



PROFILE OF COOKS GLOBAL FOODS

Post completion of the prospective acquisitions of Franchise Development Limited, Esquires Coffee Houses Ireland Limited, Esquires Coffee (UK) Limited and the business and assets of Progressive Processors Limited.

17 SEPTEMBER 2013

This Profile has been prepared in accordance with the NZX Guidance Note – Backdoor and Reverse Listing Transactions, which requires this Profile to contain certain information. It is strongly recommended that you seek independent professional advice before trading in Cooks Food Group Limited (**CFG**) securities.

Copies of this Profile, financial statements of CFG, and other information about the transactions contemplated within this Profile are available from CFG's NZAX information portal on the NZX website or free of charge from CFG on request.

NZX accepts no responsibility for any statement in this Profile.

IMPORTANT INFORMATION

Investment decisions are very important. They often have long-term consequences. Read all documents carefully. Ask questions. Seek advice before committing yourself.

The Financial Markets Authority regulates conduct in financial markets

The Financial Markets Authority regulates conduct in New Zealand's financial markets. The Financial Markets Authority's main objective is to promote and facilitate the development of fair, efficient, and transparent financial markets. For more information about investing, go to <http://www.fma.govt.nz>

Financial advisers can help you make investment decisions

Using a financial adviser cannot prevent you from losing money, but it should be able to help you make better investment decisions.

Financial advisers are regulated by the Financial Markets Authority to varying levels, depending on the type of adviser and the nature of the services they provide. Some financial advisers are only allowed to provide advice on a limited range of products.

When seeking or receiving financial advice, you should check:

- the type of adviser you are dealing with;
- the services the adviser can provide you with; and
- the products the adviser can advise you on.

A financial adviser who provides you with personalised financial adviser services may be required to give you a disclosure statement covering these and other matters. You should ask your adviser about how he or she is paid and any conflicts of interest he or she may have.

Financial advisers must have a complaints process in place and they, or the financial services provider they work for, must belong to a dispute resolution scheme if they provide services to retail clients. So if there is a dispute over an investment, you can ask someone independent to resolve it.

Most financial advisers, or the financial services provider they work for, must also be registered on the financial service providers register. You can search for information about registered financial service providers at <http://www.fspr.govt.nz>.

You can also complain to the Financial Markets Authority if you have concerns about the behaviour of a financial adviser.

No Guarantees

No person named in this Profile, nor any other person:

- guarantees the CFG shares on issue or shares to be issued; or
- warrants the future performance of CFG or any returns on any investment made pursuant to this Profile.

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LETTER FROM THE CHAIRMAN OF COOKS FOOD GROUP LIMITED

Dear Investor,

I am pleased to present you with the Profile for the proposed new business of CFG. The new business will be known as Cooks Global Foods. Cooks Global Foods is an integrated food and beverage retail and supply group with global reach that is seeking to leverage New Zealand's reputation for fresh and quality foods across our Esquires Coffee Houses retail brand.

The CFG Strategy

CFG listed on the NZAX market in 2008. Since selling its operating assets in 2009, CFG has remained a listed shell company seeking to find a reverse or backdoor listing transaction to add value back to the company.

Over this time a number of businesses have been investigated but in the end did not meet CFG's requirements for a business that was in the food sector, scaleable and had the ability to generate cash immediately post acquisition.

Cooks Global Foods – How the Concept Developed

Approximately a year ago, initial discussions were held with Stuart and Lewis Deeks (the **Deeks**) and from those discussions the concept for Cooks Global Foods was born. The Deeks built the Esquires Coffee Houses brand in New Zealand. They sold the Master Franchise for the business to ASX-listed Retail Food Group in 2011. However, through their company Franchise Development Limited (**FDL**), the Deeks retained the Master Franchise for a number of emerging and middle eastern markets where they have steadily found local partners and sought to establish Esquires Coffee Houses under a franchised model.

The concept for Cooks Global Foods has three basic elements:

- acquire an international retail footprint under the established Esquires Coffee Houses brand and principally utilising a franchise model.
- acquire supply businesses in the food and beverage sectors to develop a self-managed and efficient supply chain to supply that retail footprint.
- grow 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.

Implementing the Concept

The concept of Cooks Global Foods relied firstly upon acquiring the international intellectual property rights to Esquires Coffee Houses. CFG worked closely with the Deeks earlier this year and, through FDL, the acquisition of the intellectual property rights to Esquires Coffee Houses in a number of major markets around the world was completed. These rights exclude New Zealand and Australia which remain owned by Retail Food Group. In addition these rights exclude Canada with those rights still owned by the former owners of the international intellectual property rights but they are presently the subject of ongoing negotiations for Cooks Global Foods to acquire.

With the intellectual property rights secured, an agreement was then entered with the Deeks for all of the shares in FDL to be acquired. Besides FDL's key role in securing the

international intellectual property rights, FDL has done extensive development work on the Esquires Coffee Houses franchise system and, as a Master Franchise for Esquires Coffee Houses, has been establishing and growing Esquires Coffee Houses in a number of emerging markets and middle eastern markets with the benefit of the Deeks' New Zealand experience with the brand.

The next stage of the concept was to secure control of the Esquires Coffee Houses operations in its mature markets – the United Kingdom and Ireland and with them, key personnel to help drive future growth. This stage was successful and in July agreements to acquire the Great Britain and Ireland Master Franchises for Esquires Coffee Houses were entered. Key employees in both companies have also been incentivised to remain with Cooks Global Foods from completion of the Transactions and drive its future growth.

The result of these transactions is that Cooks Global Foods will have 56 both company owned and franchised Esquires Coffee Houses stores around the world on completion of the Transactions.

In August an agreement was entered for the proposed acquisition of the business and assets of Progressive Processors Limited. This is the first step in building the Cooks Global Foods supply capability. Progressive, based near Whakatane, grows, supplies, processes and adds value to a number of fresh fruits and vegetables including asparagus and kiwifruit.

Funding the Concept

Cooks Global Foods has secured sufficient new capital (approximately \$5 million) to fund the transactions. In addition, newly issued shares in Cooks Global Foods will form a substantial component of the purchase prices for the acquisitions. Cooks Global Foods is also capitalising all of its related party debt on completion.

It is also intended that shortly following completion of the Transactions Cooks Global Foods will make a share purchase plan offer to all shareholders. Cooks Global Foods is also likely to continue to look to raise additional capital to fund further acquisitions and growth.

New banking facilities for Cooks Global Foods have been secured with ANZ for post-completion to assist with working capital requirements. Accordingly, Cooks Global Foods is funded to complete the Transactions and will have a conservatively geared balance sheet.

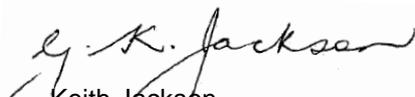
The Future for Cooks Global Foods

While growing the reach of Esquires Coffee Houses around the world is the key goal for the future, Cooks Global Foods intends to also pursue further acquisitions. A number of targets have been identified including two New Zealand based supply businesses.

Cooks Global Foods is also in negotiations to acquire the Canadian intellectual property rights and master franchise operations. This includes a further 13 stores. If transaction terms are agreed, it is expected that such acquisition would be completed in 6 – 8 weeks' time.

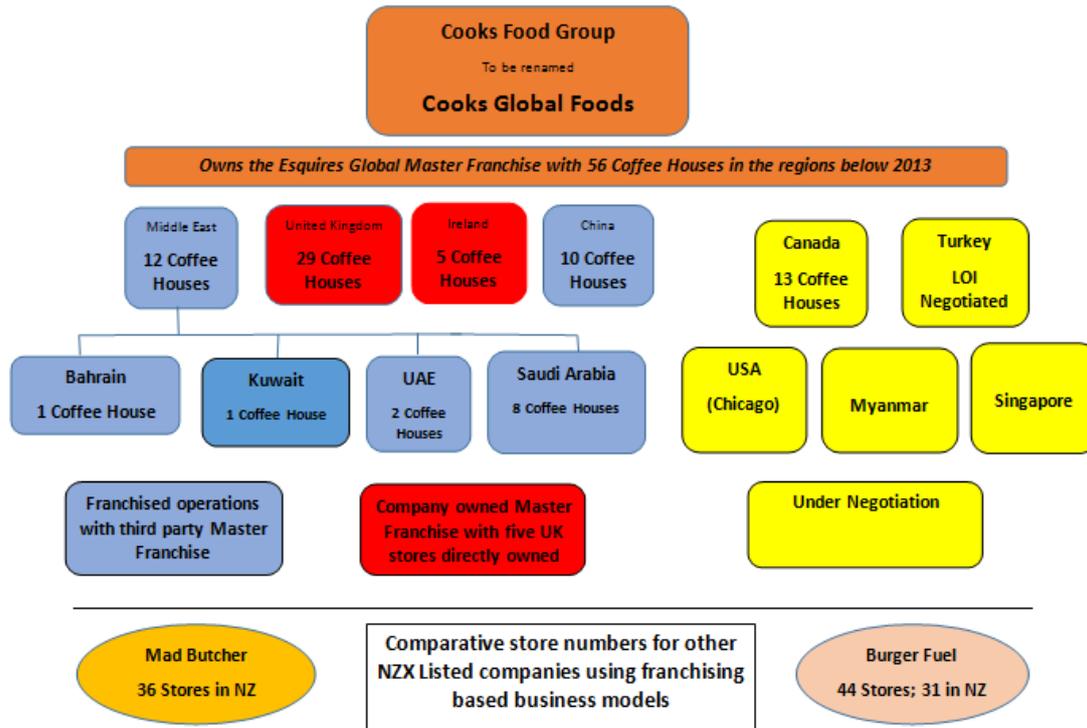
We believe Cooks Global Foods has exciting potential and on completion of the transactions, an exciting base for future growth.

