

**Other material information relating to the
initial public offering of ordinary shares in
New Zealand King Salmon Investments
Limited**

A. ABOUT THIS DOCUMENT

The information contained in this document should be read in conjunction with New Zealand King Salmon's Product Disclosure Statement dated 23 September 2016 ("the PDS") and other information presented on the Offer Register.

Capitalised terms in this document have the same meaning as the terms defined in the PDS.

This document contains the following information:

- A description of the total estimated costs of the Offer.
- A description of the key selling restrictions in relation to the Offer.
- A summary of relief obtained from the Australian Securities and Investments Commission in relation to the Offer.
- Consent to the inclusion of the Independent Limited Assurance Report on the Offer Register.
- A description of the material contracts in relation to the Offer.

B. TOTAL ESTIMATED COSTS OF THE OFFER

The total estimated costs of the Offer and the issue of new Shares and sale of existing Shares under the Offer are approximately \$5.1 million. Of this, \$2.7 million is an estimate of the total amount to be paid by the Offerors to First NZ Capital Securities Limited and Macquarie Capital (New Zealand) Limited as fees for the arranger, lead manager and broker services provided by them and to Craigs Investment Partners Limited as brokerage for the acquisition of shares by its client, China Resources Ng Fung Limited. The amount to be paid to the Joint Lead Managers will depend on a number of factors, including the amount raised under the Offer. The amount to be paid to Craigs Investment Partners is contingent on China Resources Ng Fung Limited acquiring all of the Shares for which it has received an allocation under the Offer.

From their fees, the Joint Lead Managers will pay firm allocation fees of 0.50% of the gross proceeds raised from firm allocations to Brokers and retail brokerage of 1.00% of the gross proceeds raised from all valid Applications bearing Brokers' stamps pursuant to a firm allocation under the Broker Firm Offer (which shall exclude any fee payable for the allocation of Shares to China Resources Ng Fung Limited).

The total estimated costs also include \$360,000 as an estimate of the total amount to be paid by New Zealand King Salmon to Ernst & Young Transaction Advisory Services Limited in respect of its accounting and taxation due diligence services and the preparation of an Independent Limited Assurance Report.

C. KEY SELLING RESTRICTIONS

Takeovers Code

Once the Shares are quoted on the NZX Main Board (expected to occur on 19 October 2016), New Zealand King Salmon will be a "Code Company" under the Takeovers Code. The Takeovers Code prohibits, amongst other things, any person (together with their "associates" (as defined in the Takeovers Code)) from becoming the holder or controller of 20% or more of the voting rights in New Zealand King Salmon other than in compliance with the requirements of the Takeovers Code. You should seek legal advice in relation to any act, omission or circumstance that may result in you breaching any provision of the Takeovers Code.

Overseas Investment Act 2005

Any person who is an "overseas person" for the purposes of the Overseas Investment Act 2005 and who intends (together with its associates) to acquire 25% or more of the Shares (or make any other acquisition regulated by that Act) will be required to obtain any necessary consent under the Overseas Investment Act 2005.

Other Selling Restrictions

The Offer is only being made to eligible persons under the Priority Offer, New Zealand resident clients of Brokers who receive a firm allocation of Shares and selected Brokers and Institutional Investors in certain jurisdictions including New Zealand, Australia, Hong Kong and Singapore.

No person may offer, sell (including resell) or deliver or invite any other person to so offer, sell (including resell) or deliver any Shares or distribute any documents (including the PDS) to any person outside New Zealand, except in accordance with all of the legal requirements of the relevant jurisdiction.

Unless otherwise agreed with the Offerors, any person or entity subscribing for Shares in the Offer will, by virtue of such subscription, be deemed to represent that he, she or it is not in a jurisdiction that does not permit the making of an offer or invitation of the kind contained in the PDS and is not acting for the account or benefit of a person within such a jurisdiction.

None of the Offerors, the Joint Lead Managers, the Registrar nor any of their respective directors, officers, employees, consultants, agents, partners or advisers accepts any liability or responsibility to determine whether a person is able to participate in the Offer.

Australia

The contents of the Offer Register have been prepared to comply with New Zealand regulatory requirements and they are not a prospectus, product disclosure statement, disclosure document or offer document for the purposes of the Corporations Act.

