



Turners.
Automotive Group

Share Purchase Plan
15 September 2017

This is an important document. You should read the whole document before deciding whether to subscribe for shares. If you have any doubts as to what you should do, please consult your broker or financial, investment or other professional advisor.

IMPORTANT INFORMATION

General information

This document has been prepared by Turners Automotive Group Limited (**Turners**) in connection with an offer of new ordinary shares. The offer is made to Eligible Shareholders under the exclusion in clause 19 of Schedule 1 of the Financial Markets Conduct Act 2013. This document is not a product disclosure statement or prospectus and does not contain all of the information which may be required in order to make an informed investment decision about the offer or Turners.

Additional information is available under continuous disclosure obligations

Turners is subject to continuous disclosure obligations under the NZX Main Board Listing Rules and the ASX Listing Rules (as they apply to a Foreign Exempt Listing). Market releases by Turners, including its most recent financial statements, are available at www.nzx.com and www.asx.com.au under stock code TRA.

Offering restrictions

No action has been taken to permit a public offering of the Shares in any jurisdiction outside New Zealand. The distribution of this document in a jurisdiction outside New Zealand may be restricted by law and persons who come into possession of it (including nominees, trustees or custodians) should seek advice on and observe any such restrictions.

No person may subscribe for, purchase, offer, sell, distribute or deliver the Shares, or be in possession of, or distribute to any other person, any offering material or any documents in connection with the Shares, in any jurisdiction other than in compliance with all applicable laws and regulations. Without limiting the foregoing, this document may not be sent into or distributed in the United States.

No guarantee

No person named in this document (nor any other person) guarantees the Shares to be issued pursuant to the offer or warrants the future performance of Turners or any return on any investment made pursuant to this document.

Decision to participate in the offer

The information in this document does not constitute a recommendation to acquire Shares or financial product advice. This document has been prepared without taking into account the investment objectives, financial or taxation situation or particular needs of any applicant or investor.

Enquiries

Enquiries about the offer can be directed to an NZX Primary Market Participant, or your solicitor, accountant or other professional adviser. If you have any questions about the number of Shares shown on the Application Form that accompanies this document, or how to complete the Application Form, please contact Computershare.

Times

All references in this document to time are to New Zealand time.

Defined terms

Capitalised terms used in this Share Purchase Plan (**SPP**) booklet have the specific meaning given to them in the Glossary at the back of this SPP booklet or in the relevant section of this SPP booklet.

CHAIRMAN'S LETTER

15 September 2017

Dear Shareholder

Turners' equity raising to support further growth

On behalf of the directors of Turners Automotive Group Limited (**Turners**), I am pleased to offer you the opportunity to participate in our Share Purchase Plan (**SPP**). Eligible shareholders and secured convertible bond holders have the opportunity to acquire additional shares for \$3.02, without incurring brokerage or other transaction costs.

The SPP is part of Turners' equity raising initiative announced on 13 September 2017. Turners is raising up to \$5 million through the SPP, which will be in addition to the \$25 million already raised by Turners under the Placement.

The successful Placement is a testament to Turners' demonstrated ability to grow its operational business, together with the success of recent business acquisitions.

The equity raised under the Placement and SPP will be used to fund further growth in Turners' finance book, which is growing at approximately \$10 million of receivables per month, as well as strategic dealer and property acquisitions to grow the distribution network and capabilities of the Automotive Retail division.

Our business has gone from strength to strength, with organic growth supplemented by our recent acquisitions to build our distribution network and product offering. The recent acceleration in finance receivables growth has been driven by used car sales growth and leveraging our retail network to improve finance and insurance product attachment rates. Recent acquisitions have also been successfully implemented, with both Buy Right Cars and Autosure performing ahead of expectations.

Turners has shown profitable growth in revenue from \$97.3 million in FY2015 to \$251.0 million in FY2017, which has allowed us to invest in future growth while continuing to provide dividends to our shareholders.

The Board and management team are excited about the outlook for Turners as we build on recent momentum and take confident strides towards our integrated automotive product retailer strategy.

