



**National Tyre & Wheel Limited**  
**ACN 095 843 020**

**Notice of General Meeting  
and Explanatory Memorandum**

**General Meeting to be held virtually  
on Thursday 24 February 2022  
commencing at 11.00 am AEST (Brisbane time)  
via <https://meetnow.global/MDFDHTK>**

The Notice of General Meeting, Explanatory Memorandum and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional advisor prior to voting.



**National Tyre & Wheel Limited**  
PH: (07) 3212 0950 | FAX: 07 3212 0951  
30 Gow Street, Moorooka QLD 4105  
PO Box 101, Moorooka QLD 4105  
ABN 97 095 843 020

Dear Shareholder

### **General Meeting**

An extraordinary general meeting (**EGM** or **Meeting**) of the Company will be held virtually on Thursday 24 February 2022 commencing at 11.00 am AEST (Brisbane time). Shareholders will be able to join the meeting live at <https://meetnow.global/MDFDHTK>.

Given the significant health concerns attributed to the COVID-19 pandemic, in addition to guidelines and restrictions issued by Federal and State governments, the Company considers that it is appropriate to hold the Meeting as a fully virtual meeting accessible online, in a manner that is consistent with ASIC's "no-action" position (adopted on 29 March 2021) and the temporary relief measures introduced by the Federal government in *Treasury Laws Amendment (2021 Measures No. 1) Act 2021* (Cth) (**Relief Measures**).

### **Accessing meeting documents and lodging proxies online**

In addition, the Relief Measures permit a Notice of Meeting and other information regarding a meeting to be provided online where it can be viewed and downloaded. Accordingly, this year (in accordance with the Relief Measures) the Notice of Meeting will only be mailed to those Shareholders who have elected to receive the Notice of Meeting in hard copy. Details of where you can access the Notice of Meeting, lodge a proxy and participate in the meeting are shown in this letter and on NTAW's website at [www.ntaw.com.au/investors/egm](http://www.ntaw.com.au/investors/egm).

### **Participation at the Meeting**

You will find further details about participating in the virtual meeting in the Notice of Meeting, including instructions for attending the meeting online, methods for voting and asking questions. The Notice of Meeting also includes the Explanatory Memorandum in relation to the business of the EGM. I encourage you to read all of the provided material.

### **Future alternative arrangements**

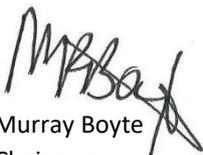
If it becomes necessary to make future alternative arrangements for holding the EGM, Shareholders will be provided as much notice as possible. Further information will be made available on NTAW's website at [www.ntaw.com.au/investors/egm](http://www.ntaw.com.au/investors/egm). Shareholders are encouraged to check for updates regularly in the lead up to the EGM.

### **Electronic communications**

We encourage all shareholders to receive electronic communications by providing an email address at [www.computershare.com.au/easyupdate/NTD](http://www.computershare.com.au/easyupdate/NTD). This enables the fastest possible flow of information to you in the most secure, sustainable and cost-effective manner possible.

Thank you for your continued support of NTAW.

Yours faithfully,

  
Murray Boyte  
Chairman

## Notice of General Meeting

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Notice is given that the General Meeting of National Tyre & Wheel Limited ACN 095 843 020 (**Company**) will be held virtually on Thursday 24 February 2022 commencing at 11.00 am AEST (Brisbane time).

Due to the ongoing impact of the COVID-19 virus and guidance from the Federal and State Governments, there will not be a physical meeting location where shareholders can attend.

### **PARTICIPATION AT THE MEETING**

Shareholders are invited to participate in the Meeting in the following ways:

#### **1. Watch and participate live online**

Shareholders must use the Computershare Meeting Platform to attend and participate in the meeting.

To participate in the meeting, you can log in by entering the following URL: <https://meetnow.global/MDFDHTK> on your computer, tablet or smartphone. Online registration will open 30 minutes before the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the meeting to obtain their login details.

To participate in the meeting online follow the instructions below:

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the meetings to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop-down list.
4. Accept the Terms and Conditions and 'Click Continue'.

You can view the meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress.

#### **2. Voting options for the Meeting**

Shareholders can appoint a proxy online prior to the Meeting or direct vote online during the Meeting. Please refer to the Notes to the Notice of Meeting for further details. Voting on all resolutions will be conducted by a poll.

#### **3. Questions**

A reasonable opportunity will be provided for the Shareholders to ask questions and to make comments on Company matters that are the subject of the Meeting. Shareholders attending the meeting virtually may submit questions via the online platform during the Meeting to the Chairman about the operations and management of the Company or to the Company's auditor about the content of the auditor's report and the conduct of the audit.