The contents of the Offer Register are provided on behalf of New Zealand King Salmon (New Zealand company number 1036814) for information purposes and are provided so that you may consider an invitation to participate in the proposed initial public offering of the Shares. The contents of the Offer Register are provided to you on the basis that you are, and you represent and warrant that if you are in Australia you are, a "professional investor", "sophisticated investor" or "wholesale client" (as those terms are defined by sections 708(8), 708(11) and 761G of the Corporations Act 2001 (Cth) respectively). The PDS has been lodged with the Australian Securities and Investments Commission ("ASIC") in reliance on the trans-Tasman mutual recognition scheme under Chapter 8 of the Corporations Act and the Corporations Regulations 2001 (Cth).

Hong Kong

WARNING

The contents of the Offer Register have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the Offer. If you are in any doubt about any of the contents of the Offer Register, you should obtain independent professional advice.

The contents of the Offer Register have not been registered by the Registrar of Companies in Hong Kong pursuant to the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32) of the Laws of Hong Kong (**CWMO**).

Accordingly: (i) the Shares may not be offered or sold in Hong Kong by means of any document other than to persons who are "professional investors" as defined in the Securities and Futures Ordinance (Chapter

571) of the Laws of Hong Kong (**SFO**) and any rules made under the SFO, or in other circumstances which do not result in the document being a “prospectus” as defined in section 2(1) of the CWMO or which do not constitute an offer to the public within the meaning of the CWMO or an invitation to the public within the meaning of the SFO; and (ii) the contents of the Offer Register must not be issued, circulated or distributed in Hong Kong other than (1) to “professional investors” as defined in the SFO and any rules made under the SFO, (2) to persons and in circumstances which do not result in the contents of the Offer Register being a “prospectus” as defined in section 2(1) of the CWMO or which do not constitute an offer to the public within the meaning of the CWMO or an invitation to the public within the meaning of the SFO or (3) otherwise pursuant to, and in accordance with the conditions of, any other applicable provisions of the SFO and CWMO.

Singapore

The contents of the Offer Register and any other materials relating to the Offer of the Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, the contents of the Offer Register and any other document or materials in connection with the offer or sale, solicitation or invitation for subscription or purchase, of Shares, may not be issued, circulated or distributed, nor may the Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than to: (i) an “institutional investor” (as defined in the Securities and Futures Act, Chapter 289 of Singapore (the **SFA**)) pursuant to Section 274 of the SFA; (ii) a “relevant person” (as defined in the SFA) pursuant to Section 275(1), or any person falling within the ambit of Section 275(1A), and in accordance with the conditions specified in Section 275, of the SFA; (iii) pursuant to and in accordance with an exemption under Subdivision (4) Division 1, Part XIII of the SFA; or (iv) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

The contents of the Offer Register have been given to you on the basis that you are: (i) an institutional investor; or (ii) a relevant person or a person falling within the ambit of Section(1A); or (iii) a person falling within the ambit of Subdivision (4), Division I of Part XIII of the SFA. You agree to be bound by the disclaimers, limitations and restrictions described herein.

In the event that you are not an investor falling within any of the categories set out above, please return the contents of the Offer Register and any other materials relating to the Shares immediately. The contents of the Offer Register and such other materials relating to the Shares may not be relied upon by any other person other than persons to whom the Shares are sold or with whom they are placed or for any other purpose. You may not reissue, distribute, forward or circulate the contents of the Offer Register or any part thereof in any manner whatsoever to any other person in Singapore.

Any offer is not made to you with a view to the Shares being subsequently offered for transfer and/or sale to any other party. There are transferability and resale restrictions in Singapore that may be applicable to investors who acquire Shares. As such, investors are advised to seek independent professional advice to acquaint themselves with the SFA provisions relating to such transferability and resale restrictions in Singapore and comply accordingly.

Accordingly, New Zealand King Salmon has not offered or sold the Shares or caused the Shares to be made the subject of an invitation for subscription or purchase, nor shall it offer or sell the Shares or cause the Shares to be made the subject of an invitation for subscription or purchase, nor has it circulated or distributed nor shall it circulate or distribute this or any other document or material in connection with the offer or sale or invitation for subscription or purchase, of the Shares, whether directly or indirectly, to persons in Singapore other than pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

No recommendation by Joint Lead Managers

Neither the PDS nor any information on the Offer Register constitutes a recommendation by the Joint Lead Managers or any of their respective directors, officers, employees, agents or advisers to subscribe for, or purchase, any securities.