Share Purchase Plan

The SPP is available to all Turners shareholders and secured convertible bond holders in New Zealand on equal terms. It gives all eligible shareholders and secured convertible bond holders the opportunity to invest up to \$15,000 in new Turners shares with a minimum application of \$1,000. The issue price per share is \$3.02 – the same price as shares issued to investors under the Placement.

If we receive applications for Shares in excess of \$5 million, your application will be scaled on a proportionate basis with regard to the size of your application and you will receive fewer Shares than the number you applied for.

The SPP is intended to close at 5.00pm on 6 October 2017. To apply for your new Turners shares, you should apply online at www.shareoffer.co.nz/turners or complete and return the enclosed Application Form with a cheque or direct credit the application monies allowing sufficient time for it to be received by 6 October 2017. The correct way to complete

and send your Application Form and application monies is set out on the Application Form accompanying the SPP booklet.

Further details about the SPP are included in the enclosed booklet. While participation in the SPP is optional, if eligible shareholders choose not to take up the SPP their shareholdings will be diluted.

On behalf of the Board, I would like to thank you for your continued support and being a part of the success of Turners so far. We look forward to continuing this journey with you as we pursue the next phase of growth.

A handwritten signature in black ink, appearing to be 'GB' with a stylized flourish.

Grant Baker
Chairman

Turners Automotive Group Limited

KEY DETAILS

Equal participation	Each Eligible Subscriber, big or small, has the right to apply for the same dollar amount of Shares.
Application amount	You can apply for up to \$15,000 of Shares (4,967 Shares). The minimum application amount is \$1,000 of Shares (332 Shares).
Issue price	Shares are priced at \$3.02 per Share. This is the same price as Shares issued under the Placement.
When to apply	Applications must be received by 5.00pm on the Closing Date (6 October 2017, unless extended).
How to apply	Complete and return your personalised Application Form accompanying this booklet together with payment, in accordance with the instructions.
Receiving your Shares	You will receive your Shares on the Allotment Date (11 October 2017, unless extended).

KEY DATES*

Date	Event	Description
12 September 2017	Record Date	The date on which Eligible Subscribers are determined.
15 September 2017	Opening Date	SPP opens.
6 October 2017	Closing Date	SPP closes. Application Forms and payment must be received by 5.00pm.
11 October 2017	Allotment Date	Shares allotted. Trading is expected to commence on the NZX Main Board and Australian Securities Exchange on the next Trading Day.
No later than 18 October 2017	Allotment statements mailed	Allotment statements despatched to subscribers within 5 business days of the Allotment Date.

* Subject to the Listing Rules, Turners reserves the right to alter the key dates.

QUESTIONS AND ANSWERS

1 **What is the Share Purchase Plan (SPP)?**

The SPP allows Eligible Subscribers to purchase additional Shares in Turners without incurring brokerage or other transaction costs.

All Shares issued under the SPP will be of the same class as, and rank equally with, all Shares in Turners currently on issue. It is a term of the SPP that Turners will take any necessary steps to ensure that the Shares are, immediately after issue, quoted on the NZX Main Board and the Australian Securities Exchange.

2 **Am I eligible to participate?**

You are eligible if you were registered as a Turners shareholder or secured convertible bond holder at 5.00pm on 12 September 2017 (being the Record Date) and your address recorded on the share register or secured convertible bond register (as applicable) is in New Zealand.

3 **How many Shares can I purchase?**

Eligible Subscribers can apply for up to \$15,000 of Shares under the SPP, with a minimum application of \$1,000.

Turners may need to scale your application backwards if the total value of valid applications exceeds \$5 million (see clause 9 of the Terms and Conditions).

4 **What is the Issue Price of the Shares?**

The price of the Shares to be issued under the SPP is \$3.02 per Share, being the same price paid by investors in the Placement.

5 **Are there any conditions to the SPP?**

No. However, if the SPP is cancelled for any reason, all application monies will be returned to applicants and no Shares will be allotted under the SPP. No interest will be payable on any monies returned to applicants.

6 **What if I own Shares or Bonds through a trustee or custodian or own Shares or Bonds in more than one capacity?**

If you own Shares or Bonds through a trustee or custodian, then, subject to certain certification requirements and other conditions, you may instruct the trustee or custodian to purchase Shares on your behalf, up to the \$15,000 limit. If you own Shares or Bonds through a trustee or custodian and also own Shares or Bonds in your own name, then you may either purchase Shares yourself or instruct your trustee or custodian to purchase Shares on your behalf. You may not do both.

