



## **SHARE PURCHASE PLAN**

CBL Corporation Limited  
SHARE PURCHASE PLAN  
29 September 2016

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

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, you should consult your financial or other professional adviser.

## KEY INFORMATION

Eligibility	You may participate in this Share Purchase Plan ( <b>SPP</b> ) if you are a shareholder of CBL Corporation Limited ( <b>CBL</b> ) at 5:00pm on the Record Date of 28 September 2016, with a registered address in New Zealand. You may not participate if you hold the Shares on behalf of another person who resides outside New Zealand.
Transferability	The offer made under this SPP is personal to you. It cannot be transferred to another person.
Equal participation	Each Eligible Shareholder has the right to apply for the same maximum value of Shares on the same terms and conditions as each other Eligible Shareholder.
Application amount	If you wish to participate in this SPP, you apply for a dollar amount of Shares, not for a certain number of Shares. Eligible Shareholders can apply for Shares up to a maximum of NZ\$15,000, in multiples of NZ\$2,500.
Issue Price of Shares	The Shares will be issued at NZ\$3.45 per Share, being the price paid by investors in CBL's recent Placement.
How to apply	You can choose to participate in this SPP by completing the Application Form enclosed with this document. You should read the instructions on the Application Form carefully. You need to return your completed Application Form to the address on the Application Form, or any NZX Firm, in sufficient time for the documents to be forwarded to and, in each case, received by the Share Registrar no later than 5:00pm on 25 October 2016.
Receiving your Shares	You will be issued your Shares on or about 28 October 2016, unless the Closing Date is extended.
Scaling	CBL is seeking to raise up to NZ\$3,000,000 under this SPP. If CBL receives Applications for Shares in excess of NZ\$3,000,000, it will scale back the number of Shares to be issued under this SPP (see clause 3 of the Terms and Conditions for more information about scaling).

Defined words and expressions used in this document are capitalised - see Glossary for their definition.

### Key Dates\*

DATE	EVENT	SUMMARY
<b>28 September 2016</b>	Record Date	The date on which Eligible Shareholders are determined.
<b>5 October 2016</b>	Opening Date	SPP opens.
<b>25 October 2016</b>	Closing Date	SPP closes. Application Forms and payment must be received by the Share Registrar by 5:00 pm.
<b>28 October 2016</b>	Issue Date	Shares issued. Trading to commence on the NZX Main Board on the Issue Date.
<b>4 November 2016</b>	Despatch Date	Transaction confirmation despatched to participating shareholders.

\*CBL reserves the right to alter the key dates (subject to the NZX Listing Rules and applicable laws).

## Contents

<b>Chairman's Letter</b>	Page 5
<b>Questions and Answers</b>	Page 7
<b>Terms and Conditions</b>	Page 11
<b>Glossary</b>	Page 17
<b>Directory</b>	Page 18

## GENERAL INFORMATION

This document has been prepared by CBL in connection with an offer of new Shares under the SPP. 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 disclosure document under the Financial Markets Conduct Act 2013 and does not contain all of the information which may be required in order to make an informed investment decision about the SPP or CBL.

## ADDITIONAL INFORMATION

CBL is subject to continuous disclosure obligations under the NZX Listing Rules. Market releases by CBL, including its most recent financial statements, are available at [www.nzx.com](http://www.nzx.com) under stock code CBL.

CBL may, during the SPP, make additional releases to NZX. No release by CBL to NZX or ASX will permit an Applicant to withdraw any previously submitted Application without CBL's prior consent whether or not there has been any permissible variation of the SPP.

The market price for the Shares may change between the Opening Date, the date you apply for Shares under the SPP, and the Issue Date. Accordingly, the price paid under the SPP may be higher or lower than the price at which Shares in CBL are trading on the NZX Main Board at the time the Shares are issued under the SPP. Any changes in the market price of Shares will not affect the Issue Price, and the market price of new Shares following allotment may be higher or lower than the Issue Price.

## WITHDRAWAL

CBL reserves the right to withdraw the SPP.

## OFFERING RESTRICTIONS

This document is intended for use only in connection with the offer to Eligible Shareholders with a registered address in New Zealand.

No action has been taken to permit an offering of the new Shares in any jurisdiction outside New Zealand. The distribution of this document (including electronically) otherwise than as contemplated above may be restricted by law and persons who come into possession of it (including nominees, trustees or custodians) should observe any such restrictions. This document does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation.

