

## Disclosure of ceasing to have substantial holding

*Section 279, Financial Markets Conduct Act 2013*

**To** NZX Limited  
and  
**To** Tower Limited

Date this disclosure made: 14 March 2018

Date last disclosure made: 8 March 2018

Date on which substantial holding ceased: 14 March 2018

### **Substantial product holder(s) giving disclosure**

Full name(s): Vero Insurance New Zealand Limited (a wholly-owned subsidiary of Suncorp Group Limited) ("**Vero**")

### *Summary of previous substantial holding*

Class of quoted voting products: Ordinary shares in Tower Limited (NZX: TWR) ("**Tower**")

Summary for Vero:

For **last** disclosure,—

- (a) total number held in class: 67,464,858
- (b) total in class: 337,324,300
- (c) total percentage held in class: 19.999%

For current holding **after** ceasing to have substantial holding,—

- (a) total number held in class: 0
- (b) total in class: 337,324,300
- (c) total percentage held in class: 0%

### **Details of transactions and events giving rise to ceasing of substantial holding**

Details of the transactions or other events requiring disclosure:

On 8 March 2018, Bain Capital Credit, L.P. on behalf of certain funds and accounts it controls ("**Bain Capital**") agreed to purchase 67,464,858 ordinary shares in Tower from Vero, representing 19.99% of the issued and outstanding shares in Tower, at a sale price of \$0.80 per share (total consideration of \$53,971,886.40) ("**Transaction**"). Settlement has now occurred in respect of all of the ordinary shares in Tower acquired by Bain Capital in the Transaction.

In connection with the Transaction, Bain Capital has agreed to pay an "escalation payment" to Vero, if, in the 9 months after 8 March 2018, Bain Capital initiates a takeover offer under the Takeovers Code (or equivalent scheme of arrangement) in respect of

Tower, Bain Capital must pay Vero the difference between the price paid per share to Vero and the greater price that Bain Capital offers to all other shareholders of Tower under the takeover offer.

**Additional information**

Address(es) of substantial product holder(s): Level 14, 48 Shortland Street, Auckland

Contact details: Vero Insurance New Zealand Limited, Attn: Tony Reid, Level 13, 48 Shortland Street, Auckland. Email: Tony\_reid@vero.co.nz

Name of any other person believed to have given, or believed to be required to give, a disclosure under the Financial Markets Conduct Act 2013 in relation to the financial products to which this disclosure relates: Bain Capital Credit LP, Bain Capital Investments (Europe) Limited and Dent Issuer Designated Activity Company

**Certification**

I, Tim Buckett, certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.