



ZESPRI GROUP LIMITED

SHARE BUY-BACK **DISCLOSURE** DOCUMENT

DISCLOSURE DATE: 31 AUGUST 2018
OFFER DATE: 17 SEPTEMBER 2018

This document is provided to all Shareholders under Sections 61(5) and 62 of the Companies Act 1993.

This is an important document that requires your immediate attention.

If you do not understand its contents or are unsure what to do, you should consult your financial or other professional adviser.

MinterEllisonRuddWatts

LEGAL ADVISORS





TABLE OF CONTENTS

	Key features of the Buy-Back	5
	Indicative timetable	5
1	Introduction	6
2	Why the board approved the Buy-Back	6
3	Board resolutions	7
4	Interested directors	7
5	Terms of the Buy-Back	8
6	Conditions of the Buy-Back	12
7	How to complete an acceptance form	12
8	Taxation effects of the Buy-Back	13
9	Other material information	14
10	Australian resident shareholders	14
11	Privacy policy	14
12	Glossary	16





KEY FEATURES OF THE BUY-BACK

- To achieve a closer alignment between Producers and Shareholders.
- Buy-Back Price is \$8.00 per Share in cash.
- Buy-Back will only be available to Eligible Shareholders resident in New Zealand or Australia.
- The eligibility threshold for Shareholders, other than Dry Shareholders, is 1.5 Shares per Tray or more of Historical Production.
- Eligible Shareholders can elect to participate in the Buy-Back in full (for the whole of their Entitlement), in part (subject to retaining more than 1,000 Shares and meeting the Buy-Back Threshold), or not at all. Eligible Shareholders cannot participate in excess of their Entitlement or transfer their Entitlement to any other Shareholder.
- Shares acquired under the Buy-Back will be cancelled.
- Buy-Back is conditional upon a number of factors, including:
 - the Directors remaining satisfied that the statutory requirements set out in the Companies Act 1993 will continue to be fulfilled;
 - the Share Offer successfully completing on the Settlement Date; and
 - the Board being satisfied that each participating Eligible Shareholder has disposed of at least 33.33% of their Shareholding under the Buy-Back (aiming at preserving the tax free status of the Buy-Back). Shareholders that do not meet this requirement, will not be able to participate in the Buy-Back.
- If there are insufficient funds from the Share Offer or available subscribed capital, pro-rata scaling of Acceptances under the Buy-Back may occur.
- Zespri's intention is to conduct a Buy-Back that is tax free to participating Eligible Shareholders. See Section 8 for further details.
- Once the Buy-Back offer is made on 17 September 2018, acceptance must be made on the Acceptance Form accompanying the Letter of Entitlement sent to Eligible Shareholders and posted to Computershare Investor Services Limited, Private Bag 92 119, Auckland 1142 for receipt by 5:00pm on 19 October 2018.
- No brokerage fees are payable and participants in the Buy-Back are not required to make anti-money laundering and counter financing of terrorism disclosures.

Participation in the Buy-Back is not mandatory. Eligible Shareholders do not have to sell their Shares if they do not want to.

INDICATIVE TIMETABLE

Calculation Date	5:00pm on 3 August 2018
Offer is made	17 September 2018
Buy-Back closes	5:00pm on 19 October 2018
Settlement Date	5 November 2018

This timetable is indicative only and the dates may change. Zespri reserves the right to vary or extend any of these dates.

1

INTRODUCTION

In order to provide Dry Shareholders and Shareholders holding 1.5 Shares per Tray or more of Historical Production a simple means of disposing of their Shares, Zespri is proposing to purchase their Shares with the proceeds of the Share Offer currently being conducted, subject to pro-rata scaling if there are insufficient funds from the Share Offer or available subscribed capital.

Set out below are the details of how the Buy-Back works and why it was approved by the Board. In providing these details, Zespri is providing information only and is not offering any recommendation or opinion to acquire or dispose of Shares. In deciding whether or not to participate in the Buy-Back, you may wish to seek advice from a financial adviser to help you to make an investment decision.