Without limiting the foregoing, this document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The new Shares have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

CBL retains discretion to refuse any Application Form returned by persons CBL does not consider may participate in the SPP and CBL will not process such form and no Shares will be allotted or issued to such persons further to this document or any other materials associated with the SPP.

None of CBL nor any of its directors, officers, employees, consultants, agents or advisers accepts any liability or responsibility to determine whether a person is able to participate in the SPP.

## **NO GUARANTEE**

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

## **DECISION TO PARTICIPATE IN THE SPP**

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 SPP can be directed to an Authorised Financial Adviser, NZX Firm, or your solicitor, accountant or other professional adviser. If you have any questions about the number of new Shares shown on the Acceptance Form that accompanies this document, or how to complete the Acceptance Form, please contact the Share Registrar.

## CHAIRMAN'S LETTER

*Not for release or distribution in the United States*

**29 September 2016**

Dear Shareholder,

### **CBL CORPORATION SHARE PURCHASE PLAN (SPP)**

On behalf of the Directors of CBL Corporation Limited (**CBL**), I am pleased to provide eligible shareholders the opportunity to participate in CBL's Share Purchase Plan (**SPP**).

Eligible shareholders are all persons who are recorded in CBL's share register at 5:00pm on 28 September 2016 as being a holder of shares in CBL and having an address in New Zealand.

The SPP is part of CBL's equity raising initiative announced on 29 September 2016. CBL intends to raise up to NZ\$3 million through the SPP, in addition to the NZ\$60 million already raised by CBL under a targeted placement to institutional and other qualified investors (also announced on 29 September 2016) (**Placement**).

All shares to be issued under the Placement and the SPP will rank equally in all respects with CBL's existing ordinary shares, including the entitlement to receive the 1H2016 dividend if the shares are held on the dividend record date. CBL expects to declare an interim dividend for the first half of 2016 in October.

The equity raise will provide CBL with greater funding flexibility and enable CBL to pursue attractive growth opportunities including:

- Accelerating growth in existing business lines and expanding our products into new markets that have been identified or secured in the last 6-12 months;
- Capitalise CBLIE to facilitate increased volumes of direct insurance premiums in Europe and transition of existing business being written through fronting insurers which is expected to result in reduced acquisition and ceding fees;
- Leverage the new business opportunities created by CBL Insurance's increased rating to A- (Excellent); and
- Continue to pursue value enhancing acquisitions which are aligned to CBL's existing business and medium/long term strategies.

The equity raise is also expected to increase CBL's free float, provide greater liquidity for CBL investors and broaden the share register by involving new institutional and retail shareholders.

Under the SPP, each eligible shareholder may apply for share parcels in multiples of NZ\$2,500, up to a maximum value of NZ\$15,000.

The price of the shares issued under the SPP will be equal to the Placement price of NZ\$3.45 per share. Please note that if the total demand for shares under the SPP exceeds NZ\$3 million, applications will be scaled back on a proportionate basis in accordance with the number of CBL shares held by the applicant on the Record Date.

The SPP provides eligible shareholders the opportunity to purchase additional shares in CBL without incurring brokerage or other transaction costs. The SPP is not underwritten.

Details of the SPP, including terms and conditions of the offer and an explanation of how you can participate, are contained in the SPP booklet and application form. We encourage you to read these documents carefully before you decide whether to participate. More information about CBL can be found

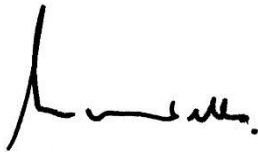
on our website <http://cblcorporation.co.nz/>. We also suggest you seek financial, investment or other professional advice before making an investment decision.

If you wish to participate in the SPP, you must ensure that your application form is received by CBL's Share Registrar, Computershare Investor Services Limited, no later than 5:00pm on 25 October 2016. Shares under the SPP are expected to be issued on or around 28 October 2016, unless the closing date is extended.

We believe that the SPP provides an excellent opportunity for existing shareholders to increase their shareholding in CBL.

On behalf of the Directors, I encourage you to consider this opportunity and sincerely thank you for your ongoing support.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'John Wells', with a stylized flourish at the end.

Sir John Wells KNZM  
Chairman

This letter has been prepared for publication in New Zealand and may not be released or distributed in the United States. This letter does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this letter have not been, and will not be, registered under the U.S. Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration of the U.S. Securities Act and applicable US state securities laws.

