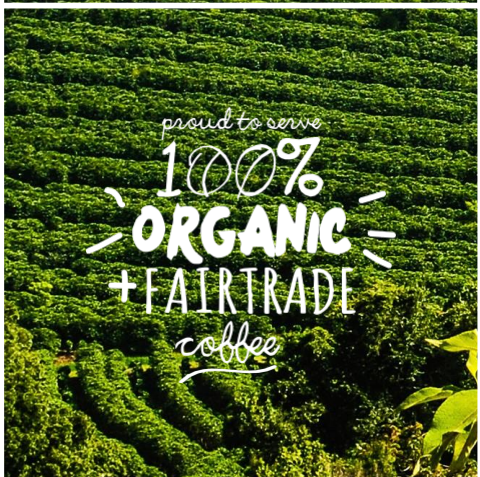
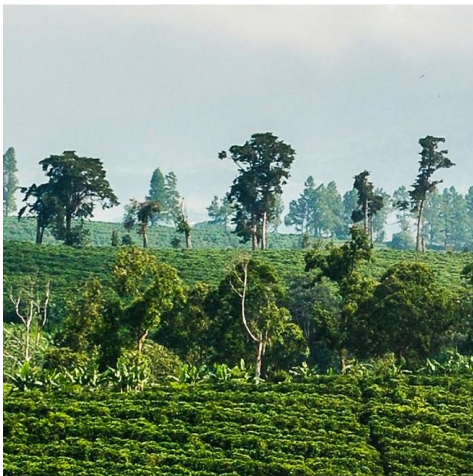
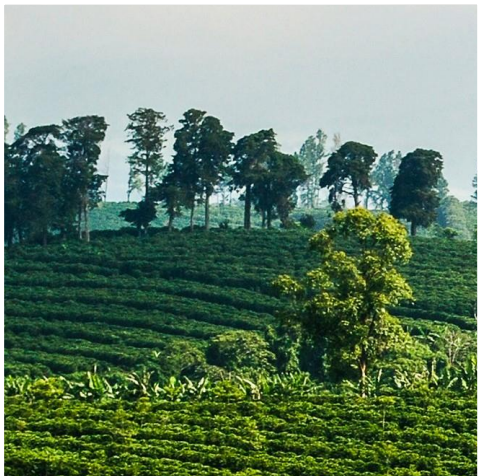




SPECIAL  
SHAREHOLDERS' MEETING  
2015

20 November 2015



# DISCLAIMER

This presentation contains forward-looking statements and projections. These reflect our current expectations based on what we think are reasonable assumptions but for any number of reasons these assumptions may prove incorrect. We give no warranty or representation as to our future financial performance or any future matter. Except as required by law or NZX listing rules, we are not obliged to update this presentation after its release, even if things change materially.

This presentation is for information purposes only. It is not an offer of securities, or a proposal or invitation to make any such offer. It is not investment advice or a securities recommendation, and does not take into account any person's individual circumstances or objectives. Every investor should make an independent assessment of Cooks Global Foods on the basis of expert financial advice.

Distribution of this presentation (including electronically) may be restricted by law. You should observe all such restrictions which may apply in your jurisdiction. To the maximum extent permitted by law, we will not be liable, whether in tort (including negligence) or otherwise, to you or any other person in relation to this presentation including any error in it.

