

# Notice of Annual Meeting

TOWER Limited

Notice is hereby given that the Annual Meeting of Shareholders of TOWER Limited (TOWER or the Company) will be held at:

**Where** the Hobson Room, Level 3, Alexandra Park, Green Lane West, Epsom, Auckland, New Zealand

**When** Wednesday 11 February 2015 at 10.00am (New Zealand time).

## Agenda

### 1. Chairman's review

Introduction and review by the Chairman in relation to the financial year ended 30 September 2014.

(See Explanatory Note re items 1 and 2)

### 2. Chief Executive Officer's review

Review by the Chief Executive Officer in relation to the financial year ended 30 September 2014.

(See Explanatory Note re items 1 and 2)

### 3. Appointment and remuneration of auditor

#### *Resolution 1:*

To record the reappointment of PricewaterhouseCoopers as auditor of TOWER Limited and to authorise the Directors, by ordinary resolution, to fix the auditor's remuneration for the coming year.

(See Explanatory Note re item 3)

### 4. Re-election and election of Directors

John Spencer retires by rotation and does not offer himself for re-election.

Michael Stiasny retires by rotation; and being eligible, offers himself for re-election.

Rebecca Dee-Bradbury, having been appointed as a director by the Directors of TOWER Limited to fulfil a casual vacancy and being eligible, offers herself for election.

Accordingly, each by way of separate ordinary resolution:

#### *Resolution 2:*

To re-elect Michael Stiasny as a director; and

#### *Resolution 3:*

To elect Rebecca Dee-Bradbury as a director

(See Explanatory Note re item 4 for biographical details)

### 5. General business

To consider any other business that may be properly brought before the Annual Meeting.

(See Explanatory Note re item 5)

Refreshments will be served following the Annual Meeting.



Michael Boggs  
Chief Financial Officer  
23 December 2014



## Proxies

A Proxy Form is included with this Notice of Annual Meeting. A shareholder entitled to vote at the Annual Meeting but who cannot attend may appoint a Proxy to attend the Annual Meeting and vote on his or her behalf. A Proxy need not be a TOWER Limited shareholder.

To be valid, a completed Proxy Form (and any power of attorney under which it is signed) must be deposited with TOWER Limited no later than 10:00am (New Zealand time) on Monday 9 February 2015.

A completed Proxy Form may be deposited by posting in:

**New Zealand** to TOWER's Share Registry, Computershare Investor Services Limited, Private Bag 92119, Auckland 1142, New Zealand, or

**Australia** to TOWER's Share Registry, Computershare Investor Services Pty Limited, GPO Box 3329, Melbourne, VIC 3001, Australia.

A Proxy Form may also be deposited by faxing it to +64 9 488 8787.

Alternatively you can appoint a proxy online by going to [www.investorvote.co.nz](http://www.investorvote.co.nz), or if you have a Smartphone, by scanning the QR code on the first page of the proxy form and following the prompts. Online and Smartphone proxy appointments must be received by 10.00am (New Zealand time) on Monday 9 February 2015. Please see your proxy form for further details.

## Eligibility to vote

Any shareholder whose name is recorded in the TOWER Limited share register at the close of business on Friday 30 January 2015 is entitled to attend the Annual Meeting and vote either in person or by Proxy (subject to the time limits for returning Proxy Forms).

## Ordinary resolutions of shareholders

An ordinary resolution is a resolution approved by a majority of 50% or more of votes of those shareholders entitled to vote and voting on the resolution.

## Webcast

An audio webcast of the Annual Meeting will be played live on the TOWER website: [www.tower.co.nz](http://www.tower.co.nz). It will also be available on the TOWER website for replay on demand shortly after the Annual Meeting.

## RSVP and questions in advance of the meeting

Please fill out and return the RSVP form by Friday 30 January 2015 by using the enclosed pre paid envelope if you are planning to attend the Annual Meeting. To assist TOWER Limited's Board to provide answers to questions from shareholders, TOWER is offering a facility for shareholders to submit questions in advance of the Annual Meeting on the RSVP form. Questions should relate to matters that are relevant to the Annual Meeting including matters arising from the financial reports and any general questions regarding the performance of TOWER. Individual responses to questions will not be provided, but the Chairman will, at the Annual Meeting, endeavour to address commonly raised questions. Alternatively, you can email your questions to: [investor.relations@tower.co.nz](mailto:investor.relations@tower.co.nz)

## Explanatory Notes

These notes form part of the Notice of Annual Meeting

### *Explanatory Note re items 1 and 2: Reviews by Chairman and Chief Executive Officer*

The Chairman and Chief Executive Officer will each give a presentation in respect of the financial year ended 30 September 2014. Events occurring after 30 September 2014 will also be discussed.

