



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:

ArborGen Holdings Limited
11 December 2022
3 August 2022

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:

Andrew Mark Baum
ArborGen Holdings Limited
N/A
Chief Executive Officer

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

Class of affected quoted financial products:
Nature of the affected relevant interest(s):

ARB Ordinary Shares
Right to acquire restricted share units (RSUs) convertible into ARB Ordinary Shares, subject to performance targets and vesting criteria being met

For that relevant interest-

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:

2021 RSUs (awarded): 486,080 Ordinary Shares: 1,188,507
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Andrew Mark Baum
Andrew Mark Baum

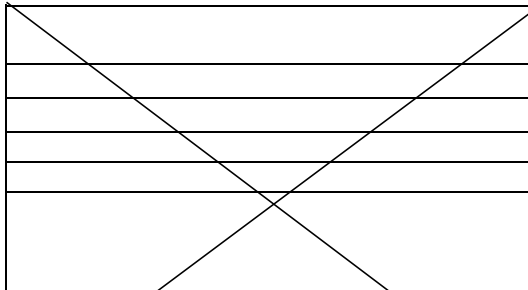
Summary of acquisition or disposal of specified derivatives relevant interest (if applicable)

Type of affected derivative:
Class of underlying financial products:

N/A
N/A

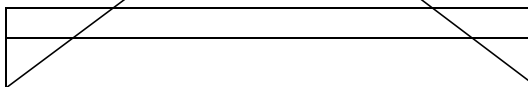
Details of affected derivative-

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:



For that derivative,-

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:

1

Details of transactions requiring disclosure-

Date of transaction:	3 December 2022
Nature of transaction:	Pursuant to an Agreement entered into on 3 December 2022 between Andrew Baum, ArborGen Holdings Limited (ARB) and ArborGen Inc (the Agreement), all outstanding Restricted Share Units (RSUs) held by Andrew Baum and all outstanding cash awards pursuant to the 2021 LTI plan shall be terminated, effective as of the date when Andrew Baum's successor as the Chief Executive Officer of each of ArborGen Inc. and ARB is appointed (the Relevant Date). The relevant interest that Andrew Baum has in 486,080 RSUs changed from the date of entry into the Agreement because under the Agreement his entitlement to those RSUs will cease from the Relevant Date. Notwithstanding the foregoing, under the Agreement if Andrew Baum is an active employee of the Company on July 7, 2023, Andrew Baum shall be entitled to receive 486,080 ordinary shares in ARB and \$13,938 in cash in connection with the vesting of the final one third of an LTI Plan award under the 2021 LTI Plan, and the 2020 Conditional RSU Agreement. The Agreement also provides Andrew Baum with an entitlement to receive a number of ordinary shares in ARB equivalent to US\$405,736.00 on the Relevant Date issued at the Average Market Price at the relevant time.
Name of any other party or parties to the transaction (if known):	N/A
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:	No cash consideration is payable in respect of the RSUs. See above in relation to the entitlement to certain ordinary shares in the Company.
Number of financial products to which the transaction related:	486,080 RSUs
<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:	N/A
Nature of relevant interest:	N/A
<i>For that relevant interest,-</i>	
Number held in class:	N/A
Current registered holder(s):	N/A
<i>For a derivative relevant interest,-</i>	
Type of derivative:	N/A

Details of derivative,-

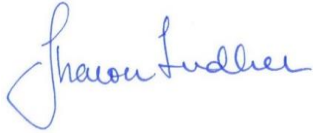
The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):
A statement as to whether the derivative is cash settled or physically settled:
Maturity date of the derivative (if any):
Expiry date of the derivative (if any):
The price's specified terms (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:

or

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


11 December 2022
Sharon Ludher-Chandra Company Secretary