows, then CSM will eventually utilise all of its cash resources and may ultimately have limited options as a viable going concern or a suitable candidate for a reverse listing transaction.
 - The acquisition of the Me Today Group business operations represents an opportunity:
 - To acquire an early stage business with growth potential;
 - For existing CSM shareholders to retain in aggregate, a 22.72% holding in CSM post the completion of the Restructure; and
 - To potentially provide the platform for driving future shareholder value through the underlying performance of the Me Today business.
 - **The acquisition of the Me Today Group will provide CSM with exposure to a business opportunity backed by experienced founders with a proven track record**
 - The opportunity to leverage off the expertise of the founders of the Me Today Group who have a proven track record in bring emerging businesses to the market successfully.
 - **Accelerate the growth of the Me Today Group**
 - The founders of the Me Today Group have a business strategy to grow the Me Today Group business operations, the details of which are provided in pages 23 to 25 of the Profile.
 - Utilising the existing cash resources of CSM, together with the new capital to be raised through the wholesale placement, those funds will assist fund the growth and expansion plans of the Me Today Group business.
 - **Generate increased shareholder value**
 - Should the new Board of CSM (post completion of the Restructure), together with the executive of the Me Today Group be able to effectively implement their business strategy to grow the Me Today business operations, then that performance may lead to an appreciation in the underlying CSM share price, and in doing so increase shareholder value.
 - **If the Restructure proceeds, and shareholders are dissatisfied with the outcome of the Restructure, they will have an opportunity to sell their shares in CSM (subject to a liquid trading market developing)**
-

- It is likely that there will be more trading liquidity in CSM's shares on the NZX should the Restructure proceed, than if the Restructure does not proceed. As noted in the Independent Adviser's Report, CSM shares have traded very thinly in the last year.
- In the event that the Restructure proceeds and existing CSM shareholders do not wish to continue to hold their CSM shares, or are dissatisfied with the progress that the Me Today Group business is making, then CSM shareholders will have the opportunity to sell their CSM shares on market, subject to liquidity in CSM's shares at that time.

Other considerations relevant to the Acquisition and the Restructure

While the Board expects that the Acquisition and the Restructure will deliver positive value and choice for existing CSM shareholders, and the Board has recommended that CSM shareholders vote in favour of the Acquisition and the Restructure, shareholders should also consider the following factors relating to the Acquisition and the Restructure and their potential impact on CSM and its shareholders.

- **You may believe that the consideration payable to acquire the Me Today Group is too high**
 - The price payable by CSM to acquire the Me Today Group is \$5.55 million. You may consider that the purchase price is too high having regard to the current operational performance of the business operations of the Me Today Group.
- **You may consider the dilutionary impact of the issue of the Consideration Shares and the Placement Shares is too significant**
 - The dilutionary impact of the issue of the Consideration Shares and the Placement Shares is 77.28%. You may consider that the dilutionary impact of embarking on the Restructure is too significant in the context of the Restructure as a whole.
- **You may consider that the Acquisition and the Restructure are not in your best interests**
 - There may be other reasons, particular to you, why you consider that the Acquisition and the Restructure are not in your best interests.
- **You may consider that there is a possibility that a superior transaction could emerge**
 - The Board has no basis to believe that an alternative acquisition or restructuring proposal will be received given that CSM has not received any approaches since the announcement of the Acquisition and the Restructure on 11 December 2019.
 - The Board believes that the acquisition of the Me Today Group is the right business opportunity to invest in to generate increased shareholder value.

KEY RISKS

The Board and the Vendors of the Me Today Group have identified a number of risk factors associated with the Me Today Group's business which may affect the Company's future operating performance and financial position and the value of the Company's shares post completion of the Acquisition.

The principal risk factors are detailed in section 1 (page 11) and section 6 (pages 40 to 44) of the Profile.

BUY-OUT RIGHT

In respect of those shareholders who vote against Resolution 1, section 110 of the Companies Act gives those shareholders certain rights to require the Company to purchase their shares in the Company, if Resolution 1 is approved. Any shareholder who casts all votes attached to the shares registered in their name (and having the same beneficial owner) against Resolution 1 is entitled to require the Company to purchase their shares.

The right to have shares purchased must be exercised within 10 Business Days of the passing of Resolution 1 by the dissenting shareholder by giving written notice to the Company. The mechanics and the procedure for such an Acquisition are provided in Appendix 2 to this Notice of Meeting.

INDEPENDENT REPORT

The *NZX Guidance Note – Backdoor and Reverse Listing Transactions (Guidance Note)* requires the Company to obtain an Independent Report in respect of the proposed Restructure and the Acquisition. Simmons Corporate Finance Limited has prepared the Independent Advisers Report and Appraisal Report, and a copy of it accompanies this Notice of Meeting. The appointment of Simmons Corporate Finance Limited was approved by NZX Limited. The Independent Adviser's Report and Appraisal Report has also been prepared to comply with the requirements of the Takeovers Code, the requirements of which are addressed in the explanatory notes to Resolution 2.

VOTING RESTRICTIONS

The Vendors, and their Associated Persons (as that term is defined in the Listing Rules) are prohibited from voting on Resolution 1.

