

Pumpkin Patch Limited

AMENDED REGISTERED PROSPECTUS

**relating to
an offer of shares under the Pumpkin Patch 6 Star Club Share
Offer**

Dated 31 October 2011

SUMMARY OF THE OFFER

The Offer

Pumpkin Patch Limited (**Pumpkin Patch**) is offering to Eligible Persons ordinary shares in Pumpkin Patch, on the terms and conditions set out below.

Exemption Notice

This Prospectus is prepared in reliance on the Securities Act (Employee Share Purchase Schemes – Listed Companies) Exemption Notice 2006, the Securities Act (Transition to Securities Regulations 2009) Exemption Notice 2010, and clause 14 of the Securities Act (Employee Share Purchase Schemes – Listed Companies) Exemption Notice 2011.

The ordinary shares in Pumpkin Patch offered under this prospectus are quoted on the NZSX securities market operated by NZX Limited. Pumpkin Patch is subject to a disclosure obligation that requires it to notify certain material information to NZX Limited for the purpose of that information being made available to participants in the NZSX securities market. Eligible Persons may obtain that material information at the following web site: <https://www.nzx.com/companies/PPL/announcements>.

Subject to reliance on the exemptions contained in the Securities Act (Employee Share Purchase Schemes – Listed Companies) Exemption Notice 2006, the Securities Regulations 1983 apply to this offer.

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For the purposes of regulation 5(6) of the Securities Regulations 1983, matters required to be stated or contained in this Prospectus by virtue of the First Schedule of the Regulations are:

- Main Terms of the Offer Pages 4, 5 and 6
- Name and Address of Offeror Page 6
- Details of Incorporation of Issuer Page 6
- Other Terms of Offer and Securities Page 6
- Place of Inspection of Documents Page 6

Definitions

For the purposes of this Prospectus:

6 Star Club means the Pumpkin Patch long serving employee benefit scheme called the "6 Star Club";

6 Star Club Share Offer means the offer of Shares to be made to Eligible Persons pursuant to and as part of the 6 Star Club (the terms of such offer of Shares being set out in this Prospectus);

Entitlement Date means the date on which a person becomes an Eligible Person (as notified by Pumpkin Patch);

Board means members of the Board of Directors of Pumpkin Patch;

Business Day means a day on which the NZSX is open for trading;

Director means a director of Pumpkin Patch;

Eligible Person means any person whom Pumpkin Patch determines in its absolute discretion shall be eligible to become a member of the 6 Star Club, provided that such person is:

- (a) a person employed by Pumpkin Patch or any Subsidiary;
- (b) a director of Pumpkin Patch or any Subsidiary; or
- (c) a person including an agent, contractor or representative who provides personal services (other than as an employee) principally to Pumpkin Patch or any Subsidiary,
- (d) a relative or a de facto partner of a person described in paragraphs (a), (b) and (c) above;
- (e) a trustee for a person described in paragraphs (a), (b), (c) and (d) above;
- (f) a company that is controlled by a person described in paragraphs (a), (b), (c), (d) and (e) above;

and that person has completed at least 6 continuous years of full time employment, or if a person is not employed on a full time basis at least 10,000 hours productive service, with Pumpkin Patch;

Investment Statement means the investment statement sent to Eligible Persons in relation to an offer of Shares under this Prospectus;

Market Price means the price indicated by the NZSX as the market price of the Shares at the close of business on the Entitlement Date;

NZSX means the main board equity security market operated by NZX;

NZX means NZX Limited;

Prospectus means this registered prospectus;

Share means a fully paid ordinary share in Pumpkin Patch; and

Subsidiary means a subsidiary of Pumpkin Patch as that term is defined by the Companies Act 1993.

Financial Statements

The most recent audited consolidated financial statements of the Pumpkin Patch group of companies (**Group**) can be obtained from www.pumpkinpatch.biz. These financial statements reflect the financial position of the Group as at the date at which they are prepared and any person in receipt of a copy of those statements should be aware that the financial position of the Group may change between that date and the date of receipt of this Prospectus.

If more recent audited consolidated financial statements of the Group have been prepared after the registration of this Prospectus, a copy of those more recent financial statements can be obtained from www.pumpkinpatch.biz or by contacting:

Company Secretary
Pumpkin Patch Limited

Private Bag 94310
Pakuranga
Auckland
NEW ZEALAND

INFORMATION FOR AUSTRALIAN INVESTORS

This offer to Australian investors is a recognised offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act 2001 and Regulations. In New Zealand, this is Part 5 of the New Zealand Securities Act 1978 and the Securities (Mutual Recognition of Securities Offerings) Regulations 2008.

This offer and the content of the offer document are principally governed by New Zealand, rather than Australian, law. In the main, the New Zealand Securities Act 1978 and New Zealand Securities Regulations 1983, as if those regulations were still in force, set out how the offer must be made.