Yours faithfully


Keith Jackson
Executive Chairman

COOKS GLOBAL FOODS – AT A GLANCE

On completion of the Transactions Cooks Global Foods will own 5 stores in the United Kingdom and directly franchise 29 stores in the United Kingdom and Ireland. Another 22 stores will be franchised through a Master Franchise in each relevant jurisdiction. The ownership structure and future jurisdictions are demonstrated in the diagram below:



Key Prospective Markets:

- Turkey
- USA
- Singapore
- Myanmar
- Canada
- Pakistan

New Board of Directors:

- Keith Jackson (Executive Chairman)
- Stuart Deeks (Executive Director)
- Lewis Deeks (Executive Director)
- Andrew Kerlake
- Michael Hutcheson

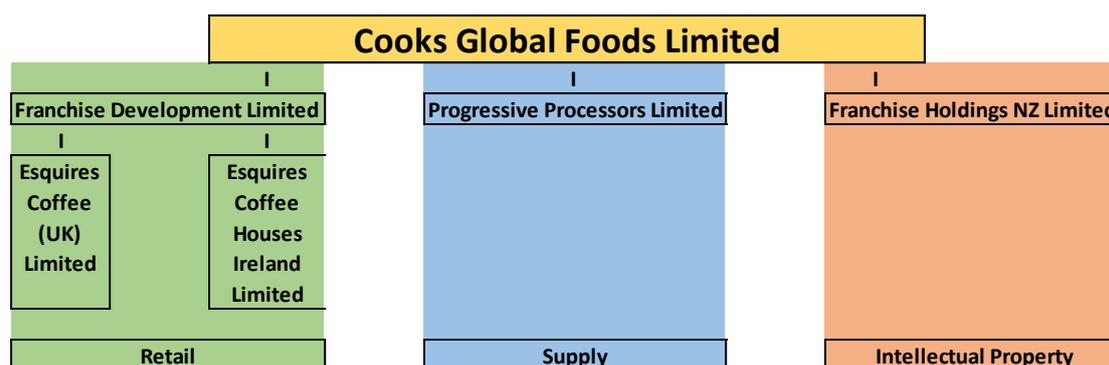
OVERVIEW OF THE TRANSACTIONS

CFG intends to acquire and grow a group of companies to both supply and retail food and beverage products in a number of countries around the world. CFG is calling a meeting for shareholders to consider approving the following acquisitions:

- Acquisition of all shares on issue in Franchise Development Limited;
- Acquisition of all shares on issue in Esquires Coffee (UK) Limited;
- Acquisition of all shares on issue in Esquires Coffee Houses Ireland Limited; and
- Acquisition of the business and assets of Progressive Processors Limited.

(the **Transactions**)

Through the Transactions CFG will move from being a single company to the following essential structure:



These three divisions can be explained further as follows:

- **Retail:** The operational division for Esquires Coffee Houses. In addition to the operating companies identified above, FDL (or usually a specially formed wholly owned subsidiary) will contract with third parties to appoint them a Master Franchise in a specified territory.
- **Supply:** The supply division of Cooks Global Foods which will supply the retail division and other third party customers. It is intended to grow this division with further niche supply companies. Two prospective acquisitions in this regard are at a due diligence phase.
- **Intellectual Property:** As brand ownership is critical to the retail and supply divisions the intellectual property rights to Esquires Coffee Houses are held in a separate non-trading division. The assets consist of a significant number of trade marks registered together with accrued goodwill and associated copyright.

Shareholders will also be asked to approve certain funding arrangements for CFG as are further described below. In addition to this Profile, CFG shareholders will receive the Notice of Meeting containing resolutions to approve the Transactions and its related funding arrangements. The Notice of Meeting also discloses the material terms of the Transactions. Shareholders will also receive an independent report (under the Takeovers Code and Listing

Rules) with respect to the Transactions from Simmons Corporate Finance Limited. These three documents are important and should be read together.

The purpose of this Profile is to introduce shareholders to the proposed new CFG as if the Transactions are approved. If approved, CFG intends to change its name to Cooks Global Foods Limited.

Overview of Retail Transactions

CFG will secure the global intellectual property rights for Esquires Coffee Houses through acquiring FDL who, on completion of the Transactions, will be the parent company of Franchise Holdings NZ Limited, the holder of the Esquires international intellectual property. The international intellectual property rights for Esquires Coffee Houses exclude New Zealand, Australia and Canada. The acquisition of the Canadian intellectual property rights is currently under negotiation.

Typically FDL franchises those intellectual property rights on a jurisdictional basis to facilitate the establishment, marketing, and operation of Esquires Coffee Houses. Following due diligence FDL generally appoints a local party as a Master Franchise who will hold an exclusive licence to the intellectual property rights for a jurisdiction, enabling them to develop Esquires Coffee Houses within the jurisdiction which they can either own and operate themselves or individually franchise to other parties.

CFG will also acquire Esquires UK which is the Master Franchise for Great Britain and Esquires Ireland which is the Master Franchise for Ireland and Northern Ireland. This gives CFG direct franchisor or ownership control of 34 stores at completion of the Transactions in established markets and secures the talent of key executives in those companies who hold in-depth local market knowledge.

Cooks Global Foods intends to drive the growth and development of the Esquires brand internationally, principally through appointing new Master Franchises in new jurisdictions and pursuing organic growth of its existing operations. Cooks Global Foods will however also look at other potential retail business acquisitions which can offer synergies to its existing retail operations.

Overview of Supply Transactions

CFG will also acquire a complementary business to provide the first stage of a “supply arm” for its Esquires retail network. The supply business is Progressive Processors and it grows, processes and supplies kiwifruit and other products. Progressive Processors is located just out of Whakatane.

It is intended that Cooks Global Foods will acquire further supply businesses in the food and beverage sector to build depth to this supply arm. This arrangement will be beneficial to Esquires Coffee Houses as it will ensure the goods supplied to the retail stores are high quality, consistently branded and marketed and profitably priced with the security of a self-managed and efficient supply chain.

The supply and retail companies acquired through the Transactions will form the base of a global business for Cooks Global Foods which can continue to grow and expand for the benefit of its stakeholders.

Historical Financial Information

Key financial information for each of the Acquired Companies and CFG for each of their last completed financial years is as follows:

Summary Financial Information for Last Completed Financial Year					
NZ\$000's	Cooks Food Group Limited	Franchise Development Limited	Progressive Processors Limited	Esquires Coffee (UK) Limited*	Esquires Coffee Houses Ireland Limited**
Year Ended	31-Mar-13	31-Mar-13	31-Mar-13	31-Mar-13	31-Dec-12
Audited	Yes	No	No	No	No
Gross Revenue	1,501	1,027	1,267	3,028	319
Operating Profit / (Loss)	1,162	177	188	349	-19
EBITDA	1,240	177	232	623	-13
Assets	1,828	183	1,069	1,769	311
Liabilities	5,489	172	722	2,495	75
Equity	-3,661	11	348	-726	236
* A GBP to NZD exchange rate of \$0.50 to \$1 has been used					
** A EUR to NZD exchange rate of \$0.60 to \$1 has been used					

Funding for Transactions

CFG has entered into convertible loan agreements with private investors whereby \$2.7m has been advanced to CFG. Subject to shareholder approval, the loans will be converted into CFG shares. The convertible loans have provided CFG with working capital for use in connection with the acquisition of Esquires Coffee Houses intellectual property rights, pursuing the Transactions and otherwise preparing CFG to transform into Cooks Global Foods.

CFG has also entered into subscription agreements with private investors to raise a total approximately \$2.3m in cash by 31 March 2014. These agreements are conditional on shareholder approval and completion of the Transactions.

Once shareholder approval is obtained the subscription agreements and the convertible loan agreements will raise a combined total of approximately \$5 million in cash for CFG by 31 March 2014. In addition, all debt in CFG outside of the ordinary course of business will have been capitalised. CFG has also secured new banking facilities with ANZ of up to \$2.15m to assist with working capital and expansion plans for Cooks Global Foods.

It is intended, shortly following completion, to offer a share purchase plan to all shareholders to allow them the opportunity to participate in the future growth of Cooks Global Foods. It is also likely that Cooks Global Foods will look to raise more capital (through for example placements with qualified investors) following completion of the Transactions.

Debt Capitalisation and Preference Share Conversion

Over the past few years, Mr. Keith Jackson (including through related entities) has provided substantial financial support to CFG and is presently owed \$3,044,090. Mr. Jackson has agreed, subject to shareholder approval, to capitalise this debt for shares in CFG at an issue price of \$0.15 per share.

CFG has also had on issue 6,154,427 convertible preference shares. These shares ranked ahead of ordinary shares, were unquoted and paid an interest rate of 12.5% per annum. The convertible preference shareholders will, at completion, convert all convertible preference shares held to ordinary shares at a rate of 1.25 ordinary shares for 1 convertible preference share in respect of 4,975,508 of the convertible preference shares and the balance of 1,178,919 convertible preference shares will convert to ordinary shares on a 1:1 basis.

Share Escrow Arrangements

The purchase prices under the Transactions consist substantially of share issues to be undertaken by Cooks Global Foods on completion of the Transactions. In addition Mr. Keith

Jackson and ADG Investments Limited (**ADG**) will subscribe for significant amounts of shares. Each of the vendors under the Transactions, ADG and Mr. Jackson (**Escrow Parties**) has agreed to certain escrow arrangements in respect of 90% of the shares issued to each of them on completion of the Transactions (but not subsequently issued shares)(**Escrow Shares**). Approximately 177 million shares will be Escrow Shares on completion of the Transactions representing approximately 75% of all shares on issue at that time.

