



National Tyre & Wheel Limited
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PO Box 283, Hamilton QLD 4007
ABN 97 095 843 020

ASX Announcement

30 December 2021

Change of address

In accordance with ASX Listing Rule 3.17.1, National Tyre & Wheel Limited (ASX: NTD) (“NTD”) confirm that the attached Share Purchase Plan Booklet was distributed to shareholders on 23 December 2021.

This announcement was approved, and authorised for release, by NTD’s Board of Directors.

ENDS

For further information, please contact:

National Tyre & Wheel Limited
Mr Hugh McMurchy
Company Secretary
Phone: 07 3212 0950

National Tyre & Wheel Limited

ACN 095 843 020

ASX: NTD

Share Purchase Plan

This is an important document.

The offer contained in this SPP Booklet does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. Accordingly, before making a decision whether or not to accept the Offer, you should consult your financial or other professional adviser.

This SPP Booklet is not a prospectus or other disclosure document under the Corporations Act.

Not for release to US wire services or distribution in the United States

1 Key offer information

Key dates

Event	Description	Date
Record Date	The date on which NTAW determines Eligible Shareholders	7.00 pm (Sydney time) on Wednesday, 15 December 2021
Announcement Date	SPP announced	Thursday, 16 December 2021
Offer opens	The date from which applications for New Shares can be submitted	Thursday, 23 December 2021
Closing Date	SPP closes	5.00 pm (Sydney time) on Thursday, 20 January 2022
Issue of New Shares	Shares issued under the SPP	Friday, 28 January 2022
Quotation Commences	Share issued under the SPP expected to commence quotation on ASX	Monday, 31 January 2022

The timetable is indicative only and NTAW may, at its discretion, vary any of the above dates, including closing the Offer earlier, by sending a revised timetable to ASX.

Defined terms and abbreviations used in this SPP Booklet are set out in **Clause 19** of the Terms and Conditions in **Section 4**.

Important notices

The offer contained in this SPP Booklet is not a recommendation to purchase NTAW shares. If you are in any doubt about the Offer, you should consult your financial or other professional adviser.

If you apply to participate in the Offer by making a BPAY[®]¹ payment or completing and returning the Application Form with a cheque or money order, you are accepting the risk that the market price of Shares may change between the date of the Offer and the Issue Date. This means it is possible that up to or after the Issue Date, you may be able to buy Shares at a lower price than the Issue Price.

Whilst NTAW will accept payments for the SPP via mail for cheques, bank drafts and money orders, we emphasise applications **must** be received by the Closing Date. **Australia Post is currently experiencing delays in deliveries and NTAW has no obligation to accept late applications. We recommend payments are made via BPAY[®] wherever possible.**

Participation in the Offer is not being offered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a person in the United States. This SPP Booklet and any related offering documents must not be mailed or otherwise transmitted or distributed into the United States.

NTAW recommends that you monitor its announcements and the Share price, which can be found on the ASX website at www.asx.com.au (ASX code: NTD). The Share price can also be found in the financial pages of major Australian metropolitan newspapers.

Questions

If you have any questions, please contact the offer information line on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia), or consult your financial or other professional adviser.

¹ [®]Registered to BPAY Pty Limited ABN 69 079 137 518
New Zealand based shareholders can only apply using BPAY[®] if they have an Australian bank account

2 Letter from the Chairman

23 December 2021

Dear Shareholder,

National Tyre & Wheel Limited Share Purchase Plan Offer

On behalf of the Board, I am pleased to offer you the opportunity to apply for up to \$30,000 worth of New Shares under NTAW's Share Purchase Plan, subject to the Terms and Conditions detailed in this SPP Booklet.

The SPP is being conducted in conjunction with NTAW's Placement which was announced on Thursday, 16 December 2021. Under the Placement, approximately 6.7 million Shares at \$1.35 were issued to certain existing substantial shareholders (being sophisticated or professional investors) raising \$9 million.

Shares purchased under the SPP will be priced the same as, or lower than, Shares issued under the Placement and will be free of brokerage or transaction costs.

The issue price under the Placement of \$1.35 per Share represents a 6% discount to the last closing price on which NTAW's Shares were traded on Tuesday, 14 December 2021 and a 3% discount to the volume weighted average market closing price over the 10 ASX trading days immediately preceding the Announcement Date, Thursday, 16 December 2021, on which NTAW's Shares were traded.