2

WHY THE BOARD APPROVED THE BUY-BACK

Board considers price and terms are fair and reasonable

The Directors consider the Buy-Back Price is within the range of values they regard as fair and reasonable. In particular, the Directors considered:

- (a) Zespri's current and future expected financial performance;
- (b) the payment of dividends in August 2018;
- (c) that Shares are traded in a restricted manner, as only Producers not exceeding their Share Cap (4:1) can buy Shares;
- (d) trading on USX; and
- (e) independent advice from Cameron Partners Limited as to the valuation of the Zespri Group. For reference, a summary of that valuation report is available on the Disclose Register at: <https://disclose-register.companiesoffice.govt.nz/> (Offer Number: OFR12458). Cameron Partners have given their consent to this statement and to the release of this report (for reference only and not be relied upon as financial advice to Shareholders or Producers).

The terms of the Buy-Back themselves reflect legislative requirements and are geared to creating alignment between Producers and Shareholders, which the Board considers benefits Zespri and both Shareholders participating in the Buy-Back and those that are not.

Effective means of disposing of your Shares

Under the Constitution, Shares can only be transferred to other Producers, who would not exceed their Share Cap by that transfer. As a consequence, the secondary market for Shares is constrained. The Buy-Back represents an opportunity for Overaligned

Shareholders and Dry Shareholders to cash their investment at the Buy-Back Price in a company-driven transaction without paying a brokerage fee or having to complete the AML/CFT requirements for a sale through a broker.

Alignment with production

The ability for Shareholders to vote on Shareholder resolutions is linked to their production. Over the years, some Producers have exited the industry and/or decreased their production but have retained some/all of their Shares. In other cases, Shareholders have acquired further Shares so that their Shareholding is higher than the voting limit under the Constitution.

To address this issue, as part of the Kiwifruit Industry Strategy Project process¹, Shareholders approved certain changes to the Constitution. In summary, these changes remove rights to a dividend for Dry Shareholders, and grant the Board the power to dispose of Shares held by Shareholders in excess of the Share Cap, after a period of 7 years (but this period may be 3 years for some Shareholders in some circumstances).

The Buy-Back provides Eligible Shareholders with an opportunity to dispose of their excess Shares and align their Shareholding with production, which benefits the wider industry.

Eligible Shareholders that decide not to participate in the Buy-Back, remain subject to the provisions of the Constitution. Of course, they may still trade their Shares on USX at any time, subject to the requirements of the Constitution.

Unlisted (USX) is not a Licensed Financial Product Market. Efficient Market Services Limited, which operates Unlisted (USX), accepts no responsibility for any statement in this disclosure document.

¹ The Kiwifruit Industry Strategy Project was started in 2013 to consult extensively with the growers and Shareholders on creating the basis for a strong and enduring industry. This included looking at ways to strengthen grower ownership and control of Zespri.

3

BOARD RESOLUTIONS

The text of the Board resolutions authorising Zespri to carry out the Buy-Back pursuant to section 61 of the Companies Act 1993 include the following:

THAT the acquisition of shares under the Buy-Back is in the best interests of the Company and is of benefit to the shareholders to whom the Buy-Back offer is not made.

THAT the terms of the Buy-Back and the consideration offered for the shares are fair and reasonable to the Company and the shareholders to whom the Buy-Back offer is not made.

4

INTERESTED DIRECTORS

Set out below is the nature and extent of Paul Robert Jones' relevant interests in Shares subject to an Entitlement. The remaining Directors do not have a relevant interest in Shares subject to an Entitlement.

Name	Nature of the relevant interest	Maximum entitlement
Paul Robert Jones	Multiple relevant interests: <ul style="list-style-type: none">Relevant interest in Shares held by DMS Horticulture Limited, Mangatarata Orchards Limited and Mangatarata Farms Limited as a controller of more than 20% of the votes in each of those companies; andLegal and beneficial interest in Shares held by Paul Robert Jones, Patricia Jones and Alasdair Ewen Christie, as trustees of the Patricia Jones Trust.	3,513,051

5

TERMS OF THE BUY-BACK

This disclosure document is provided to all Shareholders in accordance with the requirements set out in Sections 61(5) and 62 of the Companies Act 1993. Following this disclosure, on 17 September 2018 (unless varied by the Board), an offer will be made to Eligible Shareholders on the terms set out below by notification through USX.