The escrow restrictions mean that the Escrow Shares cannot be sold, transferred or their ownership otherwise dealt with for the term of the escrow. The escrow may be released in limited circumstances only, such as in connection with a takeover offer for Cooks Global Foods or instances of personal hardship.

Half of all Escrow Shares will be released from escrow and become freely transferable 12 months after completion of the Transactions The other half will be released from escrow and become freely transferable 24 months after completion of the Transactions.

Largest Shareholders in Cooks Global Foods

Following completion of the Transactions, the 10 largest holdings of equity securities in Cooks Global Foods will be:

Major Shareholders	Number of Shares	%
DSL Management Limited	137,348,909	58.9%
Graeme Keith Jackson, Patricia Frances Jackson and Philip Mack Picot; Katie Investments Limited	37,023,720	15.9%
ADG Investments Limited	28,199,758	12.1%
Emma Waite and Real Action Group Limited	6,666,667	2.9%
Progressive Processors Limited	2,500,000	1.1%
Nour Al Maysarah Trading, General Contracting & Franchising Co LLC	2,222,222	1.0%
Diana Elizabeth Christian and Sonya Marie Vujnovich	2,001,000	0.9%
Michael Bruce Guthrie	1,897,152	0.8%
Tasman Capital Limited	1,874,333	0.8%
Gerard Patrick Hall	1,600,000	0.7%
Other Shareholders	11,793,822	5.1%
Total Shares on Issue	233,127,582	100.0%

BUSINESS ACTIVITIES OF COOKS GLOBAL FOODS

What is Esquires?

Esquires Coffee Houses was founded in Canada in 1993 by Gary Buckland and David Riek who had a vision to build a coffee house chain focused on the quality of its coffee, the expertise of its people and the effectiveness of its partnership model. Esquires is now a well-recognised international brand with established franchise operations in Canada, New Zealand, England, Scotland, Ireland, Saudi Arabia, Abu Dhabi, China, Dubai and Australia. The rights to Australia and New Zealand are not being acquired through the Transactions and the acquisition of the Canadian rights is presently under negotiation

The Esquires brand targets people looking for organic, 100% Fair Trade coffee and a quality experience. Stores offer a relaxing environment where customers can read the latest international newspapers, have an informal meeting or watch the business news. Most outlets feature wi-fi 'hotspots' where people can log on to the internet from their own laptops and surf the web for free with any purchase. Depending on location, Esquires target customers may range from business-people, shoppers, theatre goers, tourists or similar. Each outlet uses organic Fair Trade coffee beans and the latest in barista technology to ensure coffee is ground fresh for every cup. Esquires is able to offer a wide selection of food to its customers as food is brought in rather than prepared on-site. This means no kitchens, lower operating costs and fewer staff.

Franchise Development Limited

FDL is a New Zealand company incorporated in 2011 by Stuart and Lewis Deeks. Through a separate company, Esquires New Zealand Limited (**ENZL**), Stuart and Lewis Deeks first purchased the Master Franchise for Esquires Australia and New Zealand in 2001. Being the Master Franchise for these territories allowed ENZL to establish Esquires Coffee Houses in Australia and New Zealand as well as franchising stores to new third party owners. ENZL opened the first Esquires Coffee House in central Auckland in May 2002 and grew to 49 stores across New Zealand. In December 2010 ENZL sold the New Zealand and Australian Master Franchise to Retail Food Group (**RFG**), an ASX listed company. RFG also acquired the New Zealand and Australian intellectual property rights to Esquires Coffee Houses from the Canadian founders.

Stuart and Lewis Deeks, through FDL, took on the Master Franchise for China, the majority of countries in the Middle East and other areas outside Australasia. FDL has established Esquires Coffee Houses around the world under these Master Franchises since then. In 2013, in connection with the Cooks Global Foods acquisition, Franchise Holdings NZ Limited (**Franchise Holdings**) a wholly owned subsidiary of FDL, acquired the Canadian company Esquires Coffee International, Inc., the owner of the global intellectual property rights and brand rights to Esquires Coffee Houses (excluding Australia, New Zealand and Canada.) This acquisition allowed FDL to fully develop and control the Esquires brand and sell, market or operate Esquires franchises worldwide (with the exclusion of Australia, New Zealand and Canada). Cooks Global Foods funded this acquisition by way of a \$1.2 million loan secured over the assets acquired.

Esquires UK

Esquires UK is a company incorporated in Great Britain in January, 1999 (formerly under the name Mochi Ltd) by Peter and Keiko Kirton. Esquires UK purchased the Master Franchise for Esquires in South East England in 1999 and in 2004 took on the Master Franchise for all of Great Britain, allowing Esquires UK to own and operate Esquires Coffee Houses as well as

franchising stores to new third party owners. The first Esquires Coffee House in Great Britain opened in London in January, 2000.

Esquires UK has 29 stores across Great Britain, five of these stores are owned by Esquires UK, 24 are run by franchisees.

Esquires Coffee Houses Ireland

Esquires Ireland is the Master Franchise for Ireland and Northern Ireland. Esquires Ireland was incorporated in Ireland in 2000 by Tony and Maretha McVerry. Esquires Ireland purchased the Master Franchise in July 2000. Esquires Ireland opened the first Esquires Coffee House in Ireland in Waterford in 2001.

Esquires Ireland has five franchised Esquires Coffee Houses stores with a further two stores under negotiation.

Progressive Processors

Progressive is a New Zealand company incorporated in 1996 by Mr. Neil Butler. Progressive is based in Taneatua near Whakatane and is a specialised New Zealand processor and exporter of fruit and vegetable products to both national and international markets. Progressive initially commenced as an asparagus grower for both processing and fresh markets. Progressive then expanded into other fruit and vegetable markets like kiwifruit, pumpkin, squash and various other organic products. The company adds value to the raw product by producing purees and other value added products including beverages such as juices. Currently Progressive produces, processes and exports kiwifruit, pumpkin and squash products to domestic and foreign markets, particularly Japan. Progressive produce is grown on leased land in the Whakatane region. As part of the Transactions Cooks Global Foods will be taking an assignment of these leases.

It is intended that in the future Progressive will supply beverages to Esquires Coffee Houses stores in addition to its existing operations.

Cooks Global Foods intends to acquire further businesses like Progressive and grow the supply arm of Cooks Global Foods by acquiring companies which can supply high quality products to its retailers. This may for example include acquiring a coffee roaster/supply business to supply high quality Fair Trade coffee to Esquires Coffee Houses stores.

Dairyland Investment

CFG is a 45% shareholder in Dairyland Products Limited (**Dairyland**). Dairyland is not currently operational but intends to operate an integrated dairy business in New Zealand by owning both dairy farms and a processing factory, providing a totally integrated supply chain.

Dairyland has identified attractive growth markets for reliable, high quality, low cost Ultra-High-Temperature (UHT) milk produced through an integration of farming and processing operations. Dairyland is presently seeking equity investors to realise the opportunity to acquire 14 dairy farms and a processing site in Waikato, New Zealand. The dairy farms to be acquired will have natural productivity growth as well as significant growth potential as best practices are implemented across all farms.

Dairyland also intends to construct a UHT processing plant on a secured site which has rail siding and direct rail access to Tauranga port. This plant will allow for flexible production and packaging, ensuring milk production and product mix are geared towards optimal returns.

An experienced management team has been selected to run the Dairyland project, combining experts in farm management, plant management and integrated operations with experienced and highly respected farming and plant personnel along with industry recognised leaders in

technical and quality assurance. Keith Jackson (chairman of CFG) heads the team of Dairyland.

Dairyland has identified Asia as a market with strong demand driven by its population growth, urbanisation and increasing disposable income. New Zealand is ideally positioned to benefit from strong growth dynamics in Asia, particularly in China. Dairyland currently have interested investors in the Dairyland project. Dairyland has also spoken to numerous off-take parties globally. All parties are interested in progressing discussions further and this venture will continue to be worked upon.

CFG is a foundation shareholder in Dairyland. Cooks Global Foods will continue to hold 8,991,667 shares in Dairyland representing 45% of the current shareholding. While Cooks Global Foods will remain a minority shareholder it will be subject to further dilution in the future as equity is introduced to Dairylands to purchase farms and establish the UHT plant

Dairyland is therefore seen as a synergistic venture for the Cooks Global Foods supply division with the potential to supply key product to Esquires Coffee Houses stores in the future.

Structure of FDL's Franchises

The structure of the franchise operations for FDL is that they are run through related companies which, on completion of the Transactions, will be wholly owned subsidiaries of FDL. On completion of the Transactions Esquires UK and Esquires Ireland will become subsidiaries of FDL (as Cooks Global Foods' nominee). Esquires UK and Esquires Ireland will function like FDL's other subsidiaries in the structure described below.

Under the FDL structure a subsidiary company will be appointed a Master Licensee for Esquires Coffee Houses for a given territory. That subsidiary can then either:

- establish Esquires Coffee House stores within that territory in its own right (i.e. establish group owned and operated stores).
- franchise individual rights to establish and operate Esquires Coffee House stores within that territory to individual third party entities.
- appoint a third party to hold the Master Franchise for that territory. The Master Franchise then has the exclusive right to establish and operate Esquires Coffee Houses stores in their own right or franchise rights for individual stores to individual third party entities.

FDL has traditionally followed the structure of appointing a Master Franchise for each jurisdiction that they are looking to grow Esquires Coffee Houses in. The benefit with this approach is that it allows a local partner with local knowledge and contacts to be responsible for driving growth in that territory for a commensurate reward. This is particularly important in developing and 'eastern' countries where legal regimes can be significantly different and local customs must be observed. Typically the Master Franchise agreement will align the interests of FDL and the Master Franchise (in terms of revenue) for growth and development within the territory.

