



SHARE PURCHASE PLAN

OFFER BOOKLET

11 December 2013

If you have sold your Shares in CGF before 5pm on 11 December 2013 please send this booklet and the enclosed application form to the NZX Firm or other person through whom you made the sale requesting that they forward the documentation to the Purchaser. Only persons that hold CGF Shares at 5pm on 11 December 2013 will be eligible to participate in this Share Purchase Plan.

If you have any queries or concerns regarding this Offer you should contact CGF or your own NZX Firm, legal or financial adviser.



Dear Shareholder

Share Purchase Plan

On behalf of the Directors of Cooks Global Foods Limited (**CGF**), I am pleased to offer you an opportunity to participate in a Share Purchase Plan (**SPP**), where you can purchase up to \$15,000 of ordinary shares in CGF at an issue price of \$0.19 per Share.

The Business

In October 2013 CGF completed a range of acquisitions and became an integrated food and beverage retail and supply group with a global retail footprint through its Esquires Coffee Houses brand.

These acquisitions had as their centerpiece the acquisition of Franchise Development Limited, the owner of the intellectual property rights for Esquires Coffee Houses globally (other than in New Zealand, Canada and Australia) and growing franchise operations, particularly in the Middle East and Asia. CGF also acquired the Esquires Master Franchises for Great Britain and Ireland, through the acquisition of Esquires Coffee (UK) Limited and Esquires Coffee Houses Ireland Limited. As a result of these transactions CGF is now the head franchisor or owner of 57 Esquires retail stores worldwide, operating in Great Britain, Ireland, Saudi Arabia, United Arab Emirates, China, Bahrain and Kuwait.

CGF has also acquired a Whakatane based fruit and vegetable processing business, Progressive Processors and a fair trade coffee, tea and chocolate distribution business, Scarborough Fair. It is intended that these businesses will supply and brand food and beverage products in conjunction with the Esquires Coffee Houses retail business. This will ensure that goods supplied to the retail stores are of a high quality, consistently branded and marketed and profitably priced with the security of a self-managed and efficient supply chain.

In addition to the above, CGF continues to investigate other acquisition opportunities to drive organic growth throughout the group. In particular the Canadian Esquires Coffee Houses franchise business covering 13 stores and including the Canadian intellectual property rights to Esquires Coffee Houses remains under negotiation and is hoped to be concluded shortly for consideration of approximately \$0.4 million payable in a combination of cash and shares.

New Director

As foreshadowed in our listing profile, CGF has been actively recruiting a new independent director. We were pleased to confirm that Norah Barlow has accepted an invitation to join our Board with effect from 1 January 2014.

Norah is the Chief Executive Officer and Managing Director of Summerset Group Holdings Limited. Norah has lead Summerset since 2001, having joined Summerset in 1999. During this time the business has evolved from a relatively small operator primarily on the Kapiti Coast to now being a national provider, the third largest operator and second largest developer in the

industry. Norah is an accountant by profession and has an extensive background in business leadership and management, strategy, corporate finance, governance and tax.

Capital Raising

CGF entered into various convertible loan arrangements and private placements with qualified investors whereby approximately \$5 million in new capital was raised for CGF and for which now ordinary shares have been issued. In addition, all debt in CGF outside of the ordinary course of business was capitalized and new banking facilities with ANZ of up to \$2.15 million to assist with working capital and expansion plans for CGF have been established.

Accordingly CGF now has a dynamic, well financed business with strong growth prospects. CGF is looking to raise additional capital to accelerate those growth prospects.

The Board of CGF is also conscious that existing shareholders of CGF have not had an opportunity to subscribe for shares in connection with the above transactions or an opportunity to recover the dilution caused by them. This SPP has been designed to give all shareholders this opportunity.

All capital raised will be used to support planned growth initiatives.

SPP Terms

The maximum amount that can be raised under this SPP is approximately \$6.5 million. This is the amount that would be raised if every shareholder subscribed for \$15,000 of shares and, whilst possible, is not anticipated.

