

# Information Form and Checklist

## (ASX Foreign Exempt Listing)

Name of entity

ABN/ARBN/ARSN

Tegel Group Holdings Limited

611 273 539

**We (the entity named above) supply the following information and documents to support our application for admission to the official list of ASX Limited (ASX) as an ASX Foreign Exempt Listing.**

***Note:** the entity warrants in its Appendix 1C ASX Foreign Exempt Listing Application and Agreement that the information and documents referred to in this Information Form and Checklist are (or will be) true and complete and indemnifies ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of that warranty.*

*Terms used in this Information Form and Checklist have the same meaning as in the ASX Listing Rules.*

## Part 1 – Information to be supplied with Appendix 1C

**Instructions:** please complete each applicable item below. If an item is not applicable, please mark it as "N/A".

### All entities – corporate details

|   |  |
|---|--|
| Place of incorporation or establishment                                 | New Zealand  |
| Date of incorporation or establishment                                  | 23 December 2010   |
| Legislation under which incorporated or established                     | <i>Companies Act 1993 (NZ)</i>   |
| Address of registered office in place of incorporation or establishment | c/- Minter Ellison Rudd Watts, 88 Shortland Street, Auckland Central, Auckland 1010, New Zealand   |
| Address of registered office in Australia (if any)                      | c/- Minter Ellison, Level 40, Governor Macquarie Tower, 1 Farrer Place, Sydney NSW 2000  |
| Main business activity  | Tegel is New Zealand's market-leading, fully integrated poultry producer and is involved in the breeding, hatching, processing, marketing and distribution of poultry products across both the North and South Islands of New Zealand and to certain overseas countries. |
| Home exchange and listing category <sup>1</sup>                         | The company is seeking a listing on the NZX Main Board simultaneously with its application for admission to the official list of ASX as a Foreign Exempt Listing   |
| Any other exchanges on which the entity is listed                       | N/A  |
| Street address of principal administrative office                       | 3rd Floor, Tower B<br>100 Carlton Gore Road<br>Newmarket, Auckland<br>New Zealand 1023   |

<sup>1</sup> Examples: NZX Main Board, Toronto Stock Exchange, NASDAQ

|   |   |
|---|---|
| Postal address of principal administrative office   | Private Bag 99-927<br>Newmarket<br>Auckland<br>New Zealand 1149 |
| Telephone number of principal administrative office | +64 9 977 9000  |
| E-mail address for investor enquiries               | peter.mchugh@tegel.co.nz  |
| Website URL   | www.tegel.co.nz   |

#### All entities – management details<sup>2</sup>

|   |   |
|---|---|
| Full name and title of CEO/managing director  | Phillip James Hand, Chief Executive Officer   |
| Full name and title of chairperson of directors   | James Harold Ogden, Chairman  |
| Full names of all existing directors  | James Harold Ogden, Non-executive director and Chairman<br>Philip James Hand, Executive Director and Chief Executive Officer<br>Brett Stephen Sutton, Non-executive director<br>Kok Yew Tang, Non-executive director<br>Thomas Harold George Adams, Non-executive director<br>David Alexander Jackson, Non-executive director |
| Full names of any persons proposed to be appointed as additional or replacement directors | N/A   |
| Full name and title of company secretary  | Peter Matthew McHugh  |
| Name and address of the entity's Australian agent for service of process <sup>3</sup>     | c/- Minter Ellison, Level 40, Governor Macquarie Tower, 1 Farrer Place, Sydney NSW 2000   |

#### All entities – ASX contact details<sup>4</sup>

|                                       |                      |
|---------------------------------------|----------------------|
| Full name and title of ASX contact(s) | Peter Matthew McHugh |
|---------------------------------------|----------------------|

<sup>2</sup> If the entity applying for admission to the official list is a trust, enter the management details for the responsible entity of the trust.

<sup>3</sup> If the entity is a trust, it must appoint an agent for service of process in Australia (Listing Rule 1.11 Condition 10(a)). If the entity is a company, it must be registered as a foreign company in Australia (Listing Rule 1.11 Condition 9), which in turn requires it to appoint an agent for service of process (section 601CF(2) of the Corporations Act 2001 (Cth)).