RESOLUTION 2: ISSUE OF 1,110,000,000 ORDINARY FULLY PAID SHARES TO MTL SECURITIES LIMITED AS THE NOMINEE OF THE VENDORS OF THE GOOD BRAND COMPANY – ORDINARY RESOLUTION – LISTING RULE 4.1.1 AND TAKEOVERS CODE

GENERAL

The purchase price for the Acquisition will be satisfied by the issue of 1,110,000,000 fully paid ordinary shares in the Company (**Consideration Shares**) to the Vendors' nominee MTL Securities Limited (**Allottee**).

The Consideration Shares will each have an issue price of \$0.005 per share. If Resolutions 1 to 11 are approved, the Consideration Shares shall be issued by the Company to the Allottee, contemporaneously with the settlement of the Acquisition.

The Allottee is expected to hold or control 60.84% of the total number of voting securities on issue in the Company in aggregate immediately following the completion of the Restructure and the Acquisition – assuming that all of the Placement Shares are ultimately issued at the time of completion.

Escrow

The Vendors (and their nominee MTL Securities Limited) have agreed that they shall be restricted from trading the Consideration Shares for the period commencing on the date of the completion of the Acquisition, and ending on the first business day after the Company releases its audited financial statements for the financial year ended 31 March 2021 ("**Restricted Period**"). The escrow restriction will not apply:

- When MTL Securities Limited transfers all or part of the Consideration Shares to an affiliate of MTL Securities Limited, provided that the affiliate enters into a Restricted Security Deed with CSM in relation to the Consideration Shares transferred on the same terms as agreed to by MTL Securities Limited for the remainder of the Restricted Period;
- When a transfer arises directly because of the security interest over the Consideration Shares being enforced by a bona fide lender to MTL Securities Limited; or
- In relation to any full or partial takeover offer made under the Takeovers Code or similar scheme of arrangement, provided that any such takeover offer or similar scheme of arrangement is not made, whether directly or indirectly, by MTL Securities Limited or any affiliate of MTL Securities Limited. For clarity, if a full or partial takeover offer is made or proposed to be made during the Restricted Period, directly or indirectly by a person who is not MTL Securities Limited or an affiliate of it, then MTL Securities Limited may sell, or agree, or offer to sell all or any part of the consideration Shares to the offeror under that offer.

Capital structure post completion of the Acquisition, the issue of the Consideration Shares and the issue of the Placement Shares

Details of the capital structure, and shareholding profile of the Company post completion of the Acquisition, the issue of the Consideration Shares, and the issue of the Placement Shares are provided in the Table below:

Shareholder	Ordinary Shares	
Existing CSM shareholders	414,550,000	22.72%
MTL Securities Limited (as the recipient of Consideration Shares – resolution 2)	1,110,000,000	60.84%
Wholesale investors who subscribe for the Placement Shares in accordance with resolution 3 (including the 220,000,000 new shares to be issued to Hunter Holdings Limited)	300,000,000	16.44%
Total	1,824,550,000	100.00%

Dilutionary Impact

Following the issue of the 1,100,000,000 Consideration Shares to MTL Securities Limited and the 300,000,000 Placement shares to wholesale investors, MTL Securities Limited will hold 60.84% of the shares on issue in the Company.

For the purposes of the Takeovers Code, the Vendors are regarded as being Associates of each other by virtue of certain pre-existing personal and/or commercial relationships between them.

Full particulars of the Allottee, the beneficial owners of the Consideration Shares, and their respective allocations of Consideration Shares are detailed in part 2 of Appendix 1 of this Notice.

ISSUE PRICE

The Board believes that the issue price of \$0.005 for each of the Consideration Shares represents fair value to the Company taking into account the following considerations:

- the issue price for the Consideration Shares was negotiated between the Board of Directors of the Company and the Vendors on a commercial arm's length basis; and
- with an anticipated capital base of 414,550,000 shares on issue as at the date of the completion of the Acquisition, and immediately prior to the issue of the Consideration Shares, the issue price of \$0.005 effectively values the Company at approximately \$2.1 million, which, in the Board's opinion represents, a fair valuation of the Company as a listed vehicle having regard to the Company's current financial position and prospects, including the current cash position of the Company of circa \$1.6 million, and the intangible value of the Company as a "listed shell" of \$500,000.

REQUIREMENT FOR RESOLUTION

The Company's constitution and Listing Rule 4.1 require that the issue of the Consideration Shares be approved by an ordinary resolution of the existing shareholders of the Company.

In addition, the issue of the Consideration Shares is required to be approved in accordance with the Code. Under Rule 6 of the Code, a person who holds or controls:

- no voting rights, or less than 20% of the voting rights in a code company may not become the holder or controller of an increased percentage of the voting rights in the code company unless, after that event, that person and the person's associates hold or control not more than 20% of the voting rights in the code company; or
- 20% or more of the voting rights in a code company may not become a holder or controller of an increased percentage of the voting rights in the code company.

There are a number of exceptions to this rule. These include where a person becomes the holder or controller of voting rights in a code company by an allotment of shares that has been approved by an ordinary resolution pursuant to Rule 7(d) of the Code.

