



National Tyre & Wheel Limited
ACN 095 843 020

**Notice of Annual General Meeting
and Explanatory Memorandum**

**Annual General Meeting to be held virtually
on Thursday 12 November 2020
commencing at 11.00 am AEST (Brisbane time)
via <https://web.lumiagm.com/316475047>**

The Notice of Annual General Meeting, Explanatory Memorandum and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional advisor prior to voting.



National Tyre & Wheel Limited
PH: (07) 3212 0950 | FAX: 07 3212 0951
30 Gow Street, Moorooka QLD 4105
PO Box 101, Moorooka QLD 4105
ABN 97 095 843 020

Dear Shareholder

2020 Annual General Meeting

The 2020 Annual General Meeting (**AGM**) of NTAW will be held virtually on Thursday 12 November 2020 commencing at 11.00 am AEST (Brisbane time). Shareholders will be able to join the meeting live at <https://web.lumiagm.com/316475047>.

In accordance with the COVID-19 guidelines provided by Commonwealth and State governments, the Federal Treasurer has issued a Determination that permits companies to hold fully virtual annual general meetings. To protect the health and safety of our Shareholders and staff and to allow for Shareholders who wish to join the Meeting, we will hold a fully virtual Meeting, which means there will not be a physical venue for you to attend.

Accessing meeting documents and lodging proxies online

In addition, the above Determination permits a Notice of Meeting and other information regarding a meeting to be provided online where it can be viewed and downloaded. Accordingly, this year the Notice of Meeting will not be mailed to Shareholders. Details of where you can access the Notice of Meeting, lodge a proxy and participate in the meeting are shown in this letter and on NTAW's website at www.ntaw.com.au/investors/agm.

Participation at the Meeting

You will find further details about participating in the virtual meeting in the Notice of Meeting, including instructions for attending the meeting online, methods for voting and asking questions. The Notice of Meeting also includes the Explanatory Memorandum in relation to the business of the AGM. I encourage you to read all of the provided material.

Future alternative arrangements

If it becomes necessary to make future alternative arrangements for holding NTAW's 2020 AGM, Shareholders will be provided as much notice as possible. Further information will be made available on NTAW's website at www.ntaw.com.au/investors/agm. Shareholders are encouraged to check for updates regularly in the lead up to the AGM.

Electronic communications

We encourage all shareholders to receive electronic communications by providing an email address at www.computershare.com.au/easyupdate/NTD. This enables the fastest possible flow of information to you in the most secure, sustainable and cost-effective manner possible.

Thank you for your continued support of NTAW.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Murray Boyte', is written over a faint, illegible printed name.

Murray Boyte
Chairman

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of National Tyre & Wheel Limited ACN 095 843 020 (**Company**) will be held virtually on Thursday 12 November 2020 commencing at 11.00 am AEST (Brisbane time).

Due to the ongoing impact of the COVID-19 virus and guidance from the Federal and State Governments, there will not be a physical meeting location where shareholders can attend.

PARTICIPATION AT THE MEETING

Shareholders are invited to participate in the Meeting in the following ways:

1. Watch and participate live online

Shareholders can watch and participate in the Meeting virtually via an online platform at the following website: <https://web.lumiagm.com>. The following details are required to access the Meeting:

Meeting ID for the Meeting	316-475-047
Username	your SRN/HIN
Password	your postcode registered on your holding (or 3-digit country code for overseas Shareholders)

Participating in the Meeting online enables Shareholders to listen to the Meeting live, submit questions and cast direct votes at the appropriate times during the meeting.

You can access the website from your smartphone, tablet or computer. We recommend that Shareholders and proxyholders log in to the online platform at least 15 minutes prior to the scheduled start time for the Meeting. Please refer to the online meeting guide on the Company's website at www.ntaw.com.au/investors/agm.

2. Voting options for the Meeting

Shareholders can appoint a proxy online prior to the Meeting or direct vote online during the Meeting. Please refer to the Notes to the Notice of Meeting for further details. Voting on all resolutions will be conducted by a poll.