A Master Franchise must comply with all Esquires requirements (as established by FDL) and pay to FDL a royalty for the use of the Esquires brand and goodwill. The Master Franchise is responsible for finding suitable locations for new outlets, as well as controlling the store fitout process and the provision of approved equipment and resources into all of its franchised stores. Backed by FDL's guidance and support, Esquires provides the Master Franchise with all of the core beverage product requirements and encourages all other purchasing to be sourced locally as much as possible. Certain products (for example coffee, tea, syrups and powders) must be purchased by the Master Franchise through FDL. It is considered that the

future supply of products, through growing the supply division of Cooks Global Foods, presents attractive future revenue potential for Cooks Global Foods.

The Master Franchise manages, supports and controls the growing network of franchisees within its territory. It is important however that the Master Franchise promotes and maintains the standards and operating procedures set by FDL to ensure consistency in the Esquires brand. The Master Franchise also has the responsibility of using operating systems that ensure each store becomes efficient, effective and profitable, as well as maintaining Esquires standards for the duration of the agreement.

Current Master Franchises

- China
- Middle East and Africa
 - Kuwait (sub-Master Franchise)
- Saudi Arabia
- Bahrain
- United Arab Emirates
- Great Britain (to be acquired under the Transactions)
- Ireland (to be acquired under the Transactions)

All franchisees are provided with a comprehensive system for running their Esquires Coffee Houses store which has been developed by FDL. This includes a marketing plan and a system for the operation of an Esquires Coffee House store. The system is designed to achieve a measure of consistency for Esquires Coffee Houses stores so that they are operating to uniform business formats, standards, methods, procedures, merchandising, advertising, techniques, designs and wares.

FDL provides comprehensive training to all franchisees and typically the franchisees work in their stores, getting to know their customers and running small promotions. FDL has developed its systems from the ground up from their experience at store level in building Esquires Coffee Houses in Australia and New Zealand.

Master Franchise and Franchisee Selection

FDL's franchising ethic is to only accept the most appropriate Master Franchise or franchisee applicant. All applicants are thoroughly screened and interviewed to ensure that only fully committed, driven and motivated applicants are granted a Master Franchise or franchise. Esquires' Master Franchises and franchisees do not need a background in catering or retailing but need customer service skills and the ability to follow set systems and procedures. Master Franchises are also carefully screened to ensure that they have adequate financial resources.

Current Stores and Master Franchises

51 Esquires Coffee Houses stores are currently run in 8 countries utilising this franchising structure. Five stores in Esquires UK are company owned.

An affiliate company of the Deeks currently holds the intellectual property for Esquires China as a bare trustee for FDL due to Chinese regulatory requirements. The intellectual property will be transferred to FDL post acquisition. A Master Franchise has been appointed for China

and has opened ten stores with another two to be finalised shortly. The Master Franchise has an aspirational goal to open 150 Esquires Coffee Houses within the next ten years in China. China is considered a large growth market and a key business focus for FDL. FDL intends to work closely with the Master Franchise to develop and grow Esquires Coffee Houses throughout China.

FDL is also looking at further expansion throughout the Middle East and Africa. FDL has appointed a Master Franchise to develop Esquires Coffee Houses within Oman, Qatar, Lebanon, Syria, Egypt, Morocco, Libya, Tunisia, Jordan, Algeria and Yemen. A sub-Master Franchise has been appointed to specifically develop Esquires Coffee Houses in Kuwait where one Esquires Coffee House store operates, with a further nine planned.

FDL has also appointed separate Master Franchises for each of Bahrain, Saudi Arabia and the United Arab Emirates. Ten Esquires Coffee Houses stores are presently in Saudi Arabia with plans for up to 18 more over the next few years. One Esquires Coffee House store is currently open in Bahrain with plans to establish another ten over the next few years and two are currently operating in the United Arab Emirates.

Esquires UK and Esquires Ireland are the Master Franchises for Great Britain and Ireland/Northern Ireland respectively. Esquires UK owns and operates five Esquires Coffee Houses stores and franchises 24 stores to franchisees across Great Britain. Esquires Ireland franchises five Esquires Coffee Houses stores across Ireland with a further two franchised stores presently under negotiation.

FDL has identified two further key growth markets; Turkey and USA. FDL hopes to develop Turkey with the potential for 50 Esquires Coffee Houses and a letter of intent recently entered with a potential Master Franchise. FDL is also currently reviewing options for entering the US market with investigations presently focussed on Chicago as an entry point.

In the longer term it is the intention of Cooks Global Foods to have Esquires Coffee Houses represented throughout the world as part of Cooks Global Foods vision to build a world class chain based on the core principles of using organic and Fair Trade products.

Cooks Global Foods has a goal of operating at least 400 stores by 2020.

Sources of Revenue

The above structure utilised by FDL will generate revenues for Cooks Global Foods in several ways:

- **Master Franchise Fee:** To become a Master Franchise and obtain territory rights for Esquires Coffee Houses, a fee is payable. The level of the fee will generally depend on the size of the territory and its strategic importance to Cooks Global Foods.
- **Store Opening Fee:** When any new store is opened a fee is payable back to Cooks Global Foods. Where there is a Master Franchise in the relevant territory (that is not owned by Cooks Global Foods) they receive a proportion of this fee.
- **Royalties:** Each store must pay a royalty back through to Cooks Global Foods on a monthly basis. This fee is calculated as a percentage of store sales.
- **Product Supply:** All Esquires Coffee Houses stores must buy certain products, such as coffee and other beverage products, from Cooks Global Foods. This is a revenue stream that Cooks Global Foods will look to build by increasing the capability of its supply division.
- **Marketing Levy:** Franchisee's pay a monthly contribution towards a group marketing fund which will be operated by Cooks Global Foods.

As is demonstrated by the above sources of revenue, the retail division revenue streams are scale-able by store numbers. Only revenues associated with product supply and royalty revenues are variable based on actual store performance.

Accordingly the key measure by which Cooks Global Foods will increase revenues is by increasing store numbers whether by franchising directly, franchising through a Master Franchise or establishing further company-owned stores.

In addition to the above revenue streams Cooks Global Foods will also receive revenues:

- From in-store sales at its five company owned stores in the United Kingdom and any future company owned stores that may be acquired or established.
- For goods sold through the supply division to customers outside of Esquires Coffee Houses.

How the above revenue streams translate to profit will be determined by the level of operating expenses for Cooks Global Foods, any occurrence of risk factors to Cooks Global Foods and expenses incurred in pursuing the growth of Cooks Global Foods.

BOARD AND MANAGEMENT OF COOKS GLOBAL FOODS

At completion of the Transactions Cooks Global Foods will have a Board of five Directors, comprising three executive and two non-executive directors (the **Board**). It is intended, following completion, to recruit and appoint a new independent Chair.

Board of Directors

Graeme Keith Jackson – Executive Chairman



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. Keith founded CFG in 2008 via a merger of four companies. CFG sold its operating businesses in 2009 and has been seeking a new business to bring to CFG since.

The opportunity to work with Stuart and Lewis Deeks to build the Esquires Coffee Houses chain internationally and create Cooks Global Foods provided this exciting opportunity. Keith has a Bachelor of Commerce from University of Otago. He is married to Trish and they have two adult daughters. As Executive Chairman, Keith will fulfil a role akin to Chief Executive Officer.

John Stuart Deeks – Executive Director, Business Development



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.

More recently Stuart has been responsible for leading execution of the acquisition of the Esquires international intellectual property rights from their Canadian owners, effectively bringing ownership of the global business to New Zealand. He also played a leading role in the acquisition of both the UK and Irish Master Franchises.

Stuart is a seasoned expatriate having lived some nine years in the Middle East and UK which will serve him well in his new role. He has spent the last 12 years here in New Zealand. Recognised as an authority in retail franchising both locally and internationally Stuart still finds time for his board membership role in the global Entrepreneurs organisation "EO", regularly practising Bikram Yoga and for his family. Stuart is married to Claire a senior franchising and

IP litigator / policy specialist and has two young children Courtney and Dominic. As director of business development Stuart will drive the growth of Esquires Coffee Houses in new and existing jurisdictions taking a lead responsibility for the appointment of new Master Franchises, the opening of new stores and franchisee relations.

Lewis Andrew Deeks – Executive Director, Operations



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 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.

Lewis lives with his partner Wendy, and outside of business life he enjoys golf, travel and socialising with friends and family. As director of operations, Lewis will have responsibility for the finance and administrative functions of Cooks Global Foods.

Andrew Kerslake – 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.

More recently Andrew now focuses himself fully on these investments that he sees have a lot of potential including RCN–Ewaste an electronics waste company, and now Cooks Global Foods.

Mike Hutcheson – 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 80's 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.

Key Group Employees

Keith Jackson - Executive Chairman

Stuart Deeks - Director of Business Development

Lewis Deeks - Director of Operations

Nizar al Ali - Operations Manager for Middle East and Africa

Nizar graduated from Arizona State University in 1984 with a degree in Business Administration and a Diploma in Hotel and Catering Management. Nizar has had 25 years of experience in the food and beverage industry, primarily involved in sales and marketing roles. He has attended many specialised courses in accounting, cost control, health and safety, training and is a certified auditor in the food and beverage industry. Prior to joining FDL, Nizar held many senior positions in the USA and the Middle East in the food industry and started with FDL in 2007.

Stuart Macintosh - General Manager of Supply

Stuart Macintosh has an extensive business management background in the fast moving consumer goods sector. Stuart worked with Cerebos Gregg's over a 12 year period including general management responsibility for operations, sales, export, Robert Harris franchise café's and new business development via acquisitions including Atomic and Café Lafarre. More recently Stuart has worked as a business development consultant involved with the reverse listing of SeaDragon Marine Oils in 2012, consulting and contract management for a Nelson based food company that manufactures and distributes Pic's Really Good Peanut Butter, and consulting work for Cooks Food Group on the Transactions, primarily the acquisition of Progressive Processors.