Shareholders have the following options under this SPP to subscribe for shares at \$0.19 per share:

- subscribe for \$15,000 of shares comprising 78,948 Shares;
- subscribe for a lesser number of Shares subject to the minimum application amount under this SPP of \$500 of shares (comprising 2,632 Shares); or
- do nothing and your ability to participate in the SPP will lapse on the Closing Date.

The full terms and conditions of this SPP and how you can participate in it are contained in this Offer Booklet. You are encouraged to read these terms and conditions in their entirety before you decide whether to participate.

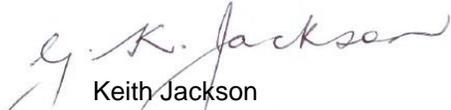
If you choose to apply for Shares under this SPP, please complete the enclosed personalised Application Form and return the Application Form to CGF's share registry together with a cheque or direct debit payment for your application monies.

The Board believes that CGF is poised for sustained growth and the funds raised from this capital raising will assist the acceleration of the companies aspiration to become the world's leading Organic and Fairtrade Coffee retailer and pursue the growth initiatives outlined further in this Booklet.



On behalf of the Directors, I thank you for your support of CGF and invite you to consider this opportunity to participate in our growth.

Yours sincerely


Keith Jackson
Chairman

WARNING

There is a risk to Eligible Shareholders that the market price for Shares may change between the Record Date, the date that you apply for Shares under this SPP and the Allotment Date. A change in market price during this period will not affect the Issue Price. The Issue Price may be greater or less than the market price of the Shares at the time of the allotment of Shares to you.

If the market price of Shares falls below the Issue Price then an investor in this SPP may experience a fall in value of their newly purchased Shares after they are allotted. Alternatively if the market price of Shares rises above the Issue Price then such investors may experience a capital gain from the newly purchased Shares after they are allotted.

HOW SHAREHOLDERS CAN PARTICIPATE IN THIS SPP

Shareholders have the following options under this SPP subject to the terms and conditions of this Offer Booklet:

- **Maximum Application:** Subscribe for the maximum application amount permitted under this SPP which is \$15,000, comprising 78,948 Shares at the Issue Price of \$0.19 per Share.
- **Specified Application:** Subscribe for between \$500 and \$15,000 of Shares at the Issue Price of \$0.19 per Share.
- **Minimum Application:** Subscribe for the minimum application amount under this SPP of \$500 comprising 2,632 Shares at the Issue Price of \$0.19 per Share.
- **No Application:** Do nothing and your ability to apply for Shares under this SPP will lapse.

SPP TIMETABLE

Event	Date
Record Date	5pm, 11 December 2013
SPP opens and Offer Booklet sent to Eligible Shareholders	12 December 2013
Closing Date for SPP	5pm 24 January 2014
Allotment of SPP Shares and commencement of quotation and trading on the NZAX	By 5pm 31 January 2014