Questions can also be emailed to [cosec@ntaw.com.au](mailto:cosec@ntaw.com.au) so that they are received no later than 11.00 am AEST (Brisbane time) on Tuesday 22 February 2022.

Shareholders are advised that it may not be possible to respond to all questions.

## Notice of General Meeting

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### Future alternative arrangements

If it becomes necessary to make future alternative arrangements for holding the EGM, Shareholders will be provided as much notice as possible. Further information will be made available on NTAW's website at [www.ntaw.com.au/investors/egm](http://www.ntaw.com.au/investors/egm). Shareholders are encouraged to check for updates regularly in the lead up to the EGM.

# Notice of General Meeting

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## ITEMS OF BUSINESS

### 1. PROVISION OF FINANCIAL ASSISTANCE – BLACK RUBBER

To consider and, if thought fit, pass the following as a special resolution.

*“That, pursuant to and in accordance with section 260B(2) of the Corporations Act 2001 and for all other purposes, approval is given for financial assistance to be provided from time to time (including upon any subsequent refinancing, variation or replacement of any facility, or the provision of further security in connection with any facility) by Black Rubber Pty Ltd ACN 162 283 427 (**Black Rubber**) in connection with the acquisition of all of the issued shares in Black Rubber by the Company as described in the Explanatory Memorandum accompanying this Notice of Meeting.”*

### 2. PROVISION OF FINANCIAL ASSISTANCE – BLACK RUBBER SYDNEY

To consider and, if thought fit, pass the following as a special resolution.

*“That, pursuant to and in accordance with section 260B(2) of the Corporations Act 2001 and for all other purposes, approval is given for financial assistance to be provided from time to time (including upon any subsequent refinancing, variation or replacement of any facility, or the provision of further security in connection with any facility) by Black Rubber Sydney Pty Ltd ACN 616 484 596 (**Black Rubber Sydney**) in connection with the acquisition of all of the issued shares in Black Rubber Sydney by the Company as described in the Explanatory Memorandum accompanying this Notice of Meeting.”*

### 3. RATIFICATION OF ISSUE OF SHARES – BLACK RUBBER

To consider and, if thought fit, pass the following as an ordinary resolution:

*“That for the purposes of Listing Rule 7.4 and all other purposes, Shareholders ratify and approve the issue of 1,071,430 fully paid ordinary shares in the Company issued at \$1.12 per share, in relation to the acquisition of Black Rubber Pty Ltd and Black Rubber Sydney Pty Ltd, to those persons set out in the Explanatory Memorandum accompanying this Notice of Meeting.”*

Note: A voting exclusion statement applies to the Resolution for Item 3. Further details of this exclusion are set out in the accompanying Notes.

### 4. RATIFICATION OF ISSUE OF SHARES – DECEMBER 2021 PLACEMENT

To consider and, if thought fit, pass the following as an ordinary resolution:

*“That for the purposes of Listing Rule 7.4 and all other purposes, Shareholders ratify and approve the issue of 6,666,666 fully paid ordinary shares in the Company issued at \$1.35 per share to those persons set out in the Explanatory Memorandum accompanying this Notice of Meeting.”*

Note: A voting exclusion statement applies to the Resolution for Item 4. Further details of this exclusion are set out in the accompanying Notes.

## Notice of General Meeting

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### 5. RATIFICATION OF ISSUE OF SHARES – CARTER'S

To consider and, if thought fit, pass the following as an ordinary resolution:

*“That for the purposes of Listing Rule 7.4 and all other purposes, Shareholders ratify and approve the issue of 1,394,222 fully paid ordinary shares in the Company issued at \$1.35 per share, in relation to the acquisition of Carters Tyre Service Limited, C.O. Tire & Retreading Co Limited and Tyre Distributors New Zealand Limited, to those persons set out in the Explanatory Memorandum accompanying this Notice of Meeting.”*

Note: A voting exclusion statement applies to the Resolution for Item 5. Further details of this exclusion are set out in the accompanying Notes.

By order of the Board of Directors



Hugh McMurchy  
Company Secretary  
27 January 2022

## Notes

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These Notes and the accompanying Explanatory Memorandum form part of this Notice of Meeting. Capitalised terms are defined in the Glossary at the end of the Explanatory Memorandum.

### 1. SHAREHOLDERS

The Company has determined that for the purpose of voting at the Meeting, shares in the Company will be taken to be held by those persons recorded on the Company's register of shareholders at 7:00 pm AEDT (Sydney time) on 22 February 2022. This means that any Shareholder registered at 7:00 pm AEDT (Sydney time) on 22 February 2022 is entitled to attend and vote at the Annual General Meeting.

### 2. HOW TO VOTE

#### Appointment of Proxy

If you are a Shareholder, and you are unable to attend and vote at the Meeting, and wish to appoint a proxy, you can do so:

Online: Visit [www.investorvote.com.au](http://www.investorvote.com.au) and quote the 6 digit control number found on the front of your Proxy Form, or scan your personalised QR code shown on the front of your Proxy Form using your smartphone.