The Company is a code company. In accordance with Rule 7(d) of the Code, the allotment of the Consideration Shares to the Vendors is required to be approved by an ordinary resolution as an exception to Rule 6 of the Code.

The Code requires the Company to obtain an Independent Adviser's Report. The purpose of the Independent Adviser's Report is to assess the merits of the proposed allotment of the Consideration Shares to the Allottees having regard to the interests of those persons who may vote to approve the allotment. Simmons Corporate Finance Limited has prepared such a Report and a copy of it accompanies this Notice of Meeting. The appointment of Simmons Corporate Finance Limited was approved by the Takeovers Panel.

The information required under Rule 16 of the Takeovers Code is set out in Appendix 1 of this Notice of Meeting.

VOTING RESTRICTIONS

The Vendors and their Associated Persons (as that term is defined in the Listing Rules) are prohibited from voting on Resolution 2.

RESOLUTIONS 3: ISSUE OF 300,000,000 NEW ORDINARY FULLY PAID SHARES TO WHOLESALE INVESTORS (PLACEMENT SHARES) – ORDINARY RESOLUTION – LISTING RULE 4.1

GENERAL

In conjunction with the completion of the Acquisition, the Company proposes to issue an additional 300 million new fully paid ordinary shares in the Company (**Placement Shares**) to a number of wholesale investors at an issue price of \$0.005 per Placement Share. The Placement Shares are the same class of share as the existing ordinary shares on issue in the Company.

Originally, the Board intended to undertake a component of the capital raising as a pro rata rights issue to the existing shareholders of the Company. Unfortunately, having regard to the fact that the Company has had its shares suspended for a protracted period of time, and certain provisions of the Financial Markets Conduct Act and Regulations, the Company is restricted from making any offer of its securities to “non-wholesale” investors for a period of not less than three months from the date on which the Company completes the Acquisition. Accordingly, non-wholesale investors will not be entitled to participate in the capital raising initiative.

The funds raised from the issue of the Placement Shares will be applied by the Company towards the Me Today Group’s primary near and medium term strategic objectives, which include:

- Expanding the Me Today product range’s presence in the New Zealand market;
- Launching the Me Today brand in select overseas markets;
- Product innovation and category expansion; and
- Investing in the Me Today Group’s human capital by hiring new employees.

More information about the Me Today Group’s operations, strategies and plans is contained in section 3 (pages 13 to 32) of the Profile which accompanies this Notice of Meeting.

The Placement Shares will each have an issue price of \$0.005 per share. As at the date of this Notice, the Company has entered into a subscription agreement for 220,000,000 Placement Shares with Hunter Holdings Limited. The subscription arrangement is conditional upon the settlement of the Acquisition. The remaining 80,000,000 Placement Shares will be placed to wholesale investors prior to the date of the completion of the Acquisition with settlement of the issue of all of the Placement Shares to occur at the same time as the issue of the Consideration Shares. CSM will advise the market when it enters into subscription agreements in respect of the remaining 80,000,000 Placement Shares.

Hunter Holdings Limited has agreed that it will be restricted from trading the Consideration Shares for a period of 12 months from the date of the completion of the Acquisition. Apart from the duration of the restriction, the agreement is on the same terms as the restriction which MTL Securities Limited has agreed to.

Dilutionary Impact

Following the issue of all 300,000,000 Placement Shares, those wholesale investors who subscribe for those Placement Shares (including Hunter Holdings Limited) will hold 16.44% of the shares on issue in the Company.

REQUIREMENT FOR RESOLUTION

The Company’s constitution and Listing Rule 4.1 require that the issue of the Placement Shares be approved by an ordinary resolution of the existing shareholders of the Company.

ISSUE PRICE

The Board believes that the issue price of \$0.005 for each of the Placement Shares represents fair value to the Company given the Placement Shares are being issued at the same issue price as the Consideration Shares that are to be issued.

VOTING RESTRICTIONS

Those parties who are subscribing for the Placement Shares, and their Associated Persons (as that term is defined in the Listing Rules) are prohibited from voting on this resolution. As at the date of this Notice, CSM is aware that APZ Limited is restricted from voting on resolution 3.

RESOLUTION 4: ISSUE OF 220,000,000 NEW ORDINARY FULLY PAID SHARES TO HUNTER HOLDINGS LIMITED – ORDINARY RESOLUTION – LISTING RULE 5.2.1

GENERAL

In conjunction with the completion of the Acquisition, the Company proposes to issue an additional 300 million new fully paid ordinary shares in the Company (**Placement Shares**) to a number of wholesale investors at an issue price of \$0.005 per Placement Share.

As referred to in the explanatory note to resolution 3, the Board originally intended to undertake a component of the capital raising as a pro rata rights issue to the existing shareholders of the Company, but is precluded from doing this due to the prevailing regulatory framework as explained earlier.

Hunter Holdings Limited proposes to subscribe for 220,000,000 of the Placement Shares (“Related Party Shares”).

Hunter Holdings Limited is an Associated Person of APZ Limited for the following reasons:

- Hunter Holdings Limited is owned by Michael Sorensen (50%) and Adam Sorensen (50%);
- APZ is owned by John Sorensen, who is the father of Michael Sorensen and Adam Sorensen.

