

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

DMS Progrowers Limited

Dated: 23 February 2023

2. DMS Progrowers and what it does

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

As at 23 February 2023, 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)
<i>Each of DMS Group Limited and the other related entities listed below.</i>	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	3,943,449 (30.391%) 13,008,308 (100%)
DMS Horticulture Limited	Direct legal and beneficial	A Shares	2,294,428 (17.683%)
Progeny Kiwifruit Limited	Direct legal and beneficial	A Shares	745,966 (5.749%)
Mangatarata Orchards Limited	Direct legal and beneficial	A Shares	704,718 (5.431%)
Mangatarata Farms Limited	Direct legal and beneficial	A Shares	137,563 (1.060%)
Waimea Kiwi Limited	Direct legal and beneficial	A Shares	39,291 (0.303%)
Avventura Group Limited	Direct legal and beneficial	A Shares	21,483 (0.166%)
DMS Group Limited	Direct legal and beneficial	B Shares	13,008,308 (100%)
<i>Entity related to Paul Jones</i>			
Fruit Force Partnership	Direct legal and beneficial	A Shares	736,196 (5.674%)

Relevant interests in shares held by directors and senior managers

As at 23 February 2023, 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	13,008,308 (100%)
Craig Greenlees (Director)	Indirect via interests in DMS Horticulture Limited and various other entities	A Shares	4,591,424 ¹ (35.385%)
Paul Jones (Director)	Indirect via interest in DMS Group Limited	B Shares	13,008,308 (100%)
Paul Jones (Director)	Indirect via interests in DMS Horticulture Limited and various other entities	A Shares	5,262,405 ² (40.556%)
Melvyn Walker (Director)	Indirect via interests in Apata Orchards Limited	A Shares	299,841 (2.311%)
Lain Jager (Director)	Indirect via interest in Eastern Gold Limited and OCP II Limited Partnership	A Shares	16,055 (0.124%)
Glenda Hutchison (Director)	Indirect via interest in Greater Views Limited, Trifecta Holdings Limited and Weskco Limited	A Shares	336,558 (2.594%)
James Greenlees (Alternate Director)	Indirect via interests in Gemm Orchard Partnership and Mark Stuart Orchards Limited	A Shares	107,687 (0.830%)
Dominic Jones (Alternate Director)	Direct and Indirect via interest in Fraser Road Orchard Limited Partnership and OCP II Limited Partnership	A Shares	32,900 (0.254%)

¹ 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 23 February 2023) is 4,227,726 (not 9,853,829).

² See note 1 above.

Phil Chisnall (Executive)	Via partnership interest in the Philip Chisnall & Noojee Janthamat Partnership	A Shares	10,507 (0.081%)
Brett Kerrisk (Executive)	Indirect via interest in Waimea Kiwi Limited	A Shares	39,291 (0.303%)
Derek Masters (Executive)	Indirect via interest in Avventura Group Limited	A Shares	21,483 (0.166%)
Barry Nally (Executive)	Indirect via interest in Knockfinn Partnership	A Shares	35,097 (0.270%)

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
16 July 2021	\$0.05
17 December 2021	\$0.05
12 July 2022	\$0.05
20 December 2022	\$0.05