Subscribers of Intermediary Online (i.e. custodians) can lodge a proxy online by visiting [www.intermediaryonline.com](http://www.intermediaryonline.com).

so that it is received not later than 11:00 am AEST (Brisbane time) on 22 February 2022. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

If you are unable to lodge your proxy online please contact the Share Registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) or via [www.investorcentre.com/contact](http://www.investorcentre.com/contact) and you will be issued a Proxy Form to be returned.

Shareholders are advised that:

- each Shareholder that is entitled to attend and vote at the Meeting is entitled to appoint a proxy.
- the proxy need not be a Shareholder of the Company.

- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

Please write the name of the person you wish to appoint as your proxy in the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman will be your proxy.

#### Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary – that director.

#### Corporate Representatives

A corporation that elects to appoint an individual to act as its representative must ensure it does so in accordance with section 250D of the Corporations Act.

#### Votes on Resolutions

You may direct your proxy how to vote by marking 'For', 'Against' or 'Abstain' for the Resolutions set out in each item of business on the Proxy Form. All of your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on each Resolution by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the Resolution, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution, your vote on will be invalid on that item of business.

## Notes

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### ***How the Chairman will vote undirected proxies***

At the date of this Notice of Meeting, the Chairman intends to vote all undirected proxies **FOR** the Resolutions set out in each of the items of business.

Unless amended, the Proxy Form expressly authorises the Chairman to exercise undirected proxies in his discretion in relation to all Resolutions.

### ***Attending the meeting virtually***

Shareholders must use the Computershare Meeting Platform to attend and participate in the meeting.

To participate in the meeting, you can log in by entering the following URL: <https://meetnow.global/MDFDHTK> on your computer, tablet or smartphone. Online registration will open 30 minutes before the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the meeting to obtain their login details.

To participate in the meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the meetings to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop down list.
4. Accept the Terms and Conditions and 'Click Continue'.

You can view the meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress.

Please refer to the online meeting guide on the Company's website at [www.ntaw.com.au/investors/egm](http://www.ntaw.com.au/investors/egm).

If you intend to attend the Meeting virtually, you do not need to submit a Proxy Form.

You may still attend the Meeting virtually and vote online even if you have appointed a proxy. Your proxy appointment will only be revoked if you vote online.

### **3. VOTING EXCLUSION STATEMENTS**

#### **Item 3: Ratification of issue of shares – Black Rubber**

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) any person who participated in the issue; or
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## Notes

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### Item 4: Ratification of issue of shares – December 2021 Placement

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) any person who participated in the issue; or
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### Item 5: Ratification of issue of shares – Carter's

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) any person who participated in the issue; or
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### 4. QUESTIONS AND COMMENTS BY SHAREHOLDERS AT OR BEFORE THE MEETING

In accordance with the Corporations Act, a reasonable opportunity will be provided for the Shareholders to ask questions and to make comments on Company matters that are the subject of the Meeting. Shareholders attending the meeting virtually may submit questions via the online platform during the Meeting to the Chairman.

Questions can also be emailed to [cosec@ntaw.com.au](mailto:cosec@ntaw.com.au) so that they are received no later than 11.00 am AEST (Brisbane time) on 22 February 2022.

Shareholders are advised that it may not be possible to respond to all questions.

## Explanatory Memorandum

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This Explanatory Memorandum and the other attachments to the Notice of General Meeting (Notice) which it accompanies are important documents. Please read them carefully.

### ITEMS 1 AND 2 – PROVISION OF FINANCIAL ASSISTANCE

#### Introduction

This section of the Explanatory Memorandum has been prepared in connection with the resolutions proposed to be passed as special resolutions of the Company pursuant to section 260B of the *Corporations Act 2001* (Act) to approve the giving by Black Rubber Pty Ltd ACN 162 283 427 (**Black Rubber**) and Black Rubber Sydney Pty Ltd ACN 616 484 596 (**Black Rubber Sydney**) (together, the **Black Rubber Group**), both subsidiaries of the Company, of financial assistance within the meaning of section 260A of the Corporations Act (**Financial Assistance Resolutions**).

#### Financial assistance under the Corporations Act

##### *Restrictions on financial assistance*

Section 260A(1) of the Corporations Act provides that a company may financially assist a person to acquire shares (or units of shares) in the company or a holding company only if:

- (a) giving the financial assistance does not materially prejudice:
  - (i) the interests of the company or its shareholders; or
  - (ii) the company's ability to pay its creditors; or
- (b) the assistance is approved by shareholders under section 260B; or
- (c) the assistance is exempted under section 260C.

