

**Disclosure of movement of 1% or more in substantial holding or change in nature of relevant interest, or both**

*Sections 277 and 278, Financial Markets Conduct Act 2013*

**To** NZX Limited

and

**To** Tower Limited

Relevant event being disclosed: Change in nature of a relevant interest in a substantial holding.

Date of relevant event: 14 March 2018

Date this disclosure made: 14 March 2018

Date last disclosure made: 8 March 2018

**Substantial product holder(s) giving disclosure**

Full name(s): Bain Capital Credit LP, Bain Capital Investments (Europe) Limited and Dent Issuer Designated Activity Company

**Summary of substantial holding**

Class of quoted voting products: Ordinary shares in Tower Limited (NZX: TWR)

Summary for Bain Capital Credit LP (referred to as BCC)

For **this** disclosure,—

- (a) total number held in class: 67,464,858
- (b) total in class: 337,324,300
- (c) total percentage held in class: 19.999%

For **last** disclosure,—

- (a) total number held in class: 67,464,858
- (b) total in class: 337,324,300
- (c) total percentage held in class: 19.999%

Summary for Bain Capital Investments (Europe) Limited (referred to as BCIE)

For **this** disclosure,—

- (a) total number held in class: 67,464,858

- (b) total in class: 337,324,300
- (c) total percentage held in class: 19.999%

For **last** disclosure,—

- (a) total number held in class: 67,464,858
- (b) total in class: 337,324,300
- (c) total percentage held in class: 19.999%

Summary for Dent Issuer Designated Activity Company (referred to as Dent)

For **this** disclosure,—

- (a) total number held in class: 67,464,858
- (b) total in class: 337,324,300
- (c) total percentage held in class: 19.999%

For **last** disclosure,—

- (a) total number held in class: 67,464,858
- (b) total in class: 337,324,300
- (c) total percentage held in class: 19.999%

#### **Details of transactions and events giving rise to relevant event**

Details of the transactions or other events requiring disclosure: On 8 March 2018, BCC, on behalf of an investment sub-fund managed by its related company BCIE, entered into an unconditional agreement to buy 67,464,858 ordinary shares in Tower Limited from Vero Insurance New Zealand Limited at a price of \$0.80 per share (total: \$53,971,886.40).

In the event BCC initiates a takeover offer under the Takeovers Code (or equivalent scheme of arrangement under the Companies Act 1993) in respect of Tower Limited in the 9 month period from the date of the agreement, and that takeover offer (or scheme of arrangement as the case may be) becomes unconditional on its terms, BCC will at the time it makes payment to other shareholders provide a “top-up” payment to Vero Insurance New Zealand Limited to the extent that the per share price paid to all other shareholders under that transaction exceeds the per share price paid to Vero under the agreement.

On 8 March 2018, BCC, BCIE and Dent issued a substantial product holder notice disclosing the relevant interests arising in the Tower shares as a result of the agreement.

Settlement of the acquisition of the Tower shares under the agreement took place on 14 March 2018, which has resulted in a change in the nature of the relevant interests which each of BCC, BCIE and Dent has in the Tower shares.

For BCC

BCC has ceased to have a relevant interest arising by reason of having the power to enforce the agreement to acquire the Tower shares, because settlement has occurred.

However, it is still deemed by the relevant legislation to have the relevant interest in the Tower shares which BCIE has as manager of the investment sub-fund (described below) as a result of being a related company of BCIE.

For BCIE

Because BCIE and BCC are related companies, BCIE was deemed by the relevant legislation to have BCC's relevant interest arising by reason of BCC having the power to enforce the agreement to acquire the Tower shares. BCIE has ceased to have that relevant interest because BCC has ceased to have that relevant interest, as described above.

However, BCIE continues to have a relevant interest in the Tower shares because as manager of the sub-fund which has acquired the shares it has the power to exercise votes attached to the shares, and the power to dispose of the shares, on behalf of the sub-fund.

For Dent

Dent continues to have a beneficial interest in the Tower shares, but that beneficial interest no longer arises as a result of the existence of the unconditional sale agreement. The beneficial interest continues to be qualified in the manner described below.

#### **Details after relevant event**

Details for BCC

Nature of relevant interest(s): Because BCC and BCIE are related companies, BCC is deemed by the relevant legislation to have the relevant interest in the Tower shares which BCIE has as manager of the investment sub-fund which has acquired the shares. BCIE's relevant interest is described below. A relevant agreement document is not required to be attached to this notice under regulation 139 of the Financial Markets Conduct Regulations 2014 (referred to as the Regulations).

For that relevant interest,—

- (a) number held in class: 67,464,858
- (b) percentage held in class: 19.999%
- (c) current registered holder(s): Vero Insurance New Zealand Limited
- (d) registered holder(s) once transfers are registered: Dent Issuer

#### Details for BCIE

Nature of relevant interest(s): BCIE is the manager of the investment sub-fund which (through Dent) is the acquirer of the Tower shares. BCIE's relevant interest in the Tower shares is that, under its management agreement relating to the sub-fund, it has the power to exercise votes attached to the shares, and the power to dispose of the shares, on behalf of the sub-fund. This relevant interest arises only because of the powers of investment contained in the management agreement. A relevant agreement document is not required to be attached to this notice by virtue of regulation 142 of the Regulations.

For that relevant interest,—

- (a) number held in class: 67,464,858
- (b) percentage held in class: 19.999%
- (c) current registered holder(s): Vero Insurance New Zealand Limited
- (d) registered holder(s) once transfers are registered: Dent Issuer Designated Activity Company

#### For Dent

Nature of relevant interest(s): Dent is owned by the sub-fund. Its relevant interest is that it is the legal and beneficial owner of the Tower shares. Dent's relevant interest in the shares is qualified by the fact (and only by the fact) that, under BCIE's management agreement with the sub-fund which owns Dent, BCIE has power to manage investments held by the sub-fund, including the power to exercise votes attached to the Tower shares, and the right to dispose of the shares, on behalf of the sub-fund. A relevant agreement document is not required to be attached to this notice by virtue of regulation 142 of the Regulations.

For that relevant interest,—

- (a) number held in class: 67,464,858
- (b) percentage held in class: 19.999%
- (c) current registered holder(s): Vero Insurance New Zealand Limited
- (d) registered holder(s) once transfers are registered: Dent Issuer Designated Activity Company

#### **Additional information**

Address(es) of substantial product holder(s): 200 Clarendon Street, Boston, MA 02116, United States.

Contact details: Adriana Rojas Garzón (Email: arojas@baincapital.com. Phone number: +1-617-516-2000).

Nature of connection between substantial product holders: BCIE and BCC are related companies. BCIE is the investment manager of the sub-fund. Dent is owned by the sub-fund.

Name of any other person believed to have given, or believed to be required to give, a disclosure under the Financial Markets Conduct Act 2013 in relation to the financial products to which this disclosure relates: Vero Insurance New Zealand Limited.

**Certification**

I, Adriana Rojas Garzón, certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.