# AGENDA

EXECUTIVE CHAIRMAN'S INTRODUCTION

---

PRESENTATION TO SHAREHOLDERS

---

BUSINESS OF THE SPECIAL SHAREHOLDERS MEETING

SHAREHOLDER DISCUSSION

RESOLUTIONS

Xiangtan, Hunan - CHINA



Belpark - INDONESIA



Navan - IRELAND



# EXECUTIVE CHAIRMAN'S INTRODUCTION

# SENIOR MANAGEMENT



**DOUG WILLIAMSON**  
MANAGING DIRECTOR  
– GREAT BRITAIN



**TONY MCVERRY**  
MANAGING DIRECTOR  
– IRELAND



**ELLEN ZHANG**  
MANAGING DIRECTOR  
– CHINA



**MICHELLE BRICK**  
MANAGING DIRECTOR  
– CANADA



**NIZAR AL-ALI**  
MANAGING DIRECTOR  
- MIDDLE EAST & NORTH AFRICA



**JOHN MACDONALD**  
DESIGN & BRAND MANAGER



**CHRIS JOSEPH**  
INTERNATIONAL FRANCHISE  
SUPPORT



**CRAIG BROWN**  
CHIEF FINANCIAL OFFICER



**STUART MACINTOSH**  
MANUFACTURING MANAGER



**NEIL BUTLER**  
MANAGING DIRECTOR –  
PROGRESSIVE PROCESSORS



**ALI SHACKELL**  
HR MANAGER



# PRESENTATION TO SHAREHOLDERS

# VISION AND STRATEGY



## OUR VISION

To be the world's leading Organic and Fairtrade coffee retailer.



## STRATEGY

Cooks has three elements to its core growth strategy:

Growing the Esquires brand in its existing markets;

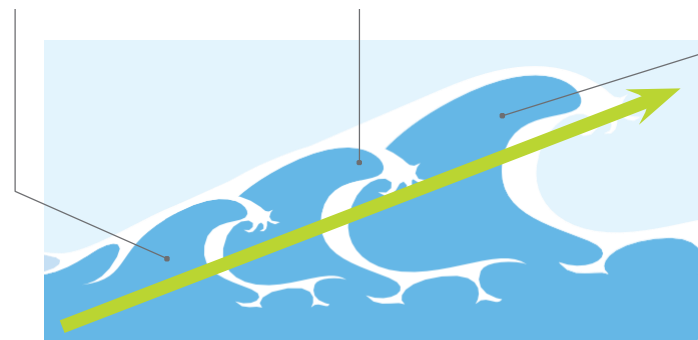
Growing the Esquires brand in strategically important new markets; and

Growing its supply chain businesses Scarborough Fair and Progressive Processors.

# VISION AND STRATEGY

Cooks is already firmly positioned in the New Zealand led third wave of global coffee culture

