

**23 August 2022**

NZ RegCo  
Level 1, NZX Centre  
11 Cable Street  
Wellington 6011  
New Zealand

ASX Limited  
20 Bridge Street  
Sydney NSW 2000  
Australia

**HEARTLAND GROUP HOLDINGS LIMITED (NZX: HGH, ASX: HGH): NOTICE PURSUANT TO  
CLAUSE 20(1)(a) OF SCHEDULE 8 TO THE FINANCIAL MARKETS CONDUCT REGULATIONS  
2014**

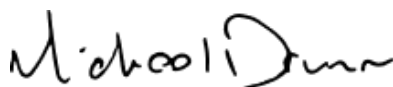
Heartland Group Holdings Limited (*Heartland*) has today announced that it will undertake a placement (the *Placement*), and share purchase plan (the *Share Purchase Plan*) of new fully paid ordinary shares of the same class as already quoted on the NZX and the ASX (together, the *Offer*).

Pursuant to clause 19 of Schedule 1 of the Financial Markets Conduct Act 2013 (*FMCA*), clause 20 of Schedule 8 of the Financial Markets Conduct Regulations 2014 (*FMC Regulations*) and the Australian Corporations Act 2001 (Cth) (*Corporations Act*), Heartland states that:

- 1 Heartland is making the Offer in reliance upon the exclusion in clause 19 of Schedule 1 of the FMCA and is giving this notice under clause 20(1)(a) of Schedule 8 of the FMC Regulations.
- 2 Heartland will offer the ordinary shares for issue and issue the ordinary shares without disclosure under Part 6D.2 of the Corporations Act.
- 3 Heartland is giving this notice under paragraph 708(12G) of the Corporations Act (as notionally inserted by ASIC Instrument 18-1012) and 708A(12J) of the Corporations Act (as notionally inserted by ASIC Instrument 22-0735) and ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 as amended by ASIC Instrument 22-0735.
- 4 As at the date of this notice, Heartland is in compliance:
  - 4.1 with the continuous disclosure obligations that apply to it in relation to Heartland's quoted ordinary shares and its obligations under rule 1.15.2 of the ASX Listing Rules; and
  - 4.2 with its "financial reporting obligations" within the meaning set out in clause 20(5) of Schedule 8 of the FMC Regulations.
- 5 As at the date of this notice, there is no information that is "excluded information" as defined in clause 20(5) of Schedule 8 to the FMC Regulations in respect of Heartland.

The Offer is not expected to have any effect on the control of Heartland within the meaning set out in clause 48 of Schedule 1 of the FMCA.

**This notice has been authorised for release to NZX and ASX by:**



Michael Drumm  
Group Chief Operating Officer  
**Heartland Group Holdings Limited**