APZ Limited is a Related Party of the Company due to it holding more than 10% of the shares on issue in the Company. Consequently, Hunter Holdings Limited is regarded as a Related Party of the Company.

The proposed issue of the Related Party Shares to Hunter Holdings Limited constitutes a “Material Transaction” in terms of the Listing Rules. Listing Rule 5.2.1 provides that the Company cannot enter into a Material Transaction with a Related Party unless that Material Transaction is approved by an ordinary resolution of the shareholders of the Company.

The Related Party Shares will each have an issue price of \$0.005 per share. If Resolutions 1 to 11 are approved, the Related Party Shares shall be issued by the Company to Hunter Holdings Limited contemporaneously with the settlement of the Acquisition.

Issue Price

The Board believes that the issue price of \$0.005 for each of the Related Party Shares to Hunter Holdings Limited represents fair value to the Company given the Related Party Shares are being issued at the same issue price as the Consideration Shares, and the remaining Placement Shares are being issued at the same price.

Escrow

Hunter Holdings Limited has agreed that it will be restricted from trading the Consideration Shares for a period of 12 months from the date of the completion of the Acquisition. The exceptions to the escrow restriction are the same as are applicable to the Consideration Shares proposed to be issued to MTL Securities Limited as detailed on pages 20 to 21 of this Notice.

Dilutionary Impact

Following the issue of the Related Party Shares to Hunter Holdings Limited, Hunter Holdings Limited will hold 12.06% of the shares on issue in the Company. The aggregate shareholding percentage of Hunter Holdings Limited and APZ Limited in the Company following Completion will be 15.49%. APZ Limited will not subscribe for any of the Placement Shares.

Consequence of the Resolution not proceeding

Given all of the resolutions in this Notice of Meeting are conditional upon all resolutions being approved, in the event that resolution 4 is not approved, then the Restructure and the Acquisition will not proceed.

REQUIREMENT FOR RESOLUTION

Listing Rule 5.2.1 requires that given the proposed issue of the Related Party Shares to Hunter Holdings Limited constitutes a Related Party Transaction, the Related Party Shares cannot be issued to Hunter Holdings unless that proposed share issue is approved by an ordinary resolution of the Company's shareholders.

VOTING RESTRICTIONS

APZ Limited and its Associated Persons are prohibited from voting on this resolution.

APPRAISAL REPORT

Listing Rule 7.8.8(b) requires an Appraisal Report to be prepared where a meeting of shareholders will consider a resolution required by Listing Rule 5.2.1 (as is the case with the proposed issue of the Related Party Shares to Hunter Holdings Limited).

In addition, Listing Rule 7.8.5 provides that this Notice of Meeting must be accompanied by an Appraisal Report if more than 50% of the Placement Shares to be issued are intended or likely to be acquired by Directors or Associated Persons of Directors. Sean Joyce is a director of the Company and is potentially an Associated Person of APZ Limited given his long-standing position as a professional advisor to APZ Limited and its related parties, although this issue is not unequivocal or definitive.

The Appraisal Report is incorporated in the Independent Adviser's Report and Appraisal Report that accompanies this Notice. Simmons Corporate Finance Limited has prepared the Independent Adviser's Report and Appraisal Report. The appointment of Simmons Corporate Finance Limited was approved by NZX Limited.

RESOLUTIONS 5, 6, 7, 8 and 9: APPOINTMENT OF DIRECTORS – ORDINARY RESOLUTIONS

The constitution of the Company and the Listing Rules both require there to be at least three directors of the Company, two of whom must be resident in New Zealand, and two of whom must be independent directors (as that term is defined in the Listing Rules).

It is anticipated that following completion of the Acquisition:

- Each of Richard Shi, Ping Li, Tim Preston and Sean Joyce will resign from the Board with effect from Completion;
 - Roger Gower, an existing director of the Company will remain on the Board of the Company post Completion, and will continue to be an independent director (as that term is defined in the Listing Rules); and
-

- Grant Baker, Stephen Sinclair, Michael Kerr, Hannah Barrett and Antony Vriens (**Proposed Directors**) will be appointed to the Board of the Company with effect from Completion.

Mr Baker will act as Chairman of the Board with effect from Completion.

Ordinary resolutions approving the appointment of each of the Proposed Directors are sought. The appointment of the five new directors will be effective from Completion.

Relationship between the vendors of TGBC Shares

Grant Baker and Stephen Sinclair have a longstanding business relationship. They were both partners of the Business Bakery LP, which was previously a cornerstone shareholder of Turners Automotive Group Limited (formerly Dorchester Pacific Limited), Moa Group Limited and Trilogy International Limited (which was acquired by CITIC for \$205m in 2018). Michael Kerr was the general manager of Trilogy. The Business Bakery LP has been wound up, although Grant and Stephen remain individual shareholders in Turners Automotive Group Limited and Moa Group Limited. Grant is currently the Chairman of Turners Automotive Group, and was a director of Moa from August 2012 to October 2015.

