



NOTICE OF ANNUAL MEETING

On behalf of the Board of Directors, I am pleased to invite you to the Annual Meeting of Shareholders of Tower Limited (**Tower**) to be held on **21 February 2024 at 10am (NZT)**.

Tower's Annual Shareholder Meeting will be a hybrid meeting, held both online at Computershare 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** (see location map on page 7 of this notice).

BUSINESS OF THE MEETING

Presentations

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

Resolutions

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

Resolution 1: Election of Michael Cutter

"That Michael Cutter, appointed by the Board as a director to fill a casual vacancy with effect from 17 November 2023, and who retires and is eligible for election, is elected as a director of the Company."

Resolution 2: Auditor Remuneration

"That the Directors be authorized to fix the fees and expenses of the Auditor for the 2024 financial year."

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

Resolution 3: Adoption of new constitution of the Company

"That the existing constitution of the Company be revoked and a new constitution in the form tabled at the Annual Meeting be adopted with effect from the close of the Annual Meeting."

The changes under the new constitution are described in explanatory note 3.

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 Stiassny".

Michael Stiassny
Chair
24 January 2024

EXPLANATORY NOTES

These notes form part of the Notice of Meeting.

Explanatory Note 1: Approval of Appointment of Director (Resolution 1)



In accordance with NZX Listing Rule 2.7.1, any director appointed by the Board during the year must retire from office at the next annual meeting but is eligible for election at that meeting. Mike Cutter, being a director who was appointed by the Board during the year to fill a casual vacancy, retires from office. Being eligible, Mike Cutter has offered himself for election. The Board considers that Mike Cutter

will be an independent director for the purposes of the NZX Listing Rules if elected to the Board.

Mike Cutter has extensive governance and executive experience in the financial services sector across New Zealand, Australia, Asia, and Europe. He is currently the Chair of Arteva Funding, a non-executive Director of Sezzle and Pepper Money and is a co-founder of credit risk management consultancy, Kadre.

Most recently, Mike has served as interim managing director for Bambora Australia and group managing director for Equifax ANZ. Previously, he has served on a number of Australian-based boards including Women's Cancer Foundation, Ovarian Cancer Institute, Australian Financial Congress, National Insurance Brokers Association and the Australian Retail Credit Association. Prior executive roles include CEO of OAMPS Insurance Brokers (now Gallagher), GE Money Australia and New Zealand and, CRO of ANZ Australia.

Mike is based in Melbourne and is a graduate of the Australian Institute of Company Directors and a senior fellow of the Financial Services Institute of Australia. He holds a Bachelor of Science (Hons) from Hertfordshire University.

The Board unanimously recommends that shareholders vote in favour of Michael Cutter's re-election (resolution 1).

Explanatory Note 2: Fixing of auditor's fees and expenses (Resolution 2)

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 authorize 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 2.

Explanatory Note 3: Adoption of new constitution of the Company (Special Resolution 3)

Tower proposes to adopt a new Constitution which reflects the latest version of the NZX Listing Rules (**Latest Listing Rules**). Tower is also taking this opportunity to update references to relevant legislation, modernise outdated provisions, remove unnecessary repetitions of the Companies Act 1993 (**Companies Act**) and NZX Listing Rules as well as to remove redundant provisions. If this resolution is not passed, the Constitution will not reflect the Latest Listing Rules and current legislation.

If approved by Shareholders, the amendments will take effect from the date of this Annual Meeting.

A summary of the key changes to the substance of the current Constitution is set out below (unless expressly stated otherwise, references to clause numbers below are references to clause numbers in the new Constitution).

Copies of the current Constitution, a mark-up showing all changes to the current Constitution, and a clean version of the proposed new Constitution may be viewed on Tower's website: www.tower.co.nz.

General description of the key changes

General: The majority of changes are updates for new defined terms, the current language of the relevant Latest Listing Rules (without a change to the effect of the NZX Listing Rule/provision) and to closely align with current legislation.