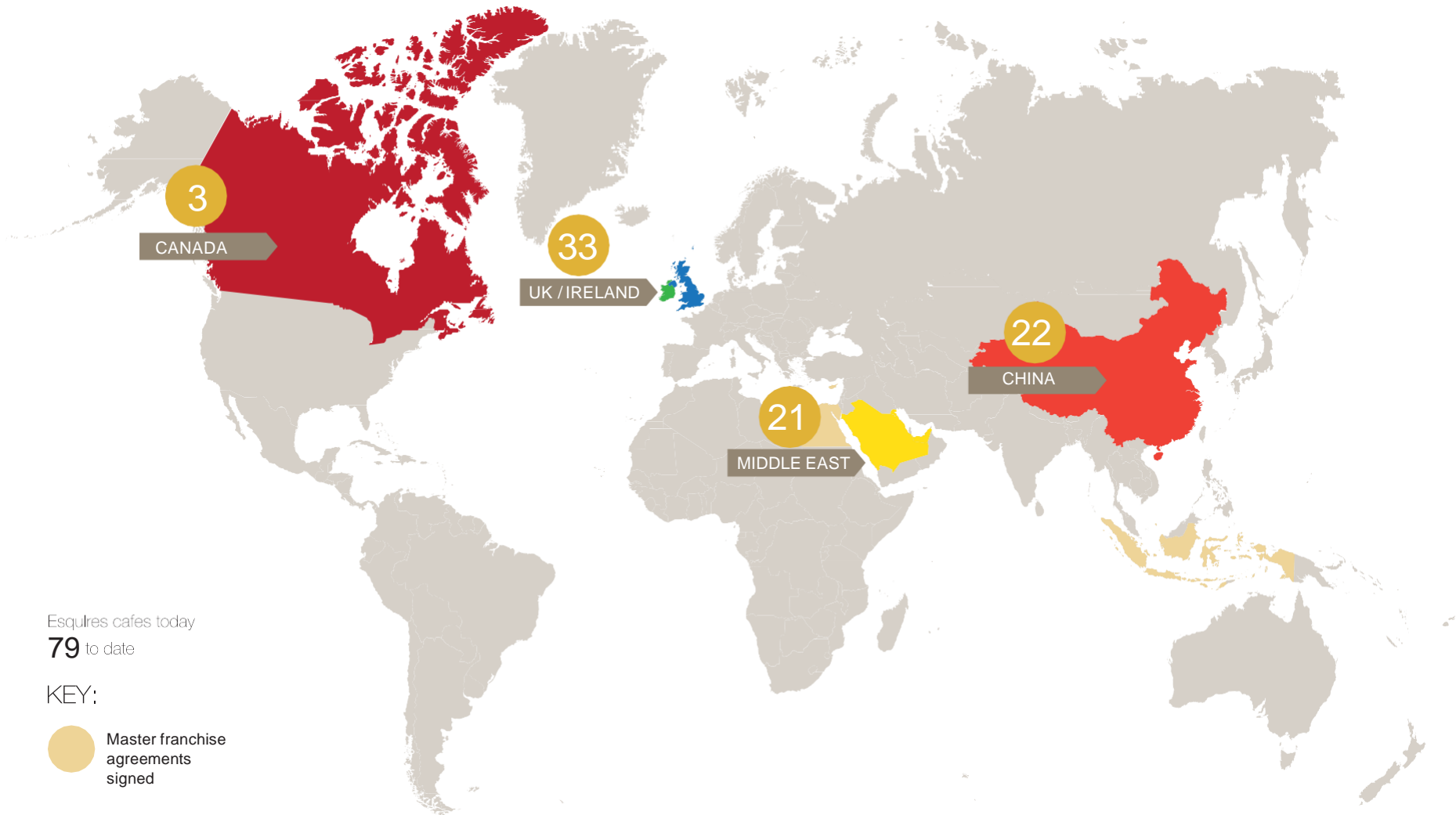
Opportunity to leverage this with our unique ability to provide Organic and Fairtrade food and beverage offerings tailored to the local market as well as providing stores with design elements that reflect the local environment.



Coffee Market Stages in Developed Markets



# CONTINUING TO EXPAND OUR GLOBAL PRESENCE



# KEY GROWTH FACTORS



**STORE NUMBERS**



**CUSTOMERS**



**MONTHLY SALES**



**SAME STORE  
MONTHLY SALES**

\*Stores have been operating since April 2014.



**AVERAGE  
SPENDING  
PER TRANSACTION**

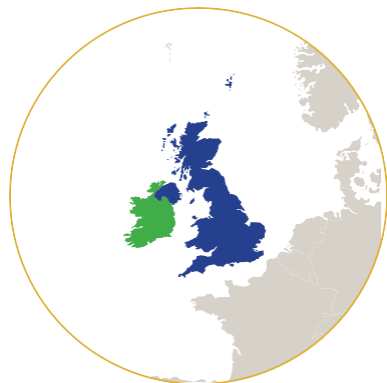
AS AT OCTOBER 2015

# MAJOR RECENT DEVELOPMENTS



## CHINA

- Master Franchise acquired in Feb 2015
- Major joint venture signed with China Bu Bu Gao (Better Life) Group in May 2015
- Latest new stores: Wuhan Hanjie Store, Hubei (26th September) and Xitang Shopping Mall, Hunan (7th November).



## UK / IRELAND

- 10 UK stores completed rebranding with uplift in sales growth and average spending.
- Ethical Consumer Magazine ranks Esquires Coffee stores as having one of the best social and environmental impacts of the 14 major UK coffee chains surveyed in the study.
- Ireland 3 new stores opened in Mullingar, Navan and Galway.

