



Dear Shareholder

Please find enclosed notice of the 2015 Cooks Global Foods Limited AGM which will be held on Tuesday 29 September 2015 at Parnell Jubilee Building, 545 Parnell Road, Auckland, starting at 10:00am. Shareholder registration opens at 9:30am.

At the AGM I will comment on the performance of Cooks Global Foods for the financial year ended 31 March 2015. The speeches will be available on the NZX and our Cooks Global Foods websites.

As advised to the market, Cooks Global Foods has some significant proposed transactions that it is working on to introduce new capital to the company. Work is continuing on these transactions and a special meeting is intended to be called in late October where required shareholders approvals will be sought. A notice of special meeting will be issued in due course with full particulars of these transactions.

Shareholders may submit specific questions to the Board, in advance of the AGM, by emailing me at [keith.jackson@cooksglobalfoods.com](mailto:keith.jackson@cooksglobalfoods.com).

The enclosed shareholder voting form has detailed instructions on how shareholders may lodge their vote, or appoint a proxy to vote on their behalf if they are unable to attend.

Shareholders are invited to join the Board and our Leadership Team for light refreshments at the conclusion of the AGM.

I look forward to seeing you then.

Yours faithfully

Keith Jackson  
Executive Chairman



## NOTICE OF ANNUAL MEETING

Notice is hereby given that the 2015 annual meeting of shareholders of Cooks Global Foods Limited (the **Company**) will be held at Parnell Jubilee Building, 545 Parnell Road, Auckland, on Tuesday, 29 September 2015 at 10:00am.

### Agenda

- A. The Chairman's introduction.
- B. Presentation to shareholders.
- C. Shareholder discussion.
- D. Resolutions.

### Resolutions

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

#### Ordinary Business

- 1 **Re-election of Andrew Malcolm Kerslake:** As an ordinary resolution, that Andrew Malcolm Kerslake, who retires by rotation in accordance with the Company's constitution and NZAX Listing Rule 3.2.6, and being eligible for re-election, be re-elected as a director of the Company.
- 2 **Auditors:** As an ordinary resolution, that the Directors are authorised to fix the auditor's remuneration for the current financial year.

#### Other Business

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

#### Proxies

Any shareholder of the Company who is entitled to attend and vote at the meeting may appoint a proxy to attend and vote on their behalf. A corporation which is a shareholder may appoint a representative to attend the meeting on its behalf in the same manner as it could appoint a proxy. A proxy does not need to be a shareholder of the Company. The Chairman of the Meeting can be appointed as a proxy. Where the Chairman is appointed as a discretionary proxy, he intends to vote in favour of all Resolutions.

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

**By delivery:**

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

**By mail:**

Cooks Global Foods Limited  
C/- Link Market Services Limited  
PO Box 91976  
Victoria Street West  
Auckland 1142

**By Fax:** +64 9 375 5990

**By Email:** [meetings@linkmarketservices.co.nz](mailto:meetings@linkmarketservices.co.nz) (please put "Cooks Proxy Form" as the subject of the email for easy identification)

Alternatively, to appoint your proxy and vote online please go to the Link Market Services website at <https://investorcentre.linkmarketservices.co.nz/voting/CGF> and follow the instructions. You will be required to enter your holder number and FIN for security purposes. A shareholder will be taken to have signed the Proxy Form by lodging it in accordance with the instructions on the website.

The completed Proxy Form must be received by no later than 48 hours before the meeting, being 10:00am on Sunday, 27 September 2015. Online proxy appointments must also be completed by this time. Registered shareholders at that time will be the only persons entitled to vote at the meeting and only the shares registered in those holders' names at that time may be voted at the meeting.

### **Ordinary Resolutions**

All of the resolutions being put to the Meeting are ordinary resolutions. An ordinary resolution is a resolution passed by a simple majority of votes of those holders of securities of the Company which carry votes, are entitled to vote and are voting on the resolutions in person or by proxy.

### **Listing Rule References**

In this notice of meeting, references to the Listing Rules are references to the listing rules of the NZX Alternative Market.

## **EXPLANATORY NOTES**

### **Resolution 1: Re-election of Andrew Malcolm Kerslake**

Andrew Kerslake was first appointed to the Board of the Company on 3 October 2012. Andrew retires by rotation and, being eligible, offers himself for re-election.

Andrew's business career started in banking and finance roles before moving into the shipping industry and logistics. Andrew worked for Schenker, a German logistics company, for 14 years moving through sales and operations to become General Manager and finally Managing Director. Andrew furthered his education at Ashridge Management College in London completing a Senior Executive Management programme. He also served as a board member of the New Zealand German Business Association for four years.

Andrew now pursues private business interests in a number of successful businesses in the medical, grocery, and automotive industries.

### **Resolution 2: Auditors**

PricewaterhouseCoopers is automatically reappointed as auditor under section 200 of the Companies Act 1993. This resolution authorises the Board to fix the fees and expenses of the auditor.