## QUESTIONS AND ANSWERS

Defined words and expressions used in this document are capitalised - see the Glossary for their definition. These Questions and Answers are a summary only and you should refer to the Terms and Conditions for further information.

### 1. What is the Share Purchase Plan?

The SPP allows Eligible Shareholders to purchase Shares in CBL without incurring brokerage or other transaction costs. You are eligible to participate in the SPP if you are a shareholder of CBL and:

- (a) you were registered as a holder of fully paid Shares at 5.00pm on the Record Date, which is 28 September 2016; and
- (b) your registered address is in New Zealand; and
- (c) you do not hold the Shares on behalf of another person who resides outside of New Zealand.

### 2. What is the price of the Shares and how many can I purchase?

The Issue Price will be NZ\$3.45 per Share, being the price paid by investors in CBL's recent Placement.

Eligible Shareholders may elect to purchase parcels of Shares in multiples of NZ\$2,500 up to a maximum of NZ\$15,000, subject to scaling.

If you wish to participate in the SPP, you should complete the Application Form in accordance with the instructions set out on the Application Form and in question 11 below and elect payment either by cheque or direct credit, in New Zealand dollars, for the value of the parcel selected.

CBL reserves the right to, at its absolute discretion, scale any Application for Shares under the SPP.

Any fractional Shares allocated under the SPP will be rounded down to the nearest whole number of Shares.

All Shares issued under the SPP will be ordinary Shares of CBL. Shareholders who subscribe under the SPP will be eligible to participate in any future dividends to be declared by CBL.

### 3. What if I own Shares through a trustee or custodian or own Shares in more than one capacity?

If you own Shares 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 NZ\$15,000 limit. If you own Shares through a trustee or Custodian and also own Shares 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. You will be required to certify and represent that you will not exceed this limit.

If you receive more than one copy of this document, or if you hold Shares in more than one capacity (e.g. because you are both a sole and joint holder of Shares), you may only purchase Shares under one Application Form. You may not purchase some Shares on your own behalf and some Shares as a joint holder.

#### **4. Is this offer transferable to another person?**

No. This offer is personal to you and non-renounceable, so if you elect not to purchase any Shares under the SPP you may not transfer your right to purchase Shares under the SPP to anyone else.

#### **5. Can the SPP be withdrawn?**

Yes. CBL may withdraw the SPP at any time at its sole discretion. In the event that the SPP is withdrawn any Application Monies will be refunded to you in New Zealand dollars within 10 business days. No interest will be paid on Application Monies returned to you.

#### **6. What are the risks to investing in the SPP?**

The market price for the Shares may change between the Opening Date, the date you apply for Shares under the SPP, and the Issue Date. Accordingly, the price paid under the SPP may be higher or lower than the price at which Shares in CBL are trading on the NZX Main Board at the time the Shares are issued under the SPP. The Share price is quoted on the NZX website:

[www.nzx.com](http://www.nzx.com).

Shareholders may choose to subscribe for up to NZ\$15,000 of Shares pursuant to the SPP, subject to any scaling. As this is a fixed amount rather than shareholders being permitted to subscribe for Shares in accordance with their proportionate shareholding, large shareholders may not be able to obtain sufficient Shares to maintain their percentage shareholding, while smaller shareholders may be able to increase their percentage shareholding. If you do not subscribe for any Shares under the SPP, and other shareholders do subscribe for Shares, then your percentage shareholding in CBL will be reduced.

#### **7. Can my Application be rejected?**

CBL has complete discretion to accept or reject your Application to subscribe for Shares under the SPP. You should take care to ensure your Application Form is completed correctly, in accordance with the instructions on the Application Form, and that your payment for Shares is received by 5.00pm on the Closing Date by the Share Registrar. Some examples of when your Application may not be accepted are, if:

- your Application Form is incorrectly completed, incomplete, or otherwise determined by CBL to be invalid;
- your Application Form or payment is received after the Closing Date including, if your cheque is dishonoured;
- the payment you have made (whether by cheque or direct credit) is different from the amount you have indicated on your Application Form or that dollar amount is not in a multiple of NZ\$2,500 or exceeds NZ\$15,000; or
- it appears that you are applying to subscribe for Shares with a value greater than NZ\$15,000 (except if you are a Custodian applying on behalf of more than one beneficial owner in accordance with section 4 of the Terms and Conditions).

