

Information incorporated by  
reference in  
Product Disclosure Statement  
for an offer of A Shares in  
  
DMS Progrowers Limited

Dated: 18 February 2021

## 2. DMS Progrowers and what it does

### Substantial Shareholders (relevant interests in 5% or more of a class of shares)

As at 18 February 2021, DMS Progrowers Limited had the following substantial shareholders for the purpose of clause 20(1)(a) of the Schedule 3 to the Financial Markets Conduct Regulations 2014.

Shareholders in DMS Progrowers Limited include both DMS Group Limited and various other related entities of DMS Group Limited. The table below sets out both the aggregate of such interests and the number of shares registered in the name of each such related entity.

Name of Shareholder	Nature of interest	Class of Shares	Number of Shares and % of relevant class (to 3 decimal places)
<b><i>Each of DMS Group Limited and the other related entities listed below.</i></b>	Aggregate direct (as set out below) and indirect interests. Indirect interests result from each entity's relationship with the other related entities listed	A Shares B Shares	3,506,069 (32.453%) 10,798,221 (100%)
DMS Horticulture Limited	Direct legal and beneficial	A Shares	2,246,254 (20.865%)
Progeny Kiwifruit Limited	Direct legal and beneficial	A Shares	587,825 (5.460%)
Mangatarata Orchards Limited	Direct legal and beneficial	A Shares	574,936 (5.340%)
Mangatarata Farms Limited	Direct legal and beneficial	A Shares	62,507 (0.581%)
Avventura Group Limited	Direct legal and beneficial	A Shares	12,270 (0.114%)
Waimea Kiwi Limited	Direct legal and beneficial	A Shares	22,277 (0.207%)
DMS Group Limited	Direct legal and beneficial	B Shares	10,798,221 (100%)
<b><i>Entity related to Paul Jones</i></b>			
Fruit Force Partnership	Direct legal and beneficial	A Shares	568,996 (5.285%)
<b><i>Non-related entities</i></b>			
Samuel and Lois Browne (Graeme Browne Family Trust)	Direct legal and beneficial	A Shares	540,000 (5.016%)

### Relevant interests in shares held by directors and senior managers

As at 18 February 2021, the following directors and senior managers of DMS Pro growers Limited (either in their own names and/or in the names of other entities) are holders of the following shares in DMS Pro growers Limited.

Name of Director/Senior Manager	Nature of interest	Class of Shares	Number of Shares and % of relevant class (to 3 decimal places)
Craig Greenlees (Director)	Indirect via interest in DMS Group Limited	B Shares	10,798,221 (100%)
Craig Greenlees (Director)	Indirect via interests in DMS Horticulture Limited and various other entities	A Shares	3,919,197 <sup>1</sup> (36.405%)
Paul Jones (Director)	Indirect via interest in DMS Group Limited	B Shares	10,798,221 (100%)
Paul Jones (Director)	Indirect via interests in DMS Horticulture Limited and various other entities	A Shares	4,451,028 <sup>2</sup> (41.345%)
Anthony Leicester (Director)	Legal and beneficial interest in Connemara Trust	A Shares	61,200 (0.568%)
John Cook (Director)	Indirect via interests in Waimea Kiwi Limited and Hay Wood Limited	A Shares	71,818 (0.667%)
James Greenlees (Alternate Director)	Indirect via interests in Gemm Orchard Partnership and Mark Stuart Orchards Limited	A Shares	51,696 (0.480%)
Dominic Jones (Alternate Director)	Direct and Indirect via interest in Fraser Road Orchard Limited Partnership	A Shares	18,426 (0.171%)
Phil Chisnall (Executive)	Via partnership interest in the Philip Chisnall & Noojee Janthamat Partnership	A Shares	5,752 (0.053%)

<sup>1</sup> The shares included against Paul Jones and Craig Greenlees' names in this table include shares held via various entities in which they both have an interest (e.g. DMS Horticulture Limited). Accordingly their total combined relevant interest in A Shares (as at 18 February 2021) is 3,675,525 (not 8,370,225).

<sup>2</sup> See note 1 above.

Brett Kerrisk (Executive)	Indirect via interest in Waimea Kiwi Limited	A Shares	22,277 (0.207%)
Derek Masters (Executive)	Indirect via interest in Avventura Group Limited	A Shares	12,270 (0.114%)

## 5. Key Features of DMS Progrowers Shares

Dividends declared by the issuer on the Class A ordinary shares since 31 January 2013 are as follows:

Dividend paid on:	Dividend per Class A Share (gross)
14 June 2013	\$0.04
20 December 2013	\$0.04
22 July 2014	\$0.04
18 December 2014	\$0.04
5 October 2015	\$0.04
18 December 2015	\$0.04
1 November 2016	\$0.04
14 December 2016	\$0.04
27 June 2017	\$0.04
13 December 2017	\$0.04
29 June 2018	\$0.04
18 December 2018	\$0.05
21 June 2019	\$0.05
5 December 2019	\$0.05
17 July 2020	\$0.05
15 December 2020	\$0.05