You must make your own independent investigation and assessment of the financial condition and affairs of New Zealand King Salmon before deciding whether or not to apply for Shares.

D. ASIC RELIEF

ASIC has declared the Offer to be a recognised offer within the meaning of subsection 1200B(1) of the Corporations Act 2001 (Cth), notwithstanding that New Zealand King Salmon did not give the notice and lodge the documents referred to in section 1200C(5) of the Corporations Act 2001 (Cth) 14 days before the Offer was first made in Australia.

E. EYAS CONSENT

Ernst & Young Transaction Advisory Services Limited has consented in writing to the inclusion on the Offer Register of its Independent Limited Assurance Report dated 23 September 2016 in the form and context in which it appears on the Offer Register.

F. MATERIAL CONTRACTS

Agreement for Sale and Purchase of Shares in New Zealand King Salmon

The Offerors, Direct Capital, Oregon Group and certain other selling shareholders have entered into an agreement for sale and purchase of Shares in New Zealand King Salmon dated 21 September 2016, under which OfferCo agrees to purchase certain Shares from the parties (other than New Zealand King Salmon). The purchase will take place on or about the allotment date for the Offer at the Issue Price, and is being undertaken for the purpose of offering these Shares under the Offer. It is a condition of this agreement that Direct Capital Partners Limited gives its approval to the Issue Price.

The selling shareholders under the agreement are as follows:

Selling Shareholder	Shares offered for sale
Direct Capital Partners Lambda Investments Limited	14,000,121
Pohutukawa Lambda Investments Limited	11,935,389
Direct Management Investments Limited	3,097,205
Biopacificventures Limited	6,973,220
Direct Capital Partners Limited	3,691,149
Hendry Nominees Limited	504,153
Oregon Group Limited	756,131
Paul McHugh	632,593

Selling Shareholder	Shares offered for sale
Donald Kingston Everitt and Elspeth Ann Everitt as trustees of the Anzen Trust	359,979
Paul James Steere and C & F Trustee Limited as trustees of the Paul Steere Family Trust	401,521
Mark Preece	90,909

Restricted Security Agreements

Oregon Group, Direct Capital and the directors and senior executives who currently own Shares (together, the *Escrowed Shareholders*) have entered into restricted security agreements with New Zealand King Salmon dated 21 September 2016, under which each Escrowed Shareholder has agreed not to sell or otherwise dispose of any of the Shares held by them prior to the Offer which they continue to hold upon completion of the Offer until the first day after the date on which New Zealand King Salmon releases to NZX its preliminary announcement of its financial results in respect of the financial year ended 30 June 2018.

These restrictions do not apply, and therefore no approval is needed, for an Escrowed Shareholder to grant a security interest in favour of a lender to that Escrowed Shareholder. In addition: (a) an Escrowed Shareholder may transfer escrowed Shares to an “affiliate” (being a person owned or controlled by, or under common ownership or control with, the Escrowed Shareholder, and in relation to a family trust includes any beneficiary of that trust) of the relevant Escrowed Shareholder, provided that such “affiliate” has agreed to be bound by the terms of the restricted security agreement; (b) Direct Capital may transfer the Shares as between the Direct Capital entities or to the beneficial owner of those Shares or to another custodian (provided that such transferee has agreed to be bound by the terms of the restricted security agreement); and (c) an Escrowed Shareholder may accept any full or partial takeover offer made in respect of the Shares under the Takeovers Code or similar scheme or arrangement.

Direct Capital’s retained Shares will be transferred to, or held by a custodian on behalf of, certain persons on whose behalf those Shares are currently held (which, as noted above, is permitted provided that any such transferee has agreed to be bound by the terms of the restricted security agreement entered into by Direct Capital).

