

Disclosure of beginning to have substantial holding

Section 22, Securities Markets Act 1988

To: *NZX Limited ("NZX")*

And: *EBOS Group Limited ("EBOS")*

Date this disclosure made: *5 July 2013*

Substantial security holder(s) giving disclosure

Name(s): *The Zuellig Group Incorporated ("Zuellig"), in respect of the relevant interests of its indirect wholly owned subsidiaries Sybos Holdings Pte Limited ("SHPL") and Elite Investment Holdings Limited ("EIHL")*

Contact details: *Nathanael Starrenburg, +64 921 4300, nathanael.starrenburg@hhl.co.nz*

Date on which substantial security holder(s) began to have substantial holding: *5 July 2013*

Summary of substantial holding to which disclosure relates

Class of listed voting securities: *Ordinary shares (NZX: EBO)*

Summary for: *Zuellig*

For this disclosure,—

- (a) total number held in class: *58,645,710*
- (b) total in class: *146,614,274*
- (c) total percentage held in class: *40.000%*

Details of relevant interests currently in substantial holding

Details for: *Zuellig*

Nature of relevant interest(s): *Power to control the exercise of voting rights attaching to, and power to control the disposition of, ordinary shares in EBOS held by SHPL and EIHL as a consequence of being the ultimate holding company for SHPL and EIHL*

For that relevant interest,—

- (a) number held in class: *58,645,710*
- (b) percentage held in class: *40.000%*
- (c) current registered holder(s) of securities: *SHPL, EIHL (see below)*
- (d) registered holder(s) of securities once transfers registered: *N/A*

Details for: *SHPL*

Nature of relevant interest(s): *Legal and beneficial ownership, qualified by the arrangements described below*

For that relevant interest,—

- (a) number held in class: *58,126,842*
- (b) percentage held in class: *39.646%*
- (c) current registered holder(s) of securities: *SHPL*
- (d) registered holder(s) of securities once transfers registered: *N/A*

Details for: *EIHL*

Nature of relevant interest(s): *Legal and beneficial ownership*

For that relevant interest,—

- (a) number held in class: *518,868*
- (b) percentage held in class: *0.354%*
- (c) current registered holder(s) of securities: *EIHL*
- (d) registered holder(s) of securities once transfers registered: *N/A*

Details of transactions and events giving rise to person beginning to have substantial holding

Details of the transactions or other events requiring disclosure under the instructions to this form:

Zuellig

Zuellig, which is the ultimate holding company for SHPL and EIHL, has a relevant interest in 58,645,710 ordinary shares in EBOS, comprising:

- *58,126,842 ordinary shares held by SHPL; and*
- *518,868 ordinary shares held by EIHL,*

as described below.

SHPL

On 5 July 2013, EBOS issued 58,126,842 fully paid ordinary shares ("Consideration Shares") to SHPL in part satisfaction of the NZ\$865 million purchase price payable by EBOS' wholly owned subsidiary, EBOS Australia Holdings Pty Limited ("EAHPL") to SHPL for the acquisition by EAHPL of all of the shares in ZHHA Pty Limited ("Symbion"). The balance of the purchase price was satisfied by a cash payment of NZ\$367 million by EAHPL to SHPL. More information regarding the Symbion transaction is set out in EBOS' notice of special meeting which is dated, and was provided to NZX on, 29 May 2013.

SHPL is the legal and beneficial owner of all of the Consideration Shares, subject to the following qualifications:

- *SHPL and EBOS have entered into a Lock Up Deed under which SHPL has undertaken to EBOS that, subject to certain exceptions, SHPL will not dispose of legal or beneficial ownership of, or voting control over, any of the Consideration Shares for an escrow period specified in the Lock Up Deed.*
- *SHPL and EBOS have entered into a Specific Security Deed under which SHPL has granted EBOS a security interest in 4,667,445 of the Consideration Shares to secure amounts which may be payable by SHPL to EBOS or EAHPL pursuant to warranty claims which may be made by EBOS or EAHPL under the agreement between EBOS, EAHPL and SHPL for EAHPL's acquisition of all of the shares in Symbion.*

The Lock Up Deed and Specific Security Deed are attached to this notice.

EIHL

EIHL is the legal and beneficial owner of 518,868 ordinary shares in EBOS (including 18,868 issued to EIHL on 10 June 2013 for no consideration pursuant to a pro rata bonus issue of shares by EBOS).

The shares held by EIHL are not subject to the Lock Up Deed or the Specific Security Deed.

Additional information

Nature of connection between substantial security holders: *Zuellig is the ultimate holding company for SHPL and EIHL.*

Address(es) of substantial security holder(s): *PO Box N-4805, Nassau, Bahamas*

Name of any other person believed to have given, or believed to be required to give, a disclosure under the Act in relation to the securities to which this disclosure relates: *EBOS*

Declaration

I, Steffen Naumann, Chief Financial Officer, The Zuellig Group Incorporated, declare 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.



S Naumann

NOTE:

Symbion Holdings Pte Limited (the company which is named as party to the two attached documents) has changed its name to Sybos Holdings Pte Limited.