

10 January 2025

Tower Limited Notice of Annual Meeting and Proxy Form

Attached are Tower Limited's Notice of Annual Meeting, Proxy Form and Virtual Meeting Guide and Court documents related to Tower's proposed Capital Return.

The Annual Shareholder Meeting will be a hybrid meeting, held at 10am on 11 February 2025, online at Computershare's web platform www.meetnow.global/nz and in the World Cup Lounge West (Te Ipu o te Ao Wēta) Level 4, Samsung South Stand, Eden Park, Reimers Avenue, Kingsland, Auckland.

ENDS

This announcement has been authorised by Michael Stiasny, Chair.

For media enquiries, please contact in the first instance:

Emily Davies
Head of Corporate Affairs and Sustainability
+64 21 815 149
emily.davies@tower.co.nz

For investor enquiries, please contact:

James Silcock
Head of Strategy, Planning and Investor Relations
+64 22 395 9327
james.silcock@tower.co.nz

Tower Limited

Notice of Annual Meeting



Dear Shareholder

On behalf of the Board of Directors, I am pleased to invite you to the 2025 Annual Meeting of Shareholders of Tower Limited (**Tower**) on **11 February 2025** at 10.00am (**NZT**).

Tower's Annual Shareholder Meeting will be a hybrid meeting, held both online at Computershare's online web platform at www.meetnow.global/nz (see the Virtual Meeting Guide released with this Notice of Meeting for more information on how to participate online) and in the World Cup Lounge West (Te Ipu o te Ao Wēta) Level 4, Samsung South Stand, Reimers Avenue, Kingsland, Auckland on Tuesday, 11 February 2025 at 10am (NZT).

The business before the Annual Meeting this year covers the usual administrative matters (Auditor remuneration and Director re-elections), but also the approval of the proposed NZ\$45m capital return. I encourage all shareholders to read the Notice of Meeting and explanatory notes carefully as they provide important information on the capital return in particular.

Business of the meeting

Presentations

- (a) Chair's address
- (b) CEO's address

Resolutions

Auditor Remuneration (Resolution 1)

To consider, and if thought fit, to pass the following by ordinary resolution:

"That the Board be authorised to determine the auditor's fees and expenses for the 2025 financial year."

Re-election of Directors (Resolution 2)

In accordance with NZX Listing Rule 2.7.1, Marcus Nagel retires by rotation, and being eligible, offers himself for re-election. Accordingly, it is proposed that the shareholders consider, and if thought fit, pass the following ordinary resolution for the purposes of NZX Listing Rule 2.7.1:

Resolution 2

Re-election of Marcus Nagel as Director of Tower.

For personal use only

“That Marcus Nagel, who retires by rotation in accordance with NZX Listing Rule 2.7.1, be re-elected as a Director of Tower.”

**Capital Return
(Resolution 3)**

To consider, and if thought fit, to pass the following by special resolution:

“That the scheme of arrangement relating to the return of capital to shareholders, as set out in the Arrangement Document annexed to the Notice of Meeting, dated 10 January 2025, be approved.”

Other business

To consider any other business that may be properly brought before the Annual Meeting.

A handwritten signature in black ink, appearing to read "Michael Stiasny". The signature is fluid and cursive, with a large loop at the end.

Michael Stiasny
Chair
10 January 2025

For personal use only

Explanatory Notes

These notes form part of the Notice of Meeting.

Item 1: Auditor Remuneration

Our Auditors, PricewaterhouseCoopers are automatically re-appointed at the Annual Meeting under section 207T of the Companies Act 1993. Consistent with past practice, the proposed resolution is to authorise the Board to fix the fees and expenses of the auditors for the coming financial year.

The Board unanimously recommends that shareholders vote in favour of Resolution 1.

Item 2: Re-election of Marcus Nagel



Marcus was nominated by Bain Capital Credit LP (**Bain Capital**) to represent Bain Capital's stake in Tower (Bain Capital holds 19.99% of Tower's ordinary shares). His election was supported by the Tower Board, noting his position with Bain Capital as a Special Advisor. Marcus is not considered an independent director, and Tower's Board and Bain Capital have agreed and implemented necessary governance and confidentiality protocols to protect the interests of all shareholders.

Marcus has significant experience in the insurance industry having performed senior leadership roles for Zurich in Europe both in life insurance and general insurance. These roles have included being the branch manager of Zurich Insurance plc Germany, and the CEO of Zurich Group Germany. Marcus resides in Schindellegi, Switzerland.

Marcus holds a Masters Degree in Banking and Finance from Goethe University in Frankfurt, Germany and Master of International Management from the Arizona State University Thunderbird School of Global Management in Arizona, United States of America.

The Board unanimously recommends that shareholders vote in favour of Marcus Nagel's re-election (Resolution 2).

Marcus was initially appointed to the Board on 14 January 2019.

Item 3: Capital Return

BACKGROUND

1. On 6 September 2024, Tower announced its intention to undertake a capital return to shareholders, on a pro rata basis, of approximately NZ\$45 million. The amount to be paid out under the proposed capital return will be funded by cash reserves.
2. The Board has determined that this return of capital should be effected by way of a Court approved arrangement under Part 15 of the Companies Act 1993 (NZ) (**Scheme**). The terms of the Scheme are set out in the Arrangement Document included in this Notice of Meeting. The Board considers the proposed

Scheme to be fair to all shareholders as it achieves a return of capital on a pro rata basis, with the result that the transaction does not alter the shareholders' relative voting and distribution rights (subject to very minor rounding differences).

3. The Scheme involves Tower's shareholders having one share cancelled for every ten shares held and receiving a cash sum of \$1.1858 for each share cancelled (with Australian shareholders being paid the Australian dollar equivalent as explained in paragraph 28 below). If the number of shares a shareholder owns is not divisible by ten, then the number will be rounded up or down to the nearest whole number (with 0.5 rounded down).
4. On 2 December 2024, Tower applied to the High Court of New Zealand for an order directing Tower to put the Scheme to shareholders. The Court made initial orders on 16 December 2024 which require (amongst other things):
 - a. the Scheme to be approved by special resolution of shareholders (that is, a resolution passed by a 75% majority of the votes of all shareholders entitled to vote and voting at the meeting); and
 - b. the Board, at its sole discretion, remaining satisfied that Tower is complying with solvency and regulatory capital requirements, including under its capital management process requirements, and that it remains prudent to undertake the Scheme, in each case, up to the time the Scheme is given effect, expected to be in March 2025 (**Key Scheme Condition**). Further detail on the Key Scheme Condition is provided in paragraphs 20 and 21 below.
5. As announced on 21 October 2024, Tower has also already received approval from the IRD confirming that no part of the cash sum paid to shareholders under the Scheme is in lieu of the payment of a dividend (see paragraphs 29 to 32 for further details). Accordingly, this condition of the Scheme has been satisfied. Tower is also seeking a ruling from the Australian Taxation Office (**ATO**) in relation to the tax effect of the capital return for Australian tax purposes on Australian Shareholders. However, this will not be a condition of the Scheme.
6. If the shareholder resolution is passed, Tower will seek final orders from the High Court sanctioning the return of capital. The final orders that are being sought by Tower sanctioning the Scheme are set out in the copy of Tower's application to the Court (dated 28 November 2024), which accompany this Notice of Meeting and are also available on Tower's website: <https://www.tower.co.nz/investor-centre/investor-news-announcements/>.
7. If shareholders do not approve the Scheme or if the Key Scheme Condition does not remain satisfied up to the date the Scheme is given effect (expected to be in March 2025), the Scheme will not proceed and Tower's application to the High Court will be discontinued.

The Directors of Tower unanimously recommend that shareholders vote in favour of the Scheme (Resolution 3).

RATIONALE FOR THE CAPITAL RETURN

8. In December 2023, Tower commenced a strategic review that explored options to maximise value for shareholders and optimise its capital structure to enhance competitiveness in the market. As part of this process, Tower and its financial advisors Goldman Sachs engaged in wide ranging discussions with several parties regarding potential opportunities including partnerships, risk transfer solutions and alternative ownership and capital structures.
9. As announced to the market on 6 September 2024, the Board concluded the strategic review having determined to continue executing Tower's current business strategy under the existing ownership structure, and to pursue organic growth opportunities that deliver accretive value. The details of Tower's

current strategy are set out in Tower's 2024 Annual Report, under the heading "Delivering on our Strategy" commencing on page 9 (available here: <https://www.tower.co.nz/investor-centre/reports/>).

10. As part of the strategic review, the appropriateness of Tower's capital structure was considered in light of the current strategy, which aims to simplify the business by focusing on the core business so as to deliver sustainable growth and efficiencies (the 2024 Annual Report contains further details of this under the heading "Strengthening the Foundations of our Business" on page 32). These simplifications included the sale of businesses in the Pacific Islands and steps taken to manage Tower's insurance risk profile and to use capital more efficiently, including further developing risk-based pricing and the discontinuance of non-core insurance products (such as insuring commercial farms).
11. Given these simplifications and the lack of large-scale claims events which contributed to cash reserves, the Board has concluded that Tower has excess capital relative to the requirements of the business and its prudential capital reserving requirements, including after satisfying its solvency requirements, regulatory solvency requirements and capital management process. This included consideration of:
 - a. Tower's statutory capital adequacy requirements and its solvency position (including that of subsidiaries);
 - b. potential needs for capital expenditure over the next 1 – 2 years;
 - c. Tower's ability to meet all of its liabilities;
 - d. Tower's financial strength rating; and
 - e. likely future revenues and liabilities, including the potential for large event(s), adverse performance relative to forecasts, and other factors.
12. The Board also considered different potential uses for the excess funds, subject to maintaining appropriate headroom above minimum solvency margins, including potential acquisition and investment opportunities. The Board does not believe that any better opportunities exist at present or are likely to exist in the short to medium term for these funds, and this is consistent with the pursuit of organic growth opportunities as previously announced as part of focusing on Tower's core business and efficiencies.
13. It is noted that as at 30 September 2024 (and allowing for payment of the dividend announced on 28 November 2024), Tower had a solvency margin of NZ\$171.4 million, as determined in accordance with the RBNZ's Interim Solvency Standard.
14. After taking into account Tower's balance sheet structure, prudential and solvency requirements, investment opportunities and operating outlook, the Board has determined that approximately NZ\$45 million be returned to shareholders by the Scheme. Immediately following the capital return Tower's solvency margins and ratios will be materially above the minimum prescribed by law.
15. In determining the preferred form of capital return, Tower sought advice from its external legal advisers, investment bankers, appointed actuary, and tax advisers. A range of options were considered, including the payment of a dividend, both on-market and off-market share buyback transactions, and the proposed Scheme. After careful consideration by the Board, the preferred method adopted was the Scheme.
16. In reviewing the options for the return of capital, Tower's objectives included:
 - a. certainty that the return of capital would proceed (with a low level of execution risk);
 - b. ensuring that the payment made to shareholders is appropriately treated as a return of capital for New Zealand tax purposes (see further information under the heading "Taxation – New Zealand" below). Tower is also seeking a ruling from the ATO in relation to the tax effect of the capital return for Australian tax purposes on Australian Shareholders (see further information under the heading "Taxation – Australia" below);

- c. ensuring that the return of capital will be made in a timely manner, so that shareholders receive cash in the near term;
- d. adopting a method that ensured all shareholders are treated on the same basis and that the return of capital does not alter materially any shareholder's proportionate voting or distribution rights; and
- e. ensuring that Tower retained flexibility to cancel the return of capital if needed to comply with its solvency and prudential requirements.