In order for a company to be providing "financial assistance", the person alleged to have been assisted must have received "assistance" and the assistance must be of a "financial" nature. Assistance refers to the furnishing of something needed in order that a transaction can be carried out. Assistance of a financial nature does not necessarily involve a disposition of money or property. Examples of financial assistance include making a loan, issuing a debenture, giving security over the company's assets and giving a guarantee or indemnity in respect of another person's liability.

Under section 260A(2) of the Corporations Act, the financial assistance may be given before or after the acquisition of shares.

##### *Shareholder approval*

For a company to financially assist a person to acquire shares (or units of shares) in itself or a company of which it is a subsidiary, section 260B(1) of the Corporations Act states that the financial assistance must be approved by its shareholders by:

- (a) a special resolution passed at a general meeting of the company, with no votes being cast in favour of the resolution by the person acquiring the shares (or units of shares) or by their associates; or
- (b) a resolution agreed to, at a general meeting, by all ordinary shareholders.

If the company will be a subsidiary of a listed domestic corporation (**Listed Australian Holding Company**) immediately after the acquisition, then section 260B(2) requires that the financial assistance must also be approved by a special resolution passed at a general meeting of that Listed Australian Holding Company.

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### The acquisition of the Black Rubber Group

#### *The acquisition*

On 2 November 2021, the Company completed the acquisition all of the issued capital of Black Rubber and Black Rubber Sydney from Cyrax Holdings Pty Ltd ACN 115 039 024 and Eastfield Investments Pty Ltd ACN 109 817 432 for up to \$26.3 million (subject to adjustment for working capital and net debt) (**BR Acquisition**). The BR Acquisition was announced to the Shareholders by announcement to the ASX on 2 November 2021 and was completed later that day.

It is proposed that each member of the Black Rubber Group will give financial assistance to the Company in connection with the BR Acquisition, details of which are outlined in the Explanatory Memorandum.

#### *Resolutions required in connection with the financial assistance*

On 20 December 2021, the Company, as the sole shareholder of each of Black Rubber and Black Rubber Sydney, resolved to approve the giving of the financial assistance outlined in this Explanatory Memorandum in accordance with section 260B(1)(b) of the Corporations Act.

As, following the BR Acquisition, each of Black Rubber and Black Rubber Sydney became a subsidiary of the Company, which is a Listed Australian Holding Company, the financial assistance outlined in this Explanatory Memorandum must also be approved by special resolution at a general meeting of the Company in accordance with section 260B(2) of the Corporations Act.

The purpose of this Explanatory Memorandum is to explain in further detail the proposed Financial Assistance Resolution set out in Items 1 and 2.

### Details of the proposed financial assistance

#### *NTAW Facility*

As part of the arrangements to acquire the shares in Black Rubber and Black Rubber Sydney, the Company and certain of its subsidiaries (**NTAW Group** and each an **Obligor**) entered into a third variation deed on or around 28 October 2021 to vary the facility agreement between the NTAW Group and the Commonwealth Bank of Australia (**CBA**) dated 17 April 2019 (**Facility Agreement**) pursuant to which its finance facilities were increased from \$68.5 million to \$89 million. The Company utilised part of the additional funding provided under the Facility Agreement to fund the initial upfront cash component of the consideration payable for the BR Acquisition and related costs.

#### *Finance Documents*

It was a condition of the Facility Agreement that the Company must by the date being no later than 31 March 2022 (**Sunset Date**) have taken all action required by Part 2J.3 of the Corporations Act to cause Black Rubber and Black Rubber Sydney, among others, to:

- (a) accede to the Facility Agreement and so, among other things, guarantee to CBA the amounts owing by the NTAW Group under the Facility Agreement (**Guarantee**); and
- (b) give a supporting first ranking general security interest to CBA over all present and after acquired property (**General Security Interest**),  
(together, the **Finance Documents**).

Under the Facility Agreement, the Company must ensure that all necessary approvals and lodgements are obtained and made pursuant to section 260B of the Act on or before the Sunset Date.

## **Explanatory Memorandum**

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### ***Guarantee***

Under the Guarantee, each of Black Rubber and Black Rubber Sydney (among other things) irrevocably and unconditionally:

- (a) guarantees to CBA punctual performance by each Obligor of all that Obligor's obligations under the Facility Agreement; and
- (b) undertakes with CBA that whenever an Obligor does not pay any amount when due under or in connection with the Facility Agreement that the Company shall immediately on demand pay that amount as if it was the principal obligor.

As each of Black Rubber and Black Rubber Sydney will become an Obligor under the Facility Agreement, each of Black Rubber and Black Rubber Sydney will become bound to the comprehensive representations and warranties, undertakings covenants and events of default under the Facility Agreement which are customary for facility documents of this nature.

