

Disclosure of movement of 1% or more in substantial holding  
or change in nature of relevant interest, or both

*Sections 277 and 278, Financial Markets Conduct Act 2013*

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

**To** NZX Limited

and

**To** Wellington Merchants Limited

Relevant event being disclosed: Movement of 1% or more in substantial holding and change in nature of relevant interest

Date of relevant event: 4 October 2016

Date this disclosure made: 5 October 2016

Date last disclosure made: 4 October 2016

**Substantial product holder(s) giving disclosure**

Full name(s): Mercantile Investment Company Limited and Mercantile NZ Limited

**Summary of substantial holding**

Class of quoted voting products: Ordinary shares

Summary for Mercantile Investment Company Limited, Mercantile NZ Limited

For **this** disclosure,—

- (a) total number held in class: 1,784,070
- (b) total in class: 2,042,942
- (c) total percentage held in class: 87.328%

For **last** disclosure,—

- (a) total number held in class: 1,656,047
- (b) total in class: 2,042,942
- (c) total percentage held in class: 81.062%

**Details of transactions and events giving rise to relevant event**

Details of the transactions or other events requiring disclosure: Receipt of acceptances pursuant to Mercantile NZ Limited's takeover offer for all of the ordinary shares in Wellington Merchants Limited (**Takeover Offer**). Mercantile NZ Limited has received acceptances relating to 128,023 ordinary shares between 3 October and 4 October 2016. Mercantile Investment Company Limited is the holding company of Mercantile NZ Limited.

The Takeover Offer document dated 23 August 2016 (**Takeover Offer Document**) was attached to a previous disclosure made on 7 September 2016.

The Takeover Offer is now unconditional, and Mercantile NZ Limited has become the registered holder of shares for which it has paid.

Mercantile NZ Limited will become the registered holder of shares in respect of which acceptances have been received, but for which payment has not yet been made, upon payment of consideration under the Takeover Offer.

### **Details after relevant event**

Details for Mercantile Investment Company Limited

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

For that relevant interest,—

- (a) number held in class: 122,717
- (b) percentage held in class: 6.007%
- (c) current registered holder(s): Mercantile Investment Company Limited
- (d) registered holder(s) once transfers are registered: N/A

Nature of relevant interest(s): Beneficial owner (relevant agreement need not be attached under regulation 139)

For that relevant interest, —

- (a) number held in class: 80,421
- (b) percentage held in class: 3.937%
- (c) current registered holder(s): New Zealand Central Securities Depository Limited
- (d) registered holder(s) once transfers are registered: N/A

Nature of relevant interest(s): Power to exercise all voting rights in Mercantile NZ Limited as holding company of Mercantile NZ Limited. Mercantile NZ Limited is the registered holder and beneficial owner of the shares.

For that relevant interest, —

- (a) number held in class: 1,371,118
- (b) percentage held in class: 67.115%
- (c) current registered holder(s): Mercantile NZ Limited
- (d) registered holder(s) once transfers are registered: N/A

Nature of relevant interest(s): Power to exercise all voting rights in Mercantile NZ Limited as holding company of Mercantile NZ Limited. Mercantile NZ Limited to be registered holder and beneficial owner on payment of consideration under the Takeover Offer.

For that relevant interest, —

- (a) number held in class: 209,814
- (b) percentage held in class: 10.270%
- (c) current registered holder(s): Unknown
- (d) registered holder(s) once transfers are registered: Mercantile NZ Limited

Details for Mercantile NZ Limited

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

For that relevant interest, —

- (a) number held in class: 1,371,118
- (b) percentage held in class: 67.115%
- (c) current registered holder(s): Mercantile NZ Limited
- (d) registered holder(s) once transfers are registered: N/A

Nature of relevant interest(s): Registered holder and beneficial owner on payment of consideration under the Takeover Offer.

For that relevant interest, —

- (a) number held in class: 209,814
- (b) percentage held in class: 10.270%
- (c) current registered holder(s): Unknown
- (d) registered holder(s) once transfers are registered: Mercantile NZ Limited

**Additional information**

Address(es) of substantial product holder(s): Level 11, 139 Macquarie Street, Sydney, NSW, Australia 2000

Contact details: Gabriel Radzyminski, +64 2 8014 1188, [gabriel@sandoncapital.com.au](mailto:gabriel@sandoncapital.com.au)

Nature of connection between substantial product holders: Mercantile Investment Company Limited is the holding company of Mercantile NZ Limited.

**Certification**

I, Gabriel Francois Radzynski, 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.