THE SCHEME AND ITS EFFECT

17. Subject to approval by shareholders, the Key Scheme Condition remaining satisfied up to the date the Scheme is given effect (expected to be in March 2025), receipt of final orders from the High Court sanctioning the return of capital, the Scheme will result in:

- a. the cancellation of one (1) in every ten (10) shares held by each shareholder in Tower (together with all rights attaching to those shares) on the Record Date (as defined in paragraph 25 below). Fractions of a share will be rounded up or down to the nearest whole number (with 0.5 rounded down); and
- b. the payment to each shareholder of NZ\$1.1858 for each share cancelled. Shareholders with an address on the register in Australia at 7:00pm (New Zealand time) on the Record Date for determining the shareholders to participate in the Scheme will be paid the NZ\$1.1858 converted into Australian dollars at the exchange rate organised by Tower's share registrar on or about that time, as approved by Tower. In this way, Tower will return to shareholders, on a pro rata basis, approximately NZ\$45 million of capital. On the Record Date, there are expected to be 379,483,987 shares on issue.¹ Based on this number, 37,948,399 ordinary shares will be cancelled (subject to rounding). This will leave the total number of ordinary shares on issue at approximately 341,535,588.

18. A worked example of the impact on a New Zealand tax resident shareholder is set out below:

	Before	After	After (alternative)
Shares held	15,205	13,685	13,685
Share price on close of business following announcement (9 September 2024)	NZ\$1.18		
Assumed share price after the capital return and payment of FY24 final dividend			
- based on closing price on 9 September 2024		NZ\$1.18	
- based on closing price on 28 November 2024, after full year results announcement			NZ\$1.34
Value of shares	NZ\$17,941.90	NZ\$16,148.30	NZ\$18,337.90
FY24 final dividend payment to shareholder (before any NZ resident withholding tax)	-	NZ\$988.33	NZ\$988.33
Capital returned via cash payment to shareholder	-	NZ\$1,802.42	NZ\$1,802.42

¹ This is subject to issuances of shares made under Tower's employee Long Term Incentive Plan. The number of shares issued will be announced on NZX and ASX in accordance with the NZX Listing Rules and ASX Listing Rules.

Value of shares, dividend and capital return	NZ\$17,941.90	NZ\$18,939.05	NZ\$21,128.65
Actual and estimated total shares on issue	379,483,987	341,535,588	341,535,588
Percentage ownership	0.0040%	0.0040%	0.0040%

19. Subject to the approval of shareholders, the final orders from the High Court sanctioning the Scheme are expected to be made on or about 13 March 2025. If shareholders do not approve the Scheme or the Key Scheme Condition does not remain satisfied up to the implementation date when the share cancellation and therefore the Scheme is given effect (see paragraph 25 below), the Scheme will not proceed and Tower's application to the High Court will be discontinued.
20. Tower notes that the Key Scheme Condition is a precautionary measure only and Tower remains confident in the capital buffers it has in place in its capital management process, including on the Scheme occurring. The Scheme has been sized so that Tower retains the ability to reinvest for future growth and maintain a degree of financial flexibility to absorb unexpected changes in trading performance in the short term.
21. The Key Scheme Condition is therefore an important protective measure for Tower so that the Scheme does not prejudice or unduly risk, in summary, its ability to comply with its solvency and prudential requirements. Without limitation, this risk could arise in the following situations:
- If there were any large events before the Scheme is given effect (the Scheme is expected to become effective in March 2025), Tower may need to retain the funds proposed to be paid out, should such event(s) exceed Tower's large events allowance and a margin of safety above that;
 - The Reserve Bank of New Zealand is currently revising the Interim Solvency Standard (**ISS**). While it is not anticipated that this revision will affect Tower's ability to undertake the Scheme, there is a risk that this may not be the case; and
 - A significant and unexpected adverse impact on business performance relative to forecasts or other factors (e.g. dislocation of the reinsurance market) could result in statutory solvency and prudential requirements, including under its capital management processes, not being satisfied if the Scheme proceeded.
22. Orders have been sought from the High Court on the basis that the Record Date would be the later of (i) 14 March 2025, and (ii) the date that is five business days after the date final orders are made (see paragraph 25 below). Payment will be made to shareholders within ten business days after the Record Date.
23. The High Court has since indicated that final orders would be made on or about 13 March 2025. Based on this indication, the below indicative timetable has been prepared:

EVENT	DATE
Annual meeting	11 February 2025
Final orders made by High Court*	13 March 2025
Record Date*	20 March 2025
Payment to Shareholders*	3 April 2025

* The dates above are indicative only.

24. Directors of Tower and associated persons of Directors who legally and/or beneficially own shares in Tower will participate in the return of capital in exactly the same way as all other ordinary shareholders of Tower. Directors and/or their associated persons are entitled to vote on Resolution 3 to approve the capital return.

PAYMENT OF FUNDS UNDER THE SCHEME

25. The share register will close at 7:00pm (New Zealand time) on 14 March 2025, or the date five business days after the date on which the final orders from the High Court sanctioning the Scheme are made, whichever is the latest (**Record Date**). If final orders sanctioning the scheme are made on 13 March 2025 as the High Court has indicated, the Record Date will be 20 March 2025. The closure of the share register will be for the purpose of determining the number of shares to be cancelled and the amount to be returned to those shareholders whose names appear in the share register at that time. The cancellation will be effected during the course of a short trading halt, the details of which will be advised through NZX/ASX in due course.
26. Payment to shareholders will be made by direct credit in the case of those shareholders who have previously provided bank account details to Tower. Direct credits will be made, within ten business days after the Record Date. Each shareholder will be issued with a new shareholding statement showing the new number of shares held following the cancellation of shares. Both the payment to shareholders and the provision of a new shareholding statement will be undertaken by Tower's share registrar.
27. For those shareholders that have not previously provided their bank account details to Tower, the share registrar will make contact to obtain them by the Record Date. Payment will then be made within ten business days of valid details having been provided (without interest) if they are not provided by the Record Date, with the funds being dealt with as unclaimed dividends in the meantime in accordance with Tower's constitution (see clause 4.6).
28. Shareholders with an address on the register in Australia at 7:00pm (New Zealand time) on the Record Date will be paid NZ\$1.1858 converted into Australian dollars at the exchange rate organised by Tower's share registrar on or about that time, as approved by Tower. Any such shareholder who does not provide valid bank account details by the Record Date, will have these funds held for them in accordance with paragraph 27 above.

TAXATION – NEW ZEALAND

29. The following is provided as general guidance as to the tax effect of the Scheme in New Zealand for New Zealand tax resident shareholders. Shareholders should obtain independent taxation advice on the effect of the Scheme based on their individual circumstances.
30. As noted above, Tower has received notification on 21 October 2024 from the Commissioner of Inland Revenue under section CD 22 of the Income Tax Act 2007 (NZ) that no part of the amount that will be paid (\$45 million) to shareholders on the share cancellation is in lieu of the payment of a dividend.
31. Consequently, the amount paid to shareholders under the Scheme will be treated as a return of capital and not as a dividend for New Zealand income tax purposes.
32. This means the payment will generally not be taxable for New Zealand tax resident shareholders unless for example:
 - a. the shareholder is a share dealer;
 - b. the shares were acquired for the dominant purpose of disposal; or
 - c. the amount received by a shareholder is derived from a profit-making undertaking or scheme.

TAXATION – AUSTRALIA

33. The following is provided as general guidance as to the tax implications for Australian tax resident shareholders (**Australian Shareholders**). Australian Shareholders should obtain independent tax advice on the effect of the Scheme based on their individual circumstances.

