

Disclosure of movement of 1% or more in substantial holding or change in nature of relevant interest, or both

Sections 277 and 278, Financial Markets Conduct Act 2013

To: NZX Limited
and
To: SeaDragon Limited

Relevant event being disclosed: Disclosure of movement of 1% or more in substantial holding and a change in nature of relevant interest

Date of relevant event: 31 March 2020

Date this disclosure made: 1 April 2020

Date last disclosure made: 20 May 2019

Substantial product holder(s) giving disclosure

Full name(s): Dame Adrienne Stewart, Mark Stewart and Todd Stewart

Summary of substantial holding

Class of quoted voting products: SeaDragon Limited ordinary shares (SEA)

Summary for: Dame Adrienne Stewart, Mark Stewart and Todd Stewart

For **this** disclosure,—

(a) total number held in class: 17,645,247 (and up to 37,645,247 in total if the remaining loan notes held by Pescado Holdings Limited are converted).

(b) total in class: 75,705,826 (and up to 95,705,826 in total if the remaining loan notes held by Pescado Holdings Limited are converted).

(c) total percentage held in class: 23.308% (and up to 39.334% in total if the remaining loan notes held by Pescado Holdings Limited are converted).

(Please refer to the "Important Note" below)

For **last** disclosure,—

(a) total number held in class: 855,433,823 (and up to 3,764,524,732 in total if the maximum number of loan notes are issued to Pescado Holdings Limited and are converted).

(b) total in class: 4,843,304,727 (and up to 9,570,577,454 in total if the maximum number of loan notes are issued and are converted).

(c) total percentage held in class: 17.662% (and up to 39.334% in total if the maximum number of loan notes are issued and are converted).

Details of transactions and events giving rise to relevant event

On 5 March 2020, SeaDragon Limited (**SeaDragon**) announced that it would undergo a capital decrease of shares, and that shareholders would receive one SEA ordinary share for every 100 SEA ordinary shares held at 5pm on the Record Date of Thursday, 12 March 2020. The last disclosure noted above was made prior to that share consolidation.

On 31 March 2020, \$3,000,000 of the loan notes issued by SeaDragon and held by Pescado Holdings Limited (**Pescado**) converted into 9,090,909 new ordinary shares in SeaDragon. On the same day, \$6,000,000 of the loan notes held by other persons converted into 18,181,818 new ordinary shares in SeaDragon. The conversions resulted in a change in nature of Pescado's relevant interests (from the power to acquire ordinary shares as a result of holding convertible notes to holding ordinary shares) in a movement of 1% or more in Pescado's substantial holding (from 17.662% to 23.308%).

Following today's conversion, Pescado continues to hold \$4,000,000 of other convertible loan notes (the **remaining loan notes**) issued by SeaDragon (which, following the share consolidation, have a conversion price of \$0.20 per share).

Important Note

Unless otherwise stated, the numbers and percentages and shares used in this notice:

- (a) **are based on a total of 75,705,826 SeaDragon ordinary shares currently on issue;**
- (b) **assume that no options issued by SeaDragon are exercised; and**
- (c) **assume that no other ordinary shares in SeaDragon are issued or repurchased.**

Dame Adrienne Stewart, Mark Stewart and Todd Stewart are trustees (**Trustees**) of the Ellen Trust, Mark James Stewart No. 2 Trust, the Sir Robertson Stewart Family Trust and Todd Huntly Stewart No. 2 Trust (**Masthead Trusts**). Some of the Trustees are trustees of only some of the Masthead Trusts, others are trustees of all the Masthead Trusts. The Masthead Trusts together either control Masthead Limited (the major shareholder of Pescado) or otherwise have a relevant interest in the shares of SeaDragon in which Pescado has a relevant interest pursuant to a joint venture agreement dated 31 March 2003 (**Joint Venture Agreement**), attached to a previous event disclosure dated 11 October 2016.

The Joint Venture Agreement constitutes the Masthead Joint Venture and sets out the terms and conditions that apply to the Masthead Joint Venture.

