

# Information Form and Checklist

## (ASX Foreign Exempt Listing)

Name of entity

ABN/ARBN/ARSN

**Turners Limited (to be renamed Turners Automotive Group Limited)**

**TBC**

**We (the entity named above) supply the following information and documents to support our application for admission to the official list of ASX Limited (ASX) as an ASX Foreign Exempt Listing.**

***Note:** the entity warrants in its Appendix 1C ASX Foreign Exempt Listing Application and Agreement that the information and documents referred to in this Information Form and Checklist are (or will be) true and complete and indemnifies ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of that warranty.*

*Terms used in this Information Form and Checklist have the same meaning as in the ASX Listing Rules.*

## Part 1 – Information to be supplied with Appendix 1C

**Instructions:** please complete each applicable item below. If an item is not applicable, please mark it as “N/A”.

### All entities – corporate details

|   |  |
|---|--|
| Place of incorporation or establishment                                 | New Zealand  |
| Date of incorporation or establishment                                  | 27 September 1984  |
| Legislation under which incorporated or established                     | Companies Act 1955 (New Zealand), repealed and replaced by the Companies Act 1993 (New Zealand)  |
| Address of registered office in place of incorporation or establishment | Level 8, 34 Shortland Street, Auckland, New Zealand  |
| Address of registered office in Australia (if any)                      | N/A  |
| Main business activity  | Holding company in financial services with wholly owned trading subsidiaries Dorchester Finance, Oxford Finance, DPL Insurance, EC Credit (debt recovery), Turners Group (auctions, fleet and finance) and Buy Right Cars. |
| Home exchange and listing category <sup>1</sup>                         | NZX Main Board   |
| Any other exchanges on which the entity is listed                       | N/A  |
| Street address of principal administrative office                       | Level 8, 34 Shortland Street, Auckland, New Zealand  |
| Postal address of principal administrative office                       | PO Box 1232, Shortland Street, Auckland, New Zealand   |

<sup>1</sup> Examples: NZX Main Board, Toronto Stock Exchange, NASDAQ

|   |  |
|---|--|
| Telephone number of principal administrative office | +64 9 308 4950                                       |
| E-mail address for investor enquiries               | info@turnerslimited.co.nz                            |
| Website URL   | http://www.turnerslimited.co.nz/Investor+Centre.html |

#### All entities – management details<sup>2</sup>

|   |   |
|---|---|
| Full name and title of CEO/managing director  | Todd Hunter, Chief Executive Officer  |
| Full name and title of chairperson of directors   | Grant Keith Baker, Chairman   |
| Full names of all existing directors  | Grant Keith Baker<br>Paul Anthony Byrnes<br>John Arthur Roberts<br>Anthony Vriens<br>Alistair Douglas Petrie<br>Matthew John Harrison |
| Full names of any persons proposed to be appointed as additional or replacement directors | N/A   |
| Full name and title of company secretary  | Aaron Saunders, Chief Financial Officer and Company Secretary   |
| Name and address of the entity's Australian agent for service of process <sup>3</sup>     | EC Credit Control (Aust) Pty Ltd<br>23-25 Mangrove Lane, Taren Point, NSW 2229  |

#### All entities – ASX contact details<sup>4</sup>

|   |   |
|---|---|
| Full name and title of ASX contact(s)   | Aaron Saunders, Chief Financial Officer and Company Secretary |
| Business address of ASX contact(s)      | Level 8, 34 Shortland Street, Auckland, New Zealand           |
| Business phone number of ASX contact(s) | +64 9 308 4950  |
| Mobile phone number of ASX contact(s)   | +64 27 493 8794   |
| Email address of ASX contact(s)         | Aaron.Saunders@turners.co.nz                                  |

<sup>2</sup> If the entity applying for admission to the official list is a trust, enter the management details for the responsible entity of the trust.

<sup>3</sup> If the entity is a trust, it must appoint an agent for service of process in Australia (Listing Rule 1.11 Condition 10(a)). If the entity is a company, it must be registered as a foreign company in Australia (Listing Rule 1.11 Condition 9), which in turn requires it to appoint an agent for service of process (section 601CF(2) of the Corporations Act 2001 (Cth)).

<sup>4</sup> Under Listing Rule 1.11 Condition 11, a listed entity must appoint a person responsible for communication with ASX. You can appoint more than one person to cater for situations where the primary nominated contact is not available.