# MAJOR RECENT DEVELOPMENTS



## INDONESIA

- First two stores due to open in Jakarta in early 2016



## MIDDLE EAST

- Master Franchise agreements for Egypt, Northern Cyprus and Jordan signed
- Growth to 27 stores by March 2016 and 61 by March 2020
- Egypt to open first stores in December 2015 (50 in 10 years, 4 in design)
- New store opened in Dubai in 24<sup>th</sup> September 2015



## CANADA

- Three stores in Alberta, including one drive through

**THE BUSIEST STORE:**  
**JEDDAH AIRPORT, SAUDI ARABIA**  
(OPENED IN FEBRUARY 2015)

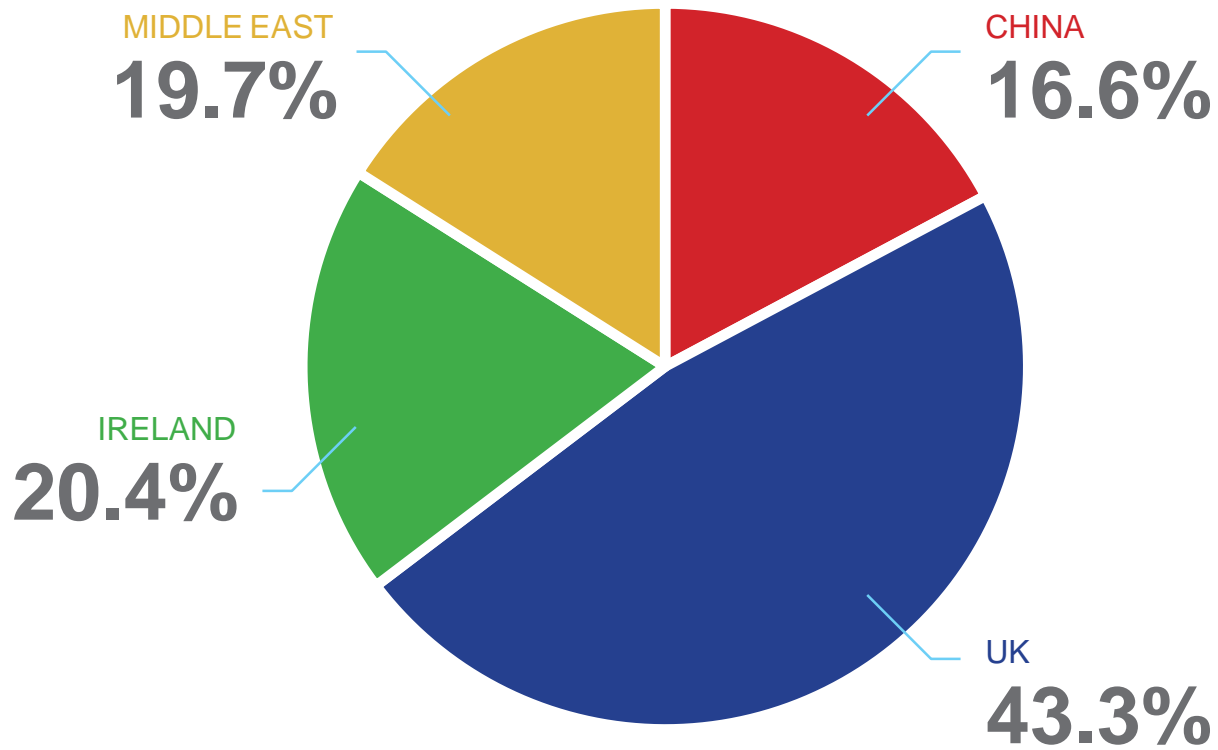


# HIGH PERFORMANCE STORE IN GLOBAL SYSTEM:

MULLINGAR, CO. WESTMEATH. IRELAND  
(OPENED IN APRIL 2015)