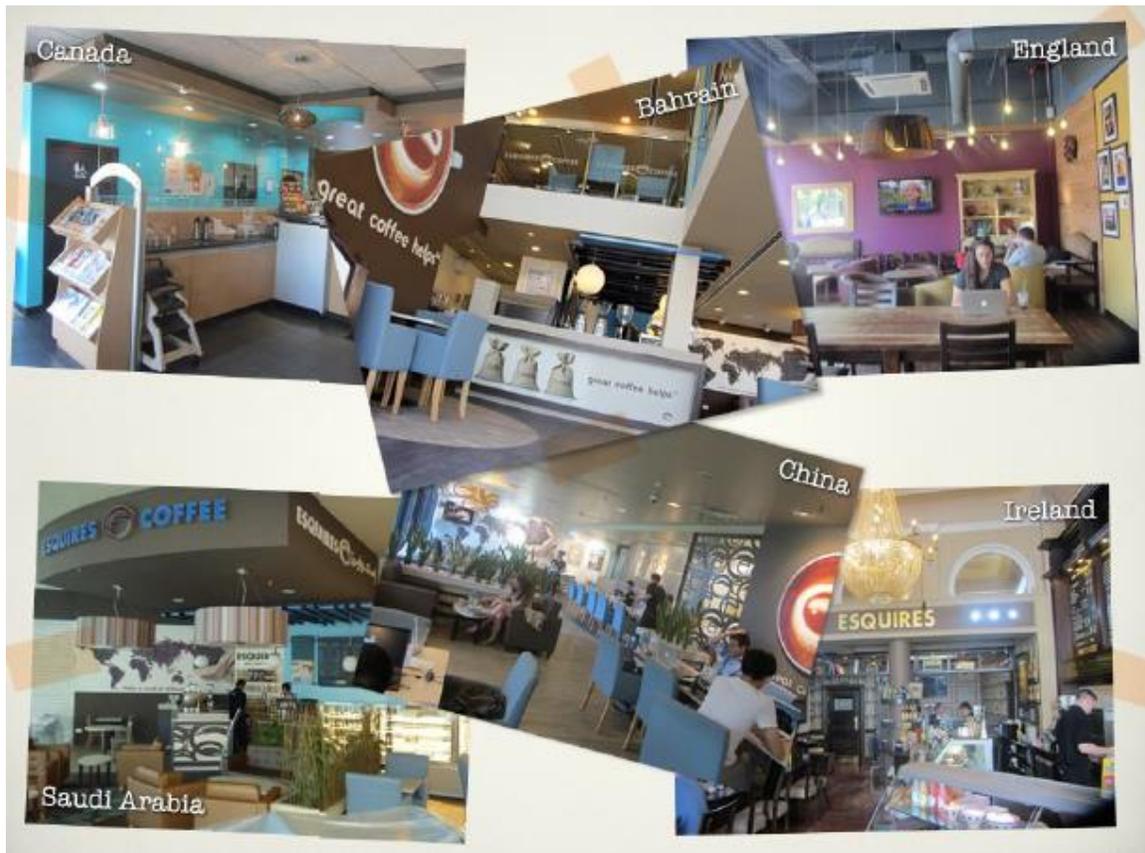
OVERVIEW OF COOKS GLOBAL FOODS

Cooks Global Foods is an integrated food and beverage retail and supply group founded on a strategy of globally leveraging New Zealand's reputation for fresh and quality foods.

CGF owns the intellectual property rights to Esquires Coffee Houses worldwide - excluding Canada, New Zealand and Australia. CGF also owns a number of retail and wholesale companies in related industries. In the UK and Ireland, CGF also directly franchises stores. In the Middle East and China stores are franchised through master franchise holders.

Cooks Global Foods focuses on three fundamental business elements:

- Ownership of the international retail footprint under the established Esquires Coffee Houses brand principally utilising a franchise model.
- Acquisition of supply businesses in the food and beverage sectors to develop a self-managed and efficient distribution chain.
- Growth of the retail and supply sides of the group through a combination of organic growth, further acquisitions and the appointment of Master Franchises in new markets.



Progressive Processors Ltd

CGF acquired Progressive Processors Ltd in October 2013. Progressive Processors is based near Whakatane and grows, supplies, processes and adds value to a number of fresh fruits and vegetables including asparagus and kiwifruit. It supplies product domestically and also to export markets, particularly Japan.

Scarborough Fair

Scarborough Fair was acquired in October 2013 and is a wholesaler of Organic and Fairtrade teas, coffees and chocolates. There are many synergies with the Scarborough Fair product range and the products sold through the Esquires Coffee Houses internationally.

Dairyland Products Ltd. CGF holds 45 per cent of Dairyland Products Limited, a company formed to undertake investments in the dairy industry. The company owns the factory site in Tokoroa and holds both building and resource consents to enable the establishment of a Whole Milk Powder factory on the site.