Peter Kirton - General Manager (Esquires Great Britain)

Peter previously worked for the Baker Hughes group of companies, a leading worldwide provider of oil field products and services for over 20 years. Peter worked in various capacities based around the world and finally as the Vice President of the Europe Business Unit. After performing further roles involving technology equipment design, manufacture and export, in 1999 Peter introduced Esquires Coffee Houses to Great Britain as the principal of Esquires UK growing it to the 29 stores that it has today.

Tony McVerry - General Manager (Esquires Ireland)

Tony has had a distinguished career in banking having joined the Bank of Ireland, Corporate and International Department in 1972 and becoming the Bank's youngest Assistant Manager in 1976. In 1984 he joined First Active Bank as Manager of their Naas, Co. Kildare branch. In 1994 he was promoted to Regional Manager Ireland - West and achieved Top Regional Award Winner in years 1998 & 1999 in terms of Sales and Profitability. In 2000 Tony embarked on a lifelong dream of owning and running his own company taking on the Master Franchise for Esquires Coffee Houses growing it to five high performing stores.

Neil Butler - General Manager (Progressive Processors)

Neil is a senior manufacturing operations and commercial executive with 30 years of experience in the food processing, exporting and horticulture industries. This includes over 15 years of experience as managing director of Progressive Processors Limited. Neil has overseen the manufacturing of specialised high quality food products and marketing and exporting the products including to large corporate Japanese partners. Neil is highly experienced at developing food related production manufacturing processes and systems with operational efficiency to improve performance and quality while reducing costs.

Advisors

The names of Cooks Global Foods' auditors, share registrar and solicitors are set out in the Directory of this Profile.

Directors Fees

In the Notice of Meeting a resolution is proposed that the maximum aggregate Directors fee pool be set at \$140,000 per annum. The Directors seek approval of this level of remuneration which they consider appropriate to attract and maintain Directors of an appropriate level of expertise and experience and ultimately reflects the substantially increased governance responsibilities of Cooks Global Foods. The Directors have received independent advice in setting this level of fees having regard to the nature of operations and level of oversight required for a business of the nature of Cooks Global Foods.

The aggregate Directors' remuneration shall be divided among the Directors in such proportion and in such manner as the Board may decide. Currently no directors fees are payable to Directors of CFG. In addition, no directors' fees will be payable to any executive directors of Cooks Global Foods. It is currently proposed that \$40,000 per annum will be paid as directors' fees to each non-executive director. The Board intends to recruit a new independent Chair in the short term and it is intended that the new Chair will receive directors' fees of \$60,000 per annum. Therefore only up to \$80,000 per annum will be paid in directors fees in aggregate by Cooks Global Foods until a new independent Chair is appointed.

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 Cooks Global Foods to pay the additional Director or Directors of Cooks Global Foods remuneration not exceeding the average amount then being paid to each of the other non-executive Directors (other than the chairperson) of Cooks Global Foods.

Executive Director Remuneration

At completion of the Transactions the new Board will be appointed and will establish a Remuneration Committee consisting of the non-executive directors. The remuneration committee will, based on external and independent advice, determine the level of remuneration paid to the three executive directors. This will include their annual fees for services and any appropriate bonus or incentive arrangements to align their remuneration with the growth strategy for Cooks Global Foods.

Until the remuneration is set it has been agreed that the executive directors will receive remuneration of \$15,000 plus GST per month for performing their executive roles. This has been payable since 1 April 2013 this year. No directors will otherwise receive any additional special remuneration.

Capitalisation of Loans and Outstanding Remuneration

Mr. Keith Jackson and his controlled entities have provided material financial support to CFG over the past few years by way of loans and providing unpaid services. As a condition of the FDL Agreement there is to be no debt in Cooks Global Foods (other than that arising in the normal course of business or as relating to implementation of the Transactions) at completion of the Transactions. Similarly, Stuart and Lewis Deeks have capitalised all their loans in FDL so that there are no liabilities brought into Cooks Global Foods on completion of the acquisition of FDL by FDL.

Mr. Jackson agreed to capitalise all amounts owing to him or his controlled entities at \$0.15 per share relative to the capital (cash) value of the loans. This amounts to \$2,925,000. In addition there was an amount of \$119,090 owing for expenses and various specific costs incurred over the FY11-FY13 periods. The loans have been deemed to be interest free and any interest previously accrued in the CFG accounts was reversed in the FY13 accounts.

Mr. Jackson has not received any remuneration from CFG for the above period and the Board agreed that this was to be recognised by a one off payment of \$75,000 to be converted to Shares at \$0.09 per Share for the work done in managing the business and the various investigations that were undertaken with other potential partners for the 3 years prior to the final agreement with FDL and the development of the strategy to create Cooks Global Foods.

Mr. Jackson otherwise received his shares in CFG just prior to its NZAX listing in 2008. CFG was formed through an amalgamation of three companies of which Mr. Jackson was a majority shareholder – Cotterill & Rouse, Murdoch Foods and Sahara Foods. As part of the amalgamation process the shares Mr. Jackson held in these companies were cancelled and as consideration he was issued his present shareholding in CFG.

Incentive Shares for Transactions

At completion of the Transactions, Mr. Keith Jackson, the Deeks (through DSL Management) and Mr. Stuart Macintosh will receive collectively 4 million shares at an issue price of \$0.10 cents per share as incentive shares for bringing the Transactions together and implementing them.

These personnel receive these shares in recognition of their work in identifying, negotiating and executing the Cooks Global Foods opportunity for CFG. This is particularly in light of no remuneration having been paid prior to 1 April 2013 to these individuals.

Director Shareholdings

On completion of the Transactions, Directors will have a relevant interest in the following Shares:

Keith Jackson	37,023,719 shares (in his own name, through Katie Investments Limited and jointly with Patricia Francis Jackson and Philip Mack Picot as trustees of the Nikau Trust).	15.9%
Stuart Deeks	137,348,909 shares (through DSL Management).	58.9%
Lewis Deeks	137,348,909 shares (through DSL Management).	58.9%
Mike Hutcheson	Nil	-

Andrew Kerlake	28,199,758 shares (through ADG Investments Limited)	12.1%
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Restrictions on Directors' Powers

The Companies Act 1993 and the Constitution of Cooks Global Foods do not impose any modifications, exceptions or limitations on the power of the Board other than:

- The requirement that major transactions (as defined in the Companies Act 1993) be approved by a special resolution of shareholders;
- The modifications, exceptions or limitations on the power of the Board which are required to be imposed under the NZAX Listing Rules (subject to any waivers from those rules that have been received).

Appointment and Retirement of Directors

No current Director of Cooks Global Foods has been appointed in a manner that is materially different from that specified in sections 153 and 155 of the Companies Act 1993.

No person other than the holders of ordinary shares of Cooks Global Foods at a meeting of shareholders, or the Directors acting as a Board to fill a casual vacancy or appoint an additional director, has the right to appoint a Director or Directors of Cooks Global Foods.

The Constitution of Cooks Global Foods does not contain any rules relating to the retirement age of Directors.

The NZAX Listing Rules require that Cooks Global Foods have at least three Directors, at least two of which must be ordinarily resident in New Zealand.

RISK FACTORS FOR COOKS GLOBAL FOODS

The principal risk for Cooks Global Foods shareholders is that they may not be able to recoup their original investment. This could happen for a number of reasons, including if:

- The price at which shareholders are able to sell their Cooks Global Foods shares is less than the price they paid for them;
- Cooks Global Foods shareholders are unable to sell their Cooks Global Foods shares at all;
- The financial performance of Cooks Global Foods is worse than expected, due to factors that may include those described in the section entitled "Returns"; or
- Cooks Global Foods is placed into receivership or liquidation. Investors could receive none or less than the returns mentioned in this profile if the Cooks Global Foods becomes insolvent for any reason.

If Cooks Global Foods' operating and/or financial performance is worse than investors expect, the future market price of the Shares may be less than the price paid for them and returns on the shares may be less than anticipated by investors at the time of subscription. Some of the principal factors which may affect Share price performance are detailed in this section.

Investors should be aware that there is no guarantee that they will receive returns on the Shares and should consider carefully the following risk factors, in addition to the other information in this Profile, before purchasing shares.

SPECIFIC RISKS TO COOKS GLOBAL FOODS

Competition

The Acquired Companies compete in highly competitive markets for which the barriers to entry for further competition are not prohibitive. Competition from other retail coffee house chains or independently owned cafes is significant and may impact upon the Acquired Companies market shares and profitability. The Acquired Companies' financial performance or operating margins could be adversely affected if the actions of competitors or potential competitors become more effective, or if new competitors enter the market and the Acquired Companies are unable to counter these actions.

Health Concerns

Cooks Global Foods will process, supply and retail food and beverages. Food health and safety is vital. A real or perceived risk by customers associated with any products of Cooks Global Foods could have a material adverse impact on sales of products, adverse implications for the Esquires brand and Cooks Global Foods' financial performance. It could also give rise to product liability concerns for Cooks Global Foods.

Trade Marks and Intellectual Property

The success of Cooks Global Foods depends in a large part on the ability to enforce trade mark protection for Esquires and maintaining and growing goodwill in the Esquires brand. There can be no unqualified assurance that Cooks Global Foods will be able to enforce its trade mark protection, or that its trade mark protection will be sufficient to protect Cooks Global Foods' rights to the Esquires brand.