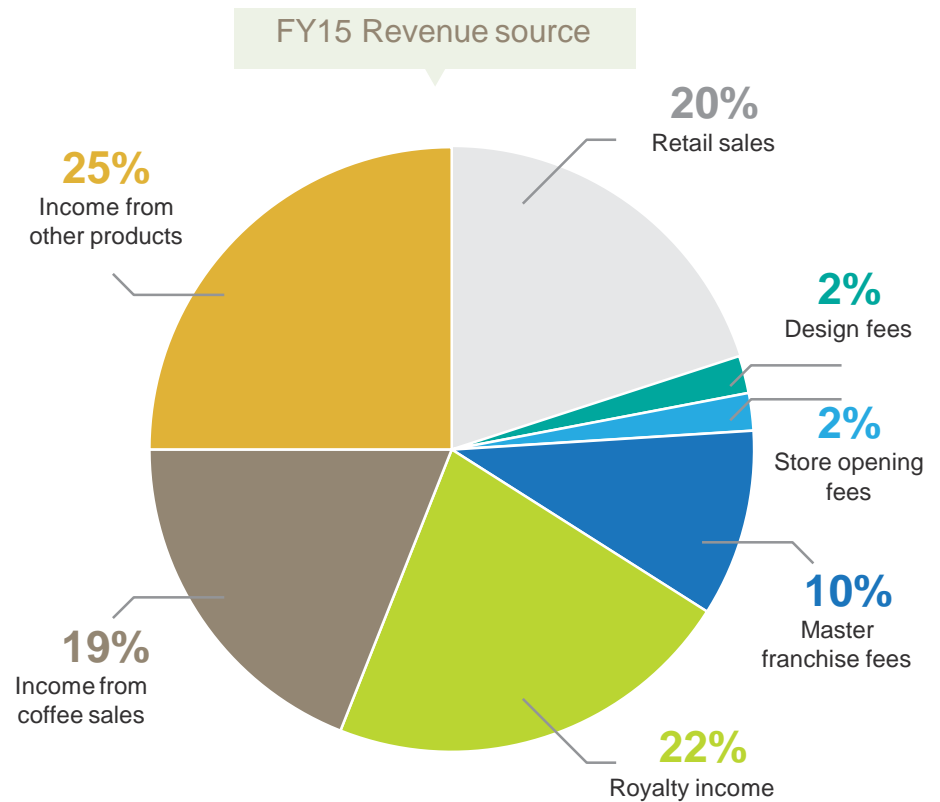
# ESQUIRES REVENUE BREAKDOWN



AS AT OCTOBER 2015

# HOW WE GENERATE REVENUE

- Revenue streams through Esquires include income from coffee and other branded product sales; Royalty income; Retail Store sales; Master Franchise fees and Store opening fees
- Design fees generated from **Design Environments** revenue
- Income from Supply Companies:
  - **Progressive Processors** international sales of kiwifruit and asparagus products
  - **Scarborough Fair** Organic and Fairtrade tea, coffee and hot chocolate sales to retail and commercial markets in New Zealand and Australia





# CGF IS LEVERAGED TO GLOBAL GROWTH

1

Strong growth in coffee culture globally.  
Particularly in existing and targeted markets  
(UK, China, USA)

2

Global industry wide growth in store  
numbers led by China

3

Recent addition of new territories in the Middle  
East and Asia where the café market has  
grown by 14.5% per annum from 2007 to 2012