The Future

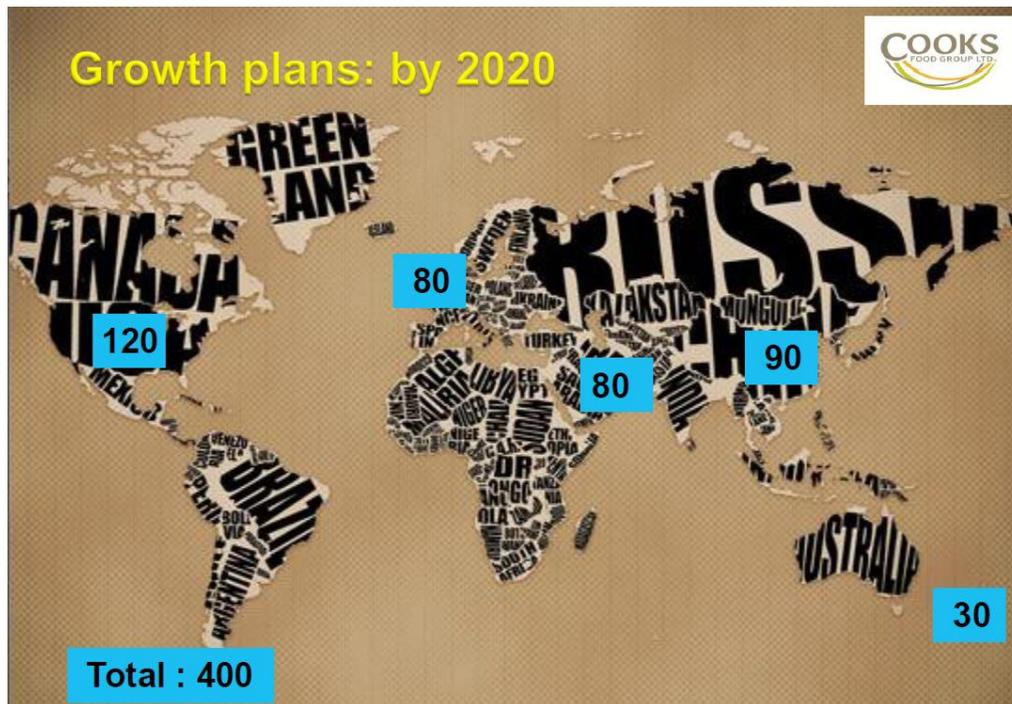
CGF is actively pursuing further growth. The key metric on which CGF can increase revenues is increased store numbers. With scale in store numbers comes increased franchise fees and product supply opportunities. CGF owns or franchises 57 stores today.



CGF is pursuing this growth on a number of fronts:

- Negotiations are continuing in Canada to acquire the Esquires Coffee Houses operation there for approximately \$0.4 million. That acquisition would include the Canadian intellectual property rights to Esquires Coffee Houses, one company owned store and a further 12 franchised stores.
- CGF has been undertaking due diligence in relation to a European based retailer that uses a franchise model and which, if successful, would significantly increase store numbers. These negotiations are continuing and, if successful, would have a purchase price of approximately \$13 million.
- Early discussions have been held in respect of two other potential retail acquisitions in Asia / Pacific.
- CGF is working actively to appoint new master franchises in new territories in the Middle East and South East Asia.

The Board is excited by this plethora of opportunities for CGF and intends to diligently pursue them and grow shareholder value. The aspiration of CGF is to achieve the scale of 400 stores by 2020 with indicative growth goals illustrated below.



FURTHER INFORMATION ABOUT CGF

The CGF website can be viewed at www.cooksglobalfoods.com

To view our NZX webpage which includes our current share price and market announcements, visit <https://www.nzx.com/companies/CGF>.

TERMS AND CONDITIONS

Capitalised terms have the meaning attributed to them in the Glossary at the end of this booklet.