The Offer will open on Thursday, 23 December 2021 and is scheduled to remain open until 5.00 pm (Sydney time) on Thursday, 20 January 2022. NTAW may, at its discretion, vary any of the above dates, including closing the Offer earlier, by sending a revised timetable to ASX.

The SPP is underwritten by Exldata Pty Ltd, one of the existing substantial shareholders that participated in the Placement. NTAW is seeking to raise \$3 million under the SPP. NTAW may in its discretion accept applications in excess of this amount or undertake a scale back of applications for New Shares. Therefore, if a scale back is undertaken you may receive less than the parcel of New Shares for which you have applied. Should this happen, the balance of any application money that is not applied to acquire New Shares will be refunded to you, without interest.

Proceeds from the Placement and the SPP Offer will be used to fund further investment in NTAW's digital transformation strategy and working capital and non-trading indebtedness adjustments associated with the acquisition of Carter's announced to the ASX on Thursday, 16 December 2021.

Participation in the SPP is optional. The offer under the SPP is being made to NTAW shareholders who were registered holders of Shares with an address in Australia or New Zealand at 7.00pm (Sydney time) on Wednesday, 15 December 2021. Full details of the Offer and how to participate are contained in the Terms and Conditions in **Section 4** of this SPP Booklet which I encourage you to read and consider carefully.

If you have any questions, please contact offer information line on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia), or consult your financial or other professional adviser.

Thank you for your continued support of NTAW.

Yours sincerely,



Mr Murray Boyte
Non-Executive Chairman

3 Frequently asked questions

Set out below are answers to some key questions that you may have about the Offer. This table is qualified by and should be read in conjunction with the Terms and Conditions in **Section 4**.

Question	Answer
What is the Offer?	The Offer enables Eligible Shareholders to apply to purchase up to \$30,000 worth of Shares at the Issue Price without paying any brokerage or transaction costs.
What is the Issue Price of the New Shares?	<p>The Issue Price per New Share is the lesser of:</p> <ul style="list-style-type: none"> • \$1.35, being the same price paid by sophisticated and professional investors under the Placement; and • the VWAP of Shares traded on the ASX on the five trading days up to, and including, the Closing Date (expected to be Thursday, 20 January 2022), discounted by 2.5% and rounded to the nearest cent. <p>On each of the five trading days up to, and including, the Closing Date, the daily VWAP will be made available through the NTAW website as soon as practical after close of trading each day. The final VWAP will also be provided through the NTAW website as soon as practical after the close of the Offer.</p>
Am I eligible to participate?	<p>You are eligible to participate if you fulfil the criteria set out in Clause 2 of the Terms and Conditions.</p> <p>For you to be eligible to participate in the Offer, you must have been a holder of Shares at 7.00 pm (Sydney time) on Wednesday, 15 December 2021 (Record Date) and your registered address must be in Australia or New Zealand.</p> <p>If you are a Custodian holding shares on behalf of one or more beneficial holders, you may also apply to purchase up to \$30,000 worth of Shares on behalf of each beneficial holder, subject to providing a Custodian Certificate with your Application Form and complying with the criteria set out in Clause 7.2 of the Terms and Conditions.</p>
Do I have to participate?	Participation is optional.
Can I transfer my entitlement to participate?	If you are eligible to participate in the Offer, you cannot transfer your right to purchase shares under the Offer to anyone else.
How much is NTAW targeting to raise under the SPP?	NTAW is targeting to raise \$3 million under the SPP, with the ability to scale back applications should it receive demand above that target or to issue a higher amount above the target, at its absolute discretion (and, if a higher amount is issued, to either accept applications in full or scale back applications, at its absolute discretion).
Is the SPP underwritten?	Yes, the SPP is underwritten by Exldata Pty Ltd, one of the existing substantial shareholders that participated in the Placement.
How do I apply?	<p>To apply for shares under the Offer you can either:</p> <p>Option 1: Pay by BPAY®</p> <p>Make payment by BPAY® as shown on the Application Form. New Zealand based shareholders can only apply using BPAY® if they have an Australian bank account, or can obtain alternate electronic payment details by phoning +61 3 9415 4000 during the Offer period.</p> <p>Option 2: Pay by cheque or money order</p> <p>Complete and return the enclosed Application Form (and a Custodian Certificate if you are applying as a Custodian) together with a cheque,</p>