4

Three additional new territories  
forecast per year

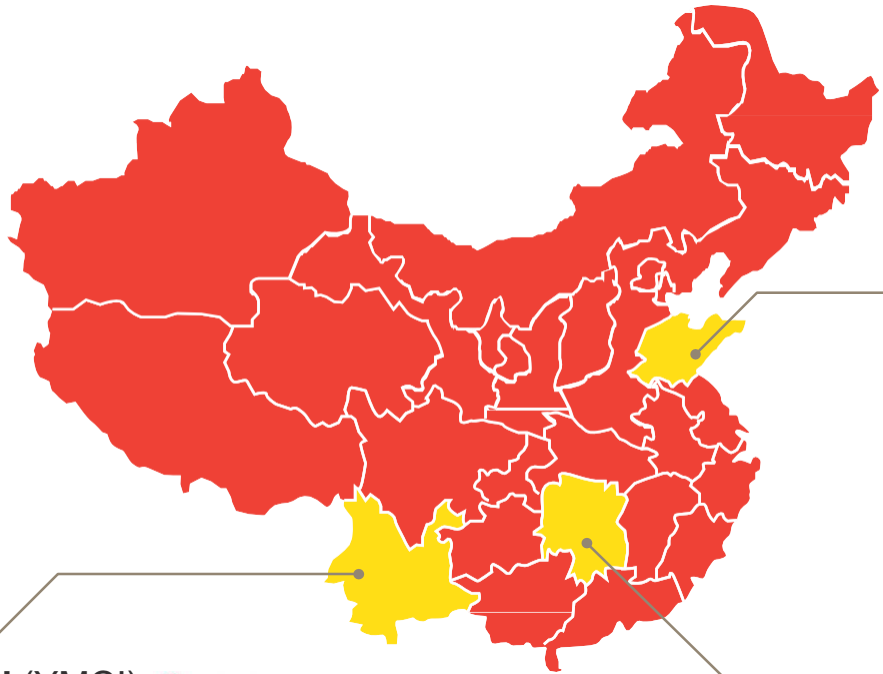
5

Unique Organic and Fairtrade positioning  
delivered in artisan style in inviting store  
environments by local operators



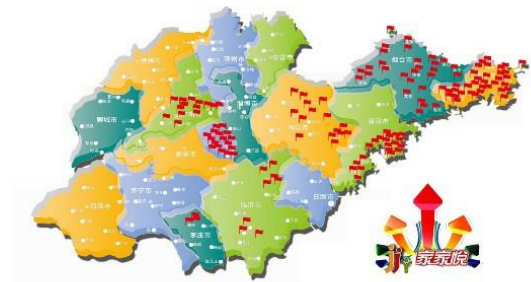
New Zealand Minister of Trade Tim Groser at the  
Opening of Surprise Outlets 2 Store, Beijing

# OPPORTUNITIES IN CHINA



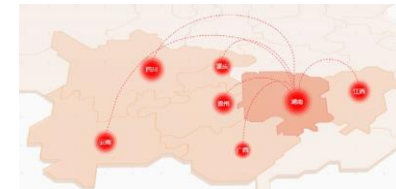
**YUNNAN (YMCI)**  **YMCI** 云南城投

Population **46M**      GDP per capita **CNY 25478 / NZ\$ 6140**



**SHANDONG (JIAJIAYUE)** 

Population **97M**      GDP per capita **CNY 61055 / NZ\$ 14713**



**HUNAN (BUBUGAO)** 

Population **67M**      GDP per capita **CNY 37,475 / NZ\$ 9031**

# EXISTING SHAREHOLDER



## YMCI GROUP

Yunnan Metropolitan Real Estate Development Co.,Ltd (YMCI)

China-based real estate development company, investments in HK and the UK  
Principally engaged in the real estate distribution, land primary development and property management.

Owned by Yunnan Provincial government

Market Capital CNY 7.9 billion / NZ\$1.9 billion



Kunming International Convention and Exhibition Center



Crowne Plaza Beijing Sun Palace

# NEW SHAREHOLDER



## JIAJIAYUE GROUP

Top 30 Chinese Retail Chain

Over 600 supermarkets, plus convenience stores, hotels and commercial real estate.