There are differences in how securities and financial products are regulated under New Zealand, as opposed to Australian, law. For example, the disclosure of fees for managed investment schemes is different under New Zealand law.

The rights, remedies and compensation arrangements available to Australian investors in New Zealand securities and financial products may differ from the rights, remedies and compensation arrangements for Australian securities and financial products.

Both the Australian and New Zealand securities regulators have enforcement responsibilities in relation to this offer. If you need to make a complaint about this offer, please contact the Australian Securities and Investments Commission (ASIC). The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of New Zealand securities and financial products is not the same as that for Australian securities and products.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial advisor.

The offer may involve a currency exchange risk. The currency for the security or financial product is in dollars that are not Australian dollars. The value of the security or financial product will go up and down according to changes in the exchange rate between those dollars and Australian dollars. These changes may be significant.

If you receive any payments in relation to the security or financial product that are not in Australian dollars, you may incur significant fees in having the funds credited to a bank account in Australia in Australian dollars.

If the security or financial product is able to be traded on a financial market and you wish to trade the security or financial product through that market, you will have to make arrangements for a participant in that market to sell the security or financial product on your behalf. If the financial market is a foreign market that is not licensed in Australia (such as a securities market operated by the New Zealand Exchange Limited (NZX)) the way in which the market operates, the regulation of participants in that market and the information available to you about the security or financial product and trading may differ from Australian licensed markets.

The Shares have been accepted for listing by NZX and will be quoted on the NZSX upon completion of allotment procedures. However, NZX accepts no responsibility for any statement in this Prospectus. NZX is a registered exchange under the Securities Markets Act 1988.

Pumpkin Patch will comply with its Australian continuous disclosure obligations by publishing material information on its website in accordance with the good practice guidance in ASIC Regulatory Guide 198. It will not lodge continuous disclosure notices with ASIC. All disclosures made to comply with Pumpkin Patch's Australian continuous disclosure obligations can be obtained, free of charge, from Pumpkin Patch's website (<http://www.pumpkinpatch.biz>).

DETAILS OF THE OFFER

The Offer

Pumpkin Patch is offering to each selected Eligible Person (pursuant to the terms of this Prospectus) such number of Shares that have, on the Entitlement Date, an aggregate Market Price of \$5,000¹ (**6 Star Club Share Offer**).

The 6 Star Club Share Offer will only be made to Eligible Persons. Each Eligible Person selected by the Board to participate will receive, together with the Investment Statement and (on request) this Prospectus, an individual offer specifying that he or she is being offered Shares pursuant to and as part of the 6 Star Club.

Shares allotted under the 6 Star Club Share Offer will be fully paid ordinary shares in Pumpkin Patch Limited ranking pari passu in all respects with all other ordinary shares on issue.

Application for Shares

The sum payable for each Share offered to an Eligible Person under the 6 Star Club Share Offer is the Market Price per Share on the Entitlement Date (to the maximum aggregate value of \$5,000). This cost will be met by the payment by Pumpkin Patch of a bonus of \$5,000 to that Eligible Person, such sum being paid to such person in recognition of their long service to Pumpkin Patch. The bonus so paid can only be used to fund the acquisition of Shares pursuant to the 6 Star Club Share Offer made to the Eligible Person (and the bonus will not be paid if the Eligible Person does not accept such offer). The bonus will include an amount required to cover PAYE and other taxes payable by the employer at source and such taxes will be deducted and paid by Pumpkin Patch on the Eligible Person's behalf. By applying for Shares under the 6 Star Club Share Offer, Eligible Employees authorise Pumpkin Patch to apply the amount of the bonus to pay for the Shares to be acquired (whether by subscription or transfer).

Eligible Persons wishing to accept the 6 Star Club Share Offer need to complete the 6 Star Club Share Application Form personally provided to them in full and return it to the address below.

Eligible Persons wishing to apply for Shares pursuant to the 6 Star Club Share Offer must apply for the full number of Shares offered to them.

The completed 6 Star Club Share Application Form must be returned to:

**Company Secretary
Pumpkin Patch Limited
Private Bag 94310
Pakuranga
Auckland
NEW ZEALAND**

¹ The value of Shares offered under the 6 Star Club Share Offer is stated in New Zealand dollars. The Foreign Currency equivalent of this sum will be calculated by reference to Australia and New Zealand Banking Group Limited's spot rate of exchange for the purchase of that Foreign Currency with New Zealand dollars (quoted to Pumpkin Patch by Australia and New Zealand Banking Group Limited as applying at 11am local time on the Entitlement Date in the relevant foreign exchange market determined by Australia and New Zealand Banking Group Limited). Foreign Currency means Australian Dollars or any other relevant currency.