Question	Answer
	bank draft or money order made payable to “ National Tyre & Wheel Limited ” as shown on the Application Form.
How much can I invest under the SPP?	If you are an Eligible Shareholder, you may apply for up to a total of \$30,000 worth of New Shares across all your holdings in the Parcel values specified by NTAW in the Application Form and also set out in Clause 6 of the Terms and Conditions.
What will happen if NTAW scales back applications?	If NTAW in its absolute discretion scales back applications, you may receive fewer New Shares than the Parcel of New Shares for which you have applied. Should this happen, the difference between the value of New Shares issued to you (calculated using the Issue Price) and the application payment you made will be refunded to you, without interest.
When will I receive my New Shares?	NTAW intends to issue New Shares on Friday, 28 January 2022 (Issue Date). Holding statements in respect of those New Shares are expected to be dispatched on Monday, 31 January 2022. However, these dates are indicative and NTAW may, at its discretion, extend the Offer, close the Offer earlier or vary the Issue Date by sending a revised timetable to ASX.
Can I withdraw my application (eg if the market price of Shares falls after submitting my application)?	No. Once submitted, your application is irrevocable and may not be withdrawn even if the market price of Shares is less than the Issue Price. By submitting your application, you are accepting the risk that the market price of Shares may change between the date on which you submit your application and the Issue Date. This means that, up to or after the Issue Date, you may be able to buy Shares on market at a lower price than the Issue Price.
When can I trade allocated shares?	You can trade your New Shares after the Issue Date. However, given the possibility that applications may be scaled back, you should confirm your holding on or after the Issue Date before trading any New Shares you believe you have acquired under the Offer.
What will funds raised under the SPP be used for?	Proceeds from the Placement and the SPP Offer will be used to fund further investment in NTAW’s digital transformation strategy and working capital and non-trading indebtedness adjustments associated with the acquisition of Carter’s announced to the ASX on Thursday, 16 December 2021.
Where can I obtain more information on the risks associated with NTAW and holding Shares?	There are various risks associated with investments in the Shares. Please refer to NTAW’s ASX announcements, the investor presentation published by NTAW on 16 December 2021 and the 2021 Annual Report published by NTAW on 1 October 2021 for further information on risks relating to NTAW and an investment in the Shares. These documents can be obtained from the ASX’s website (www.asx.com.au) or NTAW’s website at www.ntaw.com.au .

4 Terms and conditions

1 Offer

NTAW offers each Eligible Shareholder the opportunity to apply for specific Parcels of up to \$30,000 worth of New Shares under the SPP subject to and in accordance with these Terms and Conditions (the **Offer**).

2 Eligibility to participate

2.1 You are eligible to participate in the Offer if you were a registered holder of Shares at 7.00 pm (Sydney time) on Wednesday, 15 December 2021 (**Record Date**) with an address on the share register in Australia or New Zealand, unless:

- (a) you hold Shares on behalf of another person who resides outside Australia or New Zealand; or
- (b) you are, or are acting for the account or benefit of, a person in the United States.

2.2 NTAW has determined that it is either unlawful or impracticable for holders of Shares with an address in jurisdictions outside Australia and New Zealand to participate in the Offer.

2.3 If you are the only registered holder of a holding of Shares, but you receive more than one offer (for example, due to multiple registered holdings), you may only apply in aggregate for one maximum parcel of New Shares.

2.4 Joint holders of Shares will be taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification under **Clause 7.1(j)** by one joint holder will be effective in respect of the other joint holder(s).

2.5 If you are a Custodian for a beneficiary or beneficiaries, you may apply for one maximum parcel of New Shares for each beneficiary (or if you are a Custodian for two or more joint beneficiaries, for each such holding as if it was held by a single person). Further information in relation to how Custodians may apply for New Shares is set out in **Clause 7.2**.

2.6 Directors and employees of NTAW who hold Shares may be Eligible Shareholders.

3 Rights are non-renounceable

If you are an Eligible Shareholder, your rights under the Offer are personal to you and are non-renounceable, which means that you cannot transfer your rights to another person.

4 Issue Price

The Issue Price per New Share is the lesser of:

- \$1.35, being the same price paid by sophisticated and professional investors under the Placement; and
- the VWAP of Shares traded on the ASX on the five trading days up to, and including, the Closing Date (expected to be Thursday, 20 January 2022), discounted by 2.5% and rounded to the nearest cent.