<sup>4</sup> Under Listing Rule 1.11 Condition 11, a listed entity must appoint a person responsible for communication with ASX. You can appoint more than one person to cater for situations where the primary nominated contact is not available.

|   |  |
|---|--|
| Business address of ASX contact(s)      | 3rd Floor, Tower B<br>100 Carlton Gore Road<br>Newmarket, Auckland<br>New Zealand 1023 |
| Business phone number of ASX contact(s) | +64 9 977 9270   |
| Mobile phone number of ASX contact(s)   | +64 21 913 722   |
| Email address of ASX contact(s)         | peter.mchugh@tegel.co.nz   |

#### All entities – auditor details

|                      |                        |
|----------------------|------------------------|
| Full name of auditor | PricewaterhouseCoopers |
|----------------------|------------------------|

#### All entities – registry details<sup>5</sup>

|   |   |
|---|---|
| Name of securities registry   | Computershare Investor Services Limited   |
| Address of securities registry  | <b>New Zealand</b><br>Level 2, 159 Hurstmere Road<br>Takapuna<br>Auckland 0622<br>New Zealand<br><br><b>Australia</b><br>Level 3, 60 Carrington Street<br>Sydney, NSW 2000<br>Australia |
| Phone number of securities registry   | <b>New Zealand</b><br>+64 9 488 8777<br><br><b>Australia</b><br>1800 501 366  |
| Fax number of securities registry   | +64 9 488 8787  |
| Email address of securities registry  | enquiry@computershare.co.nz   |
| Type of subregisters the entity will operate <sup>6</sup>   | CHESS and issuer sponsored subregisters   |
| If the entity has or intends to have a certificated subregister for quoted securities, the location of the Australian subregister | N/A   |

<sup>5</sup> If the entity has different registries for different classes of securities, please indicate clearly which registry details apply to which class of securities.

<sup>6</sup> Example: CHESS and issuer sponsored subregisters.

## All entities – key dates

|  |   |
|--|---|
| Annual balance date  | Last Sunday in April                                  |
| Month in which annual meeting is usually held (or intended to be held) <sup>7</sup>      | August  |
| Months in which dividends or distributions are usually paid (or are intended to be paid) | Dividends are intended to be paid in July and January |

## Part 2 – Checklist Confirming Compliance with Admission Requirements

**Instructions:** please indicate in the "Location/Confirmation" column for each item below where the information or document referred to in that item is to be found (eg in the case of information, the specific page reference in the entity's most recent annual report or any subsequent interim report where that information is located or, in the case of a document, the folder tab number where that document is located). If the item asks for confirmation of a matter, you may simply enter "Confirmed" in the "Location/Confirmation" column. If an item is not applicable, please mark it as "N/A".

In this regard, it will greatly assist ASX and speed up its review of the application if the various documents referred to in this Checklist (other than the 25 copies of the entity's most recent annual report and any subsequent interim report referred to in item 4) are provided in a folder separated by numbered tabs.

Note that completion of this Checklist is not to be taken to represent that the entity is necessarily in full or substantial compliance with the ASX Listing Rules or that ASX will admit the entity to its official list. Admission to the official list is in ASX's absolute discretion and ASX may refuse admission without giving any reasons (see Listing Rule 1.19).

## All entities – key supporting documents

| Nº | Item   | Location/Confirmation   |
|----|--|---|
| 1. | A copy of the entity's certificate of incorporation, certificate of registration or other evidence of status (including any change of name)  | Copy provided to ASX on 23 February 2016 (see Tab 1 of Annexure Folder provided to ASX with the Company's draft listing application dated 23 February 2016) |
| 2. | A copy of the entity's constitution  | Constitution enclosed – see Tab 2 of Annexure Folder  |
| 3. | Details of any waiver or all or part of any listing rule (or the equivalent) provided by home exchange that will be in effect upon admission (Listing Rule 1.11 Condition 3A) <sup>8</sup> | Temporary waiver granted from NZX Listing Rule 3.1.1 for the period of 2 business days following the admission of the Company to NZX.                       |
| 4. | 25 copies of the entity's most recent annual report and any subsequent interim report (Listing Rule 1.11 Condition 4)  | Copy provided to ASX on 23 February 2016 (see Tab 3 of Annexure Folder provided to ASX with the Company's draft listing application dated 23 February 2016) |
| 5. | If the entity is a company, evidence that it is registered as a foreign company in Australia (Listing Rule 1.11 Condition 9)   | Enclosed - see Tab 3 of Annexure Folder   |
| 6. | Original executed agreement with ASX that documents may be given to ASX and authenticated electronically (Listing Rule 1.11 Condition 12) <sup>9</sup>                                     | Enclosed – see Tab 4 of Annexure Folder   |

<sup>7</sup> May not apply to some trusts.