Clauses 2.1 – 2.5 (Management): Clauses 2.1 to 2.5 (relating to the management of Tower) of the current Constitution have been deleted as they are not required to be included in the Constitution by the Latest Listing Rules or current legislation and only repeat the relevant Companies Act provisions. The deletion of these clauses does not change the application of those provisions to the management of Tower, nor the management of Tower in practice.

Clause 2.6 (Managing Director): Clause 2.6 (relating to the appointment of a Managing Director) of the current Constitution has been deleted to simplify the Constitution as it is not required for the Board to appoint a Managing Director.

Clause 3.1 (Rights and Powers Attaching to Shares): Clause 3.1 has been updated to reflect the current wording of the Companies Act. There is no change to the rights and powers attaching to a shareholder's shares.

Clause 3.5 (Acquisition of company's own shares): Clause 3.5 (relating to Tower's acquisition of its own shares) has been added to replace relevant provisions under the current Constitution with clearer wording as to how Tower may acquire its own shares. In making this update, Tower now has the power to offer to acquire shares from one or more shareholders under section 60(1)(b)(ii) of the Companies Act, and to redeem redeemable shares should they be issued, in the manner set out in the Companies Act. Tower has no current intention to make such acquisitions or redemptions, and these additions are to give Tower flexibility in the future.

Clauses 3.6 – 3.7: Clauses 3.6 (relating to consolidation and subdivision of shares) and 3.7 (relating to issue of bonus shares) have been included to replace the relevant existing provisions with simplified language. This does not change Tower's ability to consolidate and divide shares, or ability to apply any amount available for distribution to shareholders using shares (subject to applicable legislation).

Clauses 4.1 – 4.4 (Transferability of shares): Clauses 4.1 to 4.4 (relating to the transferability of shares) have been replaced by simplified language. There is no change to a shareholder's right to transfer shares.

Clause 6.5 (Notice of meeting): Clause 6.5 (relating to the release of the notice of meeting) has been updated to provide that, while the company is listed, it will send a notice of meeting to shareholders not less than the number of business days required by the NZX Listing Rules or recommended by the NZX

Corporate Governance Code. This is currently 20 business days.

Clause 6.8 (Quorum): The current quorum for shareholders' meetings set out in clause 6.8 (being 25 shareholders) is not common. This has been amended so that the quorum for a shareholders' meeting is now 10 shareholders present in person or in proxy, by attorney or by representative (as the case may be).

Clause 6.9(h) (Casting vote): Clause 6.9(h) of the current Constitution has been deleted so that the Chairperson is no longer entitled to a casting vote at a shareholders' meeting.

Clause 6.10 (Voting restrictions): Clause 6.10 (relating to voting disentitlements under the ASX Rules) has been updated to include the voting restrictions applicable under the Latest Listing Rules. These restrictions prevent certain interested parties and their associates voting in favour of certain matters in which they are interested, being directors' remuneration, certain share issuances, related party transactions, and waiving unpaid amounts on shares. For example, directors and their associates cannot vote in favour of a resolution approving directors' remuneration. If a voting restriction applies to a given matter at a shareholders' meeting, it will be described in the applicable notice of meeting.

Clause 7 (Directors' duties): Clauses 7.2 to 7.7 (relating to directors' duties and reliance on information and advice) have been deleted as they are not required to be included in the Constitution by the Latest Listing Rules or current legislation and only repeat the relevant Companies Act provisions. The deletion of these clauses does not change the directors' obligations to comply with their directors' duties under the Companies Act.

Clauses 8 – 9 (Director interests and share dealing): Clause 8 (relating to self interest transactions) has been amended to remove provisions which repeat the requirements of the Companies Act, and otherwise to reflect the Latest Listing Rules. Similarly, clause 9 (relating to share dealing by directors) has been removed as it is not required to be included in the Constitution by the Latest Listing Rules or current legislation and only repeats the relevant Companies Act provisions. These

amendments do not change the obligations of directors with respect to transactions in which they have an interest or to share dealing.