You should note that the price of NTAW Shares may rise or fall between the date of this Offer and the date when New Shares are issued to you under the Offer. This means that the price you pay per New Share pursuant to this Offer may be either higher or lower than the NTAW share price at the time of the Offer or at the time the New Shares are issued to you under the Offer.

5 Timing

5.1 The Offer is dated, and taken to be made on, Thursday, 23 December 2021. The Offer opens on Thursday, 23 December 2021 and closes at 5.00 pm (Sydney time) on Thursday, 20 January 2022 unless extended or closed earlier. NTAW proposes

to issue New Shares on Friday, 28 January 2022 and send holding statements to Shareholders on Monday, 31 January 2022.

Applicants will also be able to confirm the number of New Shares issued to them via the Share Registry's Investor Centre at www.investorcentre.com.

- 5.2 NTAW reserves the right to extend the Offer or close the Offer earlier, or vary the proposed Issue Date at any time by making an announcement to ASX.

6 Applying for New Shares

- 6.1 Eligible Shareholders may apply to purchase New Shares in a Parcel with a dollar amount of \$500, \$1,000, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000.

- 6.2 The number of New Shares is rounded up to the nearest whole number after dividing the application money received by the Issue Price.

- 6.3 You may not spend more than \$30,000 applying for New Shares in aggregate under the Offer, even though you may receive more than one offer, or offers in more than one capacity, under the Offer.

- 6.4 If you wish to apply for New Shares under the Offer you should either:

- (a) pay directly via BPAY[®] on the internet or by telephone, using your unique Customer Reference Number and the Biller Coder details on the Application Form (New Zealand based shareholders need to have an appropriate Australian bank account to apply using BPAY[®] or can obtain alternate electronic payment details by phoning +61 3 9415 4000 during the Offer period).² The Application Form does not need to be returned in this case; or
- (b) complete the Application Form (and a Custodian Certificate if you are applying as a Custodian) and forward it with your payment by cheque (or money order) in Australian dollars made payable to "**National Tyre & Wheel Limited**" to the Share Registry, at the address set out on the Application Form. A reply paid envelope is enclosed for the convenience of Australian shareholders.

- 6.5 Do not forward cash. Receipts for payment will not be issued.

- 6.6 Funds paid via BPAY[®] or Application Forms (with application payments) must be received by the Share Registry by **5.00 pm (Sydney time) on Thursday, 20 January 2022**. NTAW may reject applications received after this time. If your cheque does not clear, your application will not be accepted and you agree to be responsible for any dishonour fees or other costs incurred.

- 6.7 If your Application Form or application is incomplete, contains errors or is otherwise invalid or defective, NTAW may, in its sole discretion, accept, reject, correct or amend your application, issue such number of New Shares to you as it considers appropriate, refund your application money, or take any combination of these actions. Any necessary refund will be paid to you shortly after the close of the Offer. No interest will be paid on any refunded application money.

- 6.8 You cannot withdraw or revoke your application once you have sent in an Application Form or paid via BPAY[®].

7 Effect of making an application

- 7.1 If you submit a BPAY[®] payment or complete and return the Application Form:

- (a) you will be deemed to have represented and warranted that you are an Eligible Shareholder, you have read and understood these Terms and Conditions and you subscribe for New Shares in accordance with these Terms and Conditions;

² Applicants should be aware that their own financial institution may implement earlier cut off times with respect to electronic payment, and should take this into consideration when making any electronic payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY[®] are received in time.

- (b) you authorise NTAW to correct minor errors in your Application Form and to complete the Application Form by inserting any missing minor details;
- (c) you acknowledge that the market price of Shares may rise or fall between the date of this Offer and the Issue Date and that the Issue Price you pay for the New Shares may exceed the market price of the Shares on the Issue Date;
- (d) you accept the risk associated with any refund that may be dispatched to you at your address as shown on the share register;
- (e) you are responsible for any dishonour fees or other costs NTAW may incur in presenting a cheque for payment which is dishonoured;
- (f) you acknowledge that the New Shares have not, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia or New Zealand, and accordingly, the New Shares purchased under the Offer may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws;
- (g) you represent and warrant that you are not in the United States, and are not applying for New Shares on behalf of a person in the United States;
- (h) you represent and warrant that you have not and will not send any materials relating to the Offer to any person in the United States;
- (i) you acknowledge that you have not been provided with investment advice or financial product advice by NTAW or the Share Registry;
- (j) you certify that you have not applied for, or instructed a Custodian to apply on your behalf for, New Shares with an application price which, when aggregated with the application price for any Shares issued to you or a Custodian on your behalf under the Offer or any similar NTAW arrangement in the 12 months prior to your application, exceeds \$30,000. This certification by one joint holder of Shares will be effective in respect of the other joint holder(s); and
- (k) you agree that your application is irrevocable and unconditional.