Dependence on Key Personnel

Cooks Global Foods has key personnel and through the Transactions will acquire key personnel. The experience, expertise and local knowledge of these personnel is critical to the success of Cooks Global Foods. Cooks Global Foods is committed to providing an attractive employment environment, conditions and prospects to assist in retaining their key personnel. The Transactions include incentives and earn-out based payments to help ensure the

retention of key personnel. However, there can be no assurance that Cooks Global Foods will be able to retain these key personnel. The loss of the services of key individuals could have a material adverse effect on future performance.

Management of Growth Opportunities

Cooks Global Foods intends to pursue substantial new growth initiatives, including expansion into new markets. If Cooks Global Foods succeeds, the number of customers served and the operating complexities faced will increase. If Cooks Global Foods' operating systems, personnel or distribution networks are unable to keep pace with these demands, the business, operating results and financial condition of Cooks Global Foods may be materially adversely affected.

Franchise Risks

The future growth of Cooks Global Foods also depends on its ability to identify, attract and retain suitably qualified and motivated franchisees and Master Franchises. An inability to do so or poor performance by a number of franchisees or a significant Master Franchise may have a material adverse impact on the financial performance of Cooks Global Foods and could cause harm to the Esquires brand, suppliers and customer relationships and/or the franchise system.

Property Leases

Subsidiaries of Cooks Global Foods may, in some cases, be the lessee of premises from which Esquires Coffee Houses stores are operated. This is inevitable in instances of Cooks Global Foods owned stores. It may also occur in respect of franchised stores with franchisees then granted a licence to occupy the premises for the purpose of operating an Esquires Coffee Houses store.

As a licensee, the franchisee is obligated to discharge the obligations under the terms of the lease. Should a franchisee fail to meet its obligations under the license, a subsidiary of Cooks Global Foods may be responsible for performance of the obligations under the lease including unpaid rent for the outstanding term and making good the premises.

In addition, maintenance of, and growth in, the number of stores is the most important contributor to growth in earnings. Accordingly, there may be a material adverse impact on Cooks Global Foods' business and profitability if it is unable to:

- renegotiate acceptable lease terms for existing outlets when leases are due to expire;
- identify suitable sites and negotiate suitable leasing terms for new outlets.

Relationships with Suppliers

Cooks Global Foods will rely on various key suppliers. Any deterioration in the relationship with or terms of trade with key suppliers may have an adverse impact in particular:

- any event which results in higher costs may impact both profitability and franchisees' margins, or alternatively require the sourcing of alternative products;
- any delays in delivery of supplies to franchisees may impact the total system sales and consequently Cooks Global Foods revenues.

Product Liability

Cooks Global Foods and its franchisees are required to comply with strict food hygiene protocols. These protocols vary depending on the requirements of the applicable jurisdiction. Defective foodstuffs including ingredients are an inherent risk of the business. Any such incident may have a materially adverse impact on the business, profitability and the reputation.

Public Liability

Franchisees are obliged to obtain public liability insurance to comply with obligations imposed by premises lessors. Whilst Cooks Global Foods will make every reasonable effort to ensure

that franchisees comply with this obligation, in the event that an uninsured franchisee is unable to meet a claim, Cooks Global Foods may have liability.

Litigation Risk

Litigation risks to Cooks Global Foods include, but are not limited to, retail customer claims, lessor, franchisee and employee claims. If any claim were to be pursued, irrespective of whether it was eventually successful, it may adversely impact the profitability, financial position or the reputation of Cooks Global Foods and the Esquires brand.

Absence of Market for Shares and Share Price Volatility

Prior to the Transactions there has been a limited market for the Shares and there can be no assurance that an active market for the Shares will develop or be sustained. Following the Transactions the market price for the Shares may be subject to significant fluctuations in response to Cooks Global Foods' operating results and other factors. Also, it is typical in thinly traded Shares for higher degrees of price volatility reflecting a smaller number of buyers and sellers. There can be no assurance that the market price of the Shares will increase or develop stability.

The price of Shares post completion of the Transactions may fall. They may also rise. Many factors may affect the price of Shares, such as specific risks noted in this section or the general risks detailed below which are generally outside of the control of Cooks Global Foods or investor sentiment.

The Transactions may not assist with creating a liquid market for Shares. The Shares issued on completion of the Acquisitions and in connection with funding Cooks Global Foods will be subject to escrow arrangements restricting the ability for those shares to be sold or transferred. Approximately 75% of the Company's issued shares will be subject to such escrow arrangements on completion of the Acquisitions. Those arrangements are described in more detail in the Profile in the "Overview of Transactions" section.

Majority Shareholder

DSL Management will hold over 50% of all shares in Cooks Global Foods. As the majority shareholder of the Company, DSL Management can control the passage of ordinary resolutions of shareholders of Cooks Global Foods and block special resolutions of shareholders of Cooks Global Foods (provided it is eligible to vote and voting on such a resolution).

By being able to control the passage of ordinary resolutions DSL Management will have the ability to control the composition of the Board of Directors of Cooks Global Foods.

Cash Flows

There is a risk that following completion of the Transactions, Cooks Global Foods will have insufficient funding to continue the development and growth of its business. This could result in growth initiatives being stalled, consolidation of existing operations to reduce overheads or new capital funding being required at a low share price which could be dilutionary to shareholders.

In addition, it is expected that a significant part of Cooks Global Foods' revenues will be earned in foreign currencies. Fluctuations in the New Zealand dollar against those currencies may have material effects on cash flows.

Board Performance

There is a risk that the performance of the Board or the executive team at Cooks Global Foods does not meet the required standards either individually or collectively of a listed and publically accountable company. There are significant responsibilities that a listed company must comply with such as continuous disclosure, insider trading, financial reporting and other legal requirements. The Board is aware of these responsibilities and requirements, has some listed company experience and will continue to develop effective governance practices and policies.

Forward Looking Statements

Certain statements in this Profile constitute forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance and achievements of Cooks Global Foods or industry results to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

Given these uncertainties, prospective investors are cautioned not to place undue reliance on such forward-looking statements. In addition, under no circumstances should the inclusion of such forward-looking statements in this Profile be regarded as a representation or warranty by Cooks Global Foods or any other person, with respect to the achievement of the results set out in such statements or that the underlying assumption used will in fact be the case. Cooks Global Foods disclaims any responsibility to update any such risk factors or publicly announce the result of any revisions to any of the forward-looking statements contained in this Profile to reflect future developments or events, except to the extent required by law.

Regulatory Risks

As a key growth focus for Cooks Global Foods is in emerging markets and non-western countries, it will face unique regulatory risks. In particular its operations and relationships with Master Franchise' and franchisee's in those jurisdictions will be subject to differing legal regimes. These regimes may afford Cooks Global Foods greater regulatory risk or make enforcing legal rights more problematic and uncertain.

Supply Chain Risks

Until Cooks Global Foods has developed its own supply chain it will be reliant on third party suppliers to supply Esquires Coffee Houses. It will therefore have counterparty risk as to the quality of products supplied and reliability of supply. Even once it has developed its own supply chain there will still be continuing risks associated with supply chain such as relying on third parties for the transportation of products to the various jurisdictions in which Cooks Global Foods will operate.

Concentration Risk

Initially over half of the Esquires Coffee Houses stores owned or franchised by Cooks Global Foods will be located in Great Britain. Accordingly it will have a concentrated exposure to the Great Britain market and could suffer significant loss if Esquires Coffee (UK) Limited went insolvent for any reason. The growth strategy of Cooks Global Foods is intended to mitigate this risk over time.

GENERAL RISKS TO COOKS GLOBAL FOODS

Economic Conditions

General economic conditions in the economies in which Cooks Global Foods operates may influence the performance of Cooks Global Foods. Changes in interest rates, employment rates, inflation, currency fluctuation, consumer spending and government policy may affect sales and revenues. Changes in economic conditions may result in customers changing spending patterns or their level of consumption, which may have an adverse impact upon Cooks Global Foods' operating and financial performance.

Changes in Taxation

Any change to the rate of company income tax or other taxes in the jurisdictions in which Cooks Global Foods will operate has the potential to impact on financial performance. Changes to the rates of income tax applying to individuals and/or trusts similarly will impact after tax shareholder returns.

Other Factors

Other factors that may affect Cooks Global Foods are adverse changes in the following:

- World economic conditions;

- World political events;
- Government legislation or intervention;
- Accounting policies or treatments arising generally;
- Natural disasters, social upheaval, terrorism or war.

In the event that one or more of the factors outlined above or any other unforeseen factors have a detrimental effect on the value of the ordinary shares of Cooks Global Foods, it is reasonably foreseeable that, if an investor sells their ordinary shares, the investor may receive less than the amount paid. Alternatively, such factors may impact on the ability of Cooks Global Foods to make distributions in the future.

NZAX Listing

The Shares are listed on NZX's alternative market, known as the NZAX market. The NZAX market differs from NZX's main board market (the NZSX market) in the following key respects:

- There are reduced criteria for listing on NZAX – there is no requirement for 25% of the securities of an NZAX issuer to be widely held and no minimum value requirement for NZAX listings as apply to NZSX listings. Whilst an NZSX issuer must have 500 shareholders, an NZAX issuer needs only 50 shareholders.
- An NZAX issuer requires an NZX sponsor in order to list on the NZAX market, whereas NZSX companies require an organising participant.
- Greater flexibility is accorded by the NZAX Listing Rules to NZAX Issuers seeking to raise capital, buy back securities, and undertake major transactions. The NZAX Listing Rules provide NZAX Issuers with an option to undertake these activities, without seeking shareholder approval, by making a pre break announcement to the market which fully discloses the transaction prior to that transaction taking effect.
- The materiality threshold for related party transactions in the NZAX Listing Rules is higher than the threshold in the NZSX Listing Rules. This means that an NZAX Issuer may enter into (proportionally) more substantial transactions with related parties before being required to seek shareholder approval for those transactions.
- The corporate governance standards for NZAX issuers do not contain all the matters provided for in the corporate governance standards for NZSX issuers.