If you receive more than one copy of this SPP booklet, or if you hold Shares or Bonds in more than one capacity (e.g. because you are both a sole and joint holder of Shares or Bonds) you may only purchase Shares in all capacities up to the \$15,000 limit. By applying to purchase Shares under the SPP, you represent that you have not exceeded that limit.

7 **Do I have to participate?**

No. Participation is entirely voluntary.

8 **Is this offer transferable to another person?**

No. This offer is personal to you and you may not transfer your right to purchase Shares under the SPP to anyone else.

9 **What are the risks to investing in the SPP?**

The market price of Shares may rise or fall between the date of this offer and the date when Shares are allotted to you. As a result, the price to be paid for the Shares to be issued under the SPP may be higher or lower than the price at which Shares are trading on the NZX Main Board and the Australian Securities Exchange.

There is no certainty that Shares will trade at or above the Issue Price following the issue of Shares under the SPP. Therefore, you should seek your own financial advice in relation to this offer and your participation under the SPP.

Further information about Turners, including its most recent financial statements, can be obtained from Turners' website: www.turnersautogroup.co.nz/Investor+Centre. You are also recommended to monitor Turners' market announcements through the NZX and ASX websites: www.nzx.com and www.asx.com.au, which are released under the ticker code TRA.

10 **What is the current share price?**

The current price of Turners' shares is quoted on the NZX website at www.nzx.com/markets/NZSX/securities/TRA and on the ASX website at www.asx.com.au/asx/share-price-research/company/TRA.

11 **How do I apply for Shares under the SPP?**

Apply online at www.shareoffer.co.nz/turners or follow the step-by-step instructions set out on the reverse of the enclosed personalised Application Form. Send your completed Application Form with your payment by cheque or direct credit as set out in the instructions on the Application Form.

Once submitted, you will not be able to withdraw or revoke your application.

12 **How long is the SPP open and when will I receive my Shares?**

The SPP opens on 15 September 2017 and is expected to close at 5.00pm on 6 October 2017, unless extended. If you want to participate you should ensure your Application Form and payment (by cheque or direct credit) is received by 5.00pm on the Closing Date.

Please allow adequate time for mail deliveries if payment is made by cheque. Applications received after this time may not be accepted.

You will receive Shares issued to you under the SPP on the Allotment Date, which is currently expected to be 11 October 2017. A statement confirming the number of Shares issued to you under the SPP will be sent to you no later than 5 business days after the Allotment Date.

The Allotment Date is currently expected to be 11 October 2017. Turners may, subject to the Listing Rules, extend the Closing Date and the Allotment Date.

13 How many Shares will I receive?

Subject to scaling, you will receive the number of Shares equal to the dollar amount of Shares you have applied for divided by the Issue Price and rounded up to the nearest Share.

If Turners receives applications for Shares in excess of \$5 million, it will scale back the number of Shares to be allotted to applicants under the SPP (see clause 9 of the Terms and Conditions).

14 Will the Shares be quoted?

The Shares will be quoted on the NZX Main Board and application will be made for the Shares to be quoted on the Australian Securities Exchange. The NZX Main Board is a licensed market operated by NZX Limited, which is a licensed market operator regulated under the Financial Markets Conduct Act 2013. However, NZX and ASX accept no responsibility for any statement in this SPP booklet.

It is expected that you will be able to commence trading the Shares allotted to you under the SPP on the NZX Main Board on the Trading Day after the Allotment Date.

15 Why is there a maximum application amount?

The offer under the SPP needs to comply with the conditions imposed by Listing Rule 7.3.4(c) which caps the maximum application amount of each Eligible Subscriber at \$15,000.

16 What is Turners' dividend policy?

Turners' dividend policy is to distribute between 50% and 55% of underlying tax paid profit. Dividends are intended to be paid on a quarterly basis.

17 Further assistance

If you have any further questions, please contact your broker or financial, investment or other professional advisor before making your investment decision.