<sup>8</sup> ASX may require details of waivers to be released to the market (see the note to Listing Rule 1.11 Condition 3A).

<sup>9</sup> An electronic copy of the ASX *Online Agreement* is available from the ASX Compliance Downloads page on ASX's website.

Nº Item

Location/Confirmation

7. A specimen certificate/holding statement for each class of securities to be quoted or a specimen holding statement for CDIs (as applicable)

Copy provided to ASX on 23 February 2016 (see Tab 6 of Annexure Folder provided to ASX with the Company's draft listing application dated 23 February 2016)

8. Payment for the initial listing fee.<sup>10</sup>

To be provided shortly following submission of final application for admission to the official list

<sup>10</sup> See Guidance Notes 15 and 15A for the fees payable on the application. Payment can be made either by cheque made payable to ASX Operations Pty Ltd or by electronic funds transfer to the following account:

Bank: National Australia Bank  
Account Name: ASX Operations Pty Ltd  
BSB: 082 057  
A/C: 494728375  
Swift Code (Overseas Customers): NATAAU3202S

If payment is made by electronic funds transfer, please email your remittance advice to [ar@asx.com.au](mailto:ar@asx.com.au) or fax it to (612) 9227-0553, describing the payment as the "initial listing fee" and including the name of the entity applying for admission, the ASX home branch where the entity has lodged its application (ie Sydney, Melbourne or Perth) and the amount paid.

**All entities – capital structure**

9. A table showing the existing and proposed capital structure of the entity, broken down as follows:
- the number and class of each equity security and each debt security currently on issue; and
  - the number and class of each equity security and each debt security proposed to be issued between the date of this application and the date the entity is admitted to the official list; and
  - the resulting total number of each class of equity security and debt security proposed to be on issue at the date the entity is admitted to the official list.

Note: This applies whether the securities are quoted or not. If the entity is proposing to issue a minimum, maximum or oversubscription number of securities, the table should be presented to disclose each scenario.

This information is not required to be included in the Company's New Zealand product disclosure statement (as supplemented by the attached Australian wrap (which provides certain disclosures required by the Trans-Tasman Mutual Recognition Scheme and ASX listing rules) (**Australian Wrap**)) dated 31 March 2016 (together the **Offer Document**) (a copy of which is enclosed – see Tab 5 of Annexure Folder)

However, there are:

(a) currently:

- 85,856,337 ordinary shares on issue; and
- 272,157,915 redeemable shares on issue

(b) no securities are proposed to be issued between the date of this application and the date the Company is admitted to the official list of ASX (although the redeemable shares will be redeemed); and

(c) there will be 85,856,337 ordinary shares and no redeemable shares on issue at the date the Company is admitted to the official list of ASX and its shares are quoted on a conditional and deferred settlement basis. Following completion of the initial public offer, there will be up to a maximum of 355.1 million ordinary shares on issue. The Company also proposes to issue NZ\$804,284 worth of performance rights to senior managers of the Company under the Company's Long Term Incentive Plan. The number of performance rights to be granted will be determined by dividing the grant value of the performance rights by the fair value of the performance rights on completion of the initial public offer. The Company will advise ASX of the number of performance rights to be granted once this number is known.

| Nº  | Item  | Location/Confirmation  |
|-----|---|--|
| 10. | <p>For each class of securities referred to in the table mentioned in item 9, the terms applicable to those securities</p> <p>Note: This applies whether the securities are quoted or not.</p> <p>For equity securities (other than options to acquire unissued securities or convertible debt securities), this should state whether they are fully paid or partly paid; if they are partly paid, the amount paid up and the amount owing per security; voting rights; rights to dividends or distributions; and conversion terms (if applicable).</p> <p>For options to acquire unissued securities, this should state the number outstanding, exercise prices and expiry dates</p> <p>For debt securities or convertible debt securities, this should state their nominal or face value; rate of interest; dates of payment of interest; date and terms of redemption; and conversion terms (if applicable).</p> | <p>See Section 6 of the Offer Document and the Company's Constitution (Tab 2 of Annexure Folder) for the terms applicable to the company's ordinary shares and section 2.11 for the terms applicable to the company's performance rights</p> |