OTHER MATERIAL INFORMATION

Requirements for this Profile

NZX has issued a Guidance Note – “Backdoor and Reverse Listing Transactions” which regulates transactions such as those contemplated by CFG. This Guidance Note requires that, for transactions of this nature, the Notice of Meeting to be sent to shareholders of CFG must be accompanied by:

- A Profile disclosing matters as if the arrangement were an offer of securities by the companies targeted for acquisition (that is, FDL, Esquires Ireland, Esquires UK and Progressive) made to CFG shareholders; and
- An Independent Report in relation to the transaction.

This document is the required Profile and should be read in conjunction with the Notice of Meeting and the Independent Report prepared by Simmons Corporate Finance Limited, which have been posted to shareholders with this Profile.

Important Considerations

In respect of the assessment of value for the Acquired Companies shares discussed in this Profile it is important to note the following matters:

- The value of the Acquired Companies is driven off the prospective implementation and execution of their business plans;
- As with any prospective operational performance for a business, there is a risk that operational performance may not be achieved. In the event that the operational performance of the Acquired Companies is not achieved post acquisition, the consideration paid by CFG to acquire the Acquired Companies shares by the issue of shares in CFG and certain cash payments may not reflect the actual intrinsic value of the Acquired Companies shares and the consideration paid by CFG could be greater than the actual value of the Acquired Companies;
- Extensive disclosures regarding the risks associated with the Acquired Companies which may impact upon the operational performance of the Acquired Companies post acquisition are detailed in the section entitled “Risk Factors for Cooks Global Foods”.

The Board strongly recommends that all shareholders review:

- the risks associated with the Acquired Companies set out in this Profile; and
- the Independent Report accompanying this Profile from Simmons Corporate Finance Limited.

Copies of this Profile, financial statements of CFG, the Notice of Meeting, the Independent Report and other information about CFG are available on:

- CFG’s NZX webpage: <https://www.nzx.com/companies/CFG>
- CFG’s website: www.cooksfood.co.nz
- request from CFG, free of charge.

NZAX Quotation

An application has been made for permission to complete this backdoor listing on the NZAX and have the shares issued under the transactions quoted on the NZAX. All the requirements

relating thereto that can be complied with on or before the date of this Profile have been duly complied with.

NZX is a registered exchange under the Securities Markets Act 1988 and the NZAX is a registered market operated by NZX. NZX accepts no responsibility for any statements in this Profile.

Transactions Conditional

This Profile has been drafted and the information within it prepared with a view to presenting information about CFG on the basis that CFG has already acquired the Acquired Companies. The purpose of this Profile is to ensure that sufficient information is provided to the CFG shareholders and the market about CFG and the Acquired Companies post completion of the acquisition.

On completion of the Transaction CFG will be renamed Cooks Global Foods Limited. Accordingly, references in this Profile to Cooks Global Foods are references to CFG following completion of the Transactions.

Despite the manner in which information in this Profile is presented, readers are cautioned that the transactions remain conditional on certain factors before they can proceed. In particular, CFG shareholders must approve each of the resolutions relating to the transactions contained in the Notice of Meeting pursuant to the Companies Act, Listing Rules and Takeovers Code.

On Request Information

The following financial statements are available upon request:

1. The annual report for CFG for the year to 31 March 2013 (including audited financial statements and audit report);
2. Un-audited consolidated financial statements for Franchise Development Limited for the year to 31 March 2013;
3. Un-audited financial statements for Progressive Processors Limited for the year ending 31 March 2013;
4. Un-audited financial statements for Esquires Coffee (UK) Limited for the year ending 31 December 2012; and
5. Un-audited financial statements for Esquires Coffee Houses Ireland Limited for the year ending 31 December 2012

A copy of the CFG constitution is also available on request. Requests can be made by contacting CFG per the contact details set out below. No charges will be levied in respect of such requests.

Experts

No experts are referred to in this Profile.

Description of Securities

Cooks Global Foods will only have ordinary shares on issue following completion of the Transactions. Cooks Global Foods ordinary shares will be fully paid and shall rank equally in all respects with each other.

Ordinary shares give the holder the right to one vote on a poll at a meeting of shareholders (subject to any restrictions in the Constitution or the Listing Rules), a proportionate right to

any dividends declared by the Board and the right to a proportionate share in any distribution of surplus assets of Cooks Global Foods on liquidation.

Financial statements

No group, consolidated financial statements are available prior to implementing the Transactions. The Acquired Companies have, in some circumstances, differing balance dates from Cooks Global Foods which require alignment at completion of the Transactions. In accordance with the NZAX Listing Rules Cooks Global Foods will prepare unaudited group financial statements for the six month period ending 30 September 2013 and release these to the market in November/December 2013.

The last prepared financial statements for each of CFG and the Acquired Companies are available on request.

Annual Reports

Shareholders of Cooks Global Foods will be entitled to receive information relating to the ongoing performance of Cooks Global Foods. Unless otherwise signalled, shareholders will receive periodic statutory reports relating to Cooks Global Foods, including annual reports with audited financial statements, and other shareholder communications. Shareholders will also receive a notice stating the availability of such shareholder communications, and how to obtain copies.

Cooks Global Foods is also required to make half-yearly and annual preliminary announcements to NZX.

On Request Information

Shareholders are also entitled to request copies of the following documents under section 54B of the Securities Act:

- The most recent financial statements of Cooks Global Foods and all documents that are required to be incorporated in or attached to, or to accompany, those financial statements;
- The most recent version of this Profile;
- A comparison of actual results against any prospective information set out in this Profile, once available; and
- Any other information that may be requested under regulation 44 of the Securities Regulations.

This information will be made available to Shareholders free of charge, upon a written request to Cooks Global Foods at its registered office at the address provided in the Directory.

Continuous Disclosure

Cooks Global Foods, as a listed issuer in New Zealand whose shares are quoted on the NZAX, is subject to the continuous disclosure obligations of the NZAX (which are “continuous disclosure provisions” for the purposes of section 19D of the Securities Markets Act 1988).

As such, Cooks Global Foods is required to immediately notify NZX of any information concerning the company of which the company is or becomes aware and which a reasonable person would expect to have a material effect on the price of the Shares, subject to certain limited exceptions. Cooks Global Foods’ releases under continuous disclosure can be found at <https://www.nzx.com/markets/NZAX/securities/CFG>.

Returns

The information contained in this section should be read in conjunction with the information set out in the section entitled “Risk Factors for Cooks Global Foods”. Certain events could reduce or eliminate the returns intended to be derived from holding the shares.

Dividends are a return applicable to the shares and are payable out of Cooks Global Foods’ profits when declared by the Directors. Holders of ordinary shares in Cooks Global Foods are entitled to receive any dividends paid by Cooks Global Foods. In addition, holders of Cooks Global Foods ordinary shares will receive the benefit from any increase in the market price of their shares or bear the loss from any decline in the market price. In the event of liquidation of Cooks Global Foods, the holders of the shares will be entitled to participate in the remaining surplus assets of Cooks Global Foods (if any) after payment of all creditors.

In determining whether to pay dividends, the Board must have regard to the solvency of Cooks Global Foods. The dividend return will be determined by the extent to which Cooks Global Foods has excess assets over liabilities (including contingent liabilities) and its ability to meet due debts. The Directors expect that there will be no dividend payable by Cooks Global Foods post completion of the Transactions or in the immediately foreseeable future. Cooks Global Foods anticipates re- investing any profits in the rapid development and growth of Cooks Global Foods business. The Board believes that this should enhance Cooks Global Foods’ longer-term potential and its ability to attain consistent earnings. The Board will however review their dividend policy in the future taking into consideration the prevailing capital requirements, operating performance, financial position and cashflow of Cooks Global Foods.

The Directors can give no assurance as to the extent, timing or actual payment of future dividends or the availability or level of imputation credits. Cooks Global Foods has not declared or paid any dividends since incorporation. Cooks Global Foods is the person legally liable to pay any dividends on the Shares.

The nature of the returns presently intended by Cooks Global Foods is through capital growth, meaning returns on an investment with Cooks Global Foods will most likely only be received through a longer term holding of the Shares.

Taxation Implications for Returns

New Zealand taxes may affect returns to shareholders. Dividends will be subject to New Zealand withholding and final taxes but the liability of shareholders in respect of such taxes may be reduced or satisfied to the extent the dividends have imputation credits attached. Depending on prevailing circumstances, dividends paid by Cooks Global Foods will have the maximum allowable imputation credits attached.

In addition, in certain circumstances, gains on the sale of shares may be taxable. Generally, where shares are acquired as an investment, New Zealand resident shareholders will not be taxed on gains from the subsequent sale of shares unless the shareholder is in the business of dealing in such investments or acquired the shares for the purpose of sale or where the sale is part of a profit making undertaking or scheme.

These comments and the descriptions on taxation are of a general nature only and in particular, the statement in relation to New Zealand taxes relates to persons who are New Zealand residents for tax purposes. These statements do not constitute legal or financial advice. Any investor considering the purchase, ownership or disposition of shares should consult their own financial or tax advisors concerning the tax consequences of owning shares, in light of that particular shareholder’s own personal situation.

Consequences of Insolvency

Shareholders will not be liable to pay any additional money (in excess of the issue price, payable to Cooks Global Foods upon subscription for any newly issued shares) to any person in the event of insolvency of Cooks Global Foods. All claims of creditors, whether secured or unsecured, rank in priority to the claims of shareholders in the event of any liquidation or winding up of Cooks Global Foods.