34. Tower is applying to the ATO for a Class Ruling on behalf of the Australian Shareholders to confirm that no part of the payment received by the Australian Shareholders under the Scheme will be treated as a dividend for Australian tax purposes and that the payment will be treated as capital proceeds received by the Australian Shareholders for the purposes of calculating any capital gain or loss on the cancellation of the shares. The description below is based on a favourable Class Ruling being issued by the ATO. Regardless of whether the Class Ruling is issued, or the outcome of the Class Ruling, Tower will proceed with the proposed Scheme (subject to shareholder approval, final Court approval and the Key Scheme Condition remaining satisfied when the Scheme is given effect).
35. If the ATO issues a Class Ruling, Tower will notify the Australian Shareholders as soon as the Class Ruling is available by announcement on NZX/ASX and a copy of the Class Ruling will be published on the Tower website. If the Class Ruling is not issued by the ATO, or the ATO disagrees with the view put to it in the application for the Class Ruling, then the tax consequences for Australian Shareholders may be different to the description below.
36. Under the Scheme, the shares held by an Australian Shareholder will be cancelled. The cancellation of the shares will constitute a CGT event (CGT event C2). The CGT event will happen at the time the shares are cancelled.
37. An Australian Shareholder will make a capital gain from the CGT event to the extent that the capital proceeds received in respect of the cancellation of their shares (the payment they receive) is more than the cost base of the shares (which will broadly include the amount paid to acquire the shares and certain non-deductible costs associated with acquiring and holding the shares). An Australian Shareholder will make a capital loss to the extent that the capital proceeds received in respect of the cancellation of the shares is less than the reduced cost base of the shares.
38. To the extent that the Scheme results in an Australian Shareholder having a capital gain, they may be entitled to reduce the gain under the CGT discount rules. Under the CGT discount rules, an Australian Shareholder is generally able to reduce the capital gain (after first applying any current year or prior year capital losses) by 50% where they are an individual or trust and by 33.33% where they are a complying superannuation fund, provided that they have held the shares for at least 12 months before their cancellation. The CGT discount is not available to Australian Shareholders that are companies.
39. An Australian Shareholder must include the net capital gain in their assessable income for the income year in which the Scheme is implemented. If an Australian Shareholder makes a capital loss, this can be used to offset other capital gains from the same income year or may be carried forward to offset capital gains incurred in future income years. Specific loss recoupment rules apply to companies which determine whether capital losses can be carried forward to future income years.
40. This section and the Class Ruling is only relevant for Australian Shareholders who hold their Tower shares on capital account and does not apply to Australian Shareholders who:
 - a. hold their shares as trading stock or as revenue assets;
 - b. hold their shares as assets used in carrying on a business or as part of a profit making undertaking or scheme;
 - c. who are Australian tax residents but who hold their shares as part of an enterprise carried on, at or through a permanent establishment in a foreign country;
 - d. that are financial institutions, insurance companies, partnerships, tax exempt organisations, trusts (except where expressly stated), superannuation funds (except where expressly stated) or temporary residents of Australia; or
 - e. who are subject to the taxation of financial arrangements rules in Australia in relation to gains and losses on their shares.

FURTHER INFORMATION

41. Shareholders who have any questions about the effect of the Scheme on their investment should consult their financial advisers.
42. Copies of the Court documents filed in relation to the Scheme, the initial Court orders and the Court minute pursuant to which the orders were made, are available on the following website <https://www.tower.co.nz/investor-centre/>.

Procedural Notes

Convening orders

The meeting referred to in this Notice of Meeting has been convened in accordance with an order of the High Court of New Zealand made at Auckland on 16 December 2024.

The scheme of arrangement referred to in Resolution 3 is recorded in the Arrangement Document annexed to this Notice of Meeting.

A copy of Tower's application to the Court for final orders sanctioning the scheme of arrangement (dated 28 November 2024) accompanies this Notice of Meeting.

A copy of the interlocutory orders made by the Court (dated 16 December 2024) accompany this Notice of Meeting, together with the Court's minute pursuant to which the interlocutory orders were made.

This Notice of Meeting has been submitted to NZ RegCo in accordance with NZX Listing Rule 7.1.1 and NZ RegCo has provided written confirmation that it does not object to this Notice of Meeting. However, NZX accepts no responsibility for any statement in this Notice of Meeting.

Eligibility to vote

If you are a shareholder whose name is recorded in the Tower share register at the close of business on 7 February 2025, you are entitled to attend the Annual Meeting and vote either in person or by Proxy (subject to the time limits for returning Proxy Forms).

Appointing a Proxy

A Proxy Form is included with this Notice of Meeting. A shareholder entitled to vote at the Annual Meeting but who is unable to attend may appoint a Proxy to attend the meeting, to act generally and vote on their behalf. A Proxy does not need to be a Tower shareholder. You may appoint the Chair of the meeting or any Director as your Proxy. The Chair of the meeting and the Directors will vote as directed on any resolutions and intend to vote any discretionary proxies in favour of all resolutions, even if they have an interest in the outcome of the resolution, to the extent permitted by the NZX Listing Rules, ASX Listing Rules, and Tower's constitution. If your named Proxy does not attend the meeting or you have not named a Proxy (but otherwise completed your Proxy Form in full), the Chair of the meeting will act as your Proxy, and will vote as you have directed in the Proxy Form, and if you have ticked the "Proxy's Discretion" box, the Chair will vote in favour of that resolution as indicated above.

To be valid, a completed Proxy Form (and any power of attorney under which it is signed together with a signed certificate of non-revocation of the power of attorney) must be deposited with Computershare no later than 10am (NZT) 9 February 2025.

Completing Proxy Forms

A completed Proxy Form may be deposited by:

Online

Go to www.investorvote.co.nz

1. Use the control number and CSN/shareholder number found on the Proxy Form and post code or country of residence (if outside New Zealand) to securely access InvestorVote.
2. Follow the prompts to appoint a proxy or corporate representative online.

Email

Email a completed and signed Proxy Form to corporateactions@computershare.co.nz with "Tower proxy" in the subject line.

Notice in writing

1. Complete and sign the Proxy Form attached to this Notice of Meeting.
2. Return the completed and signed Proxy Form to Tower's Share Registry, Computershare Investor Services Limited, Private Bag 92119, Victoria Street West, Auckland 1142, New Zealand, or if in **Australia** to Tower's Share Registry, Computershare Investor Services Pty Limited, GPO Box 3329, Melbourne, VIC 3001, Australia.

Please see your Proxy Form for further details about signing the proxy form. Proxy Forms that are signed incorrectly will be invalid.

Resolutions

Resolutions 1 to 2 are ordinary resolutions. An ordinary resolution is a resolution passed by a simple majority of votes of those shareholders entitled to vote and voting on the resolution. No shareholder is prohibited from voting on resolutions 1 to 2.

Resolution 3 is a special resolution. The special resolution must be approved by a majority of 75% of votes of those shareholders entitled to vote and voting on the resolution. No shareholder is prohibited from voting on the special resolution and all shareholders will vote together as one class. In this respect, section 236A of the Companies Act 1993 does not apply as the Scheme does not involve a change in the relative percentage of voting rights held or controlled by any Tower shareholder for the purposes of section 236A.

The Board unanimously recommends that you vote in favour of all resolutions put to the meeting.

The Directors intend to vote their own shares in favour of all resolutions.

Motions from the floor will not be allowed unless they are consistent with the meeting agenda.

Participating in the Annual Meeting online

To attend the Annual Meeting online please go to www.meetnow.global/nz. To access the Meeting, click Go under the Tower meeting and then click JOIN MEETING NOW. Select 'shareholder' on the login screen and enter your CSN or holder number (which can be found on the Proxy Form attached to this Notice of Meeting) and mailing address postcode (if in New Zealand) or if outside New Zealand, choose your country from the drop-down list.

Shareholders attending online will be able to vote and ask questions virtually during the Meeting.

The Virtual Meeting Guide accompanying this Notice of Meeting contains more information on how to attend and participate in the Annual Meeting online. We recommend that you read this guide, and login 15 minutes in advance of the Annual Meeting to ensure you are familiar with and ready to start at **10am**.

If you have any questions on how to attend the meeting online, please contact Computershare Investor Services Limited on +64 9 488 8777 between 8.30am and 5.00pm Monday to Friday (NZT).

ARRANGEMENT DOCUMENT

Scheme of Arrangement pursuant to Part 15 of the Companies Act 1993 (NZ)

BETWEEN: Tower Limited and the holders of shares in Tower Limited.

1. INTERPRETATION

1.1 In this document, unless the context otherwise requires:

“Annual Meeting” means the annual meeting of shareholders of Tower, and any adjournment of that meeting, to be held to, among other things, consider and, if thought fit, approve the Scheme.

“Business Day” means a day on which the stock exchanges operated by NZX and ASX are open for trading.

“Conditions” means the Board, at its sole discretion, remaining satisfied that:

(a) Tower is complying with solvency and regulatory capital requirements, including under its capital management process requirements, up to the Condition Time; and

(b) it remains prudent to undertake the Scheme up to the Condition Time.

“Condition Time” means 8:00am (New Zealand time) on the Implementation Date.

“Implementation Date” means the date on which Shares are to be cancelled under the Scheme.

“Record Date” means 14 March 2025, or the date five Business Days after the date on which the final order from the High Court of New Zealand is made pursuant to section 236(1) of the Companies Act 1993 sanctioning the arrangement, whichever is the latest.

“Scheme” means the proposed scheme of arrangement between Tower and its Shareholders, the terms of which are set out in this document.

“Share” means an ordinary share in Tower.

“Shareholder” means each person who is registered in the share register of Tower as the holder of a Share at 7:00pm (New Zealand time) on the Record Date.

“Tower” means Tower Limited.

2. ARRANGEMENT

2.1 Subject to the satisfaction of the Conditions as at the Condition Time, one Share for every ten Shares registered in the name of each Shareholder at 7:00pm (New Zealand time) on the Record Date shall be cancelled (together with all the rights attaching to those Shares). For this purpose, fractions of a Share shall be rounded up or down to the nearest whole Share (with 0.5 rounded down).

2.2 Within ten Business Days after the Record Date, Tower shall pay on a date chosen by it within that period, to each Shareholder for each Share registered in the name of that Shareholder which has been cancelled in accordance with clause 2.1:

(a) where that Shareholder has at 7:00pm (New Zealand time) on the Record Date an address on the share register other than in Australia, NZ\$1.1858; or

- (b) where that Shareholder has at 7:00pm (New Zealand time) on the Record Date an address on the share register in Australia, NZ\$1.1858 converted into Australian dollars at the exchange rate organised by Tower's share registrar on or about that time, as approved by Tower,

provided that at the Condition Time the Conditions have been satisfied.

- 2.3 Payments will be made by electronic funds transfer to a bank account for the Shareholder where Tower or its share registrar holds sufficient details to make payment in that manner. Where an electronic funds transfer has failed, or Tower and its share registrar do not hold sufficient details to make payment, funds will be dealt with as unclaimed distributions in accordance with clause 4.6 of Tower's constitution (without any interest on any payment thereunder).

3. Amendment of Scheme

- 3.1 Tower reserves the right to amend this Scheme at any time and from time to time provided that any such amendment must be contained in a written document which is filed with the Court and, if made following the Annual Meeting, approved by the Court and communicated to the shareholders of Tower in the manner required by the Court (if so required).

- 3.2 Any amendment to this Scheme may be proposed by Tower at any time prior to or at the Annual Meeting with or without any other prior notice or communication and, if so proposed and accepted by the persons voting at the Annual Meeting, will become part of this Scheme for all purposes.