The above are examples only of when your Application may be rejected by CBL. See section 6 of the Terms and Conditions for further information.



## **8. How many Shares will I receive?**

You will receive the number of Shares equal to the dollar amount of Shares you have applied for divided by the Issue Price. If, once divided by the Issue Price, the dollar amount of Shares you have applied for does not equal a whole number of Shares the number of Shares issued to you will be rounded down to the nearest share.

If CBL receives applications for Shares in excess of NZ\$3,000,000, it will scale back the number of Shares to be issued under the SPP (see clause 6 of the terms and conditions).

## **9. Why is there a maximum application amount?**

The offer under the SPP needs to comply with the conditions imposed by the NZX Listing Rules which caps the maximum application amount of each Eligible Shareholder at NZ\$15,000.

## **10. Why are shareholders outside New Zealand not eligible to participate in the SPP?**

Shareholders outside of New Zealand are not eligible to participate in the SPP because of legal limitations in countries outside of New Zealand, the relatively small number of shareholders in other jurisdictions and the potential cost to CBL of complying with regulatory requirements in countries outside of New Zealand. CBL has determined, pursuant to the NZX Listing Rules, that it would be unduly onerous to extend the offer of Shares under the SPP to shareholders outside of New Zealand.

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

If you wish to participate in the SPP, follow the step-by-step instructions set out on the reverse of the enclosed personalised Application Form. Send your completed Application Form with your cheque made payable to "CBL Corporation Limited" to the designated address, or complete the direct credit instruction, as set out in the instructions on the Application Form. If you send your Application Form to any NZX Firm it must be sent in sufficient time for the documents to be forwarded to and received by the Share Registrar no later than 5:00pm on 25 October 2016.

Application Monies received will be held in a trust account with the Share Registrar until the corresponding new Shares are issued or the Application Monies are refunded. Interest earned on the Application Monies will be for the benefit, and remain the property, of CBL and will be retained by CBL whether or not the issue of new Shares takes place. Any refunds of Application Monies will be made within 10 business days of the Issue Date or the date that the decision not to accept an Application (in whole or in part) is made, as the case may be.

If the exact amount of money is not tendered, CBL reserves the right not to accept all or part of your payment. In those circumstances, CBL will return your Application Form and cheque or refund all or part of your payment without interest in the manner described above.

If an Application is rejected, all of the amounts paid will be refunded to the relevant Applicant. If Applications are scaled back, the Applicant will receive the number of Shares accepted by CBL at the Issue Price and a refund of the balance of the relevant payment amount in accordance with clause 6.3. All refunds will be made without interest in the manner described above (see clause 6 of the Terms and Conditions for more information).

You will not be able to withdraw or revoke your Application Form once you have sent it in.

**12. What is CBL's dividend policy?**

CBL's dividend policy is to distribute 30% of Adjusted NPAT subject to regulatory capital and liquidity requirements.

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

The SPP opens on 5 October 2016 and is expected to close at 5.00pm on 25 October 2016, unless extended. If you want to participate you should ensure your Application Form and payment is received by 5.00pm on 25 October 2016. Please allow adequate time for mail deliveries to be received and direct credit transactions to be cleared into CBL's bank account by this time. Applications received after this time may not be accepted.

You will receive Shares issued to you under the SPP on the Issue Date, which is currently expected to be on or around 28 October 2016. Confirmation of the number of Shares issued to you under the SPP will be sent on the Despatch Date, currently expected to be on or around 4 November 2016.

## TERMS AND CONDITIONS

If you apply to participate in the SPP by completing and returning the Application Form, you are accepting the risk that the market price of Shares may change between the Opening Date, the date you apply for Shares under the SPP, and the Issue Date. This means that it is possible that up to or after the Issue Date, you may be able to buy Shares at a lower price than the Issue Price.

We encourage you to seek your own financial advice regarding your participation in the SPP.

### 1. Offer timetable

<b>Record Date:</b>	Eligible Shareholders registered at 5.00pm on 28 September 2016 may participate in the SPP.
<b>Opening Date:</b>	The offer opens on 5 October 2016. This document is mailed to Eligible Shareholders on 5 October 2016.
<b>Closing Date:</b>	The offer closes at 5.00pm on 25 October 2016, unless extended. Application Forms must be received by this time. Application Forms may, at CBL's option, not be processed or held to be valid if they have not been received by this time.
<b>Issue Date:</b>	The Shares are proposed to be issued on 28 October 2016, unless the Closing Date is extended.
<b>Commencement of trading:</b>	CBL expects the Shares will commence trading on the NZX Main Board on the Issue Date.
<b>Despatch Date:</b>	CBL expects that a transaction confirmation will be despatched to you on or around 4 November 2016.