## All entities – other information

|     |   |   |
|-----|---|---|
| 11. | A brief history of the entity   | See Section 2.1 of the Offer Document   |
| 12. | Details of the entity's existing activities and level of operations   | See sections 2.1, 2.2 and 2.3 of the Offer Document                               |
| 13. | <p>A concise summary<sup>11</sup> of the rights and obligations of security holders under the law of its home jurisdiction and/or the rules of its home exchange covering:</p> <ul style="list-style-type: none"> <li>• what types of transactions require security holder approval;</li> <li>• whether security holders have a right to request or requisition a meeting of security holders;</li> <li>• whether security holders have a right to appoint proxies to attend and vote at meetings on their behalf;</li> <li>• how changes in the rights attaching to securities are regulated;</li> <li>• what rights do security holders have to seek relief for oppressive conduct;</li> <li>• what rights do security holders have to bring or intervene in legal proceedings on behalf of the entity; and</li> <li>• whether there is any equivalent to the "two strikes" rule in relation to remuneration reports in Part 2G.2 Division 9 of the Corporations Act (Guidance Note 4 section 2.3)</li> </ul> | See Section 13 of the Australian Wrap   |
| 14. | <p>A concise summary<sup>12</sup> of the obligations of the entity under the law of its home jurisdiction and/or the rules of its home exchange regarding:</p> <ul style="list-style-type: none"> <li>• the disclosure of material information;</li> <li>• the disclosure of periodic financial information and the accounting and auditing standards that apply;</li> <li>• requirements for information to be sent to security holders; and</li> <li>• regulation of dealings with directors and controlling holders of equity securities (Guidance Note 4 section 2.3)</li> </ul>  | See Sections 12 and 13 of the Australian Wrap and Section 7 of the Offer Document |
| 15. | A concise summary <sup>13</sup> of how the disclosure of substantial holdings and takeovers are regulated under the law of its home jurisdiction (Guidance Note 4 section 2.3)  | See Section 13 of the Australian Wrap   |

<sup>11</sup> The concise summary is not intended to be a legal treatise on the laws of the entity's home jurisdiction or a detailed comparative analysis of those laws with the laws of Australia. For those matters where the entity's home jurisdiction has broadly comparable laws to Australia, a statement to that effect will generally suffice.

<sup>12</sup> See note 11 above.

<sup>13</sup> See note 11 above.

| Nº  | Item   | Location/Confirmation |
|-----|--|-----------------------|
| 16. | Confirmation that the entity complies with the listing rules (or their equivalent) of its overseas home exchange (Listing Rule 1.11 Conditions 2 and 3)        | Confirmed             |
| 17. | Confirmation that there is no information not already disclosed to the entity's home exchange that should have been disclosed under the rules of that exchange | Confirmed             |

#### **Entities that do not have a primary listing on NZX Main Board**

|     |   |     |
|-----|---|-----|
| 18. | A completed Appendix 1C Information Form and Checklist Annexure I (Entities that do not have a Primary Listing on the NZX Main Board) <sup>14</sup> | N/A |
|-----|---|-----|

#### **Entities that have a primary listing on NZX Main Board**

|     |   |   |
|-----|---|---|
| 19. | A completed Appendix 1C Information Form and Checklist Annexure II (Entities that have a Primary Listing on the NZX Main Board) <sup>15</sup> | Enclosed – see Tab 6 of the Annexure Folder |
|-----|---|---|

#### **Further documents to be provided before admission to the official list**

Please note that in addition to the information and documents mentioned above, an entity may be required to provide additional information to ASX under Listing Rule 1.17.

<sup>14</sup> An electronic copy of this Appendix is available from the ASX Compliance Downloads page on ASX's website.

<sup>15</sup> An electronic copy of this Appendix is available from the ASX Compliance Downloads page on ASX's website.