TERMS AND CONDITIONS

1 Offer Timetable

Date	Event	Description
12 September 2017	Record Date	The date on which Eligible Subscribers are determined.
15 September 2017	Opening Date	SPP opens.
6 October 2017	Closing Date	SPP closes. Application Forms and payment must be received by 5.00pm.
11 October 2017	Allotment Date	Shares allotted. Trading is expected to commence on the NZX Main Board and the Australian Securities Exchange on the next Trading Day.
No later than 18 October 2017	Allotment statements mailed	Allotment statements despatched to shareholders within 5 business days of the Allotment Date.

Subject to the Listing Rules, Turners has a discretion to change, at any time, the offer timetable (notwithstanding that the offer has opened or that Application Forms have been received).

2 Eligible Subscriber

- 2.1 You may participate in the SPP if you are an Eligible Subscriber.
- 2.2 Joint holders of Shares or Bonds are taken to be a single registered holder of Shares or Bonds for the purposes of determining whether they are an Eligible Subscriber and the certification on the Application Form is taken to have been given by all of them.
- 2.3 If you are an Eligible Subscriber, your rights under this offer are personal to you and non-renounceable, so you may not transfer them.

3 Issue Price and Number of Shares

- 3.1 The price of the Shares to be issued under the SPP is \$3.02 per share (being the price paid by investors in the Placement).
- 3.2 Subject to clause 4.2, if you are an Eligible Subscriber you may apply to purchase up to \$15,000 of Shares (4,967 Shares) under the SPP, with a minimum application of \$1,000 (332 Shares).
- 3.3 Eligible Subscribers may only apply for a maximum of \$15,000 under the SPP and may only make one application. This applies to all Eligible Subscribers, including those who receive more than one offer under the SPP (for example, because they hold Shares or Bonds in more than one capacity) and whether the Eligible Subscriber is applying through a Custodian or on his or her own behalf. Any application in excess of \$15,000 will be deemed to be an application for \$15,000.

4 **Custodians**

4.1 Any Eligible Subscriber that:

- (a) is a trustee corporation or a nominee company and holds Shares in, or Bonds issued by, Turners by reason only of acting for another person in the ordinary course of business of that trustee corporation or nominee company; or
- (b) holds Shares in, or Bonds issued by, Turners by reason only of being a bare trustee of a trust to which the Shares or Bonds are subject,

is a custodian (**Custodian**) under the SPP.

4.2 Custodians may apply to purchase Shares for greater than \$15,000 but only up to the total value of Shares applied for on behalf of each beneficial owner in New Zealand for whom the Custodian acts as a Custodian. Custodians must confirm to Turners that they are holding Shares or Bonds as a Custodian for that beneficial owner by providing the written certification to Turners described in clause 4.3 below. Each beneficial owner may only direct the Custodian to apply on behalf of that beneficial owner for one of the parcels described in clause 3.2.

4.3 If a Custodian applies to purchase Shares on behalf of one or more beneficial owners, the Custodian must certify to Turners in writing by validly completing the Application Form:

- (a) that the Custodian holds Shares or Bonds directly or indirectly as a Custodian for beneficial owners;
- (b) the number of those beneficial owners;
- (c) in respect of each of the beneficial owners, how many Shares the beneficial owner or the beneficial owner's agent has instructed the Custodian to accept on behalf of that beneficial owner; and
- (d) that the Custodian undertakes not to accept on behalf of any of those beneficial owners for which it acts directly or indirectly as Custodian, Shares the total issue price of which is more than \$15,000.

5 **Completing the Application Form and paying for Shares**

If you wish to participate in the SPP, you must apply online at www.shareoffer.co.nz/turners or complete the Application Form and provide a cheque, or pay by direct credit, for the parcel of Shares you have selected in accordance with the instructions on the Application Form. Cheques must be drawn on a New Zealand bank account.