Subject to the NZX Listing Rules, CBL has discretion to change, at any time, any of the Closing Date, the Issue Date and the Despatch Date (notwithstanding that the offer has opened, or Application Forms have been received) by lodging a revised timetable with NZX.

### 2. Eligible Shareholders

2.1 You may participate in the SPP if you are an Eligible Shareholder.

2.2 Joint holders of Shares are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and the certification on the Application Form is taken to have been given by all of them.

2.3 If you are an Eligible Shareholder, 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 Issue Price for Shares under the SPP is NZ\$3.45 per Share, being the price payable by investors in CBL's recent Placement.

3.2 Eligible Shareholders may elect to purchase parcels of Shares in multiples of NZ\$2,500 up to a maximum of NZ\$15,000, subject to scaling, by filling in the appropriate box on the Application Form. Any fractional Shares allocated under the SPP will be rounded down to the nearest whole number of Shares.

3.3 Eligible Shareholders may only make a single Application for Shares under the SPP. This applies to all Eligible Shareholders (other than Custodians to whom clause 4.2 applies), including those who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity) and including whether the Eligible Shareholder is applying through a Custodian or on his or her own behalf. Accordingly, if you own Shares through a trustee or Custodian and also own Shares 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.

3.4 If CBL receives Applications in excess of NZ\$3,000,000, it will scale back all Applications on a proportionate basis in accordance with the number of CBL Shares held by the Applicant (or, in the case of an Application made by a Custodian, the relevant beneficial owner(s) named in the schedule submitted with the Application Form) on the Record Date. The board of CBL believes this is the most equitable manner in which to deal with Applications in excess of the funds required under the SPP.

#### 4. Custodians

4.1 Any Eligible Shareholder that:

- (a) is a trustee corporation or a nominee company and holds Shares in CBL 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 CBL by reason only of being a bare trustee of a trust to which the Shares are subject,

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

4.2 Custodians may apply to purchase Shares for an amount greater than NZ\$15,000, but only up to the total value of Shares applied for by each beneficial owner for which the Custodian acts as a Custodian (taking any joint beneficial owners as one beneficial owner). Custodians must confirm to CBL that they are holding Shares as a Custodian for beneficial owners by providing the written certification to CBL described in clause 4.3 below (which is included as part of the Application Form). Each beneficial owner may only direct the Custodian to apply on behalf of that beneficial owner for a single share parcel. A separate form must be completed for each beneficial owner.

4.3 If a Custodian applies to subscribe for Shares on behalf of a beneficial owner, the Custodian must certify to CBL in writing together with the Application:

- (a) that the Custodian holds Shares directly or indirectly as a Custodian for the beneficial owners and those beneficial owners are resident in New Zealand;
- (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;
- (d) that the Custodian undertakes not to accept on behalf of any of those beneficial owners for which it acts directly or indirectly as a Custodian, in any 12 month period, under this SPP or any other arrangement, Shares in CBL the total Issue Price of which is more than NZ\$15,000; and

- (e) that the beneficial owner on whose behalf the Custodian is submitting an Application Form is not making an Application as an Eligible Shareholder for Shares under the SPP, and no other Custodian is submitting an Application Form under the SPP for that beneficial owner.

4.4 CBL will issue Shares to a Custodian only if CBL is reasonably satisfied that, in any 12 month period, the total issue price of Shares issued to any beneficial owner is not more than NZ\$15,000, whether those Shares are issued through a Custodian or, if the beneficial owner is also a shareholder in CBL, in that beneficial owner's own right as a shareholder.

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

5.1 If you wish to participate in the SPP, you must complete the Application Form and elect payment by cheque or direct credit in accordance with the instructions on the Application Form. Cheques must be drawn on a New Zealand bank account. Applicants paying by direct credit must still complete and return the Application Form to the Share Registrar by the Closing Date.