1. Eligible Shareholders

- 1.1 You may participate in this SPP only if you are an Eligible Shareholder. An Eligible Shareholder is a person who, at 5.00pm on the Record Date, was recorded in CGF's share register as being a registered holder of Shares.
- 1.2 Joint holders of Shares are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and the certification on the Application Form is taken to have been given by all of them.
- 1.3 If you are an Eligible Shareholder, your right to participate in this SPP is personal to you and non-renounceable.
- 1.4 CGF reserves the right not to extend the offer in this SPP to Eligible Shareholders in a jurisdiction outside New Zealand in circumstances where it considers that so extending the offer may breach the legal requirements of that jurisdiction.

2. Issue Price and Number of Shares

- 2.1 The Issue Price for Shares under this SPP is \$0.19 per Share.
- 2.2 If you are an Eligible Shareholder you may:
 - (a) **Maximum Application:** Subscribe for the maximum application amount permitted under this SPP which is \$15,000 comprising 78,948 Shares at the Issue Price.
 - (b) **Specified Application:** Subscribe for between \$500 and \$15,000 of Shares at the Issue Price.
 - (c) **Minimum Application:** Subscribe for the minimum application amount permitted under this SPP of \$500 comprising 2,632 Shares at the Issue Price.
 - (d) **No Application:** Do nothing and your ability to participate in this SPP will lapse.
- 2.3 Eligible Shareholders may subscribe for no more than \$15,000 of Shares under this SPP and may only make one application. This applies to all Eligible Shareholders, including those who receive more than one offer under this SPP (for example, because they hold Shares in more than one capacity) and including whether the Eligible Shareholder is applying through a Custodian or on his or her own behalf. CGF also cannot issue Shares under this SPP which, in aggregate, exceed 30% of the number of Shares that it presently has on issue under the requirements of the Listing Rules.
- 2.4 The maximum number of shares offered under this SPP is approximately 33,750,000. The exact maximum number will be determined on the Record Date by reference to the number of Eligible Shareholders multiplied by 78,948 (representing \$15,000 of Shares).
- 2.5 No Shares under this SPP are reserved for the purpose of Listing Rule 7.1.5.

3. Custodian

3.1 Any Eligible Shareholder that:

- (a) is a trustee corporation or a nominee company and holds Shares in CGF by reason only of acting for another person in the ordinary course of business of that trustee corporation or nominee company; or
- (b) holds Shares in CGF by reason only of being a bare trustee of a trust to which the Shares are subject,

is a custodian (**Custodian**) under this SPP.

3.2 Custodians may apply to purchase more than \$15,000 of Shares under this SPP and any other SPP undertaken by CGF in any twelve month period but only up to the total value of Shares applied for by each beneficial owner for which the Custodian acts as a Custodian. Custodians may confirm to CGF that they are holding Shares as a Custodian for beneficial owners by providing the written certification to CGF described in clause 3.3 below. Each beneficial owner may direct the Custodian to apply on behalf of that beneficial owner for one of the parcels described in clause 2.2. A separate Application Form must be completed for each beneficial owner. Where two or more beneficial holders (in respect of Shares held in the name of a Custodian) are the same natural person, only one application per natural person may be made by a Custodian.

3.3 If a Custodian applies to purchase Shares on behalf of a beneficial owner, the Custodian must certify to CGF in writing together with the application:

- (a) that the Custodian holds Shares directly or indirectly as a Custodian for beneficial owners;
- (b) the number of those beneficial owners;
- (c) in respect of each of the beneficial owners, how many Shares the beneficial owner or the beneficial owner's agent has instructed the Custodian to accept on behalf of that beneficial owner;
- (d) that the Custodian undertakes not to accept on behalf of any of those beneficial owners for which it acts directly or indirectly as a Custodian, in any 12 month period, under an SPP or any similar arrangement, Shares in CGF the total issue price of which is more than \$15,000; and
- (e) that the beneficial owner on whose behalf the Custodian is submitting an application is not making an application themselves as an Eligible Shareholder for Shares under this SPP, and no other Custodian is submitting an application under the SPP for that beneficial owner.

