



NZX/ASX Market Release

27 August 2018

NZX Limited
Level 1, NZX Centre, 11 Cable Street
Wellington, New Zealand

ASX Limited
20 Bridge Street
Sydney, NSW, Australia

and to:

Takeovers Panel
Level 3, Solnet House
70 The Terrace
Wellington, New Zealand

Bounty Offer closed, remains conditional on Overseas Investment Office approval

- The Bounty Offer is now closed for acceptances
- As at 24 August 2018 Bounty has a relevant interest in at least 96.113% of Tegel Shares
- The successful completion of the Offer now depends on whether Overseas Investments Office (“OIO”) approval is received within 30 days
- Should the Offer be completed, Bounty has indicated it intends to compulsorily acquire the remaining shares

The Bounty Holdings New Zealand Limited (“Bounty”) Offer to acquire all your ordinary shares (“Shares”) in Tegel Group Holdings Limited (“Tegel”) for \$1.23 per share (the “Offer”) is now closed for acceptances. While further acceptances are not possible under the Offer, if the Offer conditions are able to be satisfied within 30 days (by Monday 24 September 2018) then the Offer will successfully complete.

Bounty announced after close of market on Friday 24 August 2018 that it has received acceptances under its Offer that, together with the Tegel Shares already owned by Bounty, represent a relevant interest in 96.113% of Tegel Shares.

Period to satisfy conditions

The Offer remains conditional on Bounty obtaining approval under the Overseas Investment Act. Bounty has until Monday 24 September 2018 to obtain approval under the Overseas Investment Act and to declare the Offer unconditional.

If Bounty is unable to meet this 30 day deadline to declare its Offer unconditional then the Offer will lapse and, as at Tuesday 25 September, all shareholders who have accepted the Offer will retain their respective holdings.

Compulsory acquisition

In the event the Offer becomes unconditional, Bounty as the holder or controller of over 90% of the Shares, will become the dominant owner of Tegel and has said it intends to compulsorily acquire all of the outstanding shares in Tegel at the same price as the Offer of \$1.23 per Share (“Compulsory Acquisition Rights”). Bounty will then have until Tuesday 25 September 2018 to provide a notice (“Acquisition Notice”) to the shareholders who did not accept the Offer exercising its Compulsory Acquisition Rights.



Payment timing

Tegel shareholders who have already accepted the Offer do not need to take any further action.

Bounty is required to pay \$1.23 per Share to each shareholder who accepted the Offer within 7 days of the Offer being declared unconditional.

Upon Bounty exercising its Compulsory Acquisition Rights, shareholders who did not accept the Offer will have a period of 21 days after the date on which the Acquisition Notice is sent to complete and return an instrument of transfer.

- If a shareholder who did not accept the Offer **does return** the instrument of transfer within this 21 day period, Bounty will be required to pay \$1.23 per Share to that shareholder within 7 days after Bounty receives that instrument of transfer.
- If a shareholder who did not accept the Offer **does not return** the instrument of transfer within this 21 day period, Bounty will be required to deposit within 7 days each shareholder's consideration into an interest bearing bank account where it will be held on trust until it is claimed.

The Independent Director Committee of the Board will continue to keep shareholders informed as appropriate.

Yours sincerely,

David Jackson
Independent Chairman

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About Tegel Group Holdings Limited

Tegel Group Holdings Limited (NZX/ASX: TGH) processes approximately 58 million birds per year, across vertically integrated operations in Auckland, Christchurch and New Plymouth. It is New Zealand's leading poultry producer, processing approximately half of New Zealand's poultry, and also manufactures and markets a range of other processed meat products. Tegel produces a range of products across its core business (e.g. fresh and frozen whole chickens, fillets and portions), and value added convenience products (e.g. fresh value added, cooked and smoked small-goods and frozen further processed products), which are sold through three key sales channels domestically (retail grocery, foodservice / industrial and quick-service restaurants), and in selected channels in international markets. Its brands are Tegel, Rangitikei and Top Hat.

For more information go to: www.tegel.co.nz