

Disclosure of beginning to have substantial holding

Section 276, Financial Markets Conduct Act 2013

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

To NZX

and

To Plexure Group Limited

Date this disclosure made: **30 August 2017**

Date on which substantial holding began: **4 August 2017**

Substantial product holder(s) giving disclosure

Full name(s): **Bryan Ewart Johnson**

Summary of substantial holding

Class of quoted voting products: **ordinary shares**

Summary for **Bryan Ewart Johnson**

For this disclosure,—

- (a) total number held in class: **7,566,667**
- (b) total in class: **111,650,514**
- (c) total percentage held in class: **6.7771%**

Details of relevant interests

Details for **Bryan Ewart Johnson**

Nature of relevant interest(s): **Non-beneficial interest (under sections 235(1)(c) and (d) of the Financial Markets Conduct Act 2013) as trustee of the Abel Trust (the beneficial owner of the ordinary shares noted below) and a beneficial interest in those shares as a beneficiary of the Abel Trust**

For that relevant interest,—

- (a) number held in class: **3,416,667**
- (b) percentage held in class: **3.0601%**
- (c) current registered holder(s): **Jarden Custodians Limited (as nominee and bare trustee)**
- (d) registered holder(s) once transfers are registered: **n/a**

Nature of relevant interest(s): **Non-beneficial interest (under sections 235(1)(c) and (d) of the Financial Markets Conduct Act 2013) as trustee of the Lancaster Trust (the beneficial owner of the ordinary shares noted below)**

For that relevant interest,—

- (a) number held in class: **3,000,000**
- (b) percentage held in class: **2.6870%**
- (c) current registered holder(s): **Jarden Custodians Limited (as nominee and bare trustee)**
- (d) registered holder(s) once transfers are registered: **n/a**

Nature of relevant interest(s): **Non-beneficial interest (under sections 235(1)(c) and (d) of the Financial Markets Conduct Act 2013) in respect of ordinary shares held for the benefit of family members of Bryan Ewart Johnson**

For that relevant interest,—

- (a) number held in class: **950,000**
- (b) percentage held in class: **0.8509%**
- (c) current registered holder(s): **Jarden Custodians Limited (as nominee and bare trustee)**
- (d) registered holder(s) once transfers are registered: **n/a**

Nature of relevant interest(s): **Deemed relevant interest (under section 237 of the Financial Markets Conduct Act 2013) arising from the ownership by the Abel Trust and the Lancaster Trust (as to 50% each) of all of the shares in Darlington Investments Limited. (Bryan Ewart Johnson is a trustee of both trusts and a beneficiary of the Abel Trust.)**

For that relevant interest,—

- (a) number held in class: **200,000**
- (b) percentage held in class: **0.1791%**
- (c) current registered holder(s): **Darlington Investments Limited**
- (d) registered holder(s) once transfers are registered: **n/a**

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:

Details of transactions and events giving rise to substantial holding

Details of the transactions or other events requiring disclosure: **Participation in the 4 August 2017 share issue**

Additional information

Address(es) of substantial product holder(s): **c/- Jarden Custodians Limited, PO Box 1407, Wellington 6140**

Contact details: **Stephanie Colevas-Crawford**

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: **David Houghton Wale**

Certification

I, **Stephanie Paula Colevas-Crawford**, 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.