6 **Turners' discretion to accept or reject applications**

6.1 Turners has complete discretion to accept or reject your application to purchase Shares under the SPP, including (without limitation) if:

- (a) your Application Form is incorrectly completed, incomplete or otherwise determined by Turners to be invalid;
- (b) your cheque is dishonoured or has not been completed correctly;
- (c) you enclosed a cheque with your Application Form that is not made out in New Zealand dollars for the exact amount of the parcel that you have selected on the Application Form;

- (d) you chose the direct credit option and the funds were not received in the account as detailed on the Application Form by the Closing Date;
- (e) it appears that you are applying to buy more than \$15,000 (in aggregate) of Shares (except if you are a Custodian applying on behalf of more than one beneficial owner in accordance with clause 4.2);
- (f) your Application Form is received after the Closing Date. While Turners has discretion to accept late Application Forms and cheques, there is no assurance that it will do so. Late Application Forms and cheques, if not processed, will be returned to you at your registered address within 5 business days of the Allotment Date or within 5 business days of the date of receipt in respect of any late applications received after the Allotment Date;
- (g) Turners believes that you are not an Eligible Subscriber or Custodian; or
- (h) Turners considers that your application does not otherwise comply with these terms and conditions.

6.2 No interest will be paid on any application monies returned to you. Any refunds for whatever reason will be paid to you either by direct credit to your bank account (if those details are held by the Share Registrar) or by cheque mailed within 5 business days of the Allotment Date.

7 **Significance of sending in an application**

7.1 If you apply to purchase Shares under the SPP online or by completing and returning the Application Form:

- (a) your application, on these terms and conditions, will be irrevocable and unconditional (i.e. it cannot be withdrawn);
- (b) you certify to Turners that you are an Eligible Subscriber entitled to apply for Shares under these terms and conditions;
- (c) you acknowledge that the SPP is conditional and may not proceed;
- (d) you certify that your acceptance of the SPP will not be, or cause, a breach of any law in any jurisdiction;
- (e) you certify to Turners that you are not applying for Shares under the SPP with an aggregate application amount in excess of \$15,000 (including any application made through a Custodian) even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP;
- (f) you authorise Turners (and its officers or agents) to correct any error in, or omission from, your Application Form and to complete the Application Form by the insertion of any missing details;
- (g) you acknowledge that Turners may at any time irrevocably determine that your Application Form is valid, in accordance with these terms and conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;
- (h) you accept the risk associated with any refund that may be despatched to you by cheque to your address shown on Turners' share register;

- (i) you agree to indemnify Turners for, and to pay to Turners within 5 business days of demand, any dishonour fees or other costs Turners may incur in presenting a cheque for payment which is dishonoured;
- (j) you acknowledge that none of Turners, its advisors or agents has provided you with investment advice or financial product advice, and that none of them has an obligation to provide advice concerning your decision to apply for and purchase Shares under the SPP;
- (k) you acknowledge the risk that the market price of Shares may change between the date of this offer and the Allotment Date. A change in the market price during this period may affect the value of the Shares you receive under the SPP; and
- (l) you irrevocably and unconditionally agree to these terms and conditions.

7.2 If a Custodian applies to purchase Shares under the SPP for a beneficial owner pursuant to clause 4.2, the certification referred to in clause 7.1(e) will be taken to be given by the beneficial owner on whose behalf the Custodian is applying to purchase Shares.

8 **Issue Price**

You agree to pay the Issue Price per Share up to the maximum amount you have selected on the Application Form.

9 **Scaling**

9.1 If you apply for Shares under the SPP, you will apply for a dollar amount rather than a number of Shares. The number of Shares you will receive will be determined by dividing the dollar amount of Shares you have applied for by the Issue Price, unless your application is scaled back in accordance with clause 9.2, in which case the number of Shares you receive will be determined by dividing the dollar amount of the Shares you have been allocated (following scaling) by the Issue Price. If this calculation produces a fractional number, the number of Shares you will be allotted will be rounded up to the nearest whole number of Shares.

9.2 If Turners receives applications in excess of \$5 million, it will scale back all applications on a proportionate basis by reference to the size of existing shareholdings and note holdings held at the time of allotments (with the principal amount of secured note holdings put on a like for like basis with shareholdings by dividing the principal amount of secured notes held by \$3.75). If your application is scaled, your application monies will be greater than the value of the Shares you will be allotted. The difference will be refunded to you either by direct credit to your bank account (if those details are held by the Share Registrar) or by cheque mailed within 5 business days of the Allotment Date. No interest will be paid on any application monies returned to you.

10 **Shortfall Shares**

In the event that Turners receives, in aggregate, valid applications for less than \$5 million of Shares under the SPP, Turners may allot those shortfall Shares in accordance with Listing Rule 7.3.4(d).