Clause 10.1 (Number of directors): Clause 10.1 (relating to minimum number of directors appointed) has been updated so that Tower's board composition reflects the requirements of the Latest Listing Rules, as opposed to requiring a minimum number of five directors. These requirements are that Tower must have:

- at least three directors;
- at least two directors who are ordinarily resident in New Zealand; and
- at least two independent directors (as defined under the Latest Listing Rules).

Clauses 10.2, 10.5 and 10.6 (Director appointment): Clause 10.2 (relating to appointment of directors) has been updated to set out how a director may be appointed under the Latest Listing Rules which include being appointed by the Board to fill a casual vacancy, being nominated by a shareholder and appointed by ordinary resolution at an Annual Meeting (or special meeting of shareholders) or appointment as an alternate director by a director with the consent of a majority of his or her co-directors. Clauses 10.5 (relating to the Board filling a casual vacancy) and 10.6 (relating to alternate directors) have been updated to reflect the Latest Listing Rules without changing their effect.

Clause 10.3 (Director rotation): Clause 10.3 (relating to rotation of directors) has been updated to reflect the director rotation requirements in the Latest Listing Rules. This clause now provides that each director must not hold office (without re-election) past the third Annual Meeting of shareholders following the director's appointment or three years, whichever is longer.

Clause 10.7 (Qualification of directors): Clause 10.7(b) (relating to requirement to hold shares to be eligible for appointment as a director) of the current Constitution has been removed as it is not required to be included in the Constitution by the Latest Listing Rules or current legislation and is not a common provision.

Clause 11.2 (Board meetings): Clause 11.2(b) (relating to entitlement to a notice of board meeting) has been amended to provide that every director and every alternate director is entitled to a notice of board meeting. Under the previous clause, only directors who are in New Zealand and in Australia were entitled to a notice of board meeting.

Clause 12 (Remuneration and other benefits): Clause 12 (relating to remuneration and other benefits of directors) has been replaced with a simplified clause. There is no change to the Board's ability to authorise remuneration and other benefits for directors, subject to obtaining shareholders' approval as required by the Latest Listing Rules.

Clauses 15 and 17 – 18 (Accounts): Clauses 15 and 17 to 18 (relating to accounts, reports and auditor appointment) of the current Constitution have been deleted as they are not

required to be included in the Constitution by the Latest Listing Rules or current legislation and only repeat the relevant NZX Listing Rules and Companies Act provisions. There is no change to Tower's obligations to prepare accounts, reports and to appoint auditors.

Clauses 16 and 19 – 22 (Corporate Governance and Compliance): Clauses 16 (relating to change of the constitution and company name) and 19 to 22 (relating to service of notice, company removal procedures, place of incorporation and registered office address) of the current Constitution have been deleted as they are not required to be included in the Constitution by the Latest Listing Rules or current legislation and only repeat the relevant Companies Act provisions.

The Board unanimously recommends that shareholders vote in favour of resolution 3.

PROCEDURAL NOTES

Eligibility to vote

If you are a shareholder whose name is recorded in the Tower share register at the close of business on **19 February 2024**, 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).

Resolutions

Resolutions 1 and 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 and 2.

Resolution 3 is a special resolution. In order for a special resolution to be passed, it must be approved by a majority of 75% of the votes of those shareholders entitled to vote and voting on the resolution. No shareholder is prohibited from voting on resolution 3.

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.

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 you have ticked the "Proxy's Discretion" box and 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 in accordance with your express directions (and must not vote on a resolution if expressly granted a discretion on how to vote on a resolution and such resolution is subject to a voting restriction that applies to the proxy under NZX Listing Rule 6.3.1). The Chair's

voting intentions are set out above.

To be valid, a completed Proxy Form (and any power of attorney under which it is signed) must be deposited with Computershare no later than **10am (NZT) 19 February 2024**.

Completing Proxy Forms

A completed Proxy Form may be deposited:

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.

By Email

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

By 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

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.

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).

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.

