

29 September 2016

**NOTICE PURSUANT TO CLAUSE 20(1)(a) OF SCHEDULE 8 TO THE FINANCIAL
MARKETS CONDUCT REGULATIONS 2014**

1. On 29 September 2016, CBL Corporation Limited (**CBL**) announced an offer of fully paid ordinary shares of the same class as CBL shares already quoted on the NZX Main Board by way of a private placement to selected institutional investors in New Zealand and certain overseas jurisdictions (**Private Placement**) and a share purchase plan to eligible investors with registered addresses in New Zealand (**SPP**) (together, the **Offer**).
2. Pursuant to the Offer, an offer for issue and sale is being made to investors in reliance upon the exclusion in clause 19 of schedule 1 to the Financial Markets Conduct Act 2013.
3. This notice is provided under subclause 20(1)(a) of schedule 8 to the Financial Markets Conduct Regulations 2014 (**Regulations**).
4. As at the date of this notice, CBL is in compliance with the continuous disclosure obligations that apply to it in relation to ordinary shares in CBL.
5. As at the date of this notice, CBL is in compliance with its financial reporting obligations as defined in subclause 20(5) of schedule 8 to the Regulations.
6. As at the date of this notice, there is no information that is 'excluded information' as defined in subclause 20(5) of schedule 8 to the Regulations.
7. The potential effects that the Offer and acquisition of the relevant shares will have on the 'control' (within the meaning of clause 48 of schedule 1 to the Financial Markets Conduct Act 2013) of CBL and the consequences of those effects are as follows:
 - (a) The percentage shareholding in CBL of shareholders who participate in the Private Placement may change and the percentage shareholding of new shareholders will increase, but it is not expected that there will be any material effect on the control of CBL.
 - (b) The percentage shareholding in CBL of shareholders that are not selected to participate in the Private Placement or who choose not to participate, will be diluted as a result of the issue of the relevant shares under the Private Placement. However, it is not anticipated that any resulting dilution would have a material effect on the control of CBL.
 - (c) If no eligible shareholders participated in the Private Placement, the maximum underwritten amount in the Private Placement would be approximately 7.9% of existing CBL shares. It is expected that any underwritten amount would be allocated to a number of parties, such that the allocation should have no material effect on the control of CBL.
 - (d) As the maximum subscription amount per shareholder on the record date of the SPP is fixed rather than shareholders being permitted to subscribe in accordance with their proportionate shareholding, large shareholders may not be able to obtain sufficient new shares to maintain their percentage shareholding, while smaller shareholders may be able to increase their percentage shareholding. However, it is not anticipated that any resulting changes in shareholding

percentage as a result of the SPP, including in the event of scaling under the SPP, would have a material effect on the control of CBL.

- (e) CBL has not sought a waiver from the NZX Main Board Listing Rules 7.5 (regulating issues of shares which could affect the effective control of CBL), and the Takeovers Code will also prevent any person and that person's associates from holding or controlling, or increasing an existing holding of, 20% or more of the voting securities in CBL as a result of the Offer.
- (f) Accordingly, the Offer is not expected to have any material effect or consequence on the control of CBL.

For further information, please contact:

Carden Mulholland
Chief Financial Officer
CBL Corporation Limited

Phone: +64 9 303 4770
Email: cmulholland@cblinsurance.com