

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

Note: This form must be completed in accordance with the instructions at the end of the form.

To NZX Limited
and
To Cooks Global Foods Limited

Relevant event being disclosed: Change in nature of relevant interest

Date of relevant event: 29 August 2018

Date this disclosure made: 29 August 2018

Date last disclosure made: 20 July 2018

Substantial product holder(s) giving disclosure

Full name(s): Graeme Keith Jackson, Patricia Frances Jackson and Philip 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 Philip Mack Picot.

For **this** disclosure,—

- (a) total number held in class: 85,170,065
- (b) total in class: 489,509,248
- (c) total percentage held in class: 17.399%

For **last** disclosure,—

- (a) total number held in class: 85,170,065
- (b) total in class: 489,509,248
- (c) total percentage held in class: 17.399%

Details of transactions and events giving rise to relevant event

Details of the transactions or other events requiring disclosure:

1. Graeme Keith Jackson is the sole director and shareholder of Cooks Investment Holdings Limited (**CIHL**).

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2. Graeme Keith Jackson has a legal interest, as underwriter of shares in CIHL, in 12,877,811 ordinary shares in CGF held by CIHL (**Underwrite Shares**).
3. Graeme Keith Jackson has transferred the beneficial interest in the Underwrite Shares to Graeme Keith Jackson, Patricia Frances Jackson and Philip Mack Picot at an issue price of \$0.0775 per share and on the terms set out in the Debt Capitalisation Confirmation letter dated 28 August 2018.
4. As a result, Graeme Keith Jackson's interest in the Underwrite Shares has changed from a legal interest to a beneficial interest.
5. This transfer discharges the outstanding obligations of CIHL under Subscription Agreement with CGF dated 30 September 2015.

Details after relevant event

Details for Graeme Keith Jackson

Nature of relevant interest(s): Legal interest and power to control exercise of voting rights

For that relevant interest,—

- (a) number held in class: 9,389,337
- (b) percentage held in class: 1.918%
- (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 and beneficial interest as an investor through CIHL

For that relevant interest,—

- (a) number held in class: 14,902,529
- (b) percentage held in class: 3.044%
- (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 as underwriter of shares held by CIHL

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For that relevant interest,—

- (a) number held in class: 0
- (b) percentage held in class: 0%
- (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
- (b) percentage held in class: 0.483%
- (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 Philip 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: 7.594%
- (c) current registered holder(s): Graeme Keith Jackson, Patricia Frances Jackson and Philip Mack Picot
- (d) registered holder(s) once transfers are registered: N/A

Details for Graeme Keith Jackson, Patricia Frances Jackson and Philip Mack Picot

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

For that relevant interest,—

- (a) number held in class: 21,341,700

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- (b) percentage held in class: 4.359%
- (c) current registered holder(s): Cooks Investment Holdings Limited
- (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: N/A

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 Yates, Solicitor, 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.