

Disclosure of beginning to have substantial holding

Section 276, Financial Markets Conduct Act 2013

To NZX Limited

and

To Tower Limited

Date this disclosure made: 8 March 2018

Date on which substantial holding began: 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

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%

Summary for Bain Capital Investments (Europe) Limited

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%

Summary for Dent Issuer Designated Activity Company

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%

Details of relevant interests

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

Nature of relevant interest(s): On 8 March 2018, BCC, on behalf of an investment sub-fund managed by its related company Bain Capital Investments (Europe) Limited), entered into an unconditional agreement to buy 67,464,858 Tower shares. The settlement date has not yet been fixed. BCC's relevant interest in the Tower shares is that it has the power to enforce the agreement on behalf of the sub-fund. The beneficial owner of the shares is Dent Issuer Designated Activity Company, a company owned by the sub-fund. A relevant agreement document is not required to be attached to this notice.

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: Unknown, but likely to be a professional custodian selected by Bain Capital Investments (Europe) Limited

BCC is also deemed by the relevant legislation to have the relevant interest in these same Tower shares which BCIE has (described below) as a result of being a related company of BCIE.

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

Nature of relevant interest(s): BCIE is the manager of the investment sub-fund referred to above. BCIE's relevant interest in the Tower shares is that, once settlement of the sale has occurred, it will as manager of the sub-fund have the power to exercise votes attached to the shares, and the power to dispose of the shares, on behalf of the sub-fund. A relevant agreement document is not required to be attached to this notice.

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: Unknown, but likely to be a professional custodian selected by BCIE

BCIE is also deemed by the relevant legislation to have the relevant interest in these same Tower shares which BCC has (described above) as a result of being a related company of BCC.

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

Nature of relevant interest(s): Beneficial ownership arising as a result of the unconditional agreement entered into by BCC on 8 March 2018 (referred to above). 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 powers 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.

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: Unknown, but likely to be a professional custodian selected by BCIE

Details of transactions and events giving rise to substantial holding

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). The settlement date has not yet been fixed. The Tower shares are to be owned by Dent, a company owned by the sub-fund.

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.

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.