### ***General Security Interest***

Under the General Security Interest, each of Black Rubber and Black Rubber Sydney grants a charge over all of their present and after acquired property to CBA as security for payment of all money that each of Black Rubber and Black Rubber Sydney owes CBA now or in the future, including under the Guarantee and Facility Agreement. The General Security Interest includes comprehensive declarations, obligations, restrictions, events of default and waivers on behalf of each of Black Rubber and Black Rubber Sydney customary for security documents of this nature.

### ***Financial assistance resolutions***

#### ***Financial assistance approvals***

The Directors are of the view that entry into the Finance Documents by Black Rubber and Black Rubber Sydney will constitute the provision by Black Rubber and Black Rubber Sydney of financial assistance to the Company in connection with the BR Acquisition within the meaning of section 260A of the Corporations Act.

Pursuant to section 260B of the Corporations Act it is proposed that the giving of financial assistance by each of Black Rubber and Black Rubber Sydney be approved by the Resolutions proposed above, including the Financial Assistance Resolutions.

#### ***Reasons for the financial assistance***

The reason for the giving of the financial assistance described above is to enable the Company to comply with its obligations under the Facility Agreement and to ensure that the finance facilities remain available to the Company and its subsidiaries, including each of Black Rubber and Black Rubber Sydney (**Group**) and to ensure no event of default under the Facility Agreement occurs.

If such obligations are not complied with an event of default under the Facility Agreement could occur which may result in an insufficiency of the funding needs of the Group to develop the growth opportunities available to the Group.

#### ***Effect of the financial assistance***

As the Company and its other subsidiaries are already liable for the amounts payable under the Facility Agreement, the giving of the financial assistance by each of Black Rubber and Black Rubber Sydney is unlikely to have any adverse effect on the Company and its other subsidiaries.

## **Explanatory Memorandum**

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The substantial effect of the financial assistance on each of Black Rubber and Black Rubber Sydney is that each of them will have guaranteed all amounts payable under the Facility Agreement and have granted security for such obligations. The operations of each of Black Rubber and Black Rubber Sydney will also be restricted by the obligations, restrictions and undertakings given by it under the Finance Documents.

The Directors do not currently believe that the Company or either of Black Rubber or Black Rubber Sydney (or any other subsidiary of the Company) is likely to default in their obligations under the Finance Documents or in respect of the Facility Agreement. Projected financial information of the Group prepared on the basis of what the Directors believe to be reasonable assumptions show that the assets, profit and cash flows of the Group will be adequate to enable the Company to continue to meet its obligations under the Facility Agreement and pay its other creditors.

The Directors are committed to ensuring the success of the Group and believe that the BR Acquisition will be a profitable investment which will benefit the Company and each of Black Rubber and Black Rubber Sydney.

### ***Advantages to the Company of the proposed resolutions***

The key advantage to the Company of the proposed resolutions is that each of Black Rubber and Black Rubber Sydney will be able to provide the guarantee, representations and warranties set out in the Finance Documents and give security which is a condition to the continuance of the facilities the subject of the Facility Agreement and ensuring that the Company will not be in default of the Facility Agreement.

### ***Advantages to each of Black Rubber and Black Rubber Sydney of the proposed resolutions***

The advantages to each of Black Rubber and Black Rubber Sydney of the proposed resolution include:

- (a) the Facility will continue to be available which will be to the advantage of each of Black Rubber and Black Rubber Sydney because:
  - (i) each of Black Rubber and Black Rubber Sydney will have greater access to funding in the bank and capital markets as a result of integration with the Group; and
  - (ii) each of Black Rubber and Black Rubber Sydney will benefit from the synergies, cost savings and greater growth potential through its integration with the Group; and
- (b) the Company will have access to additional capital from the Company, including under the Facility Agreement.

### ***Disadvantages to the Company of the proposed resolutions***

As the Company is already liable under the Facility Agreement and has already given security to CBA, the Directors do not believe that there are any disadvantages to the Company of the proposed resolutions, except that the operations of each of Black Rubber and Black Rubber Sydney (its subsidiaries), will be restricted by the obligations, restrictions and undertakings given by each of Black Rubber and Black Rubber Sydney under the Finance Documents.

### ***Disadvantages to each of Black Rubber and Black Rubber Sydney of the proposed resolutions***

The disadvantages to each of Black Rubber and Black Rubber Sydney of the proposed resolutions include:

- (a) each of Black Rubber and Black Rubber Sydney will become liable for the amounts due under the Finance Documents;
- (b) the existence of the Finance Documents, which will rank in priority to any other securities granted by either of Black Rubber or Black Rubber Sydney, may affect their ability to borrow money in the future as a lender may be deterred by the existence of the Finance Documents from lending money to either of them;

## **Explanatory Memorandum**

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- (c) the assets of each of Black Rubber and Black Rubber Sydney will be subject to security and their operations will be restricted by the obligations, restrictions and undertakings given by them under the Finance Documents;
- (d) the Company or either of Black Rubber or Black Rubber Sydney may default under the Finance Documents;
- (e) CBA may make a demand under the guarantee provided by either of Black Rubber or Black Rubber Sydney (or both) requiring immediate repayment of the amounts due under the Finance Documents; and
- (f) CBA may enforce the guarantee and/or security provided under the Finance Documents to recover the amounts due.