4. Completing the Application Form and Paying for Shares

4.1 If you wish to participate in this SPP, you must complete the Application Form and provide payment in accordance with the instructions on the Application Form. Cheques must be drawn on a New Zealand bank account and be for immediate value. You may lodge your application (together with payment) directly with CGF's share registrar, Link Market Services Limited, or with any Primary Market Participant or other channel approved by NZX.

4.2 To be valid, applications must be received by Link Market Services by 5.00pm on 24 January 2014. Applications received after that date will only be accepted at CGF's discretion. If you lodge your application with a Primary Market Participant or other channel approved by NZX your application must be received in time to enable forwarding to Link Market Services before 5.00pm on 24 January 2014.

4.3 Application Forms should be sent, together with payment by cheque (made out to "Cooks Global Foods Limited") or direct debit to:

By Delivery:

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

By mail:

Cooks Global Foods Limited
Share Purchase Plan
C/- Link Market Services Limited
P.O. Box 91976
Auckland 1142
New Zealand

4.4 Subject to applicable law and the Listing Rules, the Board of CGF may, at its sole discretion extend or bring forward the Closing Date. Any such change will be communicated to shareholders through CGF making a market announcement to NZX and posting a copy of that announcement to Eligible Shareholders.

5. CGF's Discretion to Accept or Reject Applications

5.1 CGF has discretion to accept or reject your application to purchase Shares under this SPP, including (without limitation) if:

- (a) your Application Form is incorrectly completed, incomplete or otherwise determined by CGF to be invalid;
- (b) your cheque or direct debit is dishonored or has not been completed correctly;
- (c) the cheque that you enclose with your Application Form or your bank deposit is not in New Zealand dollars for the exact amount of the parcel that you have selected on the Application Form;
- (d) it appears that you are applying to buy more than \$15,000 (in aggregate) of Shares under a share purchase plan conducted by CGF during the last 12 months (except if you are a Custodian applying on behalf of more than one beneficial owner in accordance with clause 3);
- (e) your Application Form is received after the Closing Date. While CGF has discretion to accept late Application Forms and payment, there is no assurance that it will do so;
- (f) CGF believes that you are not an Eligible Shareholder or Custodian; or
- (g) CGF considers that your application does not comply with these terms and conditions.

5.2 Where CGF rejects an application under the terms and conditions of this SPP, any application monies received in respect of the rejected application will be refunded to the

affected applicants within two weeks of the Closing Date. No interest will be paid on any such refunded monies.

- 5.3 A maximum of approximately 33,750,000 Shares are offered under this SPP. The maximum amount that could be raised under this SPP is approximately \$6,500,000. CGF also cannot issue Shares under this SPP which, in aggregate, exceed 30% of the number of Shares that it presently has on issue under the requirements of the Listing Rules. The maximum number of Shares offered is within this requirement.