4. Lapse of Scheme

- 4.1 If the Conditions are not satisfied as at the Condition Time, the Scheme will lapse and be of no effect, with the consequence that no Shares will be cancelled or funds paid to Shareholders hereunder.

DIRECTIONS TO VENUE AND PARKING DETAILS

Venue Location World Cup Lounge West (Te Ipu o te Ao Wēta) Level 4, Samsung South Stand, Reimers Avenue, Kingsland, Auckland. Eden Park is well served by rail and bus services. Kingsland train station is a short walk from Eden Park. Parking is available through entrance Gate B off Walters Road or Gate G off Reimers Avenue.



For personal use only



Lodge Your Vote

Online at: www.investorvote.co.nz

By email: corporateactions@computershare.co.nz



By mail in New Zealand

Tower Share Registry
Computershare Investor Services Limited
Private Bag 92119, Victoria Street West,
Auckland 1142, New Zealand



Or mail in Australia

Tower Share Registry
Computershare Investor Services Pty Limited
GPO Box 3329, Melbourne, VIC 3001, Australia



For all enquiries contact

Freephone within New Zealand: **0800 222 065**

Telephone within New Zealand: **+64 9 488 8777**

Freephone within Australia: **1800 501 366**

Telephone within Australia: **+61 3 9415 4083**

PROXY/VOTING FORM

The Annual Meeting of Shareholders of Tower Limited (Tower) to be held on **Tuesday, 11 February 2025 at 10am (NZT)**. Held both online at Computershare's online web platform at www.meetnow.global/nz and in the **World Cup Lounge West (Te Ipu o te Ao Wēta) Level 4, Samsung South Stand, Reimers Avenue, Kingsland, Auckland**.

For your vote to be effective it must be received by **10:00am (NZT) Sunday, 9 February 2025**.

Vote Online: www.investorvote.co.nz available 24 hours a day, 7 days a week.

Your secure access information

Control number:

CSN/Securityholder Number:

Please note: You will need above Control number, CSN/Securityholder Number and Postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to appoint and exercise your vote online.

Smartphone?
Scan the code



What is this form?

This Proxy Form allows you to appoint someone to vote in your place at Tower's Annual Meeting of Shareholders if you are unable to attend.

Can I still attend the meeting in person?

Yes, you can attend the meeting in person (but you will not be able to vote if you have appointed a Proxy). Bringing this form with you will assist us with registering you to vote on the day.

How do I appoint a Proxy?

If you wish to appoint a Proxy to attend the meeting in your place, simply fill out the form on the next page.

Who can I appoint?

The person you appoint as your Proxy does not have to hold shares in Tower. You can also appoint the Chair of the meeting, or any other Tower Director, if you wish.

If, in appointing a Proxy, you have not named a person to be your Proxy, or your named Proxy does not attend the Meeting, the Chair will be your Proxy.

How will my Proxy vote?

Your Proxy will vote whichever way you direct. Just tick next to each resolution on the next page whether you are 'For' or 'Against' the resolution. You can also allow the Proxy to decide how to vote by ticking the 'Proxy Discretion' box, or you can choose to 'Abstain'.

If you do not tick anything, your Proxy can vote however they wish. If you tick more than one box next to each resolution, your vote will be invalid on that particular resolution.

If you appoint the Chair of the Meeting or any other Tower Director, they will vote in favour of all resolutions, even if they have an interest in the outcome of a resolution, to the extent permitted by the NZX Listing Rules, ASX Listing Rules, and Tower's constitution.

There are no voting restrictions on the resolutions proposed in the Notice of Meeting.

I am a representative of a corporate shareholder – do I need to provide any other documentation?

Yes, in addition to the completed Proxy Form, you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" before you will be admitted to the meeting.

Will you allow motions from the floor at the meeting?

Motions from the floor will not be allowed unless they are consistent with the Meeting agenda.

A Proxy is able to vote on motions from the floor and/or any resolutions put before the Meeting to amend the resolutions stated in the Notice of Meeting.

Can I attend the meeting virtually?

The Meeting will be a hybrid meeting, held both online at www.meetnow.global/nz (see the virtual meeting guide released with this Notice of Meeting for more information on how to participate online) and in person at Eden Park.

Signing Instructions

Individual

Where the holding is in one name, the securityholder must sign this Proxy Form.

Joint Holding

Where the holding is in more than one name, all of the securityholders must sign the Proxy Form.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with Computershare) and a signed certificate of non-revocation of the power of attorney must be provided with this Proxy Form.

Companies

The Proxy Form should be signed by a Director or an authorised officer. Please sign in the appropriate place and indicate which office you hold.

Where do I send my Proxy Form?

You can lodge your Proxy Form by post or by email at the details listed under the heading 'Lodge Your Vote' at the top of this form. Alternatively, you can appoint a Proxy online by going to www.investorvote.co.nz, or if you have a Smartphone, by scanning the QR code on the first page of this Proxy Form and following the prompts.

All Proxy appointments must be received by **10.00am (NZT) on Sunday, 9 February 2025**.

For personal use only

Proxy/Corporate Representative Form

1 Step 1: Appoint a Proxy/Corporate Representative to vote on your behalf

I/We being a shareholder/s of **Tower Limited**

appoint _____ of _____

or failing him/her _____ of _____

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, the Proxy will vote as they see fit) at the Annual Meeting of Shareholders of Tower Limited (Tower) to be held online at www.meetnow.global/nz and in the **World Cup Lounge West (Te Ipu o te Ao Wēta) Level 4, Samsung South Stand, Reimers Avenue, Kingsland, Auckland** on **Tuesday, 11 February 2025 at 10am (NZT)** and at any adjournment of that meeting. If you wish, you may appoint as your Proxy 'The Chair of the Meeting', or any other Director of Tower Limited.

If your Proxy is not the Chair of the Meeting or another Director of Tower Limited, please ensure that you provide their contact details (phone and email address) below. If this information is not provided, your Proxy's admission to the online Meeting is not guaranteed.

Proxy contact details

Phone _____ Email _____

2 Step 2: Items of Business/Resolutions - Voting Instructions/Ballot Paper

Please note: If you mark the Abstain box for an Item, you are directing your Proxy not to vote on your behalf and your votes will not be counted in computing the required majority.

Resolutions	For	Against	Proxy Discretion	Abstain
-------------	-----	---------	------------------	---------

1 Auditor Remuneration That the Board be authorised to determine the auditor's fees and expenses for the 2025 financial year.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
---	-----------------------	-----------------------	-----------------------	-----------------------

2 Re-election of Marcus Nagel That Marcus Nagel, who retires by rotation in accordance with NZX Listing Rule 2.7.1, be re-elected as a Director of Tower.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
---	-----------------------	-----------------------	-----------------------	-----------------------

To consider and, if thought fit, to pass the following special resolution:

3 Capital Return That the scheme of arrangement relating to the return of capital to shareholders, as set out in the Arrangement Document annexed to the Notice of Meeting, dated 10 January 2025, be approved.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
---	-----------------------	-----------------------	-----------------------	-----------------------

3 Step 3: Sign Signature of Securityholder(s)
This section must be completed.

Securityholder 1
(or Director/Authorised Officer)

Securityholder 2
(if second joint securityholder)

Securityholder 3
(if third joint securityholder)

Contact name

Telephone (day)

Date

ATTENDANCE SLIP



Annual Meeting of Shareholders of Tower Limited (Tower) to be held online at www.meetnow.global/nz and **World Cup Lounge West (Te Ipu o te Ao Wēta) Level 4, Samsung South Stand, Reimers Avenue, Kingsland, Auckland** on **Tuesday, 11 February 2025 at 10am (NZT)**. For your proxy vote to be effective it must be received by **10:00am (NZT) Sunday, 9 February 2025**.

In the High Court of New Zealand
Auckland Registry

I Te Kōti Matua o Aotearoa
Tāmaki Makaurau Rohe

CIV-2024

Under Part 15 of the Companies Act 1993

In the matter of an application by **Tower Limited** for approval of an
arrangement

Applicant

Without Notice Originating Application for Order approving
arrangement under Part 15 of the Companies Act 1993

Dated 28 November 2024

MinterEllisonRuddWatts.

PO Box 105 249 Auckland City 1143
T +64 9 353 9700
Solicitor acting: Ana Simkiss | ana.simkiss@minterellison.co.nz
Partner responsible: Sean Gollin | sean.gollin@minterellison.co.nz

903125045

For personal use only

TO: The Registrar of the High Court at Auckland

AND TO: Any person that the High Court directs to be served

This document notifies you that –

1. The applicant, Tower Limited (**Tower**) applies for the following orders:
 - (a) approving the scheme of arrangement described in the Arrangement Document (a draft of which is attached to this originating application marked "**A**") between Tower and its shareholders for the return of capital (the **Arrangement**);
 - (b) declaring the Arrangement to be binding upon Tower, all its shareholders, and all such other persons necessary to give effect to the Arrangement, with (amongst other things) the effect that:
 - (i) One (1) of every ten (10) ordinary shares registered in the name of each shareholder at 7:00pm on either 14 March 2025, or the date that is five business days after the date on which final orders of this Court are made sanctioning the Arrangement, whichever is the latest (**Record Date**), together with all rights attaching to those shares, will be cancelled.
 - (ii) Within 10 business days after the Record Date, Tower will make payment by direct credit to each shareholder NZ\$1.1858 for each share registered in the name of the shareholder, which has been cancelled in accordance with paragraph (i) above.
 - (iii) Shareholders with an address on the register in Australia at 7:00pm on the Record Date will be paid NZ1.1858 converted into Australian dollars at the exchange rate organised by Tower's share registrar on or about that time as approved by Tower.
 - (iv) The Arrangement will be implemented only if the Board of Directors of Tower, at its sole discretion, remains satisfied that up to 8:00am on the date the Arrangement is implemented:

For personal use only

- (A) Tower is complying with solvency and regulatory capital requirements, including under its capital management process requirements; and
- (B) it remains prudent to undertake the Arrangement.

(the **Key Scheme Condition**)

- (c) dispensing with formal service of this application, or any other application made by Tower in this proceeding, on any person; and
- (d) granting leave to apply to this Court for approval of any amendment, modification, or supplement to the Arrangement.

