

**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
29 September 2023
2 August 2023

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:

Justin Birch
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
Restricted ARB Ordinary Shares ("Restricted Shares") pursuant to an Executive Employment Agreement between Justin Birch and ArborGen, Inc. dated 23 May 2023 (the "Employment Agreement").

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:

9,780,000
Ordinary Shares: 20,251,477
N/A
Alexander James Brown ("Trustee"), as trustee for "Justin Birch Trust"

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:	27 September 2023
Nature of transaction:	Pursuant to the resolution passed at the shareholders meeting on 20 September 2023, his Employment Agreement, and a Restricted Share Agreement between Justin Birch and ARB dated 27 September 2023, Justin Birch is entitled to be issued certain Restricted Shares. The Restricted Shares are subject to certain time-based or performance-based vesting criteria. If the applicable vesting criteria is not satisfied by the relevant time, the applicable shares will be forfeited for no consideration. Pursuant to the terms of the trust deed between ARB, Justin Birch and the Trustee dated 27 July 2023, the Restricted Shares are issued to the Trustee of the Justin Birch Trust in order to provide ARB and its shareholders with a higher level of comfort in relation to the enforcement of the relevant transfer restrictions and the forfeiture arrangements.
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 converted into a cash value, describe the consideration:	The consideration is for services to be rendered by Justin Birch to ArborGen, Inc in his capacity as the President and Chief Executive Officer of ArborGen, Inc.
Number of financial products to which the transaction related:	10,471,477

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:	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, Sharon Ludher-Chandra, 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:

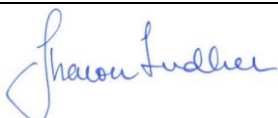
Date of signature:

or

Signature of person authorised to sign on behalf of director or officer:

Date of signature:

Name and title of authorised person:



29 September 2023

Sharon Ludher-Chandra Company Secretary