

**MY FOOD BAG GROUP LIMITED (ASX: MFB)**  
**ARBN 646 807 301**  
**(My Food Bag or Company)**

**PRE-QUOTATION DISCLOSURE**

4 March 2021

The following information is provided to ASX Limited (**ASX**) as a pre-quotations disclosure for release to the market in connection with:

- (a) the ASX foreign exempt listing application lodged by My Food Bag with ASX on 11 February 2021 (**ASX Listing**); and
- (b) the admission of MFB to the official list of ASX and the official quotation of fully paid ordinary shares (**Shares**) in My Food Bag on the market operated by ASX on 5 March 2021.

My Food Bag will also be listed on, and My Food Bag's home exchange will be, the New Zealand Stock Exchange (**NZX**), from 5 March 2021 (NZX ticker: MFB).

Capitalised terms not defined in this document have the same meaning given to them in the product disclosure statement (**PDS**) issued by My Food Bag, and registered with the New Zealand Registrar of Financial Services Providers and lodged with the Australian Securities and Investments Commission, both on 11 February 2021, a copy of which has been lodged with ASX alongside this statement.

**1. Basis of allocation and procedures for determining allocations**

The initial public offering of Shares in the Company (**Offer**) closed on 26 February 2021. My Food Bag reserved the right to accept late Applications (either generally or in individual cases).

The allocation for each component of the Offer was as follows:

- (a) **Institutional Offer:** In conjunction with the Joint Lead Managers (Jarden Securities Limited together with Craigs Investment Partners Limited) the Company invited selected Brokers and Institutional Investors in New Zealand, Australia, Hong Kong and Singapore to bid for Shares via a Bookbuild. The Joint Lead Managers advised successful Applicants in the Institutional Offer of their allocations on 19 February 2021.
- (b) **Broker Firm Offer:** For Broker Firm Offer participants, it was a matter for the Brokers as to how they allocated Shares among their New Zealand resident clients.
- (c) **Foodies Offer:** Available only to a My Food Bag customer, employee, director or other person, in each case selected by My Food Bag as being eligible to participate in the Foodies Offer and who has a New Zealand address.
- (d) **Priority Offer:** Available only to any person who was recorded as a holder of a partnership interest in Waterman Fund 3 LP as at 31 December 2020 and who has a New Zealand address.

The Company's share registrar, Link Market Services Limited, will despatch notices and holding statements to successful Applicants on 4 March 2021 (ASX settlement) and 8 March 2021 (NZX settlement). If Applicants under the Priority Offer and the Foodies Offer would like to find out if their Application was successful and confirm their allocation, they should contact the Company's share registrar, Link Market Services Limited, on +64 (9) 375 5998. Applicants under the Broker Firm Offer may confirm their allocations by contacting their respective Broker.

It is the responsibility of each Applicant to confirm their holding before trading in Shares. Applicants who sell Shares before they receive an initial holding statement do so at their own risk. Neither the Company nor Link Market Services Limited accept any liability, whether in negligence or otherwise, if any Applicant sells Shares before receiving a holding statement, even if they obtained details of their holding through their Broker.

## 2. Number of Shares issued or transferred

My Food Bag issued, and MFB Offeror Limited transferred, a total of 182,352,840 Shares to Applicants under the Offer on 4 March 2021 at an issue price and sale price of NZ\$1.85.

The number of Shares issued or transferred under the Offer, and the total number of Shares on issue at listing on ASX, is as follows:

Component	Number of Shares	Gross proceeds realised
Number of new shares issued by My Food Bag	29,644,024	NZ\$54,841,444.40
Number of shares sold by selling shareholders via MFB Offeror Limited	152,708,816	NZ\$282,511,309.60
<b>Total Shares issued or transferred under the Offer</b>	182,352,840	NZ\$337,352,754.00
Shares already on issue pre-completion of the Offer	212,793,500	-
<b>Total Shares on issue on listing on ASX</b>	<b>242,437,524</b>	-

## 3. Despatch of holding statements

The Company confirms that the Company's share registrar, Link Market Services Limited has despatched CHESS holding notices (for those holdings held on the CHESS sub-register) and issuer sponsored holdings statements (for all other holdings) to all Applicants settling on ASX on 4 March 2021.

If applicable, refunds will be made as soon as practicable thereafter in accordance with applicable law.

## 4. Statement of the 20 largest shareholders

Set out below is a statement of the 20 largest holders of ordinary shares, being the only class of securities of the Company to be quoted, and the number and percentage of Shares to be held by those holders.

No	Shareholder	Shares	% of Shares
1.	New Zealand Central Securities Depository Limited	81,349,951	33.56%
2.	Waterman Fund 3 LP	38,165,965	15.74%
3.	Forsyth Barr Limited	11,286,527	4.66%
4.	Jarden Securities Limited	8,872,407	3.66%

No	Shareholder	Shares	% of Shares
5.	Cecilia Charlotte L Robinson & James Charles Robinson & Heimsath Alexander Trustee Ltd <APL Holdings A/C>	7,430,258	3.06%
6.	Theresa Elizabeth Gattung & Philippa Mary Greenwood <Theresa Gattung Investment A/C>	6,825,158	2.82%
7.	JP Morgan Nominees Australia Pty Limited	6,471,215	2.67%
8.	Custodial Services Limited <4 A/C>	5,583,439	2.30%
9.	National Nominees Limited	4,056,602	1.67%
10.	Carlos Edward James Bagrie & Covisory Trust Limited & JKA Holdings Limited <Bagrie Lim Family A/C>	3,775,639	1.56%
11.	Custodial Services Limited <3 A/C>	3,564,953	1.47%
12.	Leveraged Equities Finance Limited	3,342,702	1.38%
13.	Craigs Investment Partners Limited	3,104,581	1.28%
14.	JB Were (NZ) Nominees Limited <NZ Resident A/C>	3,018,995	1.25%
15.	New Zealand Depository Nominee <1 A/C>	2,167,162	0.89%
16.	Neville Charles Goldie & Colin John McEwan & Kevin John Roberts <Red Rose A/C>	2,047,152	0.84%
17.	Hobson Wealth Partners Limited	1,946,649	0.80%
18.	Custodial Services Limited <2 A/C>	1,935,100	0.80%
19.	FNZ Custodians Limited	1,723,528	0.71%
20.	Citicorp Nominees Pty Limited	1,601,153	0.66%
Top 20 holders of Shares		198,269,136	81.78%
Balance of Shares		44,168,388	18.22%
<b>Total Shares on issue</b>		<b>242,437,524</b>	<b>100%</b>

## 5. Distribution schedule of shareholders

Set out below is an indicative statement setting out the total number of shareholders and the number of shareholders by shareholding category.

<b>Range</b>	<b>Holders</b>	<b>Shares</b>	<b>% of Shares</b>
1 – 1,000	2,785	1,469,113	0.61%
1,001 –5,000	2,000	5,202,026	2.15%
5,001 – 10,000	532	3,949,411	1.63%
10,001 – 100,000	413	10,814,362	4.46%
100,001 and over	82	221,002,612	91.16%
<b>Total</b>	<b>5,812</b>	<b>242,437,524</b>	<b>100%</b>