2. The grounds upon which each order is sought are as follows:

- (a) the Board of Directors of Tower has resolved to seek the approval of (and apply to this Court for approval of) a scheme of arrangement under Part 15 of the Companies Act 1993 (**Act**);
- (b) section 236(1) of the Act provides jurisdiction for the Court to make orders that the Arrangement is binding on Tower and any other such persons as the Court may specify and on terms and conditions the Court thinks fit;
- (c) Tower has, at the same time as filing this application, filed an interlocutory application for orders pursuant to s 236(2) of the Act directing and approving the process to be followed in holding a meeting of shareholders to vote on the Arrangement;
- (d) if approved by the shareholders of Tower, final orders in terms of section 236(1) of the Act will be required so as to make the Arrangement binding;
- (e) by the date on which this originating application is determined, Tower will have complied with the initial interlocutory orders requested and the requirements of Part 15 of the Act;
- (f) all persons who might be affected by the Arrangement, being all shareholders of Tower, will receive notice of and be entitled to vote at

the proposed meeting seeking the approval of shareholders to the Arrangement;

- (g) any shareholder who may oppose this originating application will have the opportunity to oppose it and to be heard;
- (h) the Arrangement will not adversely impact Tower's creditors or shareholders as Tower will maintain the level of solvency required by the Insurance (Prudential Supervision) Act 2010 and the Reserve Bank of New Zealand;
- (i) the Key Scheme Condition is an appropriate precaution to ensure that the Arrangement is only implemented if it remains prudent to do so;
- (j) the Arrangement is such that an intelligent and honest person of business acting in respect of his or her own interest would reasonably approve it;
- (k) the terms and conditions of the Arrangement are otherwise fair and equitable to the shareholders of Tower;
- (l) as set out in the Affidavit of Michael Peter Stiasny affirmed 28 November 2024 the memorandum of counsel and interlocutory application for initial orders filed with this originating application; and
- (m) as set out in any further updating affidavits to be filed following the implementation of initial orders and prior to the determination of this application.

3. This application is made in reliance upon:

- (a) Part 15 of the Act;
- (b) rules 7.19, 7.20, 7.23, 19.2(c) and 19.10 of the High Court Rules 2016;
- (c) *Re CM Banks Ltd* [1944] NZLR 248 (SC); *Weatherston v Waltus Property Investments Ltd* [2001] 2 NZLR 103 (CA), *Re Auckland International Airport* [2014] NZHC 405, *Re Kirkcaldie & Stains Limited* [2016] NZHC 112, *Re Tenon Limited* [2016] NZHC 2497, *Re Nuplex Industries* [2016] NZHC 1677, *Re Tenon Limited* [2017] NZHC 674, *Re New Zealand Oil & Gas Ltd* [2017] NZHC 809, *Re PGG Wrightson Ltd*

[2019] NZHC 1780, *Re Tilt Renewables Ltd* [2020] NZHC 1398 *Re Tower Limited* [2022] NZHC 328 and *Burger Fuel Group Ltd v Mason Trustee Ltd* [2024] NZHC 1352;

- (d) the memorandum of counsel filed in support of this application and the without notice interlocutory application for initial orders;
 - (e) the evidence filed in support of this application as set out in the affidavit of Michael Peter Stiasny, affirmed 28 November 2024; and
 - (f) any further affidavit evidence or memorandum of counsel filed prior to the Court's determination of this application.
4. This application is made without notice to any other party on the following grounds:
- (a) that requiring the applicant to proceed on notice to each shareholder would cause undue delay or prejudice to the applicant;
 - (b) that all persons who might be affected by the Arrangement will receive notice of and be entitled to vote at the proposed meeting seeking the approval of shareholders to the Arrangement; and
 - (c) that the interests of justice require the application to be determined without serving notice of the application.
5. I certify that –
- (a) the grounds set out in paragraph 4 on which the application relies are made out; and
 - (b) all reasonable inquiries and all reasonable steps have been made or taken to ensure that the application contains all relevant information, including any opposition or defence that might be relied on by any other party, or any facts that would support the position of any other party.

DATED at Auckland on 28 November 2024

S C D A Gollin
Counsel for the Applicant

This **ORIGINATING APPLICATION** is filed by **SEAN CHRISTOPHER DAVID ALBERT GOLLIN**, of MinterEllisonRuddWatts, PwC Tower, 15 Customs Street West, Auckland 1010, solicitor for the abovenamed Applicant. The address for service of the Applicant is at the offices of MinterEllisonRuddWatts, PwC Tower, 15 Customs Street West, Auckland 1010.

Documents for service on the abovenamed Applicant may be left at that address for service or may be:

- (A) posted to the solicitor at PO Box 105 249, Auckland 1143; or
- (B) emailed to the solicitor at sean.gollin@minterellison.co.nz and ana.simkiss@minterellison.co.nz

For personal use only

"A"

ARRANGEMENT DOCUMENT

Scheme of Arrangement pursuant to Part 15 of the Companies Act 1993 (NZ)

BETWEEN: Tower Limited and the holders of shares in Tower Limited.

1. INTERPRETATION

1.1 In this document, unless the context otherwise requires:

"Annual Meeting" means the annual meeting of shareholders of Tower, and any adjournment of that meeting, to be held to, among other things, consider and, if thought fit, approve the Scheme.

"Business Day" means a day on which the stock exchanges operated by NZX and ASX are open for trading.

"Conditions" means the Board, at its sole discretion, remaining satisfied that:

- (a) Tower is complying with solvency and regulatory capital requirements, including under its capital management process requirements, up to the Condition Time; and
- (b) it remains prudent to undertake the Scheme up to the Condition Time.

"Condition Time" means 8:00am (New Zealand time) on the Implementation Date.

"Implementation Date" means the date on which Shares are to be cancelled under the Scheme.

"Record Date" means 14 March 2025, or the date five Business Days after the date on which the final order from the High Court of New Zealand is made pursuant to section 236(1) of the Companies Act 1993 sanctioning the arrangement, whichever is the latest.

"Scheme" means the proposed scheme of arrangement between Tower and its Shareholders, the terms of which are set out in this document.

"Share" means an ordinary share in Tower.

"Shareholder" means each person who is registered in the share register of Tower as the holder of a Share at 7:00pm (New Zealand time) on the Record Date.

"Tower" means Tower Limited.

2. ARRANGEMENT

2.1 Subject to the satisfaction of the Conditions as at the Condition Time, [one] Share for every [ten] Shares registered in the name of each Shareholder at 7:00pm (New Zealand time) on the Record Date shall be cancelled (together with all the rights attaching to those Shares). For this purpose, fractions of a Share shall be rounded up or down to the nearest whole Share (with 0.5 rounded down).

2.2 Within ten Business Days after the Record Date, Tower shall pay on a date chosen by it within that period, to each Shareholder for each Share registered in the name of that Shareholder which has been cancelled in accordance with clause 2.1:

- (a) where that Shareholder has at 7:00pm (New Zealand time) on the Record Date an address on the share register other than in Australia, NZ\$[1.1858]; or

- (b) where that Shareholder has at 7:00pm (New Zealand time) on the Record Date an address on the share register in Australia, NZ\$[1.1858] converted into Australian dollars at the exchange rate organised by Tower's share registrar on or about that time, as approved by Tower,

provided that at the Condition Time the Conditions have been satisfied.

- 2.3 Payments will be made by electronic funds transfer to a bank account for the Shareholder where Tower or its share registrar holds sufficient details to make payment in that manner. Where an electronic funds transfer has failed, or Tower and its share registrar do not hold sufficient details to make payment, funds will be dealt with as unclaimed distributions in accordance with clause 4.6 of Tower's constitution (without any interest on any payment thereunder).

3. Amendment of Scheme

- 3.1 Tower reserves the right to amend this Scheme at any time and from time to time provided that any such amendment must be contained in a written document which is filed with the Court and, if made following the Annual Meeting, approved by the Court and communicated to the shareholders of Tower in the manner required by the Court (if so required).

- 3.2 Any amendment to this Scheme may be proposed by Tower at any time prior to or at the Annual Meeting with or without any other prior notice or communication and, if so proposed and accepted by the persons voting at the Annual Meeting, will become part of this Scheme for all purposes.

4. Lapse of Scheme

- 4.1 If the Conditions are not satisfied as at the Condition Time, the Scheme will lapse and be of no effect, with the consequence that no Shares will be cancelled or funds paid to Shareholders hereunder.

IN THE HIGH COURT OF NEW ZEALAND
AUCKLAND REGISTRY

I TE KŌTI MATUA O AOTEAROA
TĀMAKI MAKĀURAU ROHE

CIV-2024-404-003083

UNDER

Part 15 of the Companies Act 1993

IN THE MATTER

of an application by TOWER LIMITED for
approval of an arrangement
Applicant

Hearing: On the papers

Counsel: S D A Gollin and A Simkiss for the Applicant

Minute: 16 December 2024

MINUTE OF ANDERSON J

Solicitors:
MinterEllisonRuddWatts, Auckland

For personal use only

Introduction

[1] The applicant, Tower Limited, wishes to implement a scheme of arrangement between Tower and its shareholders under Part 15 of the Companies Act 1993. The Arrangement is intended to return approximately NZ\$45 million of capital to shareholders by way of a pro rata cancellation of one share in every 10 ordinary shares.

[2] Two applications have been filed:

- (a) an originating application for final orders approving the scheme of arrangement between Tower and its shareholders for the return of capital to shareholders (Arrangement); and
- (b) an interlocutory application for initial procedural orders regarding arrangements for seeking shareholders' approval for the Arrangement (Interlocutory Application).

[3] These have been filed without notice as is usual practice and consistent with the legislative scheme.

[4] Further documents were filed in support of the applications as follows:

- (a) covering letter dated 2 December 2024;
- (b) memorandum of counsel for the applicant dated 28 November 2024;
- (c) affidavit of Michael Peter Stiassny affirmed on 28 November 2024; and
- (d) bundle of authorities.

[5] A further memorandum was filed on 16 December 2024 confirming that copies of the applications together with the supporting documents had been sent to the Reserve Bank as required for all applications under Parts 14 to 16 of the Companies Act by s 157 of the Insurance (Prudential Supervision) Act 2010. I also sighted correspondence from the Reserve Bank confirming receipt.

