

Disclosure of movement of 1% or more in substantial holding
or change in nature of relevant interest, or both

Sections 277 and 278, Financial Markets Conduct Act 2013

To NZX Limited
and
To Cooks Global Foods Limited

Relevant event being disclosed: Movement of 1% or more

Date of relevant event: 19 January 2016

Date this disclosure made: 19 January 2016

Date last disclosure made: 30 September 2015

Substantial product holder(s) giving disclosure

Full name(s): Graeme Keith Jackson; Graeme Keith Jackson, Patricia Frances Jackson and Phillip Mack Picot

Summary of substantial holding

Class of quoted voting products: ordinary shares

Summary for Graeme Keith Jackson; Graeme Keith Jackson, Patricia Frances Jackson and Phillip Mack Picot

For **this** disclosure,—

- (a) total number held in class: 142,867,204
- (b) total in class: 412,666,151
- (c) total percentage held in class: 34.621%

For **last** disclosure,—

- (a) total number held in class: 107,710,954
- (b) total in class: 338,353,651
- (c) total percentage held in class: 31.833%

Details of transactions and events giving rise to relevant event

Details of the transactions or other events requiring disclosure:

1. Graeme Keith Jackson is sole director and shareholder of Cooks Investments Holdings Limited (CIHL).
2. CIHL has on the date of this notice, been issued 35,156,250 fully paid new ordinary shares in Cooks Global Foods Limited (**CGF**) for \$0.128 per share, on the terms set out in a subscription agreement between CIHL and CGF on 30 September 2015.

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3. CIHL has on the date of this notice, acquired 68,174,455 fully paid ordinary shares in CGF from DSL Management Limited for \$0.05 per share, on the terms set out in a share sale deed entered into between the parties on 30 September 2015.
4. CIHL holds the above shares as bare trustee for a number of investors for a 12 month term. During that term Mr Jackson (as sole CIHL director) may exercise the voting rights attached to those shares.
5. Graeme Keith Jackson; Graeme Keith Jackson, Patricia Frances Jackson and Phillip Mack Picot are an investor in CIHL and have a beneficial interest in 8,463,889 shares held by CIHL.
6. Graeme Keith Jackson also has a beneficial interest in 47,193,617 shares held by CIHL.

Details after relevant event

Details for: Graeme Keith Jackson

Nature of relevant interest(s): Beneficial interest and power to control exercise or disposal of rights.

For that relevant interest,—

- (a) number held in class: 103,330,705
- (b) percentage held in class: 25.040%
- (c) current registered holder(s): Cooks Investment Holdings Limited
- (d) registered holder(s) once transfers are registered: N/A

Details for: Graeme Keith Jackson

Nature of relevant interest(s): Beneficial interest as an investor through CIHL

For that relevant interest,—

- (a) number held in class: 47,193,617
- (b) percentage held in class: 11.436%
- (c) current registered holder(s): Cooks Investment Holdings Limited
- (d) registered holder(s) once transfers are registered: N/A

Details for: Graeme Keith Jackson

Nature of relevant interest(s): Legal interest

For that relevant interest,—

- (a) number held in class: 2,362,780

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- (b) percentage held in class: 0.573%
- (c) current registered holder(s): Tasman Capital Limited
- (d) registered holder(s) once transfers are registered: N/A

Details for: Graeme Keith Jackson, Patricia Frances Jackson and Phillip Mack Picot

Nature of relevant interest(s): legal and beneficial interest

For that relevant interest,—

- (a) number held in class: 37,173,719
- (b) percentage held in class: 9.008%
- (c) current registered holder(s): Graeme Keith Jackson, Patricia Frances Jackson and Phillip Mack Picot
- (d) registered holder(s) once transfers are registered: N/A

Details for: Graeme Keith Jackson, Patricia Frances Jackson and Phillip Mack Picot

Nature of relevant interest(s): legal and beneficial interest

For that relevant interest,—

- (a) number held in class: 8,463,889
- (b) percentage held in class: 2.051%
- (c) current registered holder(s): CIHL
- (d) registered holder(s) once transfers are registered: N/A

Additional information

Address(es) of substantial product holder(s): C/- Duncan Cotterill, Level 2, 50 Customhouse Quay, Wellington

Contact details: Matt Yates, matt.yates@duncancotterill.com, 04 471 9428

Nature of connection between substantial product holders: Graeme Keith Jackson, Patricia Frances Jackson and Phillip Mack Picot are trustees of the Nikau Trust and hold shares jointly in such capacity.

Name of any other person believed to have given, or believed to be required to give, a disclosure under the Financial Markets Conduct Act 2013 in relation to the financial products to which this disclosure relates: DSL Management Limited

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Disclosure has effect for purposes of directors' and senior managers' disclosure

Graeme Keith Jackson is also a director and senior manager of Cooks Global Foods Limited. This disclosure also constitutes disclosure for the purposes of the directors' and senior managers' disclosure obligations.

Certification

I, Matthew Wallace Yates, certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.