A demand made under the Finance Documents may result in the winding up and/or receivership of any of the Company (and/or its other subsidiaries) or either of Black Rubber or Black Rubber Sydney (or both) and a sale of any such assets of the Group by CBA upon an enforcement of the security or execution of a judgment for moneys owing under the Guarantee. This may result in a return to the Company (and ultimately its shareholders) significantly lower than could have been achieved had those assets been sold in the ordinary course of business or had the Group continued trading.

### ***Passing the Financial Assistance Resolutions***

The Financial Assistance Resolutions under consideration are set out in Items 1 and 2 in the Notice that accompanies this Explanatory Memorandum.

The Financial Assistance Resolutions of the Company will be passed if they are each passed as a special resolution.

Shareholders may vote either for or against either or both of the Financial Assistance Resolutions.

### **Directors' recommendation**

The Directors recommend that Shareholders vote in favour of each Financial Assistance Resolution to approve the giving of financial assistance by each of Black Rubber and Black Rubber Sydney to the Company.

### **Lodgement of documents with ASIC**

As required by section 260B(5) of the Corporations Act, copies of the Notice and this Explanatory Memorandum as sent to Shareholders were lodged with the Australian Securities & Investments Commission before they were sent to Shareholders.

### ***Disclosure of all relevant information***

The Directors consider that this Explanatory Memorandum contains all information known to the Company that would be material to Shareholders in deciding how to vote on the proposed resolutions other than information which it would be unreasonable to require the Company to include because it has previously been disclosed to shareholders.

## Explanatory Memorandum

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### ITEM 3 – RATIFICATION OF ISSUE OF SHARES – BLACK RUBBER

#### Background

As part of the purchase price for the BR Acquisition announced on 2 November 2021, the Company issued 1,071,430 fully paid ordinary shares in the Company (**BR Vendor Shares**) at an issue price of \$1.12 per share, based on the 10-day volume weighted average price per share in the period ended on 29 October 2021, with a value of \$1.2m, to Cyrax Holdings Pty Ltd ACN 115 039 024 and Eastfield Investments Pty Ltd ACN 109 817 432 (**BR Vendors**).

The BR Vendor Shares were issued to the BR Vendors on 2 November 2021.

Neither of the BR Vendors is a related party of the Company. Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.4 for the issue of the BR Vendor Shares.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12-month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12-month period.

Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purposes of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and shareholders subsequently approve the issue.

The BR Vendor Shares were issued under the Company's 15% annual placement capacity in Listing Rule 7.1.

If Shareholders approve Resolution 3, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. If Shareholders do not approve Resolution 3, it will not invalidate the issue of the BR Vendor Shares, however, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the BR Vendor Shares.

#### Information required under Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the approval:

Names of the persons to whom securities were issued or the basis on which they were identified or selected	Cyrax Holdings Pty Ltd ACN 115 039 024 and Eastfield Investments Pty Ltd ACN 109 817 432
Number and class of securities issued	1,071,430 fully paid ordinary shares.
Date or dates on which the securities were issued	2 November 2021.
The price or other consideration the Company has received or will receive for the issue	The Company acquired all of the issued capital of Black Rubber and Black Rubber Sydney from the BR Vendors pursuant to an acquisition announced on 2 November 2021. The BR Vendor Shares represent part consideration (with a value of \$1.2 million) for the acquisition of the Black Rubber Group, at an issue price of \$1.12 per Share.
The purpose of the issue, including the intended use of any funds raised by the issue	To satisfy the obligation to pay part of the consideration (with a value of \$1.2 million) for the acquisition of the Black Rubber Group.

## Explanatory Memorandum

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Material terms of the agreement under which the securities were issued	The share sale and purchase deed and associated and ancillary documents ( <b>Sale Documents</b> ) between the Company and the BR Vendors provided for the sale by the BR Vendors of all of the issued capital of each of Black Rubber and Black Rubber Sydney for a purchase price up to \$26.3 million (subject to adjustment for working capital and net debt). The Sale Documents included non-compete provisions, warranties and indemnities in favour of the Company customary for a transaction of that nature. The BR Vendor Shares are subject to voluntary escrow restrictions for 12 months.
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The voting exclusion statement in respect of Resolution 3 is set out on page 8.

### Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3 for the approval of the issue of the BR Vendor Shares to the BR Vendors.

## ITEM 4 – RATIFICATION OF ISSUE OF SHARES – DECEMBER 2021 PLACEMENT

### Background

On 16 December 2021, the Company announced that it successfully completed the placement of 6,666,666 fully paid ordinary shares in the Company to new and existing institutional investors at an issue price of \$1.35 per share to raise approximately \$9 million (**December 2021 Placement**). A total of 6,666,666 shares (**December 2021 Placement Shares**) were issued on 22 December 2021 under Listing Rule 7.1A.

The subscribers pursuant to the December 2021 Placement were not related parties of the Company. Resolution 4 seeks shareholder approval pursuant to Listing Rule 7.4 for the issue of the December 2021 Placement Shares.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12-month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12-month period.

Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purposes of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and shareholders subsequently approve the issue.

Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under Listing Rule 7.1A may issue or agree to issue during the period the approval is valid a number of equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period as adjusted in accordance with the formula in Listing Rule 7.1. The Company obtained Shareholder approval under Listing Rule 7.1A at its AGM held on 3 November 2021. Listing Rule 7.4 provides that a company may reinstate its capacity to issue up to an additional 10% under ASX Listing Rule 7.1A if shareholders ratify the previous issue of securities.

## Explanatory Memorandum

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Accordingly, under Resolution 4, the Company seeks approval from Shareholders for, and ratification of, the issue of the December 2021 Placement Shares so as to restore the capacity of the Company to issue further equity securities under Listing Rule 7.1A.

If Shareholders approve Resolution 4, the issue of the December 2021 Placement Shares will be excluded in calculating the Company's 10% limit under Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the date of issue of the December 2021 Placement Shares. If Shareholders do not approve Resolution 4, it will not invalidate the issue of the December 2021 Placement Shares, however, the issue will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the December 2021 Placement Shares.

### Information required under Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the approval:

Names of the persons to whom securities were issued or the basis on which they were identified or selected	Exldata Pty Ltd; Strategic Value ATF TAL Superannuation Fund; SCJ Pty Limited ATF Jermyn Family Trust; Narlack Pty Ltd ATF Piperoglou Pension Fund; Micpip Nominees Pty Ltd ATF Micpip Super Fund A/C; Micpip Investments Pty Ltd; Lempip Nominees Pty Ltd ATF Lempip Super Fund A/C.
Number and class of securities issued	6,666,666 fully paid ordinary shares.
Date or dates on which the securities were issued	20 December 2021.
The price or other consideration the Company has received or will receive for the issue	\$1.35.
The purpose of the issue, including the intended use of any funds raised by the issue	To fund further investment in the Company's digital transformation strategy and working capital and non-trading indebtedness adjustments associated with the acquisition of Carter's announced to the ASX on 16 December 2021.
Material terms of the agreement under which the securities were issued	The December 2021 Placement Shares were issued pursuant to standard placement agreements requiring the placees to subscribe for the placement shares at the issue price. The placees were entitled to a placement fee of 3% of the placement amount.

The voting exclusion statement in respect of Resolution 4 is set out on page 9.

### Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4 for the approval of the issue of the December 2021 Placement Shares.

## Explanatory Memorandum

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### ITEM 5 – RATIFICATION OF ISSUE OF SHARES – CARTER’S

#### Background

On 16 December 2021, the Company announced that it had entered into an agreement under which its wholly owned subsidiary, NTAW Holdings (NZ) Limited, would acquire the issued capital of Carters Tyre Service Limited, C.O. Tire & Retreading Co Limited and Tyre Distributors New Zealand Limited (together, **Carter’s**) for a purchase price of NZ\$30m (\$28.3m) subject to adjustments (**Carter’s Acquisition**) from G R Hari Trustee Limited & Garry Paul Carter & Robynn Janet Carter (**Carter’s Vendors**).

As announced on 16 December 2021, the consideration for the Carter’s Acquisition involved a cash payment of NZ\$28m (\$26.4m) on completion and the issue of 1,394,222 fully paid ordinary shares in the Company at an issue price of \$1.35 per share (**Carter’s Vendor Shares**) to the Carter’s Vendors, to reach a value of NZ\$2m based on the AUD:NZD FX rate on the completion date.

The Carter’s Vendor Shares were issued to the Carter’s Vendors on 7 January 2022.

None of the Carter’s Vendors is a related party of the Company. Resolution 5 seeks Shareholder approval pursuant to Listing Rule 7.4 for the issue of the Carter’s Vendor Shares.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12-month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12-month period.

Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purposes of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and shareholders subsequently approve the issue.

The Carter’s Vendor Shares were issued under the Company’s 15% annual placement capacity in Listing Rule 7.1.