[6] Section 157 requires not only the Applicant but also the Registrar of the High Court to take reasonable steps to ensure that copies of any applications are sent to the Reserve Bank. No further steps need to be taken by the Registrar to satisfy s 157 in light of the matters in the previous paragraph.

[7] This Minute relates to the application for initial procedural orders only and the setting down of the Originating Application for final orders for a hearing.

Hearing for Originating Application

[8] The Originating Application for final orders is to be set down for a half day hearing by the Registry on **Thursday, 13 March 2025 at 10 am**.

Application for initial orders under s 236

[9] The interlocutory orders sought are procedural. The Court's approval is sought for the steps needed to facilitate consideration of and voting on the Arrangement. It is only if those steps are followed and the required majority vote in favour of the Arrangement and further conditions are satisfied as discussed below that Tower will then seek final orders under Part 15 of the Companies Act.

[10] By the proposed Arrangement it is intended that:

- (a) One in every 10 ordinary shares, together with all rights attaching to those shares, will be cancelled.
- (b) Tower will pay to each shareholder NZ\$1.1858 for each share registered in the name of the shareholder.
- (c) Fractions of a share will be rounded up or down to the nearest whole number (with 0.5 rounded down).

[11] Tower is proposing to effect the Arrangement under Part 15 of the Companies Act. In particular, Tower intends:

- (a) first that Tower's shareholders will be asked to vote on whether they support the Arrangement; and

- (b) if the required 75 per cent vote yes, to seek the Court's approval of the Arrangement by way of final orders.

The proposed timing

[12] the indicative timing of the key steps for carrying out the Arrangement are as follows:

Event	Date
Annual Meeting	11 February 2025
Final orders made by High Court	7 March 2025
Record Date	14 March 2025
Payment to shareholders	28 March 2025

[13] If the final Court orders have not been made by 7 March 2025, the Record Date is proposed to be five business days after the date on which the final orders from the High Court sanctioning the Scheme are made. Payment would be made to shareholders within 10 business days after the Record Date.

Jurisdiction

[14] Part 15 provides for schemes of arrangement with the sections governing eligibility being ss 235 and 236(1). An "arrangement" is defined in s 235 for the purposes of Part 15 as:

Arrangement includes a reorganisation of the share capital of a company by the consolidation of shares of different classes, or by the division of shares into shares of different classes, or by both those methods.

[15] Section 236(1) of the Companies Act provides:

236 Approval of arrangements, amalgamations, and compromises

- (1) Notwithstanding the provisions of this Act or the constitution of a company, the Court may, on the application of a company or any shareholder or creditor of a company, order that an arrangement or amalgamation or compromise shall be binding on the company and on such other persons or classes of persons as the Court may specify and any such order may be made on such terms and conditions as the Court thinks fit.

[16] The meaning of “arrangement” under s 236 was considered by the Court of Appeal in *Suspended Ceilings (Wellington Ltd) v CIR*:¹

That word has been described in *Re International Harvester Co of Australia Pty Ltd* [1953] VLR 669 per Lowe ACJ as a word “of very wide import” and one not restricted in its meaning by its association with “compromise”. It was given a wider meaning than “compromise” in the *Guardian Assurance Company* [1917] 1 CH 431 (CA). As AT Lawrence J at p 450, there is no ground for limiting the meaning in the section and empowering the court to approve an arrangement, and any risk is sufficiently guarded against by the fact that the sanction of the court must be obtained.

[17] Counsel refer to several recent cases where capital repayments have been made to shareholders through Part 15 schemes of arrangement. Several of these have been by cancellation of one of a number of shares including:

- (a) *Re Auckland International Airport* [2014] NZHC 405;
- (b) *Re Tilt Renewables Ltd* [2020] NZHC 1398;
- (c) *Re PGG Wrightson Ltd* [2014] NZHC 405;
- (d) *Re Tower Limited* [2022] NZHC 328; and
- (e) *Burger Fuel Group Ltd v Mason Trustee Ltd* [2024] NZHC 1352..

[18] I am satisfied that the proposed Arrangement properly falls within the definition in s 235 and there is jurisdiction to make the orders sought under Part 15 of the Companies Act.

Consideration of initial orders sought

[19] Section 236(2) of the Act sets out the Court’s jurisdiction to make initial orders in respect of proposed schemes. The purpose of these is to ensure there is a process by which all interested or affected parties are consulted before the Court makes its decision on the proposed scheme and that those parties are provided with sufficient information to enable them to properly consider, and to decide whether to support or oppose, the arrangement.

¹ *Suspended Ceilings (Wellington Ltd) v CIR* [1995] 3 NZLR 143 (CA) at 148.

Summary

[20] Tower's memorandum in support and accompanying affidavit outline in detail the relevant law and factual platform for the orders sought. I conclude that (subject to some very minor changes) the orders are appropriate having regard to the nature of the scheme of arrangement (return of capital) and the position and structure of the company.

[21] The minor changes are as follows:

- (a) That the materials to be sent to shareholders are to include this minute;
- (b) I amend the timeframe for deemed receipt of the materials sent. The orders sought refer to a period of 48 hours which I consider to be too short, particularly for Australian shareholders who receive the material by ordinary post. I amend the period of deemed receipt to four business days.

[22] The orders I make are annexed to this minute as Schedule A (with minor changes made placed in italics for convenience).

Information to be provided to shareholders

[23] I am satisfied that the interlocutory orders sought in relation to the provision of information to shareholders are appropriate except for the two matters referred to in paragraphs [21](a) and (b) above.

Other interested parties?

[24] The Arrangement will not affect the creditors of Tower because appropriate solvency requirements will be met before and after it is implemented and because an affidavit will be filed to confirm this prior to the seeking of the final orders. In the meantime, the directors have given a solvency certificate as at 27 November 2024 when the decision to proceed with the Arrangement was approved.

Orders specifying persons who shall be entitled to appear and be heard on the substantive application

[25] The orders proposed include a process for any shareholder who wishes to oppose the Originating Application for final orders approving the Arrangement to file a notice of intention to appear no later than five working days after the meeting and a notice of opposition and evidence in support within a further five working days of filing such notice.

Meeting of shareholders

[26] The orders sought directing the holding of a meeting of shareholders to consider and, if thought fit, to approve the proposed Arrangement are appropriate.

Updating the Court on Report to the Court on compliance

[27] Following the meeting, Tower will file with the Court an affidavit(s) verifying the actions taken and the resolutions passed by the shareholders at the meeting. This process will provide the Court with the opportunity to satisfy itself that the Arrangement has the necessary support of the shareholders when considering whether to approve it on the basis of the principles set out in *Re Auckland International Airport*.²

No need to determine classes of shareholders

[28] Section 236(2)b) of the Act empowers the Court to “determine the shareholders or creditors that constitute a class of shareholders or creditors of a company” because it may be appropriate to hold meetings of each class of shareholders to consider an arrangement.

[29] The evidence filed in support of the application records that approximately 24 per cent of Tower’s shareholders had a registered address in Australia. A class ruling is being sought from the Australian Tax Office on behalf of those shareholders to confirm that no part of the payment received will be treated as a dividend and that the

² *Re Auckland International Airport* [2014] NZHC 405 as summarised in *PGG Wrightson Ltd* [2019] NZHC 1780 at [12].

payment will be capital proceeds for the purposes of calculating any capital gain or loss on the cancellation of shares.

[30] Tower still intends to proceed with the proposed arrangement regardless of whether a Class Ruling is issued. Tower has already obtained a positive IRD ruling on the tax consequences for New Zealand shareholders.

[31] The memorandum filed in support of the application for interlocutory orders addressed the Court on whether Tower's shareholders should be divided into classes for the purposes of the meeting on the Arrangement in those circumstances.

[32] Counsel directed me to case law on class definition focussed on legal rights in relation to the company³ and to the majority in the Supreme Court decision in *Trends Publishing International Ltd v Advice Wise People Ltd*.⁴ This articulated a broader test in relation to Part 14 compromises based not just on the legal rights and interests of creditors. There is a question whether that decision applies to Part 15 arrangements.⁵

[33] Although the tax treatment may differ between Australian and New Zealand shareholders, all Tower shareholders have the same legal rights and interests. Shareholders will be treated equally by the Arrangement in relation to those shares. Shareholders in different jurisdictions may commonly be subject to differing tax rules. That is a matter personal to them. I do not consider it makes a difference that the Tower is registered on both the NZX and ASX. Any differing tax treatment of the returned capital based on the tax location of the shareholder is not a matter "in relation to the company" as contemplated by *Trends*.⁶ It is a matter extraneous to it.

³ *Sovereign Life Assurance Co v Dodd* [1892] 2 QB 573 (per Bowen L J at 583); *Re Hellenic and General Trust Limited* [1976] 1 WLR 123 (per Templeman J at 125 to 126); *Re Jax Marine Pty Limited* [1967] 1 NSW 145 at 148.

⁴ *Trends Publishing International Ltd v Advice Wise People Ltd*, [2018] NZSC 62, [2018] 1 NZLR 903 (SC).

⁵ The majority characterises the issue of classification as instrumental, facilitating a process that will produce compromises in accordance with the policy of the Act (at [64]-[65]). That directs the Court to an enquiry of the purpose of the Part 15.

⁶ At [68].

[34] Accordingly, even on the approach of the majority in *Trends*, Tower has only one class of shares here.⁷

No order is required under s 236A

[35] Section 236A of the Companies Act places obligations on code companies (as defined in s 2A of the Takeovers Act 1993) proposing to undertake a scheme of arrangement. Tower is a code company and so s 236A must be considered.

[36] The section provides that where the proposed arrangement “affects the voting rights of a code company” then certain steps must be taken. Tower submits that there will be no change to the relative voting rights of the shareholders if the Arrangement is approved and implemented, subject to insignificant impacts of rounding. The Takeovers Panel Executive has confirmed by letter that it does not disagree with Tower’s view in this regard with a copy of the letter confirming their position attached to the affidavit of Mr Stiassny filed in support of this application.

[37] I accept that no order is required under s 236A.

Leave to apply

[38] To respond to any unexpected developments an order granting leave to apply at short notice to vary the initial orders or apply for further orders as may be appropriate is included.

