

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme National Tyre & Wheel Limited (NTAW)

ACN/ARSN 095 843 020

1. Details of substantial holder (1)

Name ST Corso Pty Ltd ACN 075 838 069 atf the Smith Trading Trust (ST Corso), Terence Patrick Smith and Susanne Smith, STFT Investment Holdings Pty Ltd ACN 108 389 662 (together Smith Group)

ACN/ARSN (if applicable) As above

There was a change in the interests of the substantial holder on 13/03/2019
The previous notice was given to the company on 18/12/2017
The previous notice was dated 18/12/2017

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	39,953,331	39.5%	32,174,192	31.34%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
31/05/2018	Smith Group	Dilution of interests as a result of share issue announced by NTAW on 31 May 2018	N/A	N/A	N/A
18/06/2018	Smith Group	Deemed relevant interest under s608(3) of the Corporations Act (as ST Corso has voting power of more than 20% in NTAW) in shares in which NTAW has a relevant interest under s608(1)(c) of the Corporations Act as a result of voluntary restriction deed between NTAW and Mr Trevor Wren announced by NTAW on 1 June 2018 and contained in Annexure B of NTAW's Form 605 dated 21 March 2019	N/A	655,737 fully paid ordinary shares	N/A
15/11/2018	Smith Group	On market purchase	\$111,373.64	190,000 fully paid ordinary shares	190,000

16/11/2018	Smith Group	On market purchase	\$180,710.00	310,000 fully paid ordinary shares	310,000
19/11/2018	Smith Group	On market purchase	\$3,000.00	5,000 fully paid ordinary shares	5,000
05/03/2019	Smith Group	Release of shares from voluntary escrow in which Smith Group had a relevant interest under s608(3) of the Corporations Act 2001 (Cth) (Corporations Act) merely as a result of having voting power of more than 20% in NTAW	N/A	(8,663,686) fully paid ordinary shares	N/A
12/03/2019	Smith Group	Off market transfer – gift to employees. See Annexure A.	(\$14.00)	(30,677) fully paid ordinary shares	(30,677)
13/03/2019	Smith Group	Off market transfer – gift to employees. See Annexure A.	(\$62.00)	(245,513) fully paid ordinary shares	(245,513)

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
ST Corso	ST Corso		Interest under s608(1)(a) of the Corporations Act as the holder of the securities	26,756,181 fully paid ordinary shares	26,756,181
Terence Patrick Smith and Susanne Smith	ST Corso		Interest under s608(3) of the Corporations Act as persons that have the relevant interest in the securities that a body corporate (ST Corso) controlled by the persons have.	26,756,181 fully paid ordinary shares	26,756,181
ST Corso	Bond Street Custodians Limited		Interest under s608(1)(b) and (c) of the Corporations Act as a person that has power to exercise, or control the exercise of, a right to vote the securities and a power to dispose of, or control the exercise of a power to dispose of, the securities	410,000 fully paid ordinary shares	410,000
Terence Patrick Smith and Susanne Smith	Bond Street Custodians Limited		Interest under s608(3) of the Corporations Act as persons that have the relevant interest in the securities that a body corporate (ST Corso) controlled by the persons have.	410,000 fully paid ordinary shares	410,000
STFT Investment Holdings Pty Ltd	Bond Street Custodians Limited		Interest under s608(1)(b) and (c) of the Corporations Act as a person that has power to exercise, or control the exercise of, a right to vote the securities and a power to dispose of, or control the exercise of a power to dispose of, the securities	95,000 fully paid ordinary shares	95,000
Terence Patrick Smith and Susanne Smith, ST Corso	Bond Street Custodians Limited		Interest under s608(3) of the Corporations Act as persons that have the relevant interest in the securities that a body corporate (STFT Investment Holdings Pty Ltd) controlled by the persons have.	95,000 fully paid ordinary shares	95,000

Smith Group	Persons referred to in Annexure B of NTAW's Form 603 dated 18 December 2017 (in respect of FY19 Restriction Period as defined in that form) and Annexure B of NTAW's Form 605 dated 21 March 2019		Deemed relevant interest under s608(3) of the Corporations Act (as ST Corso has voting power of more than 20% in NTAW) in shares in which NTAW has a relevant interest under s608(1)(c) of the Corporations Act as a result of voluntary restriction deeds between NTAW and various shareholders.	4,913,011 fully paid ordinary shares	4,913,011
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5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

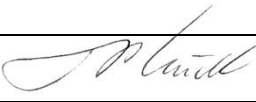
6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Smith Group	30 Gow Street, Moorooka, Queensland 4105

Signature

print name Terence Patrick Smith capacity For and on behalf of Substantial Holders

sign here  date 21/03/2019

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

For personal use only

ANNEXURE 'A'

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

This is annexure A of 2 pages referred to in form 604 Notice of Change of Interests of Substantial Holder



Terence Patrick Smith

21 March 2019

Date

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Please Note: A fee is payable prior to the registration of the transfer (refer to the Checklist and Terms and Conditions for additional information).