Biographies for each of the Proposed Directors are provided below:

Grant Baker

Grant Baker has wide experience at a senior level in both public and private New Zealand companies. He is currently the Chairman of Turners Automotive Group, a position he has held for more than 10 years. He was a co-founder of The Business Bakery and has a number of successes under his belt, including being Chairman of both 42 Below vodka and Trilogy International. Trilogy recently sold to Chinese CITIC Group. Grant is also a cancer survivor and has a strong interest in the health and wellbeing sector. Until recently he was the Chairman of charity, The Gut Cancer Foundation - a position he held for more than 10 years.

The Board considers that Mr Baker will not be an Independent Director (as that term is defined in the Listing Rules).

Stephen Sinclair

Stephen is a Chartered Accountant spending the early part of his career with PriceWaterhouseCoopers. In 1999 he started working with Grant Baker and since that date time has been part of successful start-ups, 42 Below, Ecoya and Trilogy and was involved in the recapitalisation of Dorchester Pacific which is now the Turners Automotive Group.

The Board considers that Mr Sinclair will not be an Independent Director (as that term is defined in the Listing Rules).

Michael Kerr

Michael holds a Bachelor of Commerce degree, Marketing & Management from the University of Auckland and has worked in sales and marketing roles for several local and multinational businesses. More recently he was responsible for establishing the Swisse brand in New Zealand and was the general manager of the skincare brand, Trilogy.

The Board considers that Mr Kerr will not be an Independent Director (as that term is defined in the Listing Rules).

Hannah Barrett

Hannah has a Bachelor of Commerce degree, majoring in commercial law and accounting, from Victoria University and is a qualified Chartered Accountant. Hannah spent three years working at

PricewaterhouseCoopers in the Financial Advisory team working on assignments for global companies as well as New Zealand based businesses and individuals. Hannah also runs her own business specialising in digital consulting and marketing. Hannah supports a number of charities and is an ambassador for SPCA NZ and Sweet Louise.

The Board considers that Mrs Barrett will be an Independent Director (as that term is defined in the Listing Rules).

Antony Vriens

Antony is a seasoned executive with a career in health and financial services corporations across New Zealand, Australia and Asia. He is currently an Independent Director of the Turners Automotive Group, and is the Chairman of DPL Insurance Limited (Turners' insurance subsidiary).

Antony is a medical doctor by background and brings a strong interest in wellness and nutrition, which is supported by his medical training. Antony's is also currently involved in new health technology initiatives to support lifestyle change in the Asia region.

In addition to his medical degree, Antony holds an MBA from the University of Auckland, with a background in international business and innovation.

The Board considers that Mr Vriens will be an Independent Director (as that term is defined in the Listing Rules).

VOTING RESTRICTIONS

There are no voting restrictions in respect of resolutions 5, 6, 7, 8 and 9.

RESOLUTION 10: APPROVAL OF DIRECTORS FEES – ORDINARY RESOLUTION

The Vendors have requested that Resolution 10 be tabled at the Special Meeting to obtain approval for the maximum aggregate Directors remuneration to be set at \$450,000 in respect of each financial year following the Restructure. It is anticipated that the directors' remuneration will be paid as follows:

- \$95,000 per annum shall be paid to the Chairman of the Board of Directors of the Company;
- \$75,000 per annum shall be paid to each non-executive director of the Company.

It will be a policy of the Company that independent directors receive 25% of their directors fees as ordinary shares of the Company, in lieu of cash.

Michael Kerr, who is the Chief Executive Officer of the Me Today Group, will not receive any Directors fees.

The Vendors seek approval of this level of remuneration as they consider it an appropriate level of remuneration to attract and retain Directors of an appropriate level of expertise and experience to the Company given the size of the Me Today Group's commercial operations, and the level of involvement that the Board is expected to have in the operations of the business. Currently, Directors fees of \$320,000 are payable to Directors of the Company in aggregate. Accordingly, the Proposed Directors remuneration of \$450,000 will represent an increase of \$130,000 to the level of Directors fees currently payable by the Company.

In the event of an increase in the total number of Directors holding office, the Directors may, without the authorisation of an ordinary resolution of shareholders, increase the total remuneration by such an amount as is necessary to enable the Company to pay the additional Director or Directors of the

Company remuneration not exceeding the average amount then being paid to each of the other non-executive Directors (other than the chairperson) of the Company.

VOTING RESTRICTIONS

No person intended to receive directors' fees, and no Associated Person (as that term is defined in the Listing Rules) of that person may vote on Resolution 10.

RESOLUTION 11: REVOCATION OF EXISTING CONSTITUTION AND ADOPTION OF A NEW CONSTITUTION – SPECIAL RESOLUTION

This special resolution seeks shareholder approval to revoke the Company's existing constitution (**Current Constitution**), and replace it with a new constitution (**Proposed Constitution**). The amendments that the Proposed Constitution contemplates can be described as administrative in nature, and are required to comply with the current version of the NZX Listing Rules, which were updated last year.

Key changes under the Proposed Constitution include:

- Inserting a provision requiring the Company to comply with the minimum board composition requirements of the Listing Rules;
- Amending the clauses relating to director rotation to incorporate the requirements of the Listing Rules by reference to the Listing Rules;
- Inserting a requirement that voting at meetings of shareholders will be conducted by poll;
- The quorum for a meeting of shareholders would be increased from two or more shareholders to three or more shareholders;
- Inserting more detailed provisions regarding calls on shares, and when the Company can require forfeiture of shares if calls are not paid; and
- Inserting more detailed provisions regarding when the Company has a lien on shares (and dividends).

