



NEW ZEALAND'S EXCHANGE  
TE PAEHOKO O AOTEAROA

# Capital Change Notice

Updated as at 17 October 2019

## Notice of issue of Ordinary Shares and rights

This notice is given under the NZX Listing Rules 3.13.1 and 3.15.2 and relates to (i) the issue of fully paid ordinary shares under ATM's Share Match Plan, (ii) the issue of rights under ATM's Long Term Incentive Plan (**LTI Plan**) and (iii) the exercise of options to subscribe for fully paid ordinary shares under ATM's LTI Plan.

Section 1: Issuer information	
Name of issuer	The a2 Milk Company Limited
NZX ticker code	ATM
Class of financial product	(1) Ordinary Shares (2) Performance Rights (3) Time-based Rights
ISIN (If unknown, check on NZX website)	(1) NZATME0002S8 (2) Not applicable – the rights will not be quoted (3) Not applicable – the rights will not be quoted
Currency	NZD
Section 2: Capital change details	
Number issued/acquired/redeemed	(1) 3,101,553 Ordinary Shares (2) 84,106 Performance Rights (3) 39,923 Time-based Rights
Nominal value (if any)	Not applicable
Issue/acquisition/redemption price per security	(1) 1,553 Ordinary Shares issued under the Company's Share Match Plan for NZ\$19.8694 per Ordinary Share (calculated by reference to the 5-day volume weighted average price of the Company's shares traded on ASX up to and including 23 April 2020 (A\$18.72) converted to NZD using the rate published by the Reserve Bank of Australia for 23 April 2020 (AUD:NZD 1.0614). (2) Performance Rights issued under the LTI Plan for nil consideration. (3) Time-based Rights issued under the LTI Plan for nil consideration. (4) 3,100,000 Ordinary Shares issued on exercise of options under the LTI Plan for NZ\$0.63 per Ordinary Share for a total consideration of NZ\$1,953,000.
Nature of the payment (for example, cash or other consideration)	(1) Ordinary Shares issued to employees for cash consideration under the terms of the Company's Share Match Plan (2) Not applicable (3) Not applicable (4) Not applicable
Amount paid up (if not in full)	Not applicable

<p>Percentage of total class of Financial Products issued/acquired/redeemed/ (calculated on the number of Financial Products of the Class, excluding any Treasury Stock, in existence)<sup>1</sup></p>	<p>(1) 0.0002% of the total number of Ordinary Shares on issue at the date of this notice.</p> <p>(2) 4.47% of the total number of Performance Rights on issue at the date of this notice.</p> <p>(3) 15.31% of the total number of Time-based Rights on issue at the date of this notice.</p> <p>(4) 0.4208% of the total number of Ordinary Shares on issue at the date of this notice.</p>
<p>For an issue of Convertible Financial Products or Options, the principal terms of Conversion (for example the Conversion price and Conversion date and the ranking of the Financial Product in relation to other Classes of Financial Product) or the Option (for example, the exercise price and exercise date)</p>	<p><b>Performance Rights</b></p> <p>Each performance right is issued pursuant to the terms and conditions of ATM's LTI Plan.</p> <p>Each Performance Right represents upon vesting and automatic exercise an entitlement to acquire Ordinary Shares in the Company on a one for one basis subject to certain performance hurdles being satisfied.</p> <p>The Performance Rights have a nil exercise price and are due to vest in August 2022, subject to the satisfaction of the relevant performance hurdles.</p> <p>Information on the performance hurdles attached to these Performance Rights is set out in the Company's announcement to the NZX and ASX dated 19 November 2019.</p> <p><b>Time-based Rights</b></p> <p>Each time-based right is issued pursuant to the terms and conditions of ATM's LTI Plan.</p> <p>Time-based Rights issued under the LTI Plan are not subject to performance hurdles but include a vesting condition that the relevant employee must remain an employee of the Company (as defined in the LTI Plan Rules) up to and including the vesting date. The vesting dates of these rights are as follows:</p> <ul style="list-style-type: none"> <li>• 7,550 Time-based Rights due to vest in September 2020</li> <li>• 10,221 Time-based Rights due to vest in February 2021;</li> <li>• 7,551 Time-based Rights due to vest in September 2021; and</li> <li>• 14,601 Time-based Rights due to vest in February 2022.</li> </ul> <p><b>Options</b></p> <p>Options to subscribe for fully paid Ordinary Shares (<b>Options</b>) exercised on 24 April 2020 at an exercise price of NZ\$0.63 per Option, for a total consideration of NZ\$1,953,000.</p>