Buy-Back Price	\$8.00 for each Share in cash.
Key Dates	See the indicative timetable on page five of this disclosure document.
Conditions	See section 6 below.
Eligible Shareholders	<p>The Buy-Back is extended to Eligible Shareholders, being those who at 5:00pm on the Calculation Date, are:</p> <ul style="list-style-type: none"> • Dry Shareholders; or • Shareholders that have 1.5 Shares per Tray or more of Historical Production (Overaligned Shareholders); and • In each case, are resident in New Zealand or Australia.
Entitlements	<p>Dry Shareholders are permitted to sell under the Buy-Back all or some of their Shares and Overaligned Shareholders (once they meet the eligibility threshold of holding 1.5 Shares per Tray or more of Historical Production) are permitted to sell any number of Shares they hold in excess of 1 Share per Tray of Historical Production, provided that, in each case, at least 33.33% of the Dry Shareholder's or Overaligned Shareholder's Shareholding as at the Settlement Date is sold under the Buy-Back (Buy-Back Threshold).</p> <p>The minimum entry criteria for Overaligned Shareholders of 1.5 Shares per Tray of Historical Production has been set to ensure that no participating Eligible Shareholder will fall below 1 Share per Tray of Historical Production as a result of meeting the Buy-Back Threshold (which requires a minimum disposal of at least 33.33% of their Shareholding as at the Settlement Date). For a further explanation of the 33.33% Buy-Back Threshold, please see section 8.</p> <p>Eligible Shareholders may not participate in excess of their Entitlement or transfer all or part of their Entitlement to any other particular Shareholder.</p> <p>An Eligible Shareholder's maximum Entitlement will be set out in a personalised letter of entitlement sent to them (Letter of Entitlement). Fractional Entitlements have been rounded up.</p> <p>The Letter of Entitlement also identifies the minimum number of Shares Eligible Shareholders must sell under the Buy-Back to meet the Buy-Back Threshold and the Minimum Amount Requirement if they decide to participate. If you do not wish to sell at least this number of Shares you cannot participate in the Buy-Back.</p> <p>There is no appeal process for the calculation of any Entitlement and Zespri is solely responsible for calculating and determining any Entitlement.</p>

Minimum Amount

Eligible Shareholders that are not selling all of their Shares, must keep more than **1,000 Shares**. Zespri is free to amend any Acceptance Form to ensure that an Eligible Shareholder is left with more than 1,000 Shares and, in the case of a Dry Shareholder holding 1,000 Shares or less on the Calculation Date, to increase their acceptance to their full Entitlement.

If the application of the Minimum Amount requirement means that an Eligible Shareholder would not be able to satisfy the Buy-Back Threshold:

- in the case of Overaligned Shareholders, they will not receive an Entitlement;
- in the case of Dry Shareholders choosing to participate, they will be deemed to have accepted in respect of their full Entitlement; and
- in any other case, the Acceptance will be rejected.

Scaling

If there are insufficient proceeds from the Share Offer or available subscribed capital to satisfy all Acceptances under the Buy-Back, then Shares will be acquired from Eligible Shareholders by Zespri in the following order:

- Shares from Dry Shareholders that hold 10,000 Shares or less and who are selling all of their Shares;
- Shares from remaining Dry Shareholders;
- Shares from Overaligned Shareholders in excess of their Share Cap (i.e. those Shares held in excess of 4:1); and
- Shares from Overaligned Shareholders holding in excess of 1 Share for every Tray of Historical Production up to their Share Cap.

Shares will be allocated for acquisition within each of the above four groups on a pro-rata basis, if there are insufficient proceeds from the Share Offer or available subscribed capital to satisfy supply within that group.

Zespri may, but it is not obliged to, use existing funds or available subscribed capital to satisfy demand under the Buy-Back.

Acceptance not guaranteed

Eligible Shareholders participating in the Buy-Back acknowledge that the ability of Zespri to purchase Shares under the Buy-Back is constrained by the proceeds from the Share Offer or available subscribed capital, as Zespri is not obliged to commit any other funds towards the purchase of Shares under the Buy-Back. Eligible Shareholders further acknowledge that if there are insufficient funds or available subscribed capital, only some or none of their Shares may be purchased by Zespri as scaling will apply. Zespri is under no obligation to arrange sale of all or any of the Shares from Eligible Shareholders.

To the maximum extent permitted by law, Zespri disclaims any and all liability in relation to the matters in the preceding paragraph, or otherwise in any way relating to the Buy-Back. In that regard, Shareholders participating in the Buy-Back indemnify the Zespri Group, its directors, officers and agents against any losses, damages, costs, claims, expenses, liabilities, proceedings or demands (arising from their actions) which Zespri incurs arising out of, or in connection to, in any way whatsoever, the Buy-Back.

