

Disclosure of acquisition or disposal of relevant
interest by director or senior manager

Sections 297(2) and 298(2), Financial Markets Conduct Act 2013

To NZX Limited
and
To Z Energy Limited

Date this disclosure made: 22 May 2019

Date of last disclosure: 5 April 2019

Director(s) or senior manager(s) giving disclosure

Full name(s): Mark Andrew Forsyth

Name of listed issuer: Z Energy Limited

Name of related body corporate (if applicable): N/A

Position held in listed issuer: General Manager, Retail

Summary of acquisition or disposal of relevant interest (excluding specified derivatives)

Class of affected quoted financial products: Ordinary shares in Z Energy Limited

Nature of relevant interest(s): Registered holder and beneficial owner of ordinary shares.

For that relevant interest,—

- (a) number held in class **before** acquisition or disposal: 35,872:
- (b) number held in class **after** acquisition or disposal: 0:
- (c) current registered holder(s): Mark Andrew Forsyth:
- (d) registered holder(s) once transfers are registered: Unknown.

Details of transactions giving rise to acquisition or disposal

Total number of transactions to which notice relates: One

Details of the transactions requiring disclosure:

Date of transaction: 7 and 8 May 2019

Nature of transaction: On-market disposal

Name of any other party or parties to the transaction (if known): Unknown

Number of financial products to which the transaction related: 35,872

Consideration: \$6.19 per ordinary share (volume weighted average price)

Whether relevant interests were acquired or disposed of during a closed period: No

Whether prior written consent was provided to allow the acquisition or disposal to proceed during the closed period: N/A

Date of the prior written clearance (if any): N/A

Summary of other relevant interests after acquisition or disposal

1. Class of quoted financial products: Ordinary shares in Z Energy Limited

Nature of relevant interest(s): Beneficial owner of ordinary shares. Mark Forsyth acquired this interest pursuant to a grant of a tranche of ordinary shares under a long term incentive plan. Under that long term incentive plan, Mark Forsyth acquires the beneficial interest in ordinary shares, which are held on trust by Z Energy LTI Trustee Limited subject to certain performance targets being met during the period ending 31 March 2019, upon which the ordinary shares will become eligible for vesting.

For that relevant interest,—

- (a) number held in class: 15,675
- (b) current registered holder(s): Z Energy LTI Trustee Limited

2. Class of quoted financial products: Ordinary shares in Z Energy Limited

Nature of relevant interest(s): Joint registered holder and beneficial owner of ordinary shares.

For that relevant interest,—

- (a) number held in class: 44,208
- (b) current registered holder(s): Mark Andrew Forsyth, Louise Bridget Forsyth and Duncan Cotterill Wellington Trustee Limited

3. Class of affected quoted financial products: Ordinary shares in Z Energy Limited

Nature of relevant interest(s): Beneficial owner of ordinary shares. Mark Forsyth acquired this interest pursuant to a grant of a tranche of ordinary shares under a long term incentive plan. Under that long term incentive plan, Mark Forsyth acquires the beneficial interest in ordinary shares, which are held on trust by Z Energy LTI Trustee Limited subject to certain performance targets being met during the period ending 31 March 2020, upon which the ordinary shares will become eligible for vesting.

For that relevant interest,—

- (a) number held in class: 17,582
- (b) current registered holder(s): Z Energy LTI Trustee Limited

4. Class of affected quoted financial products: Ordinary shares in Z Energy Limited

Nature of relevant interest(s): Beneficial owner of ordinary shares. Mark Forsyth acquired this interest pursuant to a grant of a tranche of ordinary shares under a long term incentive plan. Under that long term incentive plan, Mark Forsyth acquires the beneficial interest in ordinary shares, which are held on trust by Z Energy LTI Trustee Limited subject to certain performance targets being met during the period ending 31 March 2021, upon which the ordinary shares will become eligible for vesting.

For that relevant interest,—

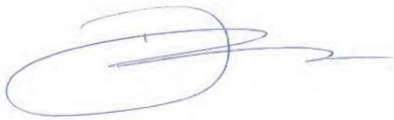
- (a) number held in class: 19,257
- (b) current registered holder(s): Z Energy LTI Trustee Limited

Certification

I, Debra Blackett, 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.

Signature of person authorised to sign on behalf of director or senior manager:

Date of signature: 22 May 2019

A handwritten signature in blue ink, appearing to be 'Debra Blackett', with a large circular flourish on the left side.

Name and title of authorised person: Debra Blackett, General Counsel and Chief Governance Officer