7.2 If you are a Custodian, you certify that:

- (a) you are a Custodian as defined in the ASIC Instrument;
- (b) as at the Record Date, you hold Shares on behalf of one or more beneficiaries, and that those beneficiaries have instructed you to apply for New Shares;
- (c) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading; and
- (d) you have not applied for New Shares on behalf of any beneficiary with an application price which, when aggregated with the application price for any Shares issued to you on behalf of that beneficiary under the Offer or any similar NTAW arrangement in the 12 months prior to your application, exceeds \$30,000.

7.3 Custodians wishing to participate on behalf of one or more beneficiaries and are uncertain about how to do so should contact the Share Registry to obtain more information on how to apply and the form of Custodian Certificate to be given.

7.4 Please note that if you hold Shares in the capacity of a trustee or a nominee for another person but you are not a Custodian as defined in the ASIC Instrument, you cannot participate for beneficiaries in the manner outlined in **Clause 7.2** above. In this case, the rules for multiple registered holdings as described in **Clause 2.3** apply.

7.5 Custodians, trustees and nominees may not distribute any document relating to the SPP to any person in the United States.

8 Rights attached to the New Shares

New Shares issued under the Offer will rank equally with existing Shares and will carry the same voting rights, dividend rights and other entitlements as at the Issue Date. NTAW will apply for the New Shares to be quoted on ASX.

9 Costs of participation

No brokerage will be payable by Eligible Shareholders in respect of the application for, and issue and allotment of, New Shares under the SPP.

10 Applications may be scaled back

10.1 NTAW may scale back applications to approximately \$3 million in aggregate or accept applications under the SPP in excess of this amount in its sole discretion.

10.2 If applications are scaled back, NTAW may in its absolute discretion apply the scale back to the extent and in any manner that it sees fit. If the scale back produces a fractional number of New Shares when applied to your parcel, the number of New Shares you will be issued will be rounded down to the nearest whole number of New Shares.

10.3 In the event of a scale back, the difference between the application monies received, and the number of New Shares issued to you multiplied by the Issue Price, will be refunded by NTAW, without interest, following the issue of the New Shares.

11 Refunds

11.1 Refunds pursuant to the Offer may be paid under various circumstances. For example, if applications are made incorrectly the entire payment may be refunded, or if allocations are scaled back a partial refund may be made.

11.2 If a refund is made, payment will be according to the details present on the share register which any dividends are paid to, or alternatively, by cheque mailed to your address as shown on the company's share register.

11.3 You will not receive any interest on funds refunded to you.

11.4 Any refund made to you is dispatched at your risk.

12 Foreign Restrictions

12.1 New Zealand

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders with registered addresses in New Zealand to whom the offer of the New Shares is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

These materials have not been registered, filed with or approved by any New Zealand regulatory authority. These materials are not a product disclosure statement under New Zealand law and are not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

12.2 United States

This SPP Booklet and its attachments do not constitute an offer to sell, or a solicitation of an offer to buy, any New Shares in the United States. The New Shares under the SPP have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States. Persons in the United States may not, directly or indirectly, participate in the SPP.

13 Dispute resolution

NTAW reserves the right to settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Offer and the decision of NTAW will be conclusive and binding on all shareholders and other persons to whom the determination relates.

14 Waiver, amendment, suspension and termination

14.1 NTAW may, in its discretion, waive compliance with any provision of these Terms and Conditions, amend or vary these Terms and Conditions or suspend, withdraw or terminate the Offer at any time. Any such waiver, amendment, variation, suspension, withdrawal or termination will be binding on all Eligible Shareholders even where NTAW does not notify you of the event.

14.2 NTAW is not liable for loss, cost or expense arising out of any exercise of its discretions under these Terms and Conditions.

15 Governing law

These Terms and Conditions are governed by the laws in force in New South Wales.

16 Binding terms

By accepting the offer to purchase New Shares under the Offer, you agree to be bound by these Terms and Conditions and the constitution of NTAW.