**All entities – auditor details**

|                      |                |
|----------------------|----------------|
| Full name of auditor | Staples Rodway |
|----------------------|----------------|

**All entities – registry details<sup>5</sup>**

|   |  |
|---|--|
| Name of securities registry   | Computershare Investor Services Limited  |
| Address of securities registry  | <b>New Zealand:</b><br>Level 2, 159 Hurstmere Road, Takapuna, Auckland, 0622 , New Zealand<br><b>Australia:</b><br>Level 4, 60 Carrington Street, Sydney, NSW, 2000, Australia |
| Phone number of securities registry   | +64 9 488 8700   |
| Fax number of securities registry   | +64 9 488 8787   |
| Email address of securities registry  | enquiry@computershare.co.nz  |
| Type of subregisters the entity will operate <sup>6</sup>   | CHESS and issuer sponsored subregisters  |
| If the entity has or intends to have a certificated subregister for quoted securities, the location of the Australian subregister | N/A  |

**All entities – key dates**

|  |  |
|--|--|
| Annual balance date  | 31 March   |
| Month in which annual meeting is usually held (or intended to be held) <sup>7</sup>      | September  |
| Months in which dividends or distributions are usually paid (or are intended to be paid) | March (interim)<br>July (final)<br>September (interim)<br>December (interim) |

<sup>5</sup> If the entity has different registries for different classes of securities, please indicate clearly which registry details apply to which class of securities.

<sup>6</sup> Example: CHESS and issuer sponsored subregisters.

<sup>7</sup> May not apply to some trusts.

## Part 2 – Checklist Confirming Compliance with Admission Requirements

**Instructions:** please indicate in the “Location/Confirmation” column for each item below where the information or document referred to in that item is to be found (eg in the case of information, the specific page reference in the entity’s most recent annual report or any subsequent interim report where that information is located or, in the case of a document, the folder tab number where that document is located). If the item asks for confirmation of a matter, you may simply enter “Confirmed” in the “Location/Confirmation” column. If an item is not applicable, please mark it as “N/A”.

In this regard, it will greatly assist ASX and speed up its review of the application if the various documents referred to in this Checklist (other than the 25 copies of the entity’s most recent annual report and any subsequent interim report referred to in item 4) are provided in a folder separated by numbered tabs.

Note that completion of this Checklist is not to be taken to represent that the entity is necessarily in full or substantial compliance with the ASX Listing Rules or that ASX will admit the entity to its official list. Admission to the official list is in ASX’s absolute discretion and ASX may refuse admission without giving any reasons (see Listing Rule 1.19).

### All entities – key supporting documents

| Nº | Item   | Location/Confirmation   |
|----|--|---|
| 1. | A copy of the entity’s certificate of incorporation, certificate of registration or other evidence of status (including any change of name)  | See enclosure 2.1   |
| 2. | A copy of the entity’s constitution  | See enclosure 2.2   |
| 3. | Details of any waiver or all or part of any listing rule (or the equivalent) provided by home exchange that will be in effect upon admission (Listing Rule 1.11 Condition 3A) <sup>8</sup> | N/A   |
| 4. | 25 copies of the entity’s most recent annual report and any subsequent interim report (Listing Rule 1.11 Condition 4)  | See enclosure 1.4   |
| 5. | If the entity is a company, evidence that it is registered as a foreign company in Australia (Listing Rule 1.11 Condition 9)   | See enclosure 2.3   |
| 6. | Original executed agreement with ASX that documents may be given to ASX and authenticated electronically (Listing Rule 1.11 Condition 12) <sup>9</sup>                                     | See enclosure 2.4   |
| 7. | A specimen certificate/holding statement for each class of securities to be quoted or a specimen holding statement for CDIs (as applicable)  | See enclosure 2.5   |
| 8. | Payment for the initial listing fee. <sup>10</sup>   | To be provided shortly following submission of final application for admission to the official list once invoice provided |

<sup>8</sup> ASX may require details of waivers to be released to the market (see the note to Listing Rule 1.11 Condition 3A).

<sup>9</sup> An electronic copy of the ASX Online Agreement is available from the ASX Compliance Downloads page on ASX’s website.

<sup>10</sup> See Guidance Notes 15 and 15A for the fees payable on the application. Payment can be made either by cheque made payable to ASX Operations Pty Ltd or by electronic funds transfer to the following account:

Bank: National Australia Bank  
Account Name: ASX Operations Pty Ltd  
BSB: 082 057  
A/C: 494728375  
Swift Code (Overseas Customers): NATAAU3202S

If payment is made by electronic funds transfer, please email your remittance advice to [ar@asx.com.au](mailto:ar@asx.com.au) or fax it to (612) 9227-0553, describing the payment as the “initial listing fee” and including the name of the entity applying for admission, the ASX home branch where the entity has lodged its application (ie Sydney, Melbourne or Perth) and the amount paid.

**All entities – capital structure**

9. A table showing the existing and proposed capital structure of the entity, broken down as follows:
- (a) the number and class of each equity security and each debt security currently on issue; and
  - (b) the number and class of each equity security and each debt security proposed to be issued between the date of this application and the date the entity is admitted to the official list; and
  - (c) the resulting total number of each class of equity security and debt security proposed to be on issue at the date the entity is admitted to the official list.