This event disclosure is filed in accordance with, and the Trustees have the benefit of, the Financial Markets Conduct Act (Masthead Joint Venture) Exemption Notice 2019, which permits the following provisions of the Joint Venture Agreement (the excluded provisions) to be removed from the copy of the Joint Venture Agreement that accompanies a previous event disclosure dated 11 October 2016:

- (a) the dollar amounts in clause 3.4;
- (b) the dollar amounts in clause 3.5;
- (c) clause 4.3; and
- (d) the percentage figures in clauses 4.4(a) and 4.4(b).

Clauses 3.4 and 3.5 of the Joint Venture Agreement relate to amounts committed and/or advanced to the Masthead Joint Venture by some of the Masthead Trusts. The dollar amounts set out in clauses 3.4 and 3.5 have been excluded because they are considered commercially sensitive. Clause 4.3 provides for succession planning that is personal to the parties to the Joint Venture Agreement and has been removed because of its personal nature. Clauses 4.4(a) and 4.4(b) deal with the possible restructuring of the Sir Robertson Stewart Family Trust. The percentage figures set out in those clauses have been excluded because those amounts are personal to the trustees of the Mark James Stewart No. 2 Trust and Todd Huntly Stewart No. 2 Trust.

The Trustees, in giving this notice, warrant that this event disclosure (including the above information), when read together with the Joint Venture Agreement (after excluding the excluded provisions), is not false or misleading in any material particular in its disclosure of the relevant interest held by the Trustees, including by any omission or failure to contain or refer to material information.

Each person who is from time to time a Trustee, or a trustee of any trust that is a successor of any of the Masthead Trusts, has the benefit of the Financial Markets Conduct Act (Masthead Joint Venture) Exemption Notice 2019.

Details after relevant event

Details for:	Dame Adrienne Stewart, Mark Stewart and Todd Stewart
Nature of relevant interest(s):	Trustees of trusts which together either control Masthead Limited (the major shareholder of Pescado) or otherwise have a non-beneficial relevant interest in the shares of SeaDragon in which Pescado has a relevant interest pursuant to a joint venture agreement (described above and a redacted copy of which accompanied a previous event disclosure dated 11 October 2016). The relevant interests which Pescado has are described below.
Nature of relevant interest(s):	Pescado is the beneficial owner and registered holder of shares.
For that relevant interest,—	
(a) number held in class:	17,645,247
(b) percentage held in class:	23.308% (or 18.437% if the remaining loan notes referred to below convert into ordinary shares)
(c) current registered holder(s):	Pescado Holdings Limited
(d) registered holder(s) once transfers are registered:	N/A

Nature of relevant interest(s): Pescado has the power to control acquisition of ordinary shares in SeaDragon through conversion of remaining loan notes issued pursuant to a convertible loan note agreement dated 1 April 2019. The relevant agreement document was attached to a previous disclosure dated 2 April 2019.

For that relevant interest,—	
number held in class:	20,000,000
(b) percentage held in class:	20.897%
(c) current registered holder(s):	N/A
(d) registered holder(s) once transfers are registered:	Pescado Holdings Limited

Please refer to the “Important Note” above regarding the number and percentage held in class stated for this relevant interest.

Additional information

Addresses of substantial product holder(s):	Dame Adrienne Stewart, Mark Stewart and Todd Stewart 21 Leslie Hills Drive Riccarton Christchurch
Contact details:	Warwick Webb (+64) 3 348 5040 warwick.webb@masthead.co.nz

Nature of connection between substantial security holders: The substantial security holders are trustees of the Masthead Trusts, as set out more fully above.

Name of any other person believed to have given, or believed to be required to give, a disclosure under the Financial Markets Conduct Act 2013 in relation to the financial products to which this disclosure relates: Pescado Holdings Limited

Disclosure has effect for purposes of directors' and senior managers' disclosure

Mark James Stewart is also a director of SeaDragon Limited. This disclosure also constitutes disclosure for the purposes of the directors' and senior managers' disclosure obligations.

Certification

I, Warwick Graham Webb, 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.