Adjustment and verification

All Eligible Shareholders participating in the Buy-Back confirm when they submit an Acceptance Form to Zespri that prior to the Settlement Date, there will not be a change of circumstances that would lead to the Entitlement as set out in the Letter of Entitlement being inaccurate, were it to be re-calculated on the Settlement Date.

A change in an Eligible Shareholder's Entitlement may cause unintended tax consequences for Zespri and Shareholders.

However, if their circumstances have changed such that the Entitlement would be higher or lower than that set out in their Letter of Entitlement, the Zespri Share Registry Officer should be contacted not later than **19 October 2018** by email at Shares@zespri.com.

If an Eligible Shareholder's Entitlement changes and they inform Zespri or Zespri learns of the change prior to **19 October 2018**, Zespri is entitled but not obliged to amend the Eligible Shareholder's Entitlement to suit the new circumstances. In this regard, Zespri has absolute discretion as to how to deal with the Acceptance, including amending the Acceptance Form or rejecting the Acceptance in part or in full. If Zespri learns of the change after the Settlement Date, Zespri will have no power to return the Shares purchased as they will have been cancelled. Therefore, those Eligible Shareholders will need to purchase Shares on USX or off-market if they wish to re-acquire Shares.

Zespri retains sole discretion, at any time on or before the Settlement Date and irrespective of whether an Acceptance Form has been submitted to it, to amend or revoke any Entitlement. Zespri may exercise this discretion if it considers that the Entitlement is incorrect or its calculation is affected, in Zespri's opinion, by agreements or arrangements designed to or which have the effect of manipulating the calculation of any Entitlement.

Acceptances

The Buy-Back may be withdrawn by Zespri at any time before the Settlement Date, at Zespri's sole discretion, including after receipt of any individual Acceptance. If the Buy-Back does not proceed, all Acceptance Forms will be destroyed and no acquisition of Shares will occur.

An Acceptance is an irrevocable acceptance by an Eligible Shareholder of an offer to be made by Zespri on 17 September 2018 (or such later date as decided by the Board) to purchase the number of Shares specified in the Acceptance Form from the Eligible Shareholder, at the Buy-Back Price, on the terms and conditions set out in this disclosure document and the Acceptance Form. By submitting an Acceptance Form, you irrevocably agree to sell Shares on those terms, notwithstanding any variations or extensions to the Closing Date or other dates which Zespri is entitled to so vary or extend. Shares transferred to Zespri pursuant to the Buy-Back are transferred to Zespri with all rights and entitlements existing as at, and arising after, the Settlement Date.

Zespri may, at its sole discretion, treat any Acceptance Form as valid, notwithstanding that it does not comply with the requirements above or is irregular. Zespri may also, at its sole discretion, rectify any errors in, or omissions from, any Acceptance Form to enable that form to constitute a valid acceptance of the Buy-Back, including inserting or correcting details and filling in any blanks. An Acceptance Form may be treated by Zespri as a valid Acceptance whether or not it is received during the offer period, and may be accepted in respect of the full number of Shares specified in the Acceptance Form or a lesser amount (subject to retaining more than 1,000 Shares and the Buy-Back Threshold being met). Any acceptance which exceeds an Eligible Shareholder's Entitlement will be deemed to be an acceptance in respect of that Eligible Shareholder's full Entitlement. **Receipt of your Acceptance Form after 17 September 2018 (but before the Closing Date, unless Zespri determines otherwise) creates a binding contract.**

Zespri reserves the right to refuse all or any part of any Acceptance without giving a reason and may do so at any time on or before the Settlement Date.

See Section 7 below for further information on how to complete an Acceptance Form.

Settlement

Participating Eligible Shareholders will be paid on 5 November 2018 in respect of any Shares acquired by Zespri.

