

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 Tegel Group Holdings Limited ("**Tegel**")

Relevant event being disclosed: Movement of 1% or more in substantial holding

Date of relevant event: 29 June 2018

Date this disclosure made: 29 June 2018

Date last disclosure made: 21 June 2018

Substantial product holder giving disclosure

Full name: Bounty Holdings New Zealand Limited ("**Bounty Holdings**")

Summary of substantial holding

Class of quoted voting products: Ordinary shares in Tegel Group Holdings Limited (NZX Code: TGH).

Summary for: Bounty Holdings

For **this** disclosure,—

- (a) total number held in class: 244,770,627 ordinary shares
- (b) total in class: 355,906,183 ordinary shares
- (c) total percentage held in class: 68.774% (rounded to three decimal places)

For **last** disclosure,—

- (a) total number held in class: 239,373,000 ordinary shares
- (b) total in class: 355,906,183 ordinary shares
- (c) total percentage held in class: 67.257% (rounded to three decimal places)

Details of transactions and events giving rise to relevant event

Details of the transactions or other events requiring disclosure:

- (a) Bounty Holdings acquired 2,640,229 ordinary shares, for total consideration of \$3,090,468.02, through on-market purchases. Details of the daily trades are set out in the table below:

Number and class of equity security	Consideration per security*	Date of transaction	Total consideration
30,000 Ordinary Shares	\$1.1357	16 May 2018	\$34,071.00
14,378 Ordinary Shares	\$1.18	22 June 2018	\$16,966.04
240,210 Ordinary Shares	\$1.19	25 June 2018	\$285,849.90
418,881 Ordinary Shares	\$1.189	26 June 2018	\$498,057.47
296,067 Ordinary Shares	\$1.19	27 June 2018	\$352,319.73
1,640,693 Ordinary Shares	\$1.16	29 June 2018	\$1,903,203.88

* Rounded to four decimal places

- (b) On 28 May 2018, Bounty Holdings made a full takeover offer for all of the ordinary shares and performance rights in Tegel ("**Offer**"). Since the last disclosure dated 21 June 2018, Bounty Holdings received acceptances under the Offer in relation to 2,757,398 ordinary shares.

Details after relevant event

Details for Bounty Holdings

Nature of relevant interest(s): Conditional power to acquire quoted voting products: upon the Offer becoming unconditional in all respects, and settlement occurring in accordance with the Offer, Bounty Holdings will become the registered holder and beneficial owner of 177,697,692 ordinary shares in Tegel.

For that relevant interest,—

- (a) number held in class: 177,697,692 ordinary shares
- (b) percentage held in class: 49.928% (rounded to three decimal places)
- (c) current registered holder: Acceptors of the Offer
- (d) registered holder once transfers are registered: Bounty Holdings

For a derivative relevant interest, also—

- (a) type of derivative: N/A
- (b) details of derivative: N/A
- (c) parties to the derivative: N/A
- (d) if the substantial product holder is not a party to the derivative, the nature of the relevant interest in the derivative: N/A

Nature of relevant interest(s): On settlement, registered holder and beneficial owner of financial products. A relevant agreement document need not be attached under regulation 139 of the Financial Markets Conduct Regulations 2014.

For that relevant interest,—

- (a) number held in class: 67,072,935 ordinary shares
- (b) percentage held in class: 18.846% (rounded to three decimal places)
- (c) current registered holder: unknown (in respect of 1,640,693 ordinary shares) and Bounty Holdings (in respect of 65,432,242 ordinary shares)
- (d) registered holder once transfers are registered: Bounty Holdings

For a derivative relevant interest, also—

- (a) type of derivative: N/A
- (b) details of derivative: N/A
- (c) parties to the derivative: N/A
- (d) if the substantial product holder is not a party to the derivative, the nature of the relevant interest in the derivative: N/A

Additional information

Address of substantial product holder: c/- Russell McVeagh, The Vero Centre, Level 25, 48 Shortland Street, Auckland 1010, New Zealand.

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

Certification

I, Kenneth Go Cheng, 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.