6. Significance of Sending in an Application

- 6.1 If you apply to participate in the SPP by completing and returning the Application Form:
- (a) your application, on these terms and conditions, will be irrevocable and unconditional (i.e. cannot be withdrawn);
 - (b) you certify to CGF that you are an Eligible Shareholder entitled to apply for Shares under these terms and conditions;
 - (c) you agree to be bound by the constitution of CGF;
 - (d) you certify to CGF that you are not applying for Shares under this SPP that have an aggregate application price in excess of \$15,000 even though you may have received more than one offer under this SPP or received offers in more than one capacity under this SPP;
 - (e) you authorise CGF (and its officers or agents) to correct any error in, or omission from, your Application Form and to complete the Application Form by the insertion of any missing details;
 - (f) you acknowledge that CGF may at any time irrevocably determine that your Application Form is valid, in accordance with these terms and conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;
 - (g) you accept the risk associated with any refund that may be despatched to you by cheque to your address shown on CGF's share register;
 - (h) you agree to indemnify CGF for, and to pay to CGF within five business days of demand, any dishonor fees or other costs CGF may incur in presenting a cheque or direct debit for payment which is dishonored;
 - (i) you acknowledge that none of CGF, its advisers or agents has provided you with investment advice or financial product advice, and that none of them has an obligation to provide advice concerning your decision to apply for and purchase Shares under this SPP;
 - (j) you acknowledge the risk that the market price for the Shares may change between the Record Date, the date that you apply for Shares under this SPP and the Allotment Date. A change in market price during this period will not affect the Issue Price but may affect the value of the Shares you receive under this SPP;
 - (k) you acknowledge that CGF is not liable for any exercise of its discretions referred to in these terms and conditions; and

- (l) you irrevocably and unconditionally agree to these terms and conditions and agree not to do any act or thing which would be contrary to the spirit, intention or purpose of this SPP.

6.2 If a Custodian applies to purchase Shares under this SPP for a beneficial owner pursuant to clause 3.2, the certification referred to in clause 6.1(d) will be taken to be given by the beneficial owner on whose behalf the Custodian is applying to purchase Shares.

7. The Shares

7.1 Shares issued under this SPP will rank equally with each other and will have the same voting rights, dividend rights and other entitlements as existing fully paid Shares in CGF.

8. Financial Statements

8.1 You may obtain free of charge the most recent annual report and financial statements of CGF by contacting CGF (see the Company Directory for details), or you may download these reports from the CGF website at www.cooksglobalfoods.com.

9. Amendments to the SPP and Waiver of Compliance

9.1 Notwithstanding any other term or condition of this SPP and/or the Application Form, CGF may, at its discretion:

- (a) make non-material modifications to this SPP or such terms and conditions (in which applications for Shares under this SPP will remain binding on the applicant notwithstanding such modification and irrespective of whether an Application Form was received by Link Market Services Limited before or after such modification is made); and/or
- (b) suspend or terminate this SPP at any time prior to the allotment of the Shares under this SPP. If this SPP is terminated, application monies will be refunded to applicants within two weeks of the Closing Date. No interest will be paid on refunded monies.

9.2 Subject to law and the Listing Rules, CGF reserves the right to waive compliance with any provision of these terms and conditions. If CGF waives compliance with any provision of these terms and conditions, such waiver will apply to all Eligible Shareholders.

10. Governing Law

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

11. Dispute Resolution

11.1 If any dispute arises in connection with this SPP, CGF may settle it in any manner it thinks fit. It may do so generally or in relation to any particular participant, application or Share. CGF's decision will be final and binding.

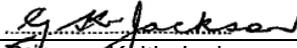


12. Inconsistency

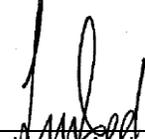
12.1 Unless otherwise determined by the directors of CGF, in the event of any inconsistency between the terms and conditions of this SPP and CGF's constitution, CGF's constitution shall prevail.

BOARD EXECUTION

Signed by all Directors of Cooks Global Foods Limited:



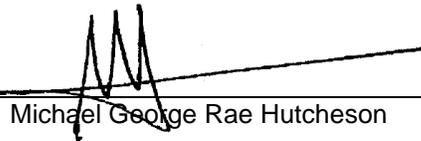
Graeme Keith Jackson



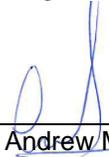
Lewis Andrew Deeks



John Stuart Deeks



Michael George Rae Hutcheson



Andrew Malcom Kerslake

ADDITIONAL INFORMATION

When the Issue Price was Fixed

The Issue Price was fixed on 29 November 2013.

Procedure for Fixing the Issue Price

The Issue Price has been set at a price that is equal to the market price at the close of trading on 29 November 2013 of \$0.19 per Share.