Allocation of Shares

Once Pumpkin Patch receives a completed 6 Star Club Share Application Form from an Eligible Person it will allocate that Eligible Person the number of Shares applied for as soon as practicable and provide written confirmation of the number of Shares issued to the Eligible Person as soon as practicable after allocation.

Maximum Number of Shares

There is no maximum number of Shares that may be offered pursuant to and as part of the 6 Star Club Share Offer although the maximum number of Shares that may be acquired under the 6 Star Club Share Offer made to each Eligible Person is that number of shares that equates to \$5,000.

Fractions of Shares will not be allotted. Eligible Persons will receive the whole number of Shares the value of which is no greater than \$5,000, and any outstanding monies will be retained by Pumpkin Patch.

Listing

The Shares have been accepted for listing by NZX and will be quoted upon completion of allotment procedures. However, NZX accepts no responsibility for any statement in this Prospectus. NZX is a registered exchange under the Securities Markets Act 1988.

6 Star Club Share Offer to Eligible Employees

The 6 Star Club Share Offer described in this Prospectus is an offer to certain Eligible Persons in New Zealand and Australia. This Prospectus is intended for use only in connection with the 6 Star Club Share Offer in New Zealand and Australia, it is not to be sent or given to any person outside of New Zealand or Australia in any circumstances in which the offer of Shares pursuant to the 6 Star Club Share Offer or use of this Prospectus would be unlawful.

Notwithstanding this, Pumpkin Patch intends to make the 6 Star Club Share Offer to certain selected Eligible Persons who reside in other countries, predominantly the United Kingdom and the United States.

Performance of Shares

Persons deciding whether or not to acquire Shares should be aware that the price of the Shares in Pumpkin Patch may increase or decrease and Pumpkin Patch makes no representations regarding the value the Shares.

STATUTORY INFORMATION

1. Main Terms of Offer

Pumpkin Patch is the issuer of the Shares which are offered pursuant to this Prospectus and has its registered office at 439 East Tamaki Road, East Tamaki, Auckland

A description of the Shares offered under this Prospectus, including their maximum number and price to be paid for them, is set out on pages 4 and 5.

2. Name and Address of the Offeror

Pumpkin Patch is both the issuer and the offeror of the Shares.

3. Details of Incorporation of the Issuer

Pumpkin Patch was incorporated under the provisions of the Companies Act 1993 (New Zealand) on 27 June 1994 in Auckland under company number 637120.

The public file relating to the incorporation of Pumpkin Patch is kept by the Companies Office, and is available for inspection on the Companies Office electronic register at www.companies.govt.nz.

4. Other Terms of Offer and Shares

All terms of 6 Star Club Share Offer are set out in this Prospectus, except for those implied by law or set out in a document that is registered with a public official and is available for public inspection and is referred to in this Prospectus.

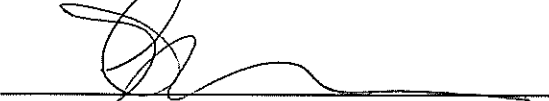
5. Places of Inspection of Documents

The constitution of Pumpkin Patch is available for public inspection either on the Companies Office electronic register at www.companies.govt.nz or at the registered office of Pumpkin Patch (without payment of any fee) until the date on which the 6 Star Club Share Offer closes (at the offices of Pumpkin Patch Limited, 439 East Tamaki Road, East Tamaki, Auckland). The Companies Office may charge a fee for inspection of certain documents.

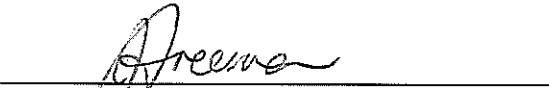
SIGNED by all the directors of **PUMPKIN PATCH LIMITED** or their agent (authorised in writing):



Maurice Prendergast



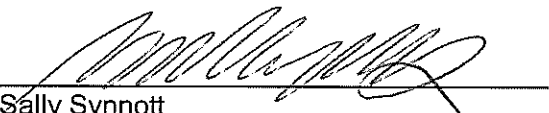
Chrissy Conyngham



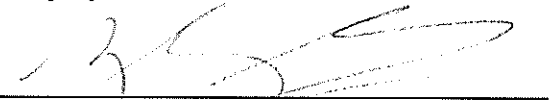
Jane Freeman



David Jackson



Sally Synnott



Brent Impey



COMPANIES OFFICE

CERTIFICATE OF AMENDMENT OF REGISTERED PROSPECTUS

(Under Section 43(6) of the Securities Act 1978)

PUMPKIN PATCH LIMITED

637120

This is to certify that a Memorandum for PUMPKIN PATCH LIMITED dated the 31st of October 2011 containing amendments to a registered prospectus dated the 15th of October 2010 was registered on the 31st of October 2011.

Neville Harris
Registrar of Financial Service Providers
Dated 31st of October 2011

Prospectus registration number: 15937008