6

CONDITIONS OF THE BUY-BACK

The Buy-Back will be made subject to the following conditions:

- (a) The making of the Buy-Back offer on or about 17 September 2018 to be announced by Zespri on the USX platform;
- (b) The Board being satisfied, as at 5:00pm on the Business Day before the Settlement Date and at its sole discretion, that each Eligible Shareholder participating in the Buy-Back will satisfy the Buy-Back Threshold;
- (c) That on and before the making of the Buy-Back offer on 17 September 2018, the Board remains satisfied that:
 - (i) the Buy-Back is in the best interests of Zespri and of benefit to Shareholders that are not Eligible Shareholders;
 - (ii) the terms of the Buy-Back and the consideration offered for the Shares are fair and reasonable to Zespri and to Shareholders that are not Eligible Shareholders; and
 - (iii) it is not aware of any information that will not be disclosed to Shareholders:
 - (aa) which is material to an assessment of the value of the Shares; and
 - (bb) as a result of which, the terms of the Buy-Back and the consideration offered for the Shares are unfair to the Eligible Shareholders accepting the Buy-Back;
- (d) The Share Offer successfully completing on the Settlement Date (unless extended by Zespri); and
- (e) Zespri, immediately after the purchase of any Shares pursuant to the Buy-Back, satisfying the solvency test (as defined in the Companies Act 1993).

In the event that any of these conditions are not satisfied in accordance with their terms, the Buy-Back will lapse and Zespri will not purchase any Shares from any Eligible Shareholder pursuant to the Buy-Back.

7

HOW TO COMPLETE AN ACCEPTANCE FORM

To accept the Buy-Back offer once it is made Eligible Shareholders must:

- (a) **complete and sign** the Acceptance Form accompanying the Letter of Entitlement (in accordance with the instructions on that form – please note that where there are joint Shareholders, all or an authorised number of Shareholders must sign the Acceptance Form); **and**
- (b) **return:**
 - (i) the completed and signed Acceptance Form; and
 - (ii) your share certificate(s), if you were issued with them, for at least the number of Shares in respect of which you have indicated that you wish to sell to Zespri under the Buy-Back (if you have misplaced your share certificate(s) then you just need to return your completed and signed Acceptance Form and tick the lost share certificate box),

to Computershare so that they are received by Computershare at the following address **by 5:00pm on 19 October 2018**, being the Closing Date:

**Computershare Investor Services Limited
Private Bag 92 119
Auckland 1142**

Eligible Shareholders participating in the Buy-Back are not entitled to revoke their Acceptance once they have completed and signed the Acceptance Form and it is received by Computershare at the above address.

Effect of Acceptance

All Eligible Shareholders accepting the Buy-Back offer once it is made:

- (a) warrant in respect of the Shares they wish to sell to Zespri pursuant to the Buy-Back that they are the registered holders of those Shares, they are entitled to sell those Shares and that they have not made or granted any transfer or assignment of those Shares and that they are free from any Encumbrances. This means that participating Shareholders will not be able to trade or Encumber the Shares they have decided to sell to Zespri;
- (b) that have lost their share certificate(s) (where they were issued with them), must tick the box indicating they have lost their certificate(s). If the

box is ticked the Eligible Shareholder:

- (i) warrants that he/she believes that all their certificate(s) relating to the Shares they wish to sell have been lost and they have made a diligent search in all places in which the certificate(s) would be likely to be if it/they still existed and could not find them; and
 - (ii) agrees that if they find the lost certificate(s), they undertake to return them to Zespri or its agents for cancellation at their earliest convenience.
- (c) will accept the terms of the Buy-Back as set out in this disclosure document (without modification) and the Acceptance Form including, in particular, that Zespri is not obliged to purchase all or any of the Shares they indicated that they wish to sell to Zespri under the Buy-Back; and
- (d) confirm that the Acceptance Form has been duly and validly completed and signed.

Payment and transfer

In respect of each Eligible Shareholder completing the Acceptance Form in accordance with this disclosure document and the instructions to the Acceptance Form, Zespri will, if the Buy-Back becomes unconditional:

- (a) arrange for the transfer to Zespri and cancellation of all or a portion of the Shares they indicated they wished to sell and which Zespri decides to purchase under the Buy-Back; and
- (b) on the Settlement Date, mail a cheque, or credit their bank account directly in accordance with the direct credit instructions provided to Zespri in the Acceptance Form, in the sum payable for the Shares purchased by Zespri pursuant to the Buy-Back.

Zespri reserves the right to treat any Acceptance as being valid even if it does not comply with all requirements under this disclosure document or the Acceptance Form but in every such case payment of the Buy-Back Price may be delayed until such time as Zespri is satisfied with or has been provided with the requirements that are missing.