5.2 Eligible Shareholders should elect payment by cheque or direct credit for the value of the share parcel selected.

5.3 To be valid, Application Forms must be received by the Share Registrar by 5.00pm on 25 October 2016. Application Forms received after that date will only be accepted at CBL's discretion. Application Forms should be returned in the following manners:

<b>By Email:</b>	cbl@computershare.co.nz (Please use "CBL SPP" as the subject of the email) Direct credit Application only
<b>By Hand:</b>	Level 2, 159 Hurstmere Road, Takapuna, Auckland 0622
<b>By Mail:</b>	Private Bag 92119, Auckland 1142

5.4 If you send your Application Form to any NZX Firm it must be sent in sufficient time for the documents to be forwarded to and received by the Share Registrar no later than 5:00pm on 25 October 2016.

## **6. CBL's discretion to accept or reject Applications**

6.1 CBL has discretion to accept or reject your Application Form to purchase Shares under the SPP, including (without limitation) if:

- (a) your Application Form is incorrectly completed or incomplete or otherwise determined by CBL to be invalid;
- (b) your payment is dishonoured or has not been completed correctly;
- (c) your direct credit payment is not cleared, is reversed or is not for the exact amount of the parcel value that you have selected on the Application Form;
- (d) the cheque that you enclose with your Application Form is not denominated in New Zealand dollars for the exact amount of the parcel that you have selected on the Application Form;
- (e) it appears that you are applying to buy more than NZ\$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 CBL has discretion to accept late Application Forms and payments, there is no assurance that it will do so. Late Application Forms and payments, if not processed, will be returned to you at your registered address or bank account held by the Share Registrar. No interest will be paid on any Application Monies returned to you;
- (g) CBL believes that you are not an Eligible Shareholder or Custodian; or
- (h) CBL considers that your Application does not comply with these Terms and Conditions.

6.2 CBL reserves the right to scale back at its absolute discretion any Application for Shares under the SPP.

6.3 If an Application is rejected, all of the relevant amounts will be refunded to the Applicant. If Applications are scaled back, the Applicant will receive the number of Shares in respect of which the Application is accepted at the Issue Price and a refund of the balance of the relevant Application Monies. Refunds will not be paid for any difference arising solely due to rounding or where the aggregate amount of the refund payable to an Applicant is less than NZ\$5.00. All refunds will be made without interest.

6.4 Refunds will either be made by direct credit to the bank account held by CBL's Share Registrar, the Share Registrar, or by a cheque payable to the relevant Applicant in their name(s), which will be posted to the address set out in the Application Form. Refunds will be issued within 10 business days following the Issue Date or the date that the decision not to accept an Application (in whole or in part) is made, as the case may be.

6.5 Application Monies received will be held in a trust account with the Share Registrar until the corresponding new Shares are issued or the Application Monies are refunded. Interest earned on the Application Monies will be for the benefit, and remain the property, of CBL and will be retained by CBL whether or not the issue of new Shares takes place.

## **7. Significance of sending in an Application**

7.1 If you apply to participate in the SPP 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 CBL that you are an Eligible Shareholder entitled to apply for Shares under these Terms and Conditions;
- (c) you agree to be bound by the constitution of CBL;
- (d) you certify to CBL that you are not applying for Shares under the SPP with an aggregate Application price in excess of NZ\$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;
- (e) you authorise CBL (and its officers or agents) at their discretion to correct any error in, or omission from, your Application Form and to complete the Application Form by the insertion of any missing details;
- (f) you acknowledge that CBL 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;

- (g) you accept the risk associated with any refund that may be despatched to you by cheque to your address shown on CBL's share register or that may be direct credited to the bank account showing in the details held by the Share Registrar;
- (h) you agree to indemnify CBL for, and to pay to CBL within five business days of demand, any dishonour fees or other costs CBL may incur in presenting a cheque for payment which is dishonoured or as a result of your direct credit payment being reversed;
- (i) you acknowledge that none of CBL, its advisers 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 subscribe for Shares under the SPP;
- (j) you acknowledge the risk that the market price for the Shares may change between the Opening Date, the date you apply for Shares under the SPP, and the Issue Date. A change in market price during this period may affect the value of the Shares you receive under the SPP and may make it is possible that up to or after the Issue Date, you may be able to buy Shares at a lower price than the Issue Price;
- (k) you acknowledge that CBL is not liable for any exercise of its discretions referred to in these Terms and Conditions;
- (l) you certify that your acceptance of the SPP will not be, or cause, a breach of any law in any jurisdiction;
- (m) you agree to pay the Issue Price per Share up to a maximum amount equivalent to the parcel value you specified on your Application Form; and
- (n) you irrevocably and unconditionally agree to these Terms and Conditions and agree not to do any act or thing which would be contrary to the spirit, intention or purpose of the SPP.

