

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

Dated: 20 February 2019

## 2. DMS Progrowers and what it does

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

As at 20 February 2019, 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 DMS Group related entities listed	A Shares B Shares	2,789,577 (31.595%) 8,856,817 (100%)
DMS Horticulture Limited	Direct legal and beneficial	A Shares	1,882,136 (21.317%)
Mangatarata Orchards Limited	Direct legal and beneficial	A Shares	466,644 (5.285%)
Progeny Kiwifruit Limited	Direct legal and beneficial	A Shares	434,841 (4.925%)
Waimea Kiwi Limited	Direct legal and beneficial	A Shares	5,956 (0.067%)
DMS Group Limited	Direct legal and beneficial	B Shares	8,856,817 (100%)
<b><i>Non-related entities</i></b>			
Samuel and Lois Browne (Graeme Browne Family Trust)	Direct legal and beneficial	A Shares	540,000 (6.116%)

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

As at 20 February 2019, 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.

<b>Name of Director/Senior Manager</b>	<b>Nature of interest</b>	<b>Class of Shares</b>	<b>Number of Shares and % of relevant class (to 3 decimal places)</b>
Craig Greenlees	Indirect via interest in DMS Group Limited	B Shares	8,856,817 (100%)
Craig Greenlees	Indirect via interests in DMS Horticulture Limited and various other entities	A Shares	3,111,248 <sup>1</sup> (35.239%)
Paul Jones	Indirect via interest in DMS Group Limited	B Shares	8,856,817 (100%)
Paul Jones	Indirect via interests in DMS Horticulture Limited and various other entities	A Shares	3,444,294 <sup>2</sup> (39.011%)
Anthony Leicester	Indirect via interest in Connemara Trust	A Shares	61,200 (0.693%)
John Cook	Indirect via interests in Waimea Kiwi Limited and Hay Wood Limited	A Shares	29,990 (0.340%)
Phil Chisnall	Indirect via interest in the Philip Chisnall & Noojee Janthamat Partnership	A Shares	1,865 (0.021%)
Brett Kerrisk	Indirect via interest in Waimea Kiwi Limited	A Shares	5,956 (0.067%)
Klyta Inman	Indirect via interest in the GI & KS Marshall - Inman Partnership	A Shares	806 (0.009%)

<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 20 February 2019) is 3,685,646 (not 6,555,542).

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

## 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:

<b>Dividend paid on:</b>	<b>Dividend per Class A Share (gross)</b>
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