In accordance with the NZX Listing Rules, the Proposed Constitution also provides that if there is any provision in the Proposed Constitution that is inconsistent with the NZX Listing Rules relevant to the Company, the NZX Listing Rules (as amended by any waiver or ruling relevant to the Company) will prevail.

Shareholders can view a copy of the Proposed Constitution at www.csmgroup.co.nz – refer to "Corporate Governance section". The NZX Listing Rules can be viewed at www.nzx.com.

The adoption of the Proposed Constitution would not impose or remove a restriction on the Company's activities, and accordingly no rights arise under section 110 of the Companies Act.

VOTING RESTRICTIONS

There are no voting restrictions in respect of Resolution 11.

RESOLUTION 12: APPOINTMENT AND REMUNERATION OF AUDITOR – ORDINARY RESOLUTION

The current auditors for the Company are PricewaterhouseCoopers. The vendors of the TGBC Shares have a pre-existing working relationship with BDO and have requested that the Company seek to appoint BDO as the new auditors for the Company following the completion of the acquisition of the TGBC Shares.

This resolution also permits the Board to fix the remuneration of the Company's new auditor for the forthcoming financial year.

The Board of directors of the Company wish to record that they have been very pleased with the services provided by PricewaterhouseCoopers during their tenure as auditor for the Company. However, the Board does believe that there is a sound commercial rationale for the Company to utilise BDO as auditor going forward given their existing knowledge of the Me Today Group's business activities.

Accordingly, the Directors recommend that the shareholders approve the appointment of BDO as the auditors of the Company for the forthcoming financial year.

The Board of CSM has also resolved to change the balance date for the financial year for CSM to 31 March, with effect from 31 March 2020.

VOTING RESTRICTIONS

There are no voting restrictions in respect of Resolution 12.

APPENDIX 1**INFORMATION REQUIRED BY THE TAKEOVERS CODE IN RESPECT OF RESOLUTION 2 – ISSUE OF 1,110,000,000 NEW VOTING SECURITIES (“CONSIDERATION SHARES”) TO MTL SECURITIES LIMITED****1. Identity of the Allottee and Controllers of the Consideration Shares**

The Consideration Shares being allotted pursuant to Resolution 2 are being allotted to MTL Securities Limited.

The Consideration Shares are to be held by MTL Securities Limited, which is 90% owned by Velocity Capital LP and 10% owned by M & N Kerr Holdings Limited

2. Particulars of the voting securities being allotted

1,110,000,000 new ordinary fully paid shares (“Consideration Shares”) are proposed to be allotted to MTL Securities Limited.

The Consideration Shares will represent 60.84% of the aggregate of the existing ordinary shares on issue in the Company, together with the Consideration Shares and the 300 million new ordinary fully paid shares to be issued under resolution 3 (“Placement Shares”).

The Allottee will hold or control 60.84% of all of the ordinary fully paid shares on issue in the Company.

No Associates (as that term is defined in the Takeovers Code) of the Allottee hold any ordinary fully paid shares in the Company, or will subscribe for any of the Placement Shares. Accordingly, the Allottee and the Allottee’s Associates will hold or control 60.84% of all of the ordinary fully paid shares on issue in the Company.

3. Issue Price for Voting Securities

The issue price for the Consideration Shares is \$0.005 for each Consideration Shares to be allotted.

The payment of the issue price for the Consideration Shares will be satisfied upon the completion of the Acquisition of the Me Today Group by the Company. The consideration for the subscription for the Consideration Shares will be satisfied by the transfer by the Vendors of the Me Today Group to the Company.

4. Reasons for the allotments

The reasons for the Company issuing and allotting the Consideration Shares to the Allottee are as follows:

- (a) The Company has entered into the Sale Agreement with the Vendors which provides for the Acquisition of the Me Today Group;
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- (b) The Sale Agreement provides for, amongst other matters, the Company to issue the Consideration Shares to the Allottee in satisfaction of the purchase price payable by the Company to acquire the Me Today.
5. The allotment under Resolution 2 if approved, will be permitted under Rule 7(d) of the Takeovers Code as exceptions to Rule 6 of the Takeovers Code.
 6. Statements in accordance with Rule 16(g) of the Takeovers Code have been provided to the Company by MTL Securities Limited, Velocity Capital LP and M & N Kerr Holdings Limited.

MTL Securities Limited has confirmed that there are no agreements or arrangements (whether legally enforceable or not) that have been, or are intended to be, entered into between MTL Securities Limited and any other person (other than between MTL Securities Limited and the Company in respect of the matters referred to in paragraphs 1 to 5 above) relating to the allotment, holding or control of the voting securities to be allotted, or to the exercise of voting rights in the Company., other than a shareholders' agreement between Velocity Capital LP and M & N Kerr Holdings Limited (**Shareholders' Agreement**) which provides that all shares MTL Securities Limited will be voted as determined by the board of MTL Securities Limited.