Shareholders can access a copy of the annual report for the year ended 30 September 2014 on TOWER's website, [www.tower.co.nz](http://www.tower.co.nz)

Highlights for the financial year ended 30 September 2014:

- Underlying General Insurance net profit up 32.3% to \$25.1 million
- 2014 final dividend up 33.3% to 8.0 cps
- 2014 full year dividend up 31.8% to 14.5 cps
- Capital returned to shareholders of \$56.7 million in FY2014
- Well capitalised General Insurance business with \$75 million in capital above solvency requirements plus \$66 million in cash held by corporate entities
- Intended new on-market buyback announced of up to \$34 million (or 10% of issued capital, whichever is lower)
- Minimum Solvency Margin requirement reduced by \$30 million
- Canterbury rebuild progress – 88% of claims settled as at 30 September 2014.

### *Explanatory Note re item 3 Appointment and remuneration of auditor (Resolution 1)*

Section 207T of the Companies Act 1993 provides that a company's auditor is automatically re-appointed unless there is a resolution or other reason for the auditor not to be re-appointed. The Company wishes PricewaterhouseCoopers to continue as the Company's auditor, and PricewaterhouseCoopers has indicated its willingness to do so.

Section 207S of the Companies Act 1993 provides that the fees and expenses of the auditor are to be fixed in such a manner as the Company determines at the Annual Meeting. The Board proposes that, consistent with past practice, the auditor's fees be fixed by the Directors.

TOWER's Board unanimously recommends that shareholders vote in favour of Resolution 1.

### *Explanatory Note re item 4: Retirement of director Re-election and election of directors (Resolutions 2 and 3)*

The NZX Main Board/Debt Market Listing Rules and ASX Listing Rules require that at least one third of the directors or, if their number is not a multiple of three, then the number nearest to one third, shall retire from office at the annual meeting each year, but shall be eligible for re-election at that meeting. The directors to retire are those who have been longest in office since their last election.

Two directors are required to retire at this meeting. John Spencer, Michael Stiassny, Graham Stuart and Steve Smith are the directors longest in office since their last election. John Spencer is retiring and will not be offering himself for re-election. Michael Stiassny, being eligible, offers himself for re-election.

The NZX Main Board/Debt Market Listing Rules and ASX Listing Rules also require that any person appointed as a director by the Directors to fill a casual vacancy must retire at the next annual meeting. Accordingly, Rebecca Dee-Bradbury, who was appointed to the Board in August 2014 retires, and being eligible, offers herself for election.

Background details of the Directors offering themselves for re-election, or election, at this Annual Meeting are set out below.



#### **Michael Stiassny**

LLB, BCom, CA, CFInstD  
NON-EXECUTIVE DIRECTOR

Michael is a chartered accountant and senior partner of KordaMentha, based in Auckland, which specialises in financial consulting work. He has both a Commerce and Law degree from the University of Auckland. He is currently Chairman of Vector Limited, Chairman of Ngati Whatua Orakei Whai Rawa Limited, a director of NZ Windfarms Limited, and is a director of a number of other companies. Michael is Vice President and a Chartered Fellow of the Institute of Directors in New Zealand (Inc).

TOWER's Board has determined that Michael is an independent director of the Company.

Michael resides in Auckland, New Zealand.

TOWER's Board unanimously recommends that shareholders vote in favour of Mr Stiassny's re-election (Resolution 2)



#### **Rebecca Dee-Bradbury**

BBus (Marketing), GAICD  
NON-EXECUTIVE DIRECTOR

Rebecca has a background in strategic marketing and business transformation. She has held senior regional executive and CEO roles with businesses in Australia, New Zealand and Asia Pacific. She has extensive experience in consumer and retail marketing, brand management and innovation gained with international companies such as Kraft/Cadbury, Maxxium and Lion Nathan/Pepsi Cola bottlers. She holds a Bachelor of Business from Monash University, Melbourne. Rebecca is a Director of Bluescope Steel Limited and GrainCorp Limited.

TOWER's Board has determined that Rebecca is an independent director of the Company.

Rebecca resides in Melbourne, Australia.

TOWER's Board unanimously recommends that shareholders vote in favour of Ms Dee-Bradbury's election (Resolution 3)

*Explanatory Note re item 5: General business*

There will be an opportunity to raise any other business that may be properly brought before the Annual Meeting which has not otherwise been addressed.