Over 20,000 staff

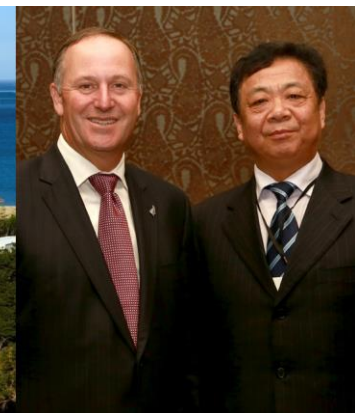
2014 Sales over CNY ¥21 billion, NZ\$5.1 billion

Awaiting OIO consent to purchase a sheep and beef farm at Port Waikato.

Partner with Esquires China since 2012, to build 50 stores in Shandong.



Rongcheng Jiulongsheng Hotel, Shandong



New Zealand Prime Minister  
John Key and JJY Chairman  
Wang Peihuan

# NEW CHINESE PARTNER



## BUBUGAO GROUP (BETTER LIFE)

Top 30 Chinese Retail Chain

Over 452 supermarkets, plus convenience stores, hotels, shopping malls and commercial real estate.

Over 60,000 staff

2014 Sales over CNY ¥ 27 billion, NZ\$6.5 billion

Partner with Esquires China since May 2015, aims to build 30 stores in Hunan, new store opened in November 2015



China MD Ellen Zhang with store staff

CGF Executive Chairman  
Keith Jackson and  
BBG Chairman Wang Tian


# LOOKING AHEAD



Esquires is forecasting to continue to grow store numbers



Continued rollout of Esquires rebranding



Growing our supply chain

# RESTRUCTURING & CAPITAL RAISING

```
graph TD; A[ ] --- B[ ]; B --- C[ ]; C --- D[ ]; style A fill:none,stroke:none; style B fill:none,stroke:none; style C fill:none,stroke:none; style D fill:none,stroke:none;
```

Sale of shares by DSL Management

Raising of \$9 million of new capital

Retail offer for further \$9 million through public offer

Galway - IRELAND



Mullingar - IRELAND



Galway - IRELAND



# BUSINESS OF THE SPECIAL SHAREHOLDERS MEETING



# RESOLUTIONS

```
graph TD; A[RESOLUTIONS] --> B[APPROVAL OF SHARE PURCHASE AND SHARE ISSUES]; B --> C[APPROVAL OF SHARE OFFER];
```

APPROVAL OF SHARE PURCHASE AND SHARE ISSUES

APPROVAL OF SHARE OFFER

# RESOLUTION ONE

## Approval of Share Purchase and Share Issues:

As an ordinary resolution, (passed pursuant to and as required by Rules 7(c) and 7(d) of the Takeovers Code and NZAX Listing Rules 7.3.1(a) and 9.2.1 as applicable) and conditional on the passing of Resolution 2, that

- (a) The acquisition of 68,174,454 fully paid ordinary shares in the Company by JJY from DSL Management Limited;
- (b) The acquisition of 68,174,455 fully paid ordinary shares in the Company by CIHL from DSL Management Limited;
- (c) The issue of 35,156,250 fully paid ordinary shares in the Company to JJY at an issue price of \$0.128 per share; and
- (d) The issue of 35,156,250 fully paid ordinary shares in the Company to CIHL at an issue price of \$0.128 per share

Proxies	For	Against	Discretionary
Votes	8,019,270	22,000	0000
Percentage	99.73%	0.27%	00.00%

# RESOLUTION TWO

## Approval of Share Offer

As an ordinary resolution under NZAX Listing Rules 7.3.1(a) and 9.2.1 and conditional on the passing of Resolution 1, that the Directors of the Company are authorised to issue up to 70,312,500 fully paid ordinary shares in the Company at an issue price of \$0.128 per share and on the terms otherwise detailed in this Notice of Meeting.

Proxies	For	Against	Discretionary
Votes	8,019,270	22,000	0000
Percentage	99.73%	0.27%	00.00%