Standard Transfer Form

Please use block letters and black or blue pen when completing this form, where relevant

1	Details of Issuer	Full Name of Company/Trust in which Securities are held NATIONAL TYRE & WHEEL LIMITED	ASX Code for the Company/Trust NTD	State or Territory of Registration
2	Description of Securities	Class (for example Ordinary Fully Paid Shares, Options and applicable expiry date, etc.) ORDINARY FULLY PAID SHARES		If not fully paid, paid for
3	Quantity of Securities	Amount in Words THIRTY THOUSAND SIX HUNDRED AND SEVENTY SEVEN	Figures 30677	
4	Consideration - value of transfer	\$ 14.00	Date of Transfer 12 / 03 / 19	
5	Full registered name(s) of Seller(s)/ Transferor(s)	Title Given name(s)/Company name/Estate name ST CORSO PTY LTD	Surname	
6	Seller(s) Securityholder Reference Number	SRN (must be quoted)		
7	Full name(s) of Buyer(s)/ Transferee(s)	Title Given name(s)/Company name AS PER ANNEXURE A	Surname	
			
8	Full postal address of Buyer(s)		
		Postcode	Country	
9	Buyer(s) Securityholder Reference Number	SRN (if transferring to an existing account)		

I/We the registered holder(s) and undersigned seller(s) for the above consideration do hereby transfer to the above named hereinafter called the buyer(s) the securities as specified above standing in my/our name(s) in the books of the above company, subject to the several conditions on which I/we held the same at the time of signing hereof and I/we the buyer(s) do hereby agree to accept the said securities subject to the same conditions.
I/We have not received any notice of revocation of the Power of Attorney by death of the grantor or otherwise, under which this transfer is signed (if applicable).

10	All Seller(s) must sign here	Individual or Securityholder 1 or Executor 1	Securityholder 2 or Executor 2	Securityholder 3 or Executor 3
		Sole Director and Sole Company Secretary/ Sole Director (no Company Secretary) (cross out titles as applicable)	Director	Director/Company Secretary (cross out titles as applicable)
		Names of Signatory 1 (please print) TERRY SMITH	Names of Signatory 2 (please print)	Names of Signatory 3 (please print)
		Date: 6/3/2019	Contact Name:	
		Daytime Phone Number:	Email Address:	
11	All Buyer(s) must sign here	Individual or Securityholder 1 or Executor 1	Securityholder 2 or Executor 2	Securityholder 3 or Executor 3
		Sole Director and Sole Company Secretary/ Sole Director (no Company Secretary) (cross out titles as applicable)	Director	Director/Company Secretary (cross out titles as applicable)
		Names of Signatory 1 (please print)	Names of Signatory 2 (please print)	Names of Signatory 3 (please print)
		Date: / /	Contact Name:	
		Daytime Phone Number:	Email Address:	

Please Note: A fee is payable prior to the registration of the transfer (refer to the Checklist and Terms and Conditions for additional information).

Standard Transfer Form

Please use block letters and black or blue pen when completing this form, where relevant

1	Details of Issuer	Full Name of Company/Trust in which Securities are held NATIONAL TYRE & WHEEL LIMITED	ASX Code for the Company/Trust NTD	State or Territory of Registration
2	Description of Securities	Class (for example Ordinary Fully Paid Shares, Options and applicable expiry date, etc.) ORDINARY FULLY PAID SHARES		If not fully paid, paid to:
3	Quantity of Securities	Amount in Words TWO HUNDRED & FORTY-FIVE THOUSAND FIVE HUNDRED ^{HUNDRED} AND THIRTEEN	Figures 245513	
4	Consideration - value of transfer	\$ 62.00	Date of Transfer 13 / 03 / 19	
5	Full registered name(s) of Seller(s)/ Transferor(s)	Title Given name(s)/Company name/Estate name ST CORSO PTY LTD	Surname	
6	Seller(s) Securityholder Reference Number	SRN (must be quoted)		
7	Full name(s) of Buyer(s)/ Transferee(s)	Title Given name(s)/Company name AS PER ANNEXURE A	Surname	
		Buyer must be a legal entity Please refer to Section A		
8	Full postal address of Buyer(s)	Postcode Country		
9	Buyer(s) Securityholder Reference Number	SRN (if transferring to an existing account)		
<p>I/We the registered holder(s) and undersigned seller(s) for the above consideration do hereby transfer to the above named hereinafter called the buyer(s) the securities as specified above standing in my/our name(s) in the books of the above company, subject to the several conditions on which I/we held the same at the time of signing hereof and I/we the buyer(s) do hereby agree to accept the said securities subject to the same conditions. I/We have not received any notice of revocation of the Power of Attorney by death of the grantor or otherwise, under which this transfer is signed (if applicable).</p>				
10	All Seller(s) must sign here	Individual or Securityholder 1 or Executor 1	Securityholder 2 or Executor 2	Securityholder 3 or Executor 3
		<p>Sole Director and Sole Company Secretary/ Sole Director (no Company Secretary) (cross out titles as applicable)</p> <p>TERENCE SMITH - _____ Names of Signatory 1 (please print) Names of Signatory 2 (please print) Names of Signatory 3 (please print)</p> <p>Date: 6/3/2019 Contact Name: _____ Daytime Phone Number: _____ Email Address: _____</p>		
11	All Buyer(s) must sign here	Individual or Securityholder 1 or Executor 1	Securityholder 2 or Executor 2	Securityholder 3 or Executor 3
		<p>Sole Director and Sole Company Secretary/ Sole Director (no Company Secretary) (cross out titles as applicable)</p> <p>_____ Names of Signatory 1 (please print) Names of Signatory 2 (please print) Names of Signatory 3 (please print)</p> <p>Date: ____/____/____ Contact Name: _____ Daytime Phone Number: _____ Email Address: _____</p>		