<sup>1</sup> The percentage is to be calculated immediately before the issue, acquisition, redemption or Conversion.



NEW ZEALAND'S EXCHANGE  
TE PAEHOKO O AOTEAROA

## Capital Change Notice

Updated as at 17 October 2019

Reason for issue/acquisition/redemption and specific authority for issue/acquisition/redemption/ (the reason for change must be identified here)	<ol style="list-style-type: none"> <li>(1) Board resolutions approving the issue of Ordinary Shares under the Company's Share Match Plan.</li> <li>(2) Board resolutions approving the grant of Performance Rights as part of the ongoing long term incentive arrangements under the LTI Plan.</li> <li>(3) Board resolutions approving the grant of Time-based Rights as part of the ongoing long term incentive arrangements under the LTI Plan.</li> <li>(4) Ordinary Shares issued on exercise of Options granted on 30 March 2015.</li> </ol>
Total number of Financial Products of the Class after the issue/acquisition/redemption/Conversion (excluding Treasury Stock) and the total number of Financial Products of the Class held as Treasury Stock after the issue/acquisition/redemption.	<ol style="list-style-type: none"> <li>(1) 739,830,151 Ordinary Shares.</li> <li>(2) 1,967,106 Performance Rights.</li> <li>(3) 300,768 Time-based Rights.</li> </ol> <p>There is no Treasury Stock.</p>
In the case of an acquisition of shares, whether those shares are to be held as treasury stock	Not applicable
Specific authority for the issue, acquisition, or redemption, including a reference to the rule pursuant to which the issue, acquisition, or redemption is made	Board Resolutions and Listing Rules 4.6.1 and 4.9.1(b).
Terms or details of the issue, acquisition, or redemption (for example: restrictions, escrow arrangements)	<ol style="list-style-type: none"> <li>(1) All Ordinary Shares issued rank equally with the existing Ordinary Shares.</li> <li>(2) Any Ordinary Shares issued on vesting and exercise of Performance Rights will rank equally with existing Ordinary Shares.</li> <li>(3) Any Ordinary Shares issued on vesting and exercise of Time-based Rights will rank equally with existing Ordinary Shares.</li> </ol>
Date of issue/acquisition/redemption <sup>2</sup>	24 April 2020
<b>Section 3: Authority for this announcement and contact person</b>	
Name of person authorised to make this announcement	Jaron McVicar, General Counsel and Company Secretary
Contact person for this announcement	Jaron McVicar
Contact phone number	+61 2 9697 7000
Contact email address	Jaron.McVicar@a2milk.com
Date of release through MAP	24 April 2020

<sup>2</sup> Continuous issuers using this form in reliance on Rule 3.13.2, please indicate the period during which the relevant issue/acquisition/redemptions were made (for example, 1 January 2019 to 31 January 2019).

### **Listing Rule 3.15.2 – Options issued on 30 March 2015**

The following details are provided for the purposes of NZX Listing Rule 3.15.2:

- |     |   |  |
|-----|---|--|
| (a) | Number of Financial Products converted and the number and class of Quoted Financial Products into which they have been converted: | 3,100,000 Options converted into 3,100,000 Ordinary Shares   |
| (b) | Interest or dividend conditions attaching to the Financial Products into which they have been converted:                          | None   |
| (c) | Number of Financial Products of the same class remaining to be converted:   | No further Options issued on 30 March 2015 remain on issue.<br><br>Other Options issued on 17 August 2015 remain on issue, the details of which have been disclosed at the time of their issuance. |