17 Reliance on Terms and Conditions

These Terms and Conditions have been prepared in accordance with the ASIC Instrument, which relates to share purchase plans that do not require a prospectus or disclosure document. Accordingly, the level of disclosure in these Terms and Conditions is considerably less than the level of disclosure required in a prospectus or other disclosure document.

Nothing in these Terms and Conditions constitutes financial or investment advice. In deciding whether or not to participate in the SPP, you should rely on your own knowledge of NTAW, refer to disclosures made by NTAW to ASX (which are available for inspection on ASX's website at www.asx.com.au and on NTAW's website at www.ntaw.com.au) and seek the advice of your professional adviser.

18 Privacy Notification

NTAW and the Share Registry value your privacy and will take reasonable steps to protect your personal information in accordance with applicable data privacy laws and regulations. Note, however, that NTAW and the Share Registry are located primarily in Australia and data privacy laws may be less strict in Australia than those of the country in which you reside when you receive this Offer.

This privacy statement sets out how information about you will be collected, held, used and disclosed to and accessed by third parties during your participation in the SPP and while you hold Shares.

NTAW and the Share Registry are bound by the Privacy Act 1988 (Cth) in relation to the collection, use and disclosure of any personal information about you. Chapter 2C of the Corporations Act requires personal information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. If we are unable to collect this personal information about you, you will be unable to participate in the SPP. This personal information must continue to be included in the public register if you cease to be a shareholder.

19 **Definitions**

In this SPP Booklet the following terms have these meanings:

Definition	Meaning
\$	Australian Dollars
Application Form	The application form which accompanies this SPP Booklet.
ASIC	The Australian Securities and Investments Commission.
ASIC Instrument	ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.
ASX	ASX Limited or the Australian Securities Exchange, as the context requires.
Closing Date	The last day on which Applications will be accepted (expected to be 5.00pm (Sydney time) on Thursday, 20 January 2022).
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Custodian	<p>A custodian is defined in section 4 of the ASIC Instrument as a person that provides a custodial or depository service in relation to shares of a body corporate or interests in a registered scheme and who:</p> <ol style="list-style-type: none"> a) holds an Australian financial services licence covering the provision of a custodial or depository service; b) is exempt from the requirement to hold an Australian financial services licence covering the provision of a custodial or depository service; c) holds an Australian financial services licence covering the operation of an IDPS or is a responsible entity of an IDPS-like scheme; d) is a trustee of a self-managed superannuation fund or a superannuation master trust; or e) is a registered holder of shares or interests in the class and is noted on the register of members of the body or scheme as holding the shares or interests on account of another person.
Custodian Certificate	A certificate complying with subsection 8(3) of the ASIC Instrument.
Eligible Shareholder	A person who is eligible to participate in the Offer in accordance with Clause 2 of the Terms and Conditions.
Issue Date	The date the New Shares are issued, expected to be Friday, 28 January 2022.
Issue Price	<p>The Issue Price per New Share is the lesser of:</p> <ul style="list-style-type: none"> • \$1.35, being the same price paid by sophisticated and professional investors under the Placement; and • the VWAP of Shares traded on the ASX on the five trading days up to, and including, the Closing Date (expected to be Thursday, 20 January 2022), discounted by 2.5% and rounded to the nearest cent.
New Shares	New Shares issued under the SPP.

Definition	Meaning
NTAW	National Tyre & Wheel Limited ACN 095 843 020.
Offer	Has the meaning given in Clause 1 of the Terms and Conditions.
Parcel	A parcel of New Shares, with a dollar amount of \$500, \$1,000, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000, calculated at the Issue Price.
Placement	The placement of Shares to sophisticated and professional investors, announced on Thursday, 16 December 2021.
Record Date	7.00pm (Sydney time) on Wednesday, 15 December 2021.
SPP Booklet	This document.
Share Registry	Computershare Investor Services Pty Limited.
Shares	Fully paid ordinary shares in NTAW.
Share Purchase Plan or SPP	The Share Purchase Plan referred to in this SPP Booklet.
Terms and Conditions	The terms and conditions of the Offer set out in Section 4 of this SPP Booklet.
US Securities Act	<i>US Securities Act of 1933.</i>
VWAP	The simple average of the daily volume weighted average sale price for Shares traded on the ASX (as disclosed on Bloomberg) for each of the five trading days up to, and including, the Closing Date in the ordinary course of ASX trading but excluding certain transactions such as those defined in the ASX Market Rules as “special” which may not be fairly reflective of natural supply and demand.