



**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:	Heartland Group Holdings Limited
Date this disclosure made:	16 April 2024
Date of last disclosure:	5 September 2022

**Director or senior manager giving disclosure**

Full name(s):	Gregory Raymond Tomlinson
Name of listed issuer:	Heartland Group Holdings Limited
Name of related body corporate (if applicable):	Not applicable
Position held in listed issuer:	Director

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

Class of affected quoted financial products:	Ordinary shares in Heartland Group Holdings Limited (NZX/ASX: HGH)
Nature of the affected relevant interest(s):	Harrogate Trustee Limited or its directors are accustomed to act in accordance with Gregory Raymond Tomlinson's wishes in relation to a relevant interest held by Harrogate Trustee Limited.

**For that relevant interest-**

Number held in class before acquisition or disposal:	69,335,936
Number held in class after acquisition or disposal:	83,335,936
Current registered holder(s):	Harrogate Trustee Limited
Registered holder(s) once transfers are registered:	Not applicable

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

Type of affected derivative:	Not applicable
Class of underlying financial products:	Not applicable

**Details of affected derivative-**

The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):	Not applicable
A statement as to whether the derivative is cash settled or physically settled:	Not applicable
Maturity date of the derivative (if any):	Not applicable
Expiry date of the derivative(if any):	Not applicable
The price specified in the terms of the derivative (if any):	Not applicable
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:	Not applicable
<i>For that derivative,-</i>	
Parties to the derivative:	Not applicable
If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:	Not applicable

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

Total number of transactions to which notice relates:	2
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**Details of transactions requiring disclosure-**

Date of transaction:	15 April 2024	15 April 2024
Nature of transaction:	Acquisition of shares under Heartland's underwritten NZ\$105 million placement announced on 8 April 2024.	Acquisition of pro rata entitlement to shares under the institutional component of Heartland's underwritten NZ\$105 million accelerated non renounceable entitlement offer announced on 8 April 2024.
Name of any other party or parties to the transaction (if known):	Not applicable	Not applicable
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 by converted into a cash value, describe the consideration:	\$3,877,966	\$10,122,034
Number of financial products to which the transaction related:	3,877,966	10,122,034

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—

Whether relevant interests were acquired or disposed of during a closed period:	Not applicable
Whether prior written clearance was provided to allow the acquisition or disposal to proceed during the closed period:	Not applicable
Date of the prior written clearance (if any):	Not applicable


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

Class of quoted financial products:	Not applicable
Nature of relevant interest:	Not applicable
<i>For that relevant interest,-</i>	
Number held in class:	Not applicable
Current registered holder(s):	Not applicable
<i>For a derivative relevant interest,-</i>	
Type of derivative:	Not applicable

**Details of derivative,-**

The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):	Not applicable
A statement as to whether the derivative is cash settled or physically settled:	Not applicable
Maturity date of the derivative (if any):	Not applicable
Expiry date of the derivative (if any):	Not applicable
The price's specified terms (if any):	Not applicable
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:	Not applicable
<i>For that derivative relevant interest,-</i>	
Parties to the derivative:	Not applicable
If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:	Not applicable

**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:	
or	
Signature of person authorised to sign on behalf of director or officer:	
Date of signature:	16 April 2024
Name and title of authorised person:	Phoebe Gibbons, General Counsel