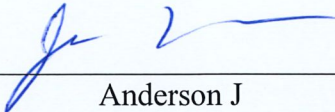
Key Scheme Condition

[39] A “Key Scheme Condition” is included which ensures that if prior to the implementation of the Arrangement there is a change in circumstance that means that the Board no longer consider it would be prudent for the Arrangement to proceed (including due to non-compliance with solvency and regulatory capital requirements), then it will not be implemented, unless it is amended to comply with the Key Scheme Condition. Should that occur, Tower will update the Court accordingly and make further application as appropriate.

⁷ That was also the conclusion in *re Tower Limited* [2022] NZHC 328 at [12]

Costs

[40] No order for costs was sought on the interlocutory application. Costs are therefore reserved to be determined with the Originating Application for final orders.


Anderson J

For personal use only

SCHEDULE A

Orders pursuant to s 236 of the Companies Act 1993

[1] I make the interlocutory orders set out below.

Meeting of Tower Shareholders

[2] That Tower shall:

- (a) hold an Annual General Meeting of its shareholders (the **Meeting**):
 - (i) at a venue in Auckland at 10 am NZT on Tuesday 11 February 2025 (or on a date to be determined by Tower and in accordance with Tower's constitution); and
 - (ii) livestream the meeting via an online web platform which shareholders can access using a computer, laptop, tablet or smartphone;
- (b) at the Meeting put to its shareholders (among other business), a proposed scheme of arrangement (the Arrangement) for their approval by special resolution, as annexed to the accompanying Originating Application for orders approving the Arrangement under Part 15 of the Companies Act 1993 (Act) (the Originating Application); and
- (c) except as otherwise provided in these orders, conduct the Meeting in accordance with the constitution of Tower, the provisions of the Act, the NZX Listing Rules and the ASX Listing Rules.

[3] The special resolution shall be approved if it is passed by a majority of 75 per cent of the votes of those shareholders entitled to vote and voting on the resolution.

[4] Those Tower shareholders whose names appear in the register of shareholders at the close of business on 7 February 2025 are entitled to be represented and vote on

the Arrangement at the Meeting, or at any adjournment(s) or postponement of the Meeting.

[5] A shareholder who is entitled to vote at the Meeting but who is unable to attend may appoint a Proxy to attend the Meeting to act generally and vote on their behalf.

[6] A shareholder is entitled to attend the meeting online or in person. Shareholders will be provided with a virtual meeting link contained in the Notice of Annual General Meeting.

[7] Voting will be conducted by poll in accordance with the NZX Listing Rules and Tower's constitution.

[8] Representatives of Computershare Investor Services Limited (or some such other company Tower deems fit) shall act as scrutineers at the Meeting.

Notice of Meeting and of Originating Application

[9] Tower shall:

- (a) give notice of the Meeting and of the Originating Application by sending to each shareholder, not less than 20 business days (as defined in Tower's constitution) before the Meeting, the following documents:
 - (i) a Notice of Annual Meeting, including the resolution proposing the Arrangement that the shareholders will be asked to vote on at the Meeting, together with Explanatory Notes;
 - (ii) a proxy form for use by shareholders at the Meeting;
 - (iii) a guide on how to log into the Meeting remotely;
 - (iv) a copy of the Originating Application; and
 - (v) a copy of the interlocutory orders made by the Court;

(vi) *the minute pursuant to which the interlocutory orders were made.*

(together, the Shareholder Materials).

- (b) The Shareholder Materials are to be in substantially the same form as those annexed to the affidavit of Michael Peter Stiassny affirmed in support of the Originating Application, together with such amendments as are necessary or desirable (including amendments required by NZX or by any other regulatory body), provided that such amendments are not inconsistent with the terms of these interlocutory orders.
- (c) The Shareholder Materials will be sent to the following persons:
 - (i) those shareholders whose names appear in the register of shareholders at 5 pm (NZT) on the fourth business day before the Shareholder Materials are sent; and
 - (ii) the directors and auditors of Tower.
- (d) The Shareholder Materials will be sent by ordinary post in hardcopy format to the physical addresses recorded for the shareholder(s) unless the shareholder(s) has elected to receive shareholder materials electronically.
- (e) If a shareholder has elected to receive materials electronically, electronic copies of the Shareholder Materials will be sent to the email address recorded for that shareholder(s).
- (f) The Shareholder Materials will be made publicly available for inspection and download on Tower's website not less than 20 business days (as defined in Tower's constitution) before the Meeting.

[10] In accordance with its continuous disclosure obligations, Tower will disclose the Shareholder Materials as described at paragraph [9](a) above, on NZX's and ASX's market announcement platforms.

[11] The Shareholder Materials shall be deemed to have been received by those to whom they were ordered to be sent *four (4) business days* after being sent as described in paragraph [9](d) or [9](e).

[12] Tower shall be granted leave to send the Shareholder Materials to shareholders outside New Zealand in the manner referred to in paragraph [9](d) or [9](e).

[13] The following will not constitute a breach of the orders nor invalidate any resolution passed at the Meeting (but if any such failure or omission is brought to the attention of Tower, then it will use its best endeavours to rectify it by the method and in the time most reasonably practicable in the circumstances):

- (a) the accidental failure or omission by Tower to give the Shareholder Materials to the persons specified in paragraph [9](c) or
- (b) the non-receipt of the Shareholder Materials by those persons.

Powers of Amendment and Adjournment

[14] Tower is permitted to make such amendments, revisions or supplements to the Arrangement or the Shareholder Materials as Tower may determine are in the best interests of Tower and its shareholders. The Arrangement as so amended will be the Arrangement to be submitted to the shareholders at the Meeting for approval. Where possible any such amendments will be made before Tower distributes the Shareholder Materials as detailed in paragraph [9] above and:

- (a) If the Arrangement or Shareholder Materials are amended before the Shareholder Materials are distributed, Tower will distribute amended Shareholder Materials as detailed in paragraph [9] above or as directed by the Court; but

- (b) If any material amendment to a document contained in the Shareholder Materials is made after the Shareholder Materials are distributed, to the extent reasonably practicable. Tower will notify shareholders of amendments by lodging notice on NZX's and ASX's market announcement platforms and the Tower website, or other means the Court considers fit to ensure timely notification.

[15] The Chairperson of the Meeting is permitted to adjourn or postpone the meeting, without first needing to convene the meeting or to obtain any vote of the Tower shareholders regarding the adjournment or postponement.

[16] Subject to the terms of these orders, the Meeting will otherwise be conducted in accordance with the provisions of the Act, the NZX Main Board Listing Rules, the ASX Listing Rules and Tower's constitution, as applicable.

Shareholder opposition

[17] Any shareholder who opposes the Originating Application may, no later than five (5) working days (as defined in the High Court Rules 2016) after the Meeting, file a notice of intention to appear in this proceeding advising that they oppose the application.

[18] Within five (5) working days (as defined in the High Court Rules 2016) of filing such notice, any shareholder opposing the Originating Application must file a notice of opposition and affidavit evidence in support of that opposition (Opposition Documents) and serve the Opposition Documents on Tower at Tower's address for service.

Reporting the outcome of the Meeting

[19] Tower shall notify the outcome of the Meeting by lodging the results on NZX's and ASX's market announcement platforms as soon as practicable after voting at the Meeting is complete and the results are advised to the Chair of the Meeting.

[20] Tower will, prior to the Court's consideration of the Originating Application, file with this Court affidavit(s) verifying compliance with any initial orders granted by the Court and the actions taken and the resolutions passed by the shareholders at the Meeting, and serve the same documents *together with any amendments referred to in Order [14](b)* on any person who has filed a notice of opposition or a notice of intention to appear.

Other

[21] Tower is granted leave to apply at short notice to vary these interlocutory orders, and to apply for such further interlocutory orders as may be necessary or appropriate.

[22] The implementation of the Arrangement is subject to the Board of Directors of Tower, at its sole discretion, remaining satisfied that Tower is complying with solvency and regulatory capital requirements, including under its capital management process requirements, and that it remains prudent to undertake the Arrangement, in each case, up to 8 am on the day the Arrangement is given effect being the day on which shares are to be cancelled under the Arrangement, expected to be in March 2025 (Key Scheme Condition).

[23] If the shareholders do not vote to approve the Arrangement, or if the Key Scheme Condition is not satisfied (and the Arrangement is not amended so that the Key Scheme Condition is satisfied) Tower will likely discontinue the Originating Application.

[24] Dispensing with formal service of this interlocutory application (and any order made pursuant to it) on any person.

Hearing for Originating Application

[25] I direct that the Originating Application for final orders is to be set down for a half day hearing by the Registry on **Thursday, 13 March 2025 at 10 am.**

In the High Court of New Zealand
Auckland Registry

I Te Kōti Matua o Aotearoa
Tāmaki Makaurau Rohe

CIV-2024-404-3083

Under Part 15 of the Companies Act 1993

In the matter of an application by **Tower Limited** for approval of an
arrangement

Applicant

Sealed interlocutory orders of the Court



MinterEllisonRuddWatts.

PO Box 105 249 Auckland City 1143
T +64 9 353 9700
Solicitor acting: Ana Simkiss | ana.simkiss@minterellison.co.nz
Partner responsible: Sean Gollin | sean.gollin@minterellison.co.nz

903238604

For personal use only

TO: The Registrar of the High Court at Auckland

AND TO: Any person that the High Court directs to be served

1. The without notice interlocutory application for initial orders regarding arrangement under Part 15 of the Companies Act 1993 made by Tower Limited (**Tower**) on 2 December 2024 was determined by Judge Anderson on 16 December 2024.

2. The determination was made without a hearing.

3. The following orders were made:

Meeting of Tower Shareholders

(a) That Tower shall

(i) hold an Annual General Meeting of its shareholders (the "**Meeting**");

(A) at a venue in Auckland at 10:00am NZT on Tuesday 11 February 2025 (or on a date to be determined by Tower and in accordance with Tower's constitution); and

(B) livestream the Meeting via an online web platform which shareholders can access using a computer, laptop, tablet or smartphone;

(ii) at the Meeting put to its shareholders (among other business), a proposed scheme of arrangement (the **Arrangement**) for their approval by special resolution, as described in Tower's Originating Application for orders approving the Arrangement under Part 15 of the Companies Act 1993 (**Act**) (the **Originating Application**); and

(iii) except as otherwise provided in these orders, conduct the Meeting in accordance with the constitution of Tower, the provisions of the Act, the NZX Listing Rules and the ASX Listing Rules.