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

## **8. The Shares**

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 CBL quoted on the NZX Main Board. The Shares have been accepted for quotation on the NZX Main Board by NZX and it is a term of the SPP that CBL will take all necessary steps to ensure that the Shares are quoted immediately after issuance.

CBL's dividend policy is to distribute 30% of Adjusted NPAT subject to regulatory capital and liquidity requirements.

## **9. Financial Statements**

You may obtain free of charge the most recent annual report and financial statements of CBL by contacting CBL, or you may download the reports from the CBL website: <http://cblcorporation.co.nz/investors/financial-reports/>.

## **10. Amendments to the SPP and waiver of compliance**

10.1 Notwithstanding any other term or condition of the SPP and/or the Application Form, CBL may, at its discretion:

- (a) make non-material modifications to the SPP or these Terms and Conditions (in which case 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 the Shares under the SPP. If the SPP is terminated, Application Monies will be refunded to Applicants without interest.

10.2 CBL reserves the right to waive compliance with any provision of these Terms and Conditions. If CBL waives compliance with any provision of these Terms and Conditions, such waiver will apply to all Eligible Shareholders.

## **11. Governing Law**

11.1 These Terms and Conditions shall be governed by and construed in accordance with the laws of New Zealand.

11.2 All references to times and dates are to times and dates in New Zealand.

## **12. Disputes**

If any dispute arises in connection with the SPP, CBL 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. CBL's decision will be final and binding.

## **13. Inconsistency**

Unless otherwise determined by the directors of CBL, in the event of any inconsistency between the Terms and Conditions of the SPP and:

- (a) the accompanying letter from the Chairman of CBL, the Terms and Conditions prevail; or
- (b) CBL's constitution, CBL's constitution prevails.

NZX accepts no responsibility for any statement in this document.



## GLOSSARY

<b>Applicant</b>	An applicant for Shares in the SPP.
<b>Application</b>	An application to subscribe for new Shares under this document.
<b>Application Form</b>	The personalised application form relating to the SPP that you received with this document, including the instructions on the reverse of the form.
<b>Application Monies</b>	Monies received from Applicants in respect of their Applications.
<b>CBL</b>	CBL Corporation Limited, a company listed on the NZX Main Board.
<b>Closing Date</b>	25 October 2016, unless extended.
<b>Custodian</b>	See clause 4.1 of the Terms and Conditions for the definition of “Custodian”.
<b>Despatch Date</b>	Transaction confirmation despatched to participating shareholders on or around 4 November 2016, unless extended.
<b>Eligible Shareholder</b>	A person who, at 5.00pm on the Record Date, was recorded in CBL’s share register as being a registered holder of Shares and having an address in New Zealand. A person who holds Shares on behalf of another person who resides outside New Zealand is not an Eligible Shareholder.
<b>Issue Date</b>	On or around 28 October 2016, unless the Closing Date is extended.
<b>Issue Price</b>	NZ\$3.45 per Share, the price at which the Shares will be issued pursuant to the SPP.
<b>NZX</b>	NZX Limited.
<b>NZX Main Board</b>	The main board equity security market operated by NZX (a licensed market under the Financial Markets Conduct Act 2013).
<b>NZX Listing Rules</b>	The NZX Main Board Listing Rules
<b>Opening Date</b>	5 October 2016.
<b>Placement</b>	The placement of Shares announced to NZX on 29 September 2016.
<b>Record Date</b>	28 September 2016.
<b>Shares</b>	Ordinary shares of CBL Corporation Limited.
<b>Share Registrar</b>	CBL’s share registrar, Computershare Investor Services Limited.
<b>SPP</b>	The Share Purchase Plan detailed in this document.
<b>Terms and Conditions</b>	The terms and conditions of the SPP detailed in this document and the Application Form.

## **DIRECTORY**

### **Registered Office**

CBL Corporation Limited  
Level 8, 51 Shortland Street  
Auckland Central  
Auckland 1010  
New Zealand

### **Share Registry**

Computershare Investor Services Limited

Private Bag 92119  
Auckland 1142  
New Zealand

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Facsimile: (09) 488 8787  
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### **Legal Advisers**

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88 Shortland Street  
Auckland 1010  
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