Relationship between Issue Price and Market Price

The market price of shares in all publicly listed companies are exposed to general market volatility arising from factors that may be external to the operations of the individual companies themselves. These factors may include investor sentiment, stock market volatility, interest rate changes and domestic or international economic conditions or political uncertainty. Consequently it is possible that the market price for Shares may vary from the Issue Price prior to Shares under this SPP being allotted. If the market price of Shares falls below the Issue Price then an investor in this SPP may experience a fall in value of their newly purchased Shares after they are allotted. Alternatively if the market price of Shares rises above the Issue Price then such investors may experience a capital gain from the newly purchased Shares after they are allotted.

Listing of SPP Shares

All of the requirements of NZX in relation to the quotation of Shares offered under this SPP that can be complied with at the date of this Offer Booklet have been complied with and it is expected that the Shares will be quoted upon completion of the allotment procedures. However, NZX accepts no responsibility for any statement in this Offer Booklet.

Dividend Policy

The directors of CGF do not intend or expect to pay dividends in the short to medium term. The immediate priorities for CGF are to continue to expand the global reach of Esquires Coffee Houses around the world and develop the supply arm of the business. Only once these objectives are considered to be achieved do the directors of CGF intend to be in a position to pay dividends and will formulate a policy accordingly.

THE INFORMATION CONTAINED HEREIN DOES NOT CONSTITUTE FINANCIAL PRODUCT ADVICE AND DOES NOT TAKE INTO ACCOUNT THE INVESTMENT OBJECTIVES, FINANCIAL SITUATION, TAX POSITION OR PARTICULAR NEEDS OF INDIVIDUALS. IF YOU ARE IN DOUBT AS TO THE COURSE OF ACTION YOU SHOULD FOLLOW, YOU SHOULD CONSULT YOUR STOCKBROKER, ACCOUNTANT, TAXATION ADVISER, SOLICITOR OR OTHER PROFESSIONAL ADVISER BEFORE PARTICIPATING IN THE SPP.

GLOSSARY

Allotment Date	By 5pm on 31 January 2014.
Application Form	The personalised application form relating to this SPP that you received with this Offer Booklet, including the instructions on the reverse of that form.
Closing Date	5pm 24 January 2014.
Custodian	See clause 3.1 of the Terms and Conditions for the definition of "Custodian".
Eligible Shareholder	Subject to clause 1.4 of the Terms and Conditions, a person who, at 5.00pm on the Record Date, was recorded in CGF's share register as being a registered holder of Shares.
Issue Price	The price at which the Shares will be issued pursuant to this SPP being \$0.19 per Share.
Listing Rules	The NZX listing rules applying to the NZAX market from time to time.
NZAX	The alternative board equity security market operated by NZX.
NZX	NZX Limited.
Offer Booklet	This Booklet containing the SPP offer to Eligible Shareholders.
Opening Date	Thursday 12 December 2013.
Primary Market Participant	Has the meaning given to it in the Listing Rules.
Record Date	5pm Wednesday 11 December 2013.
Shares	Ordinary shares of CGF which are, or once allotted under this SPP will be, quoted on the NZAX under the code "CGF".
SPP	The Share Purchase Plan detailed in this booklet whereby Eligible Shareholders may subscribe for Shares at the Issue Price.

COMPANY DIRECTORY

Cooks Global Foods Limited

Level 5
3 City Road
Grafton
Auckland 1010
Telephone: 09 378 9981
Email: ktjack@xtra.co.nz
Websites: www.cooksglobalfoods.com

Directors

Keith Jackson
Lewis Deeks
Stuart Deeks
Michael Hutcheson
Andrew Kerlake

Share Registrar

Link Market Services Limited
Level 7, Zurich House
21 Queen Street
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P.O. Box 91976
Auckland 1142
Telephone: 09 375 5998
Email: enquiries@linkmarketservices.co.nz

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Wellington 6143