8

TAXATION EFFECTS OF THE BUY-BACK

The Buy-Back will be tax free to Shareholders to the extent there is sufficient available subscribed capital (**ASC**) and the Shareholder suffers at least a “fifteen percent interest reduction” in their total voting interests in Zespri (known as the “**bright line test**”).

The ASC requirement will be met if the uptake of the Share Offer exceeds the uptake of the Buy-Back.

Due to the way in which the reduction in total direct voting interest must be measured, the bright line test is contingent on the uptake of the Share Offer and the uptake of the Buy-Back. The practical effect of this bright line test is that each Shareholder participating in the Buy-Back must dispose of a minimum percentage of Shares, calculated with reference to the Share Offer and the Buy-Back.

Based on the anticipated ranges of participation in the Share Offer and the Buy-Back this means in practice that to participate in the Buy-Back Eligible Shareholders must sell to Zespri at least 33.33% of their Shareholding as at the Settlement Date, immediately after the settlement of the Share Offer (i.e. comply with the Buy-Back Threshold). That should result in the Buy-Back payment being tax free.

Zespri’s intention is to conduct the Buy-Back so that it is tax free to participating Eligible Shareholders (but not taking into account their individual tax circumstances). Should participation be taxable to one or more participating Eligible Shareholders for reasons other than their individual circumstances, Zespri may mitigate the incidence of tax at the Shareholder level, depending on the size of the tax liability. If this is not achievable in the circumstances, Zespri reserves the right to exercise its discretion to scale back or withdraw the Buy-Back so that tax consequences do not arise to participants from the payment by Zespri for Shares bought-back.

Shareholders should seek independent tax advice to determine the impact of the Buy-Back to them, including advice on whether any gain made on the sale of Shares might otherwise be taxable due to their own individual tax position. In this regard, the taxation treatment of New Zealand securities and financial products may not be the same as that for Australian securities and products.

9

OTHER MATERIAL INFORMATION

On or about the time of distribution of this disclosure document, a copy of the Product Disclosure Statement (**PDS**) relating to the Share Offer was sent to growers eligible to participate in it. The issuer and offeror of Shares under the Share Offer is Zespri.

To ensure that all Shareholders, regardless of eligibility to participate in the Share Offer, have equal access to all material information concerning the Zespri Group, a copy of the PDS is available on Zespri's website as follows:

<http://www.zespri.com/Pages/Targeted-Share-Offer.aspx> as well as on the Disclose Register website: (<https://disclose-register.companiesoffice.govt.nz/>), Offer number: OFR12458, which contains additional material information together with a summary of the Cameron Partners' valuation report.

You are encouraged to read the PDS and the Disclose Register entry for the Share Offer as they contain in-depth information concerning Zespri Group, and may assist Shareholders in deciding whether or not to participate in the Buy-Back.

10

AUSTRALIAN RESIDENT SHAREHOLDERS

The Buy-Back is being undertaken in accordance with New Zealand securities law rather than Australian securities law. In addition, Zespri has received relief from the Australian Securities and Investments Commission to permit it to make the Buy-Back

without the requirement to comply with Division 5A of Part 7.9 of the Australian *Corporations Act 2001* (Cth) (being those provisions which govern the making of unsolicited offers to purchase securities held by Australian residents off-market).

11

PRIVACY POLICY

Shareholders participating in the Buy-Back will be asked to provide personal information (as set out in the Acceptance Form) to Zespri, the Share Registrar and their respective agents who will collect and hold the personal information provided in connection with an Acceptance.

Personal information of Shareholders participating in the Buy-Back will be used:

- (a) for considering, processing and corresponding with Shareholders participating in the Buy-Back about their Acceptance;
- (b) in connection with their holding of Shares, including sending them information concerning Zespri, their Shares and other matters Zespri considers may be of interest to Shareholders by virtue of their holding of Shares; and
- (c) for conducting an audit or review of the activities contemplated above.

To do these things, Zespri or the Share Registrar may disclose personal information of Shareholders participating in the Buy-Back to:

- (a) each other;
- (b) their respective related companies; and
- (c) agents, contractors or third party service providers (including auditors) to whom they outsource services such as mailing and registry functions. However, all of these parties will be bound by equivalent privacy policies used by Zespri and the Share Registrar.