Note: This applies whether the securities are quoted or not. If the entity is proposing to issue a minimum, maximum or oversubscription number of securities, the table should be presented to disclose each scenario.

- (a) 74,523,527 ordinary shares on issue; 1,002,692 unlisted share options on issue; and 25,560,825 interest bearing secured convertible bonds on issue
- (b) N/A
- (c) 74,523,527 ordinary shares on issue; 1,002,692 unlisted share options on issue; and 25,560,825 interest bearing secured convertible bonds on issue

10. For each class of securities referred to in the table mentioned in item 9, the terms applicable to those securities

Note: This applies whether the securities are quoted or not.

For equity securities (other than options to acquire unissued securities or convertible debt securities), this should state whether they are fully paid or partly paid; if they are partly paid, the amount paid up and the amount owing per security; voting rights; rights to dividends or distributions; and conversion terms (if applicable).

For options to acquire unissued securities, this should state the number outstanding, exercise prices and expiry dates

For debt securities or convertible debt securities, this should state their nominal or face value; rate of interest; dates of payment of interest; date and terms of redemption; and conversion terms (if applicable).

All shares issued are fully paid ordinary shares in Turners which rank equally with each other. See enclosure 2.6 for the terms applicable to Turners' ordinary shares and interest bearing secured convertible bonds.

**All entities – other information**

11. A brief history of the entity

See enclosure 2.7

12. Details of the entity's existing activities and level of operations

See enclosure 2.7

13. A concise summary<sup>11</sup> of the rights and obligations of security holders under the law of its home jurisdiction and/or the rules of its home exchange covering:

- what types of transactions require security holder approval;
- whether security holders have a right to request or requisition a meeting of security holders;
- whether security holders have a right to appoint proxies to attend and vote at meetings on their behalf;
- how changes in the rights attaching to securities are regulated;
- what rights do security holders have to seek relief for oppressive conduct;
- what rights do security holders have to bring or intervene in legal proceedings on behalf of the entity; and
- whether there is any equivalent to the "two strikes" rule in relation to remuneration reports in Part 2G.2 Division 9 of the Corporations Act (Guidance Note 4 section 2.3)

See enclosure 2.8

<sup>11</sup> The concise summary is not intended to be a legal treatise on the laws of the entity's home jurisdiction or a detailed comparative analysis of those laws with the laws of Australia. For those matters where the entity's home jurisdiction has broadly comparable laws to Australia, a statement to that effect will generally suffice.

| Nº  | Item   | Location/Confirmation             |
|-----|--|-----------------------------------|
| 14. | A concise summary <sup>12</sup> of the obligations of the entity under the law of its home jurisdiction and/or the rules of its home exchange regarding: <ul style="list-style-type: none"> <li>the disclosure of material information;</li> <li>the disclosure of periodic financial information and the accounting and auditing standards that apply;</li> <li>requirements for information to be sent to security holders; and</li> <li>regulation of dealings with directors and controlling holders of equity securities (Guidance Note 4 section 2.3)</li> </ul> | See enclosure 2.8                 |
| 15. | A concise summary <sup>13</sup> of how the disclosure of substantial holdings and takeovers are regulated under the law of its home jurisdiction (Guidance Note 4 section 2.3)   | See enclosure 2.8                 |
| 16. | Confirmation that the entity complies with the listing rules (or their equivalent) of its overseas home exchange (Listing Rule 1.11 Conditions 2 and 3)  | See enclosure 2.9                 |
| 17. | Confirmation that there is no information not already disclosed to the entity's home exchange that should have been disclosed under the rules of that exchange   | Confirmed. See also enclosure 2.9 |

#### **Entities that do not have a primary listing on NZX Main Board**

|     |   |     |
|-----|---|-----|
| 18. | A completed Appendix 1C Information Form and Checklist Annexure I (Entities that do not have a Primary Listing on the NZX Main Board) <sup>14</sup> | N/A |
|-----|---|-----|

#### **Entities that have a primary listing on NZX Main Board**

|     |   |  |
|-----|---|--|
| 19. | A completed Appendix 1C Information Form and Checklist Annexure II (Entities that have a Primary Listing on the NZX Main Board) <sup>15</sup> | See separate Appendix 1C Information Form and Checklist Annexure II. |
|-----|---|--|

#### **Further documents to be provided before admission to the official list**

Please note that in addition to the information and documents mentioned above, an entity may be required to provide additional information to ASX under Listing Rule 1.17.

<sup>12</sup> See note 11 above.

<sup>13</sup> See note 11 above.

<sup>14</sup> An electronic copy of this Appendix is available from the ASX Compliance Downloads page on ASX's website.

<sup>15</sup> An electronic copy of this Appendix is available from the ASX Compliance Downloads page on ASX's website.