11 **The Shares**

11.1 Shares issued under the SPP will rank equally with, and have the same voting rights, dividend rights and other entitlements as, existing fully paid Shares in Turners quoted on the NZX Main Board and Australian Securities Exchange.

11.2 The Shares have been accepted for quotation on the NZX Main Board, and Turners will apply for the Shares to be quoted on the Australian Securities Exchange, with effect on or shortly after the Allotment Date. The NZX Main Board is a licensed market operated

by NZX Limited, which is a licensed market operator regulated under the Financial Markets Conduct Act 2013. Neither NZX nor ASX accepts any responsibility for any statement in this SPP booklet.

- 11.3 You cannot trade in any Shares issued to you pursuant to the SPP, either as principal or agent, until quotation on the NZX Main Board and Australian Securities Exchange in accordance with the Listing Rules. Turners expects that Shares issued under the SPP will commence trading on the NZX Main Board on the Trading Day after the Allotment Date.

12 **Amendments to the SPP and waiver of compliance**

- 12.1 Notwithstanding any other term or condition of the SPP and/or the Application Form, Turners may, at its discretion:

- (a) make non-material modifications to the SPP on such terms and conditions it thinks fit (in which event applications for Shares under the SPP will remain binding on the applicant notwithstanding such modification and irrespective of whether an Application Form was received by the Share Registrar before or after such modification is made); and/or
- (b) suspend or terminate the SPP at any time prior to the issue of Shares under the SPP (including by reviewing the timetable for the SPP). If the SPP is terminated, application monies will be refunded to applicants without interest within 5 business days of termination.

- 12.2 Turners reserves the right to waive compliance with any provision of these terms and conditions.

- 12.3 Turners will notify NZX and ASX of any waiver, amendment, variation, suspension, withdrawal or termination of the SPP.

13 **Governing Law**

These terms and conditions shall be governed by and construed in accordance with the laws of New Zealand.

14 **Dispute Resolution**

If any dispute arises in connection with the SPP, Turners may settle it in any manner it thinks fit. It may do so generally or in relation to any particular shareholder, applicant, application or Share. Turners' decision will be final and binding.

15 **Inconsistency**

Unless otherwise determined by the directors of Turners, in the event of any inconsistency between the terms and conditions of the SPP and:

- (a) the accompanying letter from the Chairman of Turners and Questions and Answers, the terms and conditions take precedence; and
- (b) Turners' constitution, Turners' constitution will prevail.

GLOSSARY

Allotment Date	11 October 2017, unless extended.
Application Form	The personalised application form relating to the SPP that you received with this SPP booklet, including the instructions on the reverse of the form.
ASX	ASX Limited ABN 98 008 624 691.
Australian Securities Exchange	the Australian Securities Exchange operated by ASX.
Bond	A secured convertible bond issued by Turners.
Closing Date	6 October 2017, unless extended.
Custodian	See clause 4.1 for the definition of "Custodian".
Eligible Subscriber	A person who, at 5.00pm on the Record Date, was recorded in Turners' share register (TRA) or secured convertible bond register (TRAHA) as being a registered holder of Shares and/or Bonds and having an address in New Zealand recorded in the relevant register.
Issue Price	\$3.02 per Share
Listing Rules	The NZX Main Board Listing Rules and/or the ASX Listing Rules (as they apply to a Foreign Exempt Listing), as the context requires.
NZX	NZX Limited.
NZX Main Board	The main board equity security market operated by NZX.
Opening Date	15 September 2017.
Placement	The \$25 million placement of Shares in Turners to existing and new investors announced on 13 September 2017.
Record Date	12 September 2017.
Share Registrar	Computershare Investor Services Limited.
Share	An ordinary share of Turners.
SPP	The share purchase plan detailed in this SPP booklet.
Trading Day	A full day on which the Shares are quoted, and not suspended from quotation or made subject to a trading halt, on the ASX and the NZX Main Board. A day on which the Australian Securities Exchange or NZX Main Board is closed or on which trading on the Australian Securities Exchange or the NZX Main Board is suspended is not a Trading Day.
Turners	Turners Automotive Group Limited

DIRECTORY

ISSUER

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