If Shareholders approve Resolution 5, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. If Shareholders do not approve Resolution 5, it will not invalidate the issue of the Carter’s Vendor Shares, however, the issue will be included in calculating the Company’s 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Carter’s Vendor Shares.

## Explanatory Memorandum

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### Information required under Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the approval:

Names of the persons to whom securities were issued or the basis on which they were identified or selected	G R Hari Trustee Limited & Garry Paul Carter & Robynn Janet Carter
Number and class of securities issued	1,394,222 fully paid ordinary shares.
Date or dates on which the securities were issued	7 January 2022.
The price or other consideration the Company has received or will receive for the issue	The Company acquired all of the issued capital of Carter's from the Carter's Vendors pursuant to an acquisition announced on 16 December 2021. The Carter's Vendor Shares represent part consideration (with a value of NZ\$2.0 million) for the acquisition of Carter's, at an issue price of \$1.35 per Share.
The purpose of the issue, including the intended use of any funds raised by the issue	To satisfy the obligation to pay part of the consideration (with a value of NZ\$2.0 million) for the acquisition of Carter's.
Material terms of the agreement under which the securities were issued	The agreement for sale and purchase of shares and associated and ancillary documents ( <b>Sale Documents</b> ) between the Company and the Vendors provided for the sale by the Carter's Vendors of all of the issued capital of each of the Carter's entities for a purchase price up to NZ\$30m (\$28.3m) subject to adjustments. The Sale Documents included non-compete provisions, warranties and indemnities in favour of the Company customary for a transaction of that nature. The Carter's Vendor Shares are subject to voluntary escrow restrictions for 6 months.

The voting exclusion statement in respect of Resolution 5 is set out on page 9.

### Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5 for the approval of the issue of the Carter's Vendor Shares to the Carter's Vendors.

## Glossary

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In the Notice and Explanatory Memorandum, the following terms have the following meaning unless the context otherwise requires:

AEDT	Australian Eastern Daylight Time.
AEST	Australian Eastern Standard Time.
ASIC	The Australian Securities & Investments Commission.
ASX	ASX Limited ACN 008 624 691.
Black Rubber	Black Rubber Pty Ltd ACN 162 283 427.
Black Rubber Group	Black Rubber and Black Rubber Sydney.
Black Rubber Sydney	Black Rubber Sydney Pty Ltd ACN 616 484 596.
Board	Board of Directors of the Company.
BR Vendor Shares	1,071,430 Shares issued to the Vendors on 2 November 2021.
BR Vendors	Cyrax Holdings Pty Ltd ACN 115 039 024 and Eastfield Investments Pty Ltd ACN 109 817 432.
Carter's	Carters Tyre Service Limited, C.O. Tire & Retreading Co Limited and Tyre Distributors New Zealand Limited.
Carter's Vendors	G R Hari Trustee Limited & Garry Paul Carter & Robynn Janet Carter.
Chairman	The person chairing the Meeting.
Company	National Tyre & Wheel Limited ACN 095 843 020.
Corporations Act	<i>Corporations Act, 2001</i> (Cth).
Director	A director of the Company from time to time.
EGM, General Meeting or Meeting	The General Meeting of Shareholders of the Company or any adjournment thereof, convened in accordance with the Notice.
Listing Rules	The listing rules of ASX, as amended from time to time.
Notice or Notice of Meeting	The notice of General Meeting which accompanies this Explanatory Memorandum.
Proxy Form	The proxy form accompanying the Notice.
Relief Measures	ASIC's "no-action" position (adopted on 29 March 2021) and the temporary relief measures introduced by the Federal government in <i>Treasury Laws Amendment (2021 Measures No. 1) Act 2021</i> (Cth).
Resolution	A resolution set out in the Notice.
Share	A fully paid ordinary Share in the Company.
Shareholder	A registered holder of a Share.



NTD

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?

 **Phone:**  
1300 552 270 (within Australia)  
+61 3 9415 4000 (outside Australia)

 **Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00 am AEST (Brisbane time) on Tuesday, 22 February 2022.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### PARTICIPATING IN THE MEETING

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of National Tyre & Wheel Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of National Tyre & Wheel Limited to be held virtually at <https://meetnow.global/MDFDHTK> on Thursday, 24 February 2022 at 11:00am AEST (Brisbane time) and at any adjournment or postponement of that meeting.

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Item 1 PROVISION OF FINANCIAL ASSISTANCE – BLACK RUBBER	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 PROVISION OF FINANCIAL ASSISTANCE – BLACK RUBBER SYDNEY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 RATIFICATION OF ISSUE OF SHARES – BLACK RUBBER	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 RATIFICATION OF ISSUE OF SHARES – DECEMBER 2021 PLACEMENT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 RATIFICATION OF ISSUE OF SHARES – CARTER'S	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

NTD

999999A



Computershare

