



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (**Meeting**) of shareholders of Cooks Global Foods Limited (the **Company**) will be held at Parnell Jubilee Building, 545 Parnell Road, Auckland, on 30 September 2014, at 10.00am.

Items of Business

- A. The Chairman's introduction.
- B. Addresses to Shareholders.
- C. Shareholder discussion.
- D. Resolutions.

Resolutions

To consider and, if thought fit, to pass the following:

- 1 **Re-election of Norah Barlow:** As an ordinary resolution, that Norah Barlow, who was appointed a Director by the Board effective 1 January 2014, retires in accordance with the Company's constitution and Listing Rule 3.2.3, and is eligible for re-election, be re-elected as a Director of the Company.
- 2 **Re-election of Lewis Deeks:** As an ordinary resolution, that Lewis Deeks, who was appointed a Director by the Board effective 1 October 2013, retires in accordance with the Company's constitution and Listing Rule 3.2.3, and is eligible for re-election, be re-elected as a Director of the Company.
- 3 **Re-election of John Stuart Deeks:** As an ordinary resolution, that John Stuart Deeks, who was appointed a Director by the Board effective 3 October 2013, retires in accordance with the Company's constitution and Listing Rule 3.2.3, and is eligible for re-election, be re-elected as a Director of the Company.
- 4 **Re-election of Michael Hutcheson:** As an ordinary resolution, that Michael Hutcheson, who was appointed a Director by the Board effective 3 October 2013, retires in accordance with the Company's constitution and Listing Rule 3.2.3, and is eligible for re-election, be re-elected as a Director of the Company.
- 5 **Re-election of Andrew Kerslake:** As an ordinary resolution, that Andrew Kerslake, who was appointed a Director by the Board effective 3 October 2013, retires in accordance with the Company's constitution and Listing Rule 3.2.3, and is eligible for re-election, be re-elected as a Director of the Company.
- 6 **Re-election of Graeme Lee:** As an ordinary resolution, that Graeme Lee, who was appointed a Director by the Board effective 12 May 2014, retires in accordance with the Company's constitution and Listing Rule 3.2.3, and is eligible for re-election, be re-elected as a Director of the Company.

- 7 **Re-election of Graeme Keith Jackson:** As an ordinary resolution, that Graeme Keith Jackson, who retires by rotation in accordance with the Company's constitution and NZAX Listing Rule 3.2.6, and being eligible for re-election, be re-elected as a Director of the Company.
- 8 **Auditors:** As an ordinary resolution, that the Board is authorised to fix the auditor's remuneration.

Other Business

To consider any other matter that may properly be brought before the Meeting.

Proxies

Any Shareholder of the Company who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote instead of him or her. A corporation which is a Shareholder may appoint a representative to attend the Meeting on its behalf in the same manner as it could appoint a proxy. A proxy does not need to be a Shareholder of the Company. The Chairman of the Meeting can be appointed as a proxy.

To appoint a proxy you should complete and sign the enclosed Proxy Form and either return it by mail, fax or email to the share registrar of the Company:

By delivery:

Cooks Global Foods Limited
C/- Link Market Services Limited
Level 7, Zurich House
21 Queen Street
Auckland 1010

By mail:

Cooks Global Foods Limited
C/- Link Market Services Limited
P.O. Box 91976
Auckland, 1142

By Facsimile: +64 9 375 5990

Email: meetings@linkmarketservices.co.nz (please put the words "Cooks Global Foods Limited Proxy Form" in the subject line for easy identification)

Alternatively, you may lodge your proxy online. Go to <https://investorcentre.linkmarketservices.co.nz> and click on the Cooks Global Foods voting banner on the screen. Initial information including your CSN, holder name and FIN will be required to successfully validate your holding online before shareholding information and voting pages are displayed. A Shareholder will be taken to have signed the Proxy Form by lodging it in accordance with the instructions on the website.

The completed Proxy Form must be received by no later than 48 hours before the Meeting, being 10.00am on Sunday, 28 September 2014. Online proxy appointments must also be completed by this time. Voting entitlements of the Meeting will also be determined as at this time. Registered Shareholders at that time will be the only persons entitled to vote at the Meeting and only the shares registered in those holders' names at that time may be voted at the Meeting.

Voting Entitlements

Voting entitlements of the Meeting will be determined with reference to the Company share register as at 10.00am Sunday 28 September 2014 (**Record Date**). Accordingly, only those persons who are registered Shareholders of the Company on the Record Date will be entitled to vote at the Meeting and the only voting rights which may be exercised at the Meeting by the same registered Shareholders are those attaching to Shares which are registered as at the Record Date.

Ordinary Resolutions

All resolutions are ordinary resolutions. An ordinary resolution may be carried by a simple majority of votes, passed by holders of securities of the Company entitled to vote and are voting on the resolutions.

EXPLANATORY NOTES

Resolution 1: Re-election of Norah Barlow

Norah Barlow who was appointed as a Director by the Board, retires from office and, being eligible, offers herself for re-election. The Board considers that Norah qualifies as an Independent Director.

Norah formed her own accounting practice in 1992 before selling it in 1999 to join Summerset Group as Group Accountant. She was appointed Chief Executive Officer of Summerset in 2002 and Managing Director in 2009. Norah retired from her executive role at Summerset Group in the first half of 2014, but remains a director of the same.

During her tenure at Summerset, Norah has witnessed Summerset's growth from two villages in 1999 to 18 villages across the country, with another five land sites. Summerset listed on the NZX in 2011 and two years later on the ASX; it now has a market capitalisation of circa \$650m.