The board of MTL Securities Limited will be determined pursuant to a shareholders' agreement between Velocity Capital LP and M&N Kerr Holdings Limited, under which Velocity will be entitled to appoint up to two directors, and M&N Kerr Holdings will be entitled to appoint up to one director. Grant Baker and Stephen Sinclair will be the initial Velocity appointed directors, and Michael Kerr will be the M&N Kerr Holdings appointed director

Velocity Capital LP has confirmed that, other than the Shareholders' Agreement, there are no agreements or arrangements (whether legally enforceable or not) that have been, or are intended to be, entered into between Velocity Capital LP and any other person (other than between Velocity Capital LP and the Company in respect of the matters referred to in paragraphs 1 to 5 above) relating to the allotment, holding or control of the voting securities to be allotted, or to the exercise of voting rights in the Company.

M & N Kerr Holdings Limited has confirmed that, other than the Shareholders' Agreement, there are no agreements or arrangements (whether legally enforceable or not) that have been, or are intended to be, entered into between M & N Kerr Holdings Limited and any other person (other than between M & N Kerr Holdings Limited and the Company in respect of the matters referred to in paragraphs 1 to 5 above) relating to the allotment, holding or control of the voting securities to be allotted, or to the exercise of voting rights in the Company

7. The report from an independent adviser that complies with Rule 18 of the Takeovers Code accompanies this Notice of Meeting.
8. The statement by the Directors of the Company required by Rule 19 of the Takeovers Code is set out below.

Directors' Statement

The Directors unanimously recommend approval of the allotment of the Consideration Shares referred to in Resolution 2.

The reasons for the recommendation in relation to Resolution 2 are that:

- (a) The issue of the Consideration Shares to the Allottee will enable the Company to satisfy the payment of the purchase price payable by the Company to the Vendors to acquire the Me Today Group;
 - (b) The Directors believe that the Acquisition of the Me Today Group should have materially positive benefits for the Company for the following reasons:
 - (i) The Company has not identified any other commercial opportunities of equivalent potential to enhance shareholder value;
 - (ii) The proposed Acquisition of the Me Today Group provides an opportunity for the Company to acquire a business operating in a high growth sector, with exciting growth opportunities, and with a proven team of executives and stakeholders supporting the business;
 - (iii) The Directors consider that the issue price for the Consideration Shares is fair and reasonable to the Company;
 - (iv) Having regard to the current cash resources of the Company, the value attributed to the Company as a listed shell as part of the Restructure, and the business opportunity afforded to the Company with the Acquisition, the Board believes that the proposed Restructure and Acquisition presents a credible and exciting opportunity for the Company and its shareholders.
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APPENDIX 2 – MINORITY BUY OUT RIGHT

Minority Buy-Out Right

1.1 The information in this Appendix contains information about the ability of shareholders who vote against resolution 1 to require the Company to acquire their shares in accordance with section 110 of the Companies Act 1993.

Shareholders may require Company to purchase shares

1.2 Section 110 of the Companies Act provides that where:

- (a) a shareholder is entitled to vote on a major transaction (such as the Acquisition of the Me Today Group); and
- (b) the shareholders of the Company approve the resolution approving the major transaction; and
- (c) a shareholder (**Dissenting Shareholder**) cast all the votes attached to shares registered in the Dissenting Shareholder's name and having the same beneficial owner against the resolution approving the major transaction,

that Dissenting Shareholder is entitled to require the Company to purchase those shares held by the Dissenting Shareholder in accordance with the provisions of the Companies Act.

Notice requiring purchase

1.3 Section 111 of the Companies Act provides that the Dissenting Shareholder may within 10 working days of the passing of the resolution at the meeting of shareholders give a written notice to the Company requiring the Company to purchase those shares.

1.4 Within 20 working days of the Company receiving the Dissenting Shareholder's notice, the Board of the Company must:

- (a) agree to the purchase of the shares by the Company; or
- (b) arrange for some other person to agree to purchase the shares; or
- (c) apply to the Court for an order under section 114 or section 115 of the Companies Act (the details of which are referred to below); or
- (d) arrange, before taking the action concerned, for the special resolution approving the Me Today Group transaction to be rescinded in accordance with section 106 of the Companies Act or decide in the appropriate manner not to take the action concerned, as the case may be; and
- (e) give written notice to the shareholder of the Board's decision regarding its proposed course of action.

Price for shares to be purchased by Company determined

1.5 Within 5 working days of the Board giving the notice referred to above in paragraph 1.4 that the Board agrees to the purchase of the Dissenting Shareholders shares, the Board must give to the Dissenting Shareholder written notice of:

- (a) the price the Company offers to pay for those shares; and
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- (b) how:
 - (i) the matters in paragraph 1.6 were calculated; or
 - (ii) the price was calculated under paragraph 1.7 and why calculating the price using the methodology set out in paragraphs 1.6(a) to (c) would be clearly unfair.
- 1.6 The price the Company intends to pay for the Dissenting Shareholders Shares must be a fair and reasonable price (as at the close of business on the day before the date on which the resolution was passed) for the Dissenting Shareholders shares, calculated as follows:
- (a) first, the fair and reasonable value of the total shares in each class to which the shares belong must be calculated (the “class value”):
 - (b) secondly, each class value must be adjusted to exclude any fluctuation (whether positive or negative) in the class value that has occurred (whether before or after the resolution was passed) that was due to, or in expectation of, the event proposed or authorised by the resolution:
 - (c) thirdly, a portion of each adjusted class value must be allocated to the Dissenting Shareholder in proportion to the number of shares the Dissenting Shareholders holds in the relevant class.
- 1.7 However, a different methodology from that set out in paragraphs 1.6(a) to (c) may be used to calculate the fair and reasonable price for the shares if using the methodology set out in those paragraphs would be clearly unfair to the Dissenting Shareholder or the Company.
- 1.8 The Dissenting Shareholder may object to the price offered by the Board for the shares by giving written notice to the Company no later than 10 working days after the date on which the Board gave written notice to the Dissenting Shareholder under paragraph 1.5.
- 1.9 If the Company does not receive an objection to the price in accordance with paragraph 1.8, the Company must purchase all the Dissenting Shareholders shares at the nominated price no later than 10 working days after:
- (a) the date on which the Board’s offer is accepted; or
 - (b) if the Board has not received an acceptance, the date that is 10 working days after the date on which the Board gave written notice to the shareholder under paragraph 1.5.
- 1.10 The time periods in paragraph 1.9 do not apply if there is a written agreement between the board and the Dissenting shareholder that specifically sets a different date for purchase of the shares.

Price for shares referred to arbitration if shareholder objects to price

- 1.11 If the Company receives an objection to the price offered for the shares by the Company:
- (a) the following issues must be submitted to arbitration:
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- (i) the fair and reasonable price for the shares, on the basis set out in paragraphs 1.6 and 1.7; and
 - (ii) the remedies available to the Dissenting Shareholder or the Company in respect of any price for the shares that differs from that determined by the Board; and
- (b) the Company must, within 5 working days of receiving the objection, pay to the Dissenting shareholder a provisional price in respect of each share equal to the price offered by the Board.
- 1.12 If the price determined for the Dissenting shareholder's shares:
- (a) exceeds the provisional price paid, the arbitral tribunal must order the Company to pay the balance owing to the shareholder;
 - (b) is less than the provisional price paid, the arbitral tribunal must order the Dissenting Shareholder to pay the excess to the Company.
- 1.13 Except in exceptional circumstances, an arbitral tribunal must award interest on any balance owing or excess to be paid under paragraph 1.12.
- 1.14 If a balance is owing to the Dissenting Shareholder, an arbitral tribunal may award to the Dissenting Shareholder, in addition to or instead of an award of interest, damages for loss attributable to the shortfall in the initial payment.
- 1.15 Any sum that must be paid in accordance with the paragraphs 1.11 to 1.14 must be paid no later than 10 days after the date of the arbitral tribunal's determination, unless the arbitral tribunal specifically orders otherwise.

Interest payable on outstanding payments

- 1.16 Interest is payable on any sum that must be paid under paragraphs 1.11 to 1.14 that is outstanding after the date on which it falls due on the basis and at the rate that the arbitral tribunal thinks fit having regard to all of the circumstances.

Timing of transfer of shares

- 1.17 On the day on which the Board gives notice that the Board agrees to the purchase of the Dissenting Shareholder's shares by the Company pursuant to paragraph 1.4(e):
- (a) the legal title to those shares passes to the Company; and
 - (b) the rights of the shareholder in relation to those shares end.

Court may grant exemption

- 1.18 The Company may apply to the Court for an order exempting it from the obligation to purchase the Dissenting Shareholder's shares on the grounds that:
- (a) the purchase would be disproportionately damaging to the Company; or
 - (b) the Company cannot reasonably be required to finance the purchase; or
 - (c) it would not be just and equitable to require the Company to purchase the shares.
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1.19 In the event that the Company sought to make an application to the Court, the Court could make an order exempting the Company from the obligation to purchase the shares, and may make any other order it thinks fit, including an order:

- (a) setting aside the resolution approving the Acquisition of the Me Today Group;
- (b) directing the Company to take, or refrain from taking, any action specified in the order;
- (c) requiring the Company to pay compensation to the shareholders affected;
- (d) that the Company be put into liquidation.

1.20 The Court shall not make an order under paragraphs 1.18(a) or (b) unless it is satisfied that the Company has made reasonable efforts to arrange for another person to purchase the Dissenting Shareholder's shares.

Court may grant exemption if the Company is insolvent

1.21 If:

- (a) a notice is given to the Company by a Dissenting Shareholder requiring the Company to acquire their shares; and
- (b) the Board has resolved that the purchase by the Company of the Dissenting Shareholder's shares to which the notice relates would result in the Company failing to satisfy the solvency test; and
- (c) the Company has, having made reasonable efforts to do so, been unable to arrange for the shares to be purchased by another person,

the Company must apply to the Court for an order exempting it from the obligation to purchase the shares.

1.22 The Court may, if it is satisfied that:

- (a) the purchase of the shares would result in the Company failing to satisfy the solvency test; and
- (b) the Company has made reasonable efforts to arrange for the shares to be purchased by another person,

make:

- (c) an order exempting the company from the obligation to purchase the shares; or
 - (d) an order suspending the obligation to purchase the shares; or
 - (e) such other order as it thinks fit.
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