In addition to Direct Capital and Oregon, the following directors and senior managers (or the trustees of their associated family trusts or their associated investment entity) have entered into restricted security agreements with New Zealand King Salmon: John Ryder, Mark Hutton, Paul Steere, Jack Porus, Grant Rosewarne, Andrew Clark, Mark Preece, Rubén Álvarez, Mark Gillard, Graeme Tregidga and Jemma McCowan.

Offer Management Agreement

On 21 September 2016 the Offerors, Direct Capital Partners Limited and the Joint Lead Managers entered into an Offer Management Agreement, which sets out the obligations of the Joint Lead Managers in relation to the operation of the Bookbuild and also in relation to the provision of settlement support in certain circumstances described below. Under the Offer Management Agreement:

- the Joint Lead Managers commit to arrange the bookbuild; and
- if a participant in the Institutional Offer is allocated Shares and fails to settle on those Shares (excluding certain excluded Shares in respect of which the Joint Lead Managers are not providing settlement support), the Joint Lead Managers are required to pay the Offerors in cleared funds the shortfall on the date on which that participant was required to settle the acquisition of the

Shares. Notwithstanding the provision of settlement support, the Offer is not underwritten in part or in full.

The obligations of the Joint Lead Managers under the Offer Management Agreement are subject to certain conditions given for the benefit of the Joint Lead Managers. If the conditions of the Offer Management Agreement are not satisfied (or waived, if capable of waiver), the Joint Lead Managers would not be obliged to perform their obligations under the Offer Management Agreement (including their settlement support obligations in respect of Applications under the Institutional Offer). That may not necessarily mean that the Offerors would withdraw the Offer or that the Offer would not proceed.

The Joint Lead Managers may terminate the Offer Management Agreement and their settlement support obligations in respect of Applications under the Institutional Offer in certain circumstances, including where on or before settlement of the Institutional Offer (which is expected to be 17 October 2016 for ASX and 18 October 2016 for the NZX Main Board):

- the Offer is withdrawn by the Offerors;
- any material adverse change occurs which is likely to materially adversely affect the Group;
- OfferCo is prevented from transferring Shares pursuant to the Offer by any applicable laws or as a result of an order or judgement of a Court or regulatory authority;
- a statement in the PDS or the Offer Register is or becomes false or misleading or likely to mislead, or information that is required to be contained is omitted, and the matter is materially adverse from the point of view of a potential investor in the Offer;
- an insolvency event occurs in relation to an Offeror;
- any of the following occurs and, in the reasonable opinion of the Joint Lead Managers, is likely to have a material adverse effect on certain specified matters, including the settlement of the Offer or the Joint Lead Managers' ability to perform their functions:
 - there are particular disruptions in certain major financial markets;
 - a representation or warranty contained in the Offer Management Agreement on the part of the Offerors is not true or correct;
 - there is a breach of the Offer Management Agreement by the Offeror.

Pursuant to the Offer Management Agreement, the Offerors have granted an indemnity to the Joint Lead Managers in relation to all claims and losses suffered or incurred by the Joint Lead Managers in relation to the Offer or the Offer Management Agreement, provided that the Offerors will have no liability if such claim or loss is determined to have resulted from the fraud, wilful misconduct, wilful default or gross negligence of the Joint Lead Managers.

The Offer Management Agreement also sets out a number of representations, warranties and undertakings by the Offerors and Direct Capital Partners Limited to the Joint Lead Managers, and by the Joint Lead Managers to the Offerors and Direct Capital Partners Limited, which are customary for an offer of this nature.

Pursuant to the Offer Management Agreement, New Zealand King Salmon has undertaken that it will not make any allotments of Shares or any other equity or debt securities for a period of 90 days following settlement of the Offer on the NZX, without the prior written consent of the Joint Lead Managers other

than pursuant to the Offer, the Offer Management Agreement, any employee share or option plan, any dividend reinvestment plan or as otherwise disclosed in the PDS.

New Zealand King Salmon also undertakes that it will not allot or issue any Shares or other equity securities from 90 days after settlement of the Offer on the NZX until 180 days after the settlement of the Offer on the NZX other than pursuant to the Offer, the Offer Management Agreement, any employee share or option plan, any dividend reinvestment plan, as disclosed in the PDS, a pro rata offer of Shares to all holders, an arrangement or amalgamation or as consideration for a bona fide acquisition of shares or assets.