



NOTIFICATION OF ISSUE OF SECURITIES

Pursuant to Listing Rule 7.12.1, AWF Madison Group Limited (NZX:AWF) advises that the following securities have been issued by AWF under its SAR Long Term Incentive Plan ("**Plan**"):

- (a) Class of Security and ISIN: Stock Appreciation Rights ("**SARs**"). ISIN not applicable as securities not quoted.
- (b) Number issued: 2,000,000 SARs.
- (c) Issue Price: N/A. No consideration provided as SARs issued pursuant to Plan.
- (d) Payment terms: N/A.
- (e) Amount paid up: N/A.
- (f) Principal terms of the securities: SARs are rights granted to participants in the Plan which entitle the participant to be issued or transferred ordinary shares in AWF as determined in accordance with, and subject to, the Rules of the Plan and the offer letter.

SARs carry no voting rights or entitlements to dividends. Any SARs which do not vest will lapse.
- (g) Percentage of total of class of securities issued: 100% of the SARs.
- (h) Reason for issue: 2,000,000 SARs have been issued pursuant to the Plan.
- (i) Authority for issue: Board resolution dated 26 August 2015
- (j) Terms of issue: The SARs confer an entitlement to fully paid ordinary shares in AWF on the condition that:
- (i) the holder of the SARs remains employed by AWF or any subsidiary of AWF for a certain period ("**Vesting Period**"); and
 - (ii) certain performance hurdles are achieved by the end of the Vesting Period ("**Vesting Date**"),
- (together, the "**Conditions**").
- If the Conditions are met, a "Settlement Amount" will be determined and will be satisfied by AWF issuing or transferring to the holder ordinary shares in AWF with an aggregate market price (determined as the closing market price on the Vesting Date) equal to the Settlement Amount. Such ordinary shares will rank pari passu with existing ordinary shares in respect of rights to dividends and other distributions and voting rights.



- (k) Total number of securities on issue after issue: 2,000,000 SARs.
32,463,393 Ordinary Shares.
761,200 Restrictive Shares.
- (l) Shares to be held as treasury stock: N/A
- (m) Date of issue: 26 August 2015.

Announcement authorised by:

David Lazarus.
Company Secretary
Direct Dial: +64 9 526 8775
Mobile: +64 21 449965