

19 November 2019

## Notice of issue of Ordinary Shares

This notice is given under NZX Listing Rule 3.13.1 and relates to the issue of ordinary shares under ATM's Share Gift Plan and rights under ATM's Long Term Incentive Plan.

Section 1: Issuer information	
Name of issuer	The a2 Milk Company Limited
NZX ticker code	ATM
Class of financial product	(1) Ordinary Shares (2) Performance Rights (3) Time-based Rights
ISIN (If unknown, check on NZX website)	NZATME0002S8
Currency	AUD and NZD
Section 2: Capital change details	
Number issued/acquired/redeemed	(1) 41 Ordinary Shares (2) 959,941 Performance Rights (3) 198,306 Time-based Rights
Nominal value (if any)	N/A
Issue/acquisition/redemption price per security	(1) Ordinary Shares issued under the Company's Employee Gift Plan for nil consideration. (2) Performance Rights issued under the Company's Long Term Incentive Plan ( <b>LTI Plan</b> ) for nil consideration. (3) Time-based Rights issued under the LTI Plan for nil consideration.
Nature of the payment (for example, cash or other consideration)	N/A
Amount paid up (if not in full)	Not applicable
Percentage of total class of Financial Products issued/acquired/redeemed/ (calculated on the number of Financial Products of the Class, excluding any Treasury Stock, in existence)	(1) 0.00001% of the total number of Ordinary Shares on issue at the date of this notice. (2) 35.58% of the total number of Performance Rights on issue at the date of this notice. (3) 76.02% of Time-based Rights issued at the date of this notice.

For an issue of Convertible Financial Products or Options, the principal terms of Conversion (for example the Conversion price and Conversion date and the ranking of the Financial Product in relation to other Classes of Financial Product) or the Option (for example, the exercise price and exercise date)

## Performance Rights

Two tranches of Performance Rights have been issued under the LTI Plan. Each Performance Right represents upon vesting and exercise an entitlement to acquire Ordinary Shares in the Company on a one for one basis subject to certain performance hurdles being satisfied.

The first tranche of Performance Rights (comprising 384,783 Performance Rights) and the second tranche of Performance Rights (comprising 575,158 Performance Rights) have a nil exercise price and are due to vest in August 2021 and August 2022 respectively, subject to satisfaction of the relevant performance hurdles.

Information on the performance hurdles attached to these Performance Rights is set out in the Company's announcement to NZX and ASX dated 19 November 2019.

## Time-based Rights

Time-based Rights issued under the LTI Plan are not subject to performance hurdles but include a vesting condition that the relevant employee must remain an employee of the Company (as defined in the LTI Plan Rules) up to and including the vesting date. The vesting dates of rights are as follows:

- 9,868 Time-based Rights are due to vest on 21 August 2020;
- 94,219 Time-based Rights are due to vest on 24 August 2020; and
- 94,219 Time-based Rights are due to vest on 23 August 2021.

Reason for issue/acquisition/redemption and specific authority for issue/acquisition/redemption/ (the reason for change must be identified here)

The Board has approved by way of resolution:

- (1) The issue of Ordinary Shares to employees under the Company's employee share plans.
- (2) The issue of Performance Rights under the LTI Plan; and
- (3) The issue of Time-based Rights under the LTI Plan.

Total number of Financial Products of the Class after the issue/acquisition/redemption/Conversion (excluding Treasury Stock) and the total number of Financial Products of the Class held as Treasury Stock after the issue/acquisition/redemption.	(1) 735,380,598 Ordinary Shares; (2) 959,941 Performance Rights (3) 198,306 Time-based Rights There is no Treasury Stock
In the case of an acquisition of shares, whether those shares are to be held as treasury stock	Not applicable
Specific authority for the issue, acquisition, or redemption, including a reference to the rule pursuant to which the issue, acquisition, or redemption is made	Board resolutions.
Terms or details of the issue, acquisition, or redemption (for example: restrictions, escrow arrangements)	All Ordinary Shares issued rank equally with the existing Ordinary Shares.  Any Ordinary Shares issued on vesting and exercise of Performance Rights or Time-based Rights (as relevant) will rank equally with existing Ordinary Shares.
Date of issue/acquisition/redemption	19 November 2019
<b>Section 3: Authority for this announcement and contact person</b>	
Name of person authorised to make this announcement	Jaron McVicar, General Counsel and Company Secretary
Contact person for this announcement	Jaron McVicar
Contact phone number	+61 2 9697 7000
Contact email address	Jaron.McVicar@a2milk.com
Date of release through MAP	19/11/2019