



**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:
Date this disclosure made:
Date of last disclosure:

The a2 Milk Company Limited
20/02/2017
6/01/2016

**Director or senior manager giving disclosure**

Full name(s):
Name of listed issuer:
Name of related body corporate (if applicable):
Position held in listed issuer:

David Lovat Gordon HEARN
The a2 Milk Company Limited ( <b>Company</b> )
Chairman

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

Class of affected quoted financial products:
Nature of the affected relevant interest(s):
<b>For that relevant interest-</b>
Number held in class before acquisition or disposal:
Number held in class after acquisition or disposal:
Current registered holder(s):
Registered holder(s) once transfers are registered:

Ordinary shares
Beneficial interest
5,000,000 options over unissued ordinary shares; and 100,000 fully paid ordinary shares
4,000,000 options over unissued ordinary shares; and 100,000 fully paid ordinary shares
5,000,000 options over unissued ordinary shares held on trust by Lovat Partners Limited; and 100,000 fully paid ordinary shares held by David Hearn
4,000,000 options over unissued ordinary shares held on trust by Lovat Partners Limited; and 100,000 fully paid ordinary shares held by David Hearn

**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:
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Three
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**Details of transactions requiring disclosure-**

Date of transaction:	15, 16 and 17 February 2017
Nature of transaction:	<ul style="list-style-type: none"> <li>• Issue of 1,000,000 ordinary shares following exercise of 1,000,000 options held by Lovat Partners Limited</li> <li>• Subsequent transfer of 1,000,000 ordinary shares from Lovat Partners Limited to David Hearn</li> <li>• Subsequent sale by David Hearn of 1,000,000 ordinary shares on market (representing less than 20% of David Hearn's total equity interests in The a2 Milk Company Limited prior to such disposal)</li> <li>• As confirmed to the Board more than two months ago, the sale is for Mr Hearn's personal reasons to help facilitate a property transaction in the UK to move Mr Hearn's principal residence</li> </ul>
Name of any other party or parties to the transaction (if known):	As noted above
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:	<ul style="list-style-type: none"> <li>• NZ\$630,000 payable on exercise of 1,000,000 options</li> <li>• NZ\$2,484,732 receivable from on-market disposal</li> <li>• 1,000,000 ordinary shares (following exercise of 1,000,000 options)</li> <li>• 1,000,000 ordinary shares transferred from Lovat Partners Limited to David Hearn and subsequently sold on market</li> </ul>
Number of financial products to which the transaction related: <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:	N/A
Date of the prior written clearance (if any):	N/A

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

Class of quoted financial products:	
Nature of relevant interest:	
<i>For that relevant interest,-</i>	
Number held in class:	
Current registered holder(s):	
<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:	

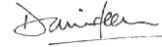
**Certification**

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:

Date of signature:

17/02/2017



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.