All shareholders rank equally with each other upon a winding up or liquidation of Cooks Global Foods. No other persons currently rank equally with, or behind such claims.

Alteration of Securities

The rights attaching to the Shares are governed by the Cooks Global Foods constitution, the Companies Act 1993 and the terms under which they have been issued. The constitution may only be altered by special resolution of shareholders subject to the rights of interest groups under the Companies Act 1993, or in certain circumstances by Court Order. A special resolution of shareholders must be approved by 75% of eligible shareholders voting on that resolution. In certain circumstances a shareholder whose rights are affected by a special resolution may require Cooks Global Foods to purchase their Shares.

Guarantee of Securities

No person or entity guarantees or undertakes any liability in respect of the Shares of Cooks Global Foods or the future value or performance of them.

Moneys Payable

Given no securities in Cooks Global Foods are being offered to existing shareholders, no money is payable by those persons to Cooks Global Foods in respect of the Shares which they hold. Similarly, no securities in Cooks Global Foods are being offered to members of the public. Accordingly, no money is payable by that class of person to Cooks Global Foods.

It is intended to offer a share purchase plan to shareholders with further details (including pricing) to be determined following completion of the Transactions.

Details of Incorporation of Cooks Global Foods

Cooks Global Foods' registered office is located at Level 5, 3 City Road, Grafton, Auckland, New Zealand. Cooks Global Foods was incorporated under the Companies Act 1993 on 04 February 2008 with the company number 2089337.

A public file relating to Cooks Global Foods' incorporation is kept by the Companies Office. Documents on the public file may be viewed on the Companies Office website, www.companies.govt.nz or (in relation to documents which are not able to be viewed via the internet) upon request by submitting a search request form which may be obtained from the Companies Office at:

- Level 19, ASB Centre, 135 Albert Street, Auckland;
- Ground Floor, 33 Bowen Street, Wellington; or
- Ministry of Economic Development House, 55 Wordsworth Street, Christchurch.

Other Directorships

The Directors are each directors of the following companies which will not be subsidiaries of Cooks Global Foods:

Keith Jackson	Himatangi Farms Limited DFI (Brucknell) Limited Dairy Farm Investments (Brucknell) Limited
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	<p>Cotterill & Rouse Limited Agricultural Assets Limited Dairy Farm Investments (Management) Limited Independent Dairy Producers Limited Last Tree Standing Limited Endeavour Dairyland Limited Jackson & Associates Limited Dairyland Products Limited Katie Investments Limited West Coast Gold Limited TML Equities Limited Sportstec Limited Sportstec UK Limited Dairy Farm Investments (Ruawhata) Limited IVG NZ Limited IDP (Mainland) Limited Arana Holdings Limited Tasman Capital Limited Dairy Farm Investments Limited</p>
Stuart Deeks	<p>Metro Coffee Limited Esquires New Zealand Limited Waterfront Coffee Limited DSL Management Limited Esquires Store Development Limited</p>
Lewis Deeks	<p>Metro Coffee Limited Lewen Enterprises Limited Esquires New Zealand Limited Waterfront Coffee Limited DSL Management Limited Esquires Store Development Limited</p>
Mike Hutcheson	<p>Hotfoot Retail Services Limited The Lighthouse Ideas Company Limited Icehouse Ideas Company Limited Ice Capital Partnership Limited Eunoia Holdings Limited Ice Capital Investments Limited Image Centre Limited Lonely Cow Wines Holdings Limited Tangible Media Limited Lighthouse Ventures Limited Image Centre Holdings Limited On Digital (2012) Limited Lighthouse Ventures GP Limited Boston Digital Holdings Limited Image Centre Publishing Limited</p>
Andrew Kerslake	<p>RMW Holdings Limited Jaqa Limited Malcolm Lansley Investments Limited ADG Investments Limited E-Waste Capital Limited Norwood Ventures Limited The Car Fair Company Limited Simply Fresh (2007) Limited Hagz Holdings Limited Simple Properties Limited Milten Properties Limited Accident and Medical Centre Three Kings Limited Kestral Limited</p>

Inquiries about Securities

Enquires may be directed to the Company at:

Level 5,
3 City Road,
Grafton,
Auckland 1010
New Zealand
Telephone 09 304 0567
Email ktjack@xtra.co.nz

Complaints about Securities

A complaint about your investment may be made to the Company at the address above. Alternatively the Financial Markets Authority (**FMA**) can be contacted at:

Level 5
Ernst & Young Building
2 Takutai Square
Britomart
PO Box 106 672
Auckland 1143

Level 2
1 Grey Street
PO Box 1179
Wellington 6140

Complaints about the Shares or the Company may be made directly to NZX, at:

NZX Limited
Level 1, NZX Centre
11 Cable Street
PO Box 2959
Wellington
Telephone: 04 472 7599
Facsimile: 04 495 2453

There is no ombudsman to whom complaints can be made about the investment.

Pending Proceedings

There are no legal proceedings or arbitrations pending at the date of this Profile that may have a material effect on Cooks Global Foods.

Subsidiaries

On completion of the Transactions Cooks Global Foods will have subsidiaries whose total tangible assets may exceed 5% of the total tangible assets of Cooks Global Foods. These subsidiaries are all wholly owned subsidiaries of Cooks Global Foods following completion of the Transactions and are:

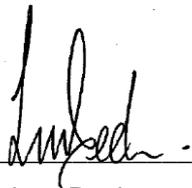
- Esquires Coffee (UK) Limited
- Esquires Coffee Houses Ireland Limited
- Progressive Processors Limited
- Franchise Development Limited
- Esquires Coffee International Inc.

CERTIFICATE FROM THE DIRECTORS OF COOKS GLOBAL FOODS

We, the persons signing this Profile, after due inquiry by us, certify that:

1. All material information relating to Cooks Global Foods and the Transactions are outlined in this Profile and the Notice of Meeting.
2. The process of the creation of Cooks Global Foods and the proposed business of Cooks Global Foods is set out in this Profile and the Notice of Meeting.
3. All the information contained in this Profile and the Notice of Meeting is complete and accurate in all material respects, and neither this Profile nor the Notice of Meeting contain any material matter that is false, or untrue, or is likely to deceive or mislead, with regard to any particular that is material to the proposed transaction.
4. In the period between 31 March 2013 and the date of this certificate, there have not, in our opinion, arisen any circumstances that materially affect:
 - (a) the trading or profitability of Cooks Global Foods; or
 - (b) the value of its assets; or
 - (c) the ability of Cooks Global Foods to pay its liabilities due within the next 12 months,that is not outlined in this Profile or the Notice of Meeting.

Signed



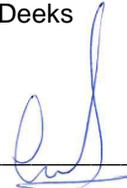
Lewis Andrew Deeks



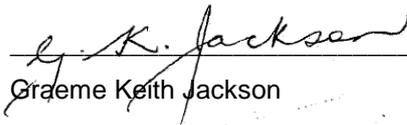
John Stuart Deeks



Michael George Rae Hutcheson



Andrew Malcolm Kerlake



Graeme Keith Jackson

GLOSSARY

Acquired Companies means FDL, Esquires Ireland, Esquires UK and Progressive.

Board means the Board of Directors that is to be appointed for Cooks Global Foods and set out in the Directory.

Cooks Global Foods means Cooks Food Group Limited from completion of the Transactions when it will be renamed from Cooks Global Foods Limited.

ENZL means Esquires New Zealand Limited.

Esquires Ireland means Esquires Coffee Houses Ireland Limited.

Esquires UK means Esquires Coffee (UK) Limited.

FDL means Franchise Development Limited.

FDL Agreement means the sale and purchase agreement entered into between Cooks Food Group Limited, Stuart Deeks, Lewis Deeks, the trustees of the Stuart Deeks Family Trust and the trustees of the Lewis Deeks Family Trust.

Franchise Holdings means Franchise Holdings NZ Limited.

Franchisee means a person that is franchised the rights to own and operate an Esquires Coffee Houses store.

Ireland Agreement means the sale and purchase agreement entered into between Cooks Food Group Limited and Maretha and Tony McVerry.

Master Franchise means a person who is granted exclusive franchise or master rights for a defined territory to establish and operate Esquires Coffee Houses stores and includes the right to sub-franchise those rights to individual Franchisees in that territory.

Notice of Meeting means the notice of meeting for the 2013 annual meeting of Cooks Food Group Limited shareholders where resolutions to approve the Transactions will be put forward.

Progressive means Progressive Processors Limited.

Progressive Agreement means the asset sale and purchase agreement entered into between Cooks Food Group Limited, Progressive Processors Limited and Agri Developments Limited.

Shares means ordinary shares of Cooks Global Foods.

Transactions means the acquisition of Esquires Ireland, Esquires UK, FDL and Progressive.

UK Agreement means the sale and purchase agreement entered into between Cooks Food Group Limited, Peter Kirton and Keiko Kirton.

UK Vendors means Peter and Keiko Kirton.

DIRECTORY

Directors

Keith Jackson

28 Caroline Heights, Rd 6, Warkworth

Stuart Deeks

17 Hinau Road, Karaka, Papakura

Lewis Deeks

40a Tui Glen Road, Birkenhead, North Shore
City

Andrew Kerslake

2 Norwood Road, Bayswater, Auckland

Mike Hutcheson

34 Westmorland Street West, Grey Lynn,
Auckland

Registered and Principal Office

Cooks Global Foods Limited

Level 5

3 City Road

Grafton

Auckland 1010

New Zealand

Solicitors

Duncan Cotterill

Level 2

Tower Building

50 Customhouse Quay

Wellington

Auditors

DFK Carlton

Level 3

Carlton DFK Centre

135 Broadway

Newmarket

Auckland

New Zealand

Share Registry

Link Market Services Limited