- (b) The special resolution shall be approved if it is passed by a majority of 75 per cent of the votes of those shareholders entitled to vote and voting on the resolution.
- (c) Those Tower shareholders whose names appear in the register of shareholders at the close of business on 7 February 2025 are entitled to be represented and vote on the Arrangement at the Meeting, or at any adjournment(s) or postponement of the Meeting.
- (d) A shareholder who is entitled to vote at the Meeting but who is unable to attend may appoint a Proxy to attend the Meeting to act generally and vote on their behalf.
- (e) A shareholder is entitled to attend the meeting online or in person. Shareholders will be provided with a virtual meeting link contained in the Notice of Annual General Meeting.
- (f) Voting will be conducted by poll in accordance with the NZX Listing Rules and Tower's constitution.
- (g) Representatives of Computershare Investor Services Limited (or some such other company Tower deems fit) shall act as scrutineers at the Meeting.

Notice of meeting and of Originating Application

- (h) Tower shall:
 - (i) give notice of the Meeting and of the Originating Application by sending to each shareholder, not less than 20 business days (as defined in Tower's constitution) before the Meeting, the following documents:
 - (A) a Notice of Annual Meeting, including the resolution proposing the Arrangement that the shareholders will be asked to vote on at the Meeting, together with Explanatory Notes;
 - (B) a proxy form for use by shareholders at the Meeting;
 - (C) a guide on how to log into the Meeting remotely;



- (D) a copy of the Originating Application;
- (E) a copy of the interlocutory orders made by the Court; and
- (F) the minute pursuant to which the interlocutory orders were made.

(together, the **Shareholder Materials**)

- (ii) The Shareholder Materials are to be in substantially the same form as those annexed to the affidavit of Michael Peter Stiasny affirmed in support of the Originating Application, together with such amendments as are necessary or desirable (including amendments required by NZX or by any other regulatory body), provided that such amendments are not inconsistent with the terms of these interlocutory orders.
- (iii) The Shareholder Materials will be sent to the following persons:
 - (A) those shareholders whose names appear in the register of shareholders at 5:00pm (NZT) on the fourth business day before the Shareholder Materials are sent; and
 - (B) the directors and auditors of Tower.
- (iv) The Shareholder Materials will be sent by ordinary post in hardcopy format to the physical addresses recorded for the shareholder(s) unless the shareholder(s) has elected to receive shareholder materials electronically.
- (v) If a shareholder has elected to receive materials electronically, electronic copies of the Shareholder Materials will be sent to the email address recorded for that shareholder(s).
- (vi) The Shareholder Materials will be made publicly available for inspection and download on Tower's website not less than 20 business days (as defined in Tower's constitution) before the Meeting.



- (i) In accordance with its continuous disclosure obligations, Tower will disclose the Shareholder Materials as described at paragraph 3(h)(i) above, on NZX's and ASX's market announcement platforms.
- (j) The Shareholder Materials shall be deemed to have been received by those to whom they were ordered to be sent four (4) business days after being sent as described in paragraph 3(h)(iv) or 3(h)(v).
- (k) Tower shall be granted leave to send the Shareholder Materials to shareholders outside New Zealand in the manner referred to in paragraph 3(h)(iv) or 3(h)(v).
- (l) The following will not constitute a breach of the orders nor invalidate any resolution passed at the Meeting (but if any such failure or omission is brought to the attention of Tower, then it will use its best endeavours to rectify it by the method and in the time most reasonably practicable in the circumstances):
 - (i) the accidental failure or omission by Tower to give the Shareholder Materials to the persons specified in paragraph 3(h)(iii); or
 - (ii) the non-receipt of the Shareholder Materials by those persons.

Powers of Amendment and Adjournment

- (m) Tower is permitted to make such amendments, revisions or supplements to the Arrangement or the Shareholder Materials as Tower may determine are in the best interests of Tower and its shareholders. The Arrangement as so amended will be the Arrangement to be submitted to the shareholders at the Meeting for approval. Where possible any such amendments will be made before Tower distributes the Shareholder Materials as detailed in paragraph 3(h) above and:
 - (i) If the Arrangement or Shareholder Materials are amended before the Shareholder Materials are distributed, Tower will distribute amended Shareholder Materials as detailed in paragraph 3(h) above or as directed by the Court; but



(ii) If any material amendment to a document contained in the Shareholder Materials is made after the Shareholder Materials are distributed, to the extent reasonably practicable, Tower will notify shareholders of amendments by lodging notice on NZX's and ASX's market announcement platforms and the Tower website, or other means the Court considers fit to ensure timely notification.

(n) The Chairperson of the Meeting is permitted to adjourn or postpone the meeting, without first needing to convene the meeting or to obtain any vote of the Tower shareholders regarding the adjournment or postponement.

(o) Subject to the terms of these orders, the Meeting will otherwise be conducted in accordance with the provisions of the Act, the NZX Main Board Listing Rules, the ASX Listing Rules and Tower's constitution, as applicable.

Shareholder opposition

(p) Any shareholder who opposes the Originating Application may, no later than five (5) working days (as defined in the High Court Rules 2016) after the Meeting, file a notice of intention to appear in this proceeding advising that they oppose the application.

(q) Within five (5) working days (as defined in the High Court Rules 2016) of filing such notice, any shareholder opposing the Originating Application must file a notice of opposition and affidavit evidence in support of that opposition (**Opposition Documents**) and serve the Opposition Documents on Tower at Tower's address for service.

Reporting the outcome of the Meeting

(r) Tower shall notify the outcome of the Meeting by lodging the results on NZX's and ASX's market announcement platforms as soon as practicable after voting at the Meeting is complete and the results are advised to the Chair of the Meeting.

(s) Tower will, prior to the Court's consideration of the Originating Application, file with this Court affidavit(s) verifying compliance with



any initial orders granted by the Court and the actions taken and the resolutions passed by the shareholders at the Meeting, and serve the same documents together with any amendments referred to in Order 3(m)(ii) on any person who has filed a notice of opposition or a notice of intention to appear

Other

- (t) Tower is granted leave to apply at short notice to vary these interlocutory orders, and to apply for such further interlocutory orders as may be necessary or appropriate.
- (u) The implementation of the Arrangement is subject to the Board of Directors of Tower, at its sole discretion, remaining satisfied that Tower is complying with solvency and regulatory capital requirements, including under its capital management process requirements, and that it remains prudent to undertake the Arrangement, in each case, up to 8 am on the day the Arrangement is given effect being the day on which shares are to be cancelled under the Arrangement, expected to be in March 2025 (**Key Scheme Condition**).
- (v) If the shareholders do not vote to approve the Arrangement, or if the Key Scheme Condition is not satisfied (and the Arrangement is not amended so that the Key Scheme Condition is satisfied) Tower will likely discontinue the Originating Application.
- (w) Dispensing with formal service of this interlocutory application (and any order made pursuant to it) on any person.

Hearing for Originating Application

- (x) The Originating Application for final orders is set down for a half day hearing on **Thursday, 13 March 2025 at 10 am**.

DATED at Auckland this 17 day of December 2024



Registrar/Deputy Registrar

R KUMAR
DEPUTY REGISTRAR

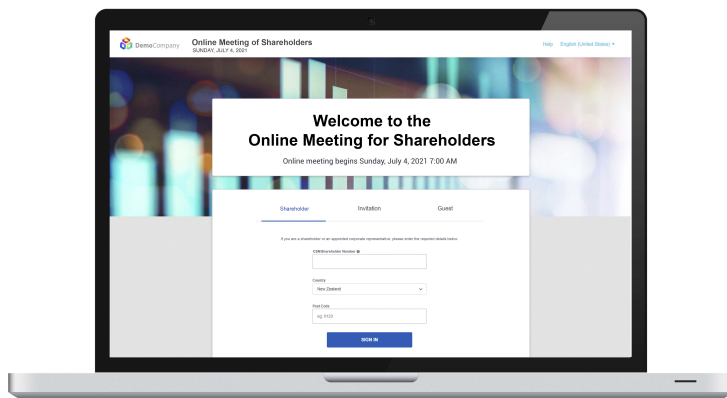
HOW TO PARTICIPATE IN VIRTUAL/HYBRID MEETINGS

Attending the meeting online

Our online meeting provides you the opportunity to participate online using your smartphone, tablet or computer.

If you choose to attend online you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

You will need the latest version of Chrome, Safari or Edge. Please ensure your browser is compatible.



For personal use only

Visit <https://meetnow.global/nz>



Access

Access the online meeting at <https://meetnow.global/nz>, and select the required meeting. Click 'JOIN MEETING NOW'.

If you are a shareholder:

Select 'Shareholder' on the login screen and enter your CSN/Holder Number and Post Code. If you are outside New Zealand, simply select your country from the drop down box instead of the post code. Accept the Terms and Conditions and click Continue.

If you are a guest:

Select Guest on the login screen. As a guest, you will be prompted to complete all the relevant fields including title, first name, last name and email address.

Please note, guests will not be able to ask questions or vote at the meeting.

If you are a proxy holder:

You will receive an email invitation the day before the meeting to access the online meeting. Click on the link in the invitation to access the meeting.



Contact

If you have any issues accessing the website please call +64 9 488 8700.



Navigation



When successfully authenticated, the home screen will be displayed. You can watch the webcast, vote, ask questions, and view meeting materials in the documents folder. The image highlighted blue indicates the page you have active.

The webcast will appear and begin automatically once the meeting has started.



Voting

Resolutions will be put forward once voting is declared open by the Chair. Once the voting has opened, the resolution and voting options will appear.

To vote, simply select your voting direction from the options shown on screen. You can vote for all resolutions at once or by each resolution.

Your vote has been cast when the green tick appears. To change your vote, select 'Change Your Vote'.



Q&A

Any eligible shareholder/proxy attending the meeting remotely is eligible to ask a question.

Select the Q&A tab and type your question into the box at the bottom of the screen and press 'Send'.