



National Tyre & Wheel Pty Ltd  
ACN 095 843 020  
30 Gow Street  
Moorooka, Qld. 4105  
PO Box 101, Moorooka, Qld. 4105  
Ph: (61-7) 3272 9888  
Fax: (61-7) 3272 9588

## PRE QUOTATION DISCLOSURE

The following information is required to be provided to ASX Limited for release to the market in connection with the official quotation of the fully paid ordinary shares (**Shares**) in National Tyre & Wheel Limited (**NTAW** or **the Company**).

Capitalised terms which have not otherwise been defined in this document have the meaning given to them in the Prospectus lodged by NTAW with ASIC on 24 November 2017 (**Prospectus**).

### 1. Close of Offer

The Offer under the Prospectus closed on 12 December 2017 fully subscribed. Pursuant to the Offer:

- NTAW has issued 24,922,767 fully paid ordinary shares at an issue price of \$1.00 each, raising \$24,922,767; and
- NTAW SaleCo Limited (**SaleCo**) has sold and transferred 34,077,233 fully paid ordinary shares at a sale price of \$1.00 each, for sale proceeds of \$34,077,233.

### 2. Basis of Allocation

The basis of the allocation for the Shares under the Offers between the Broker Firm Offer and the Institutional Offer was determined by the Lead Manager in consultation with NTAW, having regard to the allocation policies outlined in section 8.14 of the Prospectus. The basis of allocation of Shares under the Offers is described below:

- **Institutional Offer.** The allocation of Shares to participants under the Institutional Offer has been determined at the sole discretion of the Lead Manager in consultation with the Company. The Lead Manager has advised successful applicants under the Institutional Offer of their allocations.
- **Broker Firm Offer.** The relevant broker decided how to allocate Shares among its retail clients. Brokers (and not the Company nor the Lead Manager) are responsible for ensuring that retail clients who received an allocation, received the relevant Shares.

Applicants may make general enquiries regarding the Offers by contacting the Offer Information Line at 1300 140 584 (within Australia) or +61 3 9415 4104 (outside Australia) from 8.30am until 5:00pm (AEDT) Monday to Friday (excluding public holidays).

For personal use only

### 3. Number of Shares issued or transferred under the Offer

The number of Shares issued or transferred under each of the components of the Offer (as defined in the Prospectus) is as follows:

<b>Institutional Offer</b>	28,700,000
<b>Broker Firm Offer</b>	30,300,000
<b>TOTAL</b>	<b>59,000,000</b>

### 4. Despatch of Holding Statements and refund moneys

The intended date for issuing and transferring Shares to successful applicants is Thursday, 14 December 2017. The intended date for dispatching CHESS allotment notices issued under ASX Settlement Operating Rule 8.91, issuer sponsored holding statements and any refund money is Monday, 18 December 2017.

### 5. Corporate Governance

NTAW will separately disclose the extent to which it will follow, as at the date of admission to the official list, the recommendations set by the ASX Corporate Governance Council.

### 6. Completion of transactions and share issues

NTAW confirms:

- (a) completion of the acquisition of shares in MPC, such that MPC is a wholly owned subsidiary of the Company prior to Listing;
- (b) completion of the acquisition of an additional 16% of the shares in Top Draw pursuant to the IPO Implementation Deed and the provisions in the Top Draw Shareholders Agreement (as described in section 9.10 of the Prospectus), such that Top Draw is 50% owned by the Company prior to Listing, and that the Company has paid (or agrees to pay within 7 days of Listing) R11,080,000 (subject to adjustment) to Georg Thaar Schramm, Jennifer Carol Soons and Carl Frederick Wiehe (Top Draw Vendors);
- (c) completion of the acquisition of shares in Dynamic, such that Dynamic is a wholly owned subsidiary of the Company prior to Listing;
- (d) completion of the IPO implementation and sale deeds between the Company, ST Corso Pty Ltd ACN 062 547 666 as trustee for the Smith Trading Trust, the vendors of Cotton Tyre Service, Dynamic Wheel Co Pty Limited, MPC Mags & Tyre Pty Ltd, and Top Draw Tyres (Proprietary) limited (together, the Vendors), the options holders of management options and Terry Smith (as described in section 9.2 of the Prospectus);
- (e) the Company has paid (or agrees to pay within 7 days of Listing) R11,500,000 to the Top Draw Vendors pursuant to the Top Draw Share Sale and Purchase Agreement (as described in section 9.9 of the Prospectus));
- (f) the following payments having been paid (or agrees to pay) pursuant to the IPO Implementation Deed:

For personal use only

- (i) \$15,000,000 due from the Company to ST Corso as trustee for the Smith Trading Trust;
  - (ii) \$506,000 from Dynamic to the Dynamic Vendors;
  - (iii) \$150,000 due from MPC to the MPC Vendor;
  - (iv) \$1,750,000 due from the Company to the MPC Vendor; and
  - (v) \$722,284 due from the Company to the Cotton Vendor.
- (g) the issue of:
- (i) 7,582,964 ordinary shares to employees through the exercise of management options;
  - (ii) 2,487,440 ordinary shares to shareholders of the vendors of Cotton;
  - (iii) 4,195,714 ordinary shares to shareholders of the vendors of Dynamic; and
  - (iv) 7,858,500 ordinary shares to shareholders of the vendor of MPC.

## 7. Voluntarily escrowed securities

Following Listing there will be a total of 39,953,331 Shares subject to voluntary escrow arrangements (as described in Section 10.9 of the Prospectus) as follows:

- (a) 35,696,057 subject to voluntary escrow until the earlier of 5 Business Days after the date that NTAW releases to the ASX its interim results for the 6 months ending 31 December 2018 and 22 April 2019; and
- (b) 4,257,274 subject to voluntary escrow until the earlier of 5 Business Days after the date that NTAW releases to the ASX its final results for the 12 months ending 30 June 2019 and 7 November 2019

## 8. Other documents

Copies of the following documents will be separately released as pre-quotation disclosures:

- distribution schedule;
- statement of largest 20 shareholders;
- NTAW's Appendix 1A and Information Form and Checklist;
- the Prospectus;
- NTAW's Constitution;
- NTAW's audited accounts for the full years ended 30 June 2015, 30 June 2016 and 30 June 2017;
- the full terms and conditions of NTAW's employee share option plan (as summarised in Section 4.6 of the Prospectus);
- the full terms and conditions of NTAW's dividend reinvestment plan (as summarised in Section 10.11 of the Prospectus);
- NTAW's securities trading policy; and
- NTAW's corporate governance statement.