



**Ongoing Disclosure Notice**

**Disclosure of Directors and Senior Managers Relevant Interests**

Sections 297(2) and 298(2), Financial Markets Conduct Act 2013

To NZX Limited; and	
Name of listed issuer:	The a2 Milk Company Limited
Date this disclosure made:	27/07/2015
Date of last disclosure:	11/11/2013

**Director or senior manager giving disclosure**

Full name(s):	Geoffrey Howard BABIDGE
Name of listed issuer:	The a2 Milk Company Limited
Name of related body corporate (if applicable):	
Position held in listed issuer:	Managing Director and CEO

**Summary of acquisition or disposal of relevant interest (excluding specified derivatives)**

Class of affected quoted financial products:	Ordinary Shares
Nature of the affected relevant interest(s):	Beneficial interest
<b>For that relevant interest-</b>	
Number held in class before acquisition or disposal:	6,000,000 Ordinary Shares partly paid to \$0.001 per share
Number held in class after acquisition or disposal:	6,000,000 fully paid Ordinary Shares
Current registered holder(s):	GCAA Investments Pty Ltd
Registered holder(s) once transfers are registered:	GCAA Investments Pty Ltd

**Summary of acquisition or disposal of specified derivatives relevant interest (if applicable)**

Type of affected derivative:	
Class of underlying financial products:	
<b>Details of affected derivative-</b>	
The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):	
A statement as to whether the derivative is cash settled or physically settled:	
Maturity date of the derivative (if any):	
Expiry date of the derivative(if any):	
The price specified in the terms of the derivative (if any):	
Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:	
<i>For that derivative,-</i>	
Parties to the derivative:	
If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:	

**Details of transactions giving rise to acquisition or disposal**

Total number of transactions to which notice relates:	One
<b>Details of transactions requiring disclosure-</b>	
Date of transaction:	24/07/2015

Nature of transaction:	Paying up in full 6 million Ordinary Shares partly paid up to \$0.001 per share.  Further background information follows:  As Managing Director & CEO of The A2 Milk Company Limited ("a2MC" or the "Company"), Mr Babidge is remunerated by way of a fixed salary, and has the opportunity to receive a short term incentive based on agreed objectives. Mr Babidge also has a relevant interest in 11 million ordinary shares in a2MC, held on trust by GCAA Investments Pty Ltd. Until 24 July 2015 all 11 million of those shares were partly paid shares issued by the Company under the Company's previous long term incentive scheme used to provide equity incentives to certain of its senior management team. Six million of the shares in which Mr Babidge has a relevant interest were issued by the Company in August 2010. The last day on which amounts can be paid up on those six million partly paid shares is 25 August 2015. After discussion with the Company's Board, GCAA Investments Pty Ltd elected to pay up on 24 July 2015 all of the six million partly paid shares which must be paid up by 25 August. Following the payment up of shares Mr Babidge retains a relevant interest in all 11 million shares (now comprised of five million partly paid ordinary shares and six million fully paid ordinary shares). All 11 million shares remain held on trust by GCAA Investments Pty Ltd.
Name of any other party or parties to the transaction (if known):	
The consideration, expressed in New Zealand dollars, paid or received for the acquisition or disposal. If the consideration was not in cash and cannot be readily converted into a cash value, describe the consideration:	\$594,000.00
Number of financial products to which the transaction related:	6,000,000 Ordinary Shares
<i>If the issuer has a financial products trading policy that prohibits directors or senior managers from trading during any period without written clearance (a closed period) include the following details—</i>	
Whether relevant interests were acquired or disposed of during a closed period:	No
Whether prior written clearance was provided to allow the acquisition or disposal to proceed during the closed period:	No
Date of the prior written clearance (if any):	N/A

**Summary of other relevant interests after acquisition or disposal:**

Class of quoted financial products:	Ordinary Shares
Nature of relevant interest:	Beneficial owner
<i>For that relevant interest,-</i>	
Number held in class:	5,000,000 partly paid Ordinary Shares
Current registered holder(s):	GCAA Investments Pty Ltd
<i>For a derivative relevant interest,-</i>	
Type of derivative:	
<b>Details of derivative,-</b>	
The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):	
A statement as to whether the derivative is cash settled or physically settled:	
Maturity date of the derivative (if any):	
Expiry date of the derivative (if any):	
The price's specified terms (if any):	
Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:	
<i>For that derivative relevant interest,-</i>	

Parties to the derivative:	
If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:	

**Cerification**

I certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.	
Signature of director or officer:	<i>J. O'Connell</i>
Date of signature:	270715

or

Signature of person authorised to sign on behalf of director or officer:	
Date of signature:	
Name and title of authorised person:	

**Notes**

Use this form to disclose all the acquisitions and disposals by a director or senior manager of a listed issuer, or of a related body corporate, or in specified derivatives. The disclosure must be made within—

(a) 20 working days after the first acquisition or disposal disclosed in this notice if the acquisitions or disposals are of a kind referred to in section 297(2)(a) of the Financial Markets Conduct Act 2013; or

(b) in any other case, 5 trading days after the first acquisition or disposal disclosed in this notice.