

Tegel Group Holdings Limited – Shareholder Communications Policy

This policy (**Policy**) was approved by the board of directors (**Board**) of Tegel Group Holdings Limited (**Company**) on 2 May 2016.

1. Overview

- 1.1 The purpose of this Policy is to promote effective communication with shareholders and encourage effective participation at general meetings of the Company.
- 1.2 The Company will endeavour to:
 - (a) maintain and update on the Company's website (www.tegel.co.nz) within a reasonable timeframe following listing, the materials detailed in this Policy;
 - (b) distribute shareholder communications to shareholders in accordance with the Companies Act 1993 (**Companies Act**) and the listing rules of NZX Limited (**NZX**) and ASX Limited (**ASX**) (together, the **Listing Rules**); and
 - (c) use available channels and technologies to communicate widely and promptly to shareholders.

2. NZX and ASX announcements

- 2.1 The Company makes announcements to NZX and ASX in accordance with the Listing Rules and the Companies Act.
- 2.2 Announcements made by the Company to NZX and ASX are, subject to applicable securities laws, available to shareholders:
 - (a) on the 'Investors' section of the Company's website;
 - (b) under the 'Market Announcements' section of the NZX website and the 'Company Announcements' section of the ASX website; and
 - (c) by email notification (when shareholders provide the Company with their email address and elect to be notified of all the Company's NZX and ASX announcements).

3. Company's share registry

- 3.1 Shareholders are able to access information relevant to their holding via the Company share registry website, www.computershare.co.nz. Shareholders who do not have access to the internet should contact the Company's share registry with any enquiries relating to their shareholdings (at +64 (9) 488 8777) or alternatively contact the Company Secretary at 0800 4 83435.
- 3.2 The ASX and NZX code for the Company is TGH.
- 3.3 Shareholders will be given the option to receive communications from, and send communications to, the Company and its share registry electronically.

4. **Annual meetings**

- 4.1 The Company usually holds its annual meeting in August each year. The specific date, time and location of each annual meeting will be detailed:
- (a) in the relevant notice of meeting; and
 - (b) on the Company's website.
- 4.2 Alternatively, shareholders can contact the Company's share registry or the Company Secretary directly to obtain this information.
- 4.3 The notice of meeting will be distributed to all shareholders prior to the annual meeting within the timeframe set by the Companies Act and the constitution of the Company, altered from time to time (**Constitution**). The full text of the notice of meeting will also be available via the 'Investors' section of the Company's website.
- 4.4 Shareholder meetings are an opportunity for shareholders and other stakeholders to hear from and put questions to the Board, Senior Management and the external auditor. Shareholders may attend the meeting in person (including by any relevant technological means made available by the Company) or by proxy, representative or attorney.
- 4.5 The Chair will provide reasonable time following the consideration of reports for questions and comment on relevant matters (including questions or comments communicated to the Company by absent shareholders).
- 4.6 The Chair's address (and any address by the Chief Executive Officer) will be released to the market immediately prior to the commencement of the annual meeting. It, along with any webcast made or transcript kept, will be available to shareholders via the Company's website in the same manner as other NZX and ASX announcements.

5. **Annual report**

- 5.1 The annual report contains key financial information about the Company, as well as important operating and corporate information. As permitted by the Companies Act, the default method of receiving the Company's annual reports is electronically via the 'Investors' section of the Company's website (under 'Financial Reports'). A printed copy of the annual report is only sent to shareholders who elect to receive one. Shareholders who want to receive a printed copy of the annual report and half year report must elect their mailing options online on the Company's share registry website www.computershare.co.nz or contact the Company's share registry (see above for contact details). The annual report will be available to all shareholders prior to the annual meeting within the timeframe set by the Companies Act and the Listing Rules. It is usually published in September each year.

6. **Half-year and full-year results**

- 6.1 The preliminary financial results for the full-year end are reported in June each year. The financial results for the half-year are reported in December each year.
- 6.2 As the half-year and full-year results are announced to NZX and ASX pursuant to the Listing Rules, they will be available to shareholders in the same manner as other NZX and ASX announcements. In addition, the results will be accessible via the 'Investors' section of the Company's website.
- 6.3 The Company will lodge a copy of its balance sheet made up to the end of its last financial year, and a copy of each of its profit and loss statement and cash flow

statement for its last financial year with the Australian Securities and Investments Commission (**ASIC**) at least once in every calendar year and at intervals of not more than 15 months in accordance with the Australian *Corporations Act 2001* (Cth).

7. **Corporate governance**

7.1 The Company has a formal board charter, containing details of the functions and responsibilities of the Board. To assist the Board in fulfilling its duties and responsibilities, it has established two Board committees:

- (a) the Audit and Risk Committee; and
- (b) the Governance and Remuneration Committee.

7.2 Each of these committees has a formal charter. The Board and committee charters, along with other corporate governance policies and documents, are also available to shareholders from the 'Governance' section of the Company's website.

8. **Media releases**

Access to the Company's media releases is available from the 'Investors' section of the Company's website and they are released to the market via NZX and ASX.

9. **Investor and analyst briefings**

9.1 At the time of announcement to NZX and ASX of the Company's half-year and full-year results, the Company may conduct investor and analyst briefings. Investor and analyst briefings may occur at other times during the year as the Board deems appropriate.

9.2 If and when investor and analyst briefings occur at other times during the year, any presentation materials provided and webcasts or transcripts (if kept) will be made available to all shareholders via the 'Investors' section of the Company's website and will be released to the market prior to delivery.

10. **Other information**

The Company's website will also contain the information set out in the Schedule to this Policy.

11. **Application of Policy**

11.1 The Board may approve updates, amendments to and exemptions to this Policy from time to time, which may be implemented by written notice, including by publication on the Company's intranet.

11.2 To the extent of any inconsistency with any previous Policy or rules relating to this subject matter, this Policy prevails over them.

Last updated 2 May 2016.

SCHEDULE

The Company's website will contain:

- the names, photographs and brief biographical information of each of the Directors and senior executives;
- the Company's Constitution, its Board Charter and the charters of each of its Board committees;
- the Company's corporate governance policies and its other corporate governance materials;
- copies of the Company's annual reports and financial statements;
- copies of the Company's announcements to NZX and ASX;
- copies of notices of meetings of shareholders and any accompanying documents;
- webcasts and/or minutes of meetings of shareholders and copies of any documents tabled or otherwise made available at those meetings;
- webcasts and/or minutes of investor or analyst presentations (if available) and copies of any materials distributed at those presentations;
- an overview of the Company's current business;
- a description of how the Company is structured;
- a summary of the Company's history;
- a key events calendar showing the expected dates in the forthcoming year for:
 - results presentations and other significant events for investors and analysts;
 - the annual meeting of the Company;
 - books' closing dates for determining entitlements to dividends or distributions; and
 - ex-dividend and payment dates for dividends or distributions;
- once they are known, the time, venue and other relevant details for results presentations and the annual meeting of the Company;
- if the Company has different classes of securities on issue, a brief description of those different classes and the rights attaching to them;
- historical information about the market prices of the Company's securities;
- a description of the Company's dividend or distribution policy;
- copies of media releases that the Company makes;
- contact details (preferably for a named individual) for enquiries from shareholders, analysts or the media;
- contact details for the Company's securities registry; and
- links to download key shareholder forms, such as transfer and transmission forms, dividend and distribution reinvestment plan forms.