## Directions to Alexandra Park and parking details





## Lodge your vote



### By Mail

TOWER Share Registry  
Computershare Investor Services Limited  
Private Bag 92119  
Auckland 1142  
New Zealand

or

TOWER Share Registry  
Computershare Investor Services Pty Limited  
GPO Box 3329  
Melbourne VIC 3001  
Australia



### By Fax

+64 9 488 8787 (New Zealand)  
+61 3 9473 2500 (Australia)

## For all enquiries contact



Freephone within New Zealand: 0800 222 065  
Telephone within New Zealand: +64 9 488 8777  
Freephone within Australia: 1800 501 366  
Telephone within Australia: +61 3 9415 4083



corporateactions@computershare.co.nz

## Proxy/Voting Form



**www.investorvote.co.nz**

Vote online, 24 hours a day, 7 days a week:

## Smartphone?

Scan the QR code to vote now.

### Your secure access information

Control Number:

CSN/Securityholder Number:

**PLEASE NOTE:** You will need your CSN/Securityholder Number and Postcode or country of residence (if outside New Zealand) to securely access Investorvote and then follow the prompts to appoint and exercise your vote online.



**For your vote to be effective it must be received by 10:00 am (New Zealand time) Monday 9 February 2015**

## How to Vote on Items of Business / Resolutions

All your securities will be voted in accordance with your directions.

### Appointment of Proxy

#### Voting of your holding

Direct your proxy how to vote by marking one of the boxes opposite each item of business / resolution overleaf. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on a resolution your vote will be invalid on that resolution.

#### Appointing the Chairman or a Director as your proxy

If you appoint the Chairman or any Director as your proxy and either tick the 'Proxy Discretion' box or do not mark a box, you acknowledge that they may exercise your proxy even if they have an interest in the outcome of that resolution (subject to the NZSX and ASX Listing Rules). The Chairman and Directors intend to vote all discretionary proxies in favour of resolutions 1, 2 and 3.

#### Attending the Meeting

**Bring this form** to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission.

## Signing Instructions for Postal Forms

### Individual

Where the holding is in one name, the securityholder must sign.

### Joint Holding

Where the holding is in more than one name, all of the securityholders should sign.

### Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company with this Proxy Form.

### Companies

This form must be signed by a Director jointly with either another Director or an authorised officer, or a Sole Director can also sign alone. Please sign in the appropriate place and indicate the office held.

### Comments & Questions

If you have any comments or questions for the Company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form to vote**

# Proxy/Corporate Representative Form

## STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of TOWER Limited

hereby appoint \_\_\_\_\_ of \_\_\_\_\_

or failing him/her \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, the proxy will vote as he/she sees fit) at the **Annual Meeting of TOWER Limited to be held at the Hobson Room, Level 3, Alexandra Park, Green Lane West, Epsom, Auckland, New Zealand on Wednesday 11 February 2015 at 10.00am** and at any adjournment of that meeting. If you wish, you may appoint as your proxy 'The Chairman of the Meeting'.

## STEP 2 Items of Business / Resolutions - Voting Instructions/Ballot Paper (if a Poll is called)

**Please note:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Resolutions		For	Against	Proxy Discretion	Abstain
1	<b>Appointment and remuneration of the auditor</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	To record the reappointment of PricewaterhouseCoopers as auditor of TOWER Limited and to authorise the Directors, by ordinary resolution, to fix the auditor's remuneration for the coming year. (See Explanatory Note re item 3 / Resolution 1)				
2	<b>Re-election and election of Directors (by separate resolution)</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	To re-elect Michael Stiassny as a director				
3		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	To elect Rebecca Dee-Bradbury as a director				

## SIGN Signature of Securityholder(s) This section must be completed.

Securityholder 1

or Sole Director / Director

Securityholder 2

or Director (if more than one)

Securityholder 3

or Director / Authorised Officer

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_\_

ATTENDANCE SLIP



Annual Meeting of TOWER Limited to be held at the Hobson Room, Level 3, Alexandra Park, Green Lane West, Epsom, Auckland, New Zealand on Wednesday 11 February 2015 at 10.00am



## RSVP

TOWER Limited

To assist our planning for attendance at the Annual Shareholder Meeting, please complete this form and return using the pre paid envelope by **Friday 30 January 2015** should you wish to attend.

# Annual Shareholder Meeting

I / We will be attending the Annual Shareholder Meeting  
at the Hobson Room, Level 3, Alexandra Park,  
Green Lane West, Epsom, Auckland, New Zealand  
on Wednesday 11 February 2015 at 10.00am

### Numbers attending

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Name(s)

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Shareholder number

[illegible]

## Questions from shareholders

Your questions regarding any matter relating to TOWER that may be relevant to shareholders are important to us. We invite you to record your questions on this form. Questions should relate to matters that are relevant to the Annual Shareholder Meeting, including matters arising from the financial reports and any general questions regarding the performance of TOWER.

Alternatively, you can email your questions to [investor.relations@tower.co.nz](mailto:investor.relations@tower.co.nz)