Norah is also a director of Cigna Life Insurance New Zealand Limited and in 2012 was appointed to the National Advisory Council for the Employment of Women by the Minister of Women's Affairs. She has been a board member of the Retirement Villages Association since 2002, becoming president in 2005 and retiring from the role in 2012. She was also the recipient of the award for the Most Outstanding Contributor to Over 50s Housing 2013 presented at an awards ceremony in London in November.

Resolution 2: Re-election of Lewis Deeks

Lewis Deeks, who was appointed as a Director by the Board, retires from office and, being eligible, offers himself for re-election. The Board considers that Lewis does not qualify as an Independent Director.

Lewis co-founded the Esquires Coffee Houses business in New Zealand in 2001 and together with Stuart oversaw its expansion to become the largest franchised coffee house chain in the country through Esquires New Zealand Limited (**ENZL**).

Lewis was instrumental in the development and implementation of all franchise systems, supplier relationships, operational aspects and infrastructure within the Esquires business. These systems provided the core principles behind Esquires success in twice being awarded Food and Beverage Franchise System of the Year. Eighteen months prior to its sale, Lewis assumed the role of Chief Executive of ENZL, while also managing the planning and preparation of the business for its eventual sale. He led the sale and transition process to ASX listed Retail Food Group in early 2011

Prior to founding Esquires in New Zealand Lewis was a self-employed IT professional for 13 years working on implementing and supporting IT infrastructure for a variety of large corporate companies, banks and government agencies.

Resolution 3: Re-election of John Stuart Deeks

Stuart Deeks, who was appointed as a Director by the Board, retires from office and, being eligible, offers himself for re-election. The Board considers that Stuart does not qualify as an Independent Director.

Stuart founded and ran the Esquires Coffee Houses business in New Zealand where he planned and oversaw its expansion from a single store to some 50 outlets through ENZL. Under his leadership the business became New Zealand's fastest growing and largest coffee house chain while also twice winning the award for best food and beverage franchise system in the country and entering into successful agreements as Master Franchise for the Middle East and China.

Resolution 4: Re-election of Michael Hutcheson

Michael Hutcheson, who was appointed as a Director by the Board, retires from office and, being eligible, offers himself for re-election. The Board considers that Michael qualifies as an Independent Director.

Mike co-founded leading advertising agencies Colenso BBDO and Hutcheson Knowles Marinkovich and culminated his advertising career as Managing Director of Saatchi and Saatchi. Mike was also a director

of a family building company and in the early 80s, set up Replica Homes, with franchises throughout New Zealand.

In 2003 Mike launched The Lighthouse Ideas Company and in 2008 he and his partners undertook a management buyout of the Image Centre Group who are publishers, printers and digital online communications specialists.

Mike has written four books, and has been a regular television guest and commentator. He currently writes an innovation column for Idealog magazine, one of the magazines in his company's portfolio. In 2012 he was named Business Columnist of the Year in the Magazine Publisher's Awards.

Resolution 5: Re-election of Andrew Kerslake

Andrew Kerslake, who was appointed as a Director by the Board, retires from office and, being eligible, offers himself for re-election. The Board considers that Andrew does not qualify as an Independent Director.

After completing his education at Northcote College and University of Auckland, Andrew commenced work in Banking and Finance. Andrew then moved into the shipping industry which led into a role in logistics. Andrew worked for Schenker, a German based Logistics Company for 14 years, moving through sales and operations, then as General Manager for six years and finally Managing Director for a further four.

Andrew furthered his education at Ashridge Management College in London completing a Senior Executive Management programme with parent company Stinnes-AG. He also served as a board member of the New Zealand German Business Association for four years.

In 2001 Andrew and his Business Partner pursued other business interests and over the last 12 years have invested in majority shareholdings in a number of successful businesses, in the medical, grocery and automotive industries. Andrew is associated with ADG Investments Limited, a substantial shareholder of CGF

Resolution 6: Re-election of Graeme Lee

Graeme Lee, who was appointed as a Director by the Board, retires from office and, being eligible, offers himself for re-election. The Board considers that Graeme does not qualify as an Independent Director.

Graeme has a background in management, sales, importing and distribution and now focuses on investment into businesses he believes hold significant potential. Graeme holds majority shareholdings in a number of successful businesses in the medical, grocery and automotive industries. Graeme is associated with ADG Investments Limited, a substantial shareholder of CGF.

Resolution 7: Re-election of Graeme Keith Jackson

Keith Jackson is the Executive Chairman of the Company. Keith retires by rotation and, being eligible, offers himself for re-election. The Board considers that Keith does not qualify as an Independent Director.

Keith is very experienced in business development, marketing and executive management and has some 35 years' experience in the New Zealand and International food sector. Keith has an extensive background in management and governance with particular emphasis on the food industry and was CEO of Tegel Foods for 16 years from 1980 to 1996, and Deputy Chairman of Ernest Adams from 1998.

Keith has considerable experience in the dairy industry and was Managing Director of Independent Dairy Producers, a small fresh milk company and this led to Keith along with two others forming Dairy Farm Investments, a company that now has dairy farms in New Zealand and Australia. Keith has also established Dairyland Products, a project company that seeks to combine the core strength of low cost New Zealand production with the added value to milk provided by milk powder.

Resolution 8: Auditors

Carlton DFK is automatically reappointed as auditor under section 207T of the Companies Act 1993. This resolution authorises the Board to fix the fees and expenses of the auditor.