In addition, if Shareholders participating in the Buy-Back elect to receive payment for their Shares by one-time direct credit, the Share Registrar will communicate with their nominated bank (including providing their personal information) for the purposes of processing the payment to them. Failure to provide the required personal information may mean that their Acceptance Form is not able to be processed efficiently, if at all.

Where Zespri and the Share Registrar hold personal information about an Eligible Shareholder in such a way that it can be readily retrieved, they have a right to obtain from Zespri and the Share Registrar confirmation of whether or not they hold such

personal information, and to access and seek correction of that personal information under the Privacy Act 1993 by contacting the privacy officers of Zespri (at 400 Maunganui Road, Mount Maunganui, Tauranga 3116) and the Share Registrar (at Level 2, 159 Hurstmere Road, Takapuna, Auckland 0622).

You can also access your information on the Share Registrar's website at: www.computershare.co.nz; or by contacting Zespri's share registry officer, at Shares@zespri.com; or by logging into your account on the Industry Portal: www.industryportal.zespri.com.



The following terms used in this disclosure document, including the Acceptance Form, have the meanings assigned to them below:

Acceptance	An acceptance of Zespri's offer to purchase Shares under the Buy-Back once the offer is made
Acceptance Form	The Acceptance Form accompanying a Letter of Entitlement to sell Shares to Zespri under the Buy-Back
AML/CFT	Anti-money laundering and counter financing of terrorism
Board or Board of Directors	The board of directors of Zespri
Business Day	A day on which USX is open for trading
Buy-Back	The acquisition by Zespri of Shares from Eligible Shareholders under a Buy-Back offer to be made on or about 17 September 2018 (or such later date as the Board may elect) and on the terms of this disclosure document
Buy-Back Price	\$8.00 per Share
Buy-Back Threshold	Has the same meaning as in section 5 of this disclosure document under "Entitlements"
Calculation Date	3 August 2018
Closing Date	19 October 2018
Constitution	The constitution of Zespri
Director	A director of Zespri
Dry Shareholder	A Shareholder that is not a Producer
Eligible Shareholder	Means Dry Shareholders and Overaligned Shareholders with an Entitlement, resident in New Zealand or Australia
Encumbrance	Any security interest (within the meaning of section 17(1)(a) of the Personal Property Securities Act 1999) and any option, right to acquire, right of pre-emption, assignment by way of security, trust arrangement for the purpose of providing security, retention arrangement or other arrangement of any kind that secures payment or performance of an obligation and any agreement to create any of the foregoing

Entitlement	<p>The number of Shares a Shareholder is permitted to sell to Zespri under the Buy-Back calculated on the Calculation Date, being:</p> <ul style="list-style-type: none"> • For Dry Shareholders all Shares held on the Calculation Date; and • For Overaligned Shareholders those Shares they hold in excess of 1 Share per Tray of Historical Production as at the Calculation Date, provided that, in the case of Overaligned Shareholders, if the satisfaction of the Buy-Back Threshold would mean that 1,000 Shares or less would be held, no Entitlement will be granted.
Glossary	This glossary of key terms
Historical Production	Has the same meaning as in the Constitution
Kiwifruit Regulations	Kiwifruit Export Regulations 1999
Letter of Entitlement	Has the same meaning as in section 5 of this disclosure document under “Entitlements”
Minimum Amount	More than 1,000 Shares
NZD or NZ\$ or \$	New Zealand Dollar
Overaligned Shareholder	Any Shareholder that has 1.5 Shares per Tray or more of Historical Production
PDS	The Product Disclosure Statement in respect of the Share Offer, dated 15 August 2018
Producer	Has the same meaning as in section 2 of the Kiwifruit Regulations
Settlement Date	5 November 2018
Share	Ordinary shares in Zespri
Shareholder	The holder of a Share
Share Cap	Has the same meaning as in the Constitution
Share Offer	The offer of Shares by Zespri to certain unshared and undershared Producers on the terms of the PDS
Share Registrar	Computershare Limited
Tray	A tray equivalent of kiwifruit as determined by Zespri
Unlisted or USX	The share trading platform operated by Efficient Market Services Limited
Zespri	Zespri Group Limited
Zespri Group	Zespri and its wholly owned subsidiaries (as defined in the Companies Act 1993) as at the date of this disclosure document

Intentionally left blank

Intentionally left blank