3. Questions

A reasonable opportunity will be provided for the Shareholders to ask questions and to make comments on Company matters that are the subject of the Meeting. Shareholders attending the meeting virtually may submit questions via the online platform during the Meeting to the Chairman about the operations and management of the Company or to the Company's auditor about the content of the auditor's report and the conduct of the audit.

Questions can also be emailed to cosec@ntaw.com.au so that they are received no later than 11.00 am AEST (Brisbane time) on 10 November 2020.

Shareholders are advised that it may not be possible to respond to all questions.

Future alternative arrangements

If it becomes necessary to make future alternative arrangements for holding NTAW's 2020 AGM, Shareholders will be provided as much notice as possible. Further information will be made available on NTAW's website at www.ntaw.com.au/investors/agm. Shareholders are encouraged to check for updates regularly in the lead up to the AGM.

Notice of Annual General Meeting

ITEMS OF BUSINESS

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Company's Financial Report, incorporating the Directors' Report and the Independent Audit Report, for the financial year ended 30 June 2020.

Note: There is no requirement for Shareholders to approve these reports.

2. REMUNERATION REPORT

To consider and, if thought fit, pass the following as an ordinary resolution in accordance with section 250R(2) of the *Corporations Act*:

"That the Remuneration Report (which forms part of the Directors' Report) of the Company for the year ended 30 June 2020 be adopted."

Note: This Resolution is advisory only and does not bind the Company. The directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting, when reviewing the Company's remuneration policies. A voting exclusion statement applies to the Resolution for Item 2. Further details of this exclusion are set out in the accompanying Notes.

3. RE-ELECTION OF WILLIAM COOK AS A DIRECTOR

To consider and, if thought fit, pass the following as an ordinary resolution:

"That Mr William Cook who retires as a Director of the Company in accordance with Listing Rule 14.5 and rule 8.1(g) of the Company's constitution, and being eligible, be re-elected as a Director of the Company."

Note: Information about the candidate appears in the accompanying Explanatory Memorandum.

4. RE-ELECTION OF ROBERT KENT AS A DIRECTOR

To consider and, if thought fit, pass the following as an ordinary resolution:

"That Mr Robert Kent who retires as a Director of the Company in accordance with Listing Rule 14.5 and rule 8.1(g) of the Company's constitution, and being eligible, be re-elected as a Director of the Company."

Note: Information about the candidate appears in the accompanying Explanatory Memorandum.

Notice of Annual General Meeting

5. RATIFICATION OF ISSUE OF SHARES

To consider and, if thought fit, pass the following as an ordinary resolution:

“That for the purposes of Listing Rule 7.4, Shareholders ratify and approve the issue of 11,315,903 fully paid ordinary shares in the Company issued at \$0.43 per share, in relation to the acquisition of the business assets of Tyres4U in Australia and New Zealand, to those persons set out in the Explanatory Memorandum.”

Note: A voting exclusion statement applies to the Resolution for Item 5 as set out in the accompanying Notes.

6. ADDITIONAL CAPACITY TO ISSUE EQUITY SECURITIES

To consider and, if thought fit, to pass the following as a special resolution:

“That pursuant to, and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve an additional 10% placement capacity to issue equity securities under Listing Rule 7.1A on the terms set out in the Explanatory Memorandum.”

Note: A voting exclusion statement applies to the Resolution for Item 6 as set out in the accompanying Notes.

7. GRANT OF OPTIONS TO PETER LUDEMANN UNDER THE EMPLOYEE SHARE OPTION PLAN

To consider and, if thought fit, to pass the following as an ordinary resolution:

“That approval be given in accordance with Listing Rule 10.14, section 200E of the Corporations Act and for all other purposes for the grant of 170,000 options under the Company’s Employee Share Option Plan to the CEO and Managing Director, Peter Ludemann, as described in the Explanatory Memorandum.”

Note: A voting exclusion statement applies to the Resolution for Item 7 as set out in the accompanying Notes.

8. APPROVAL OF EMPLOYEE SHARE OPTION PLAN

To consider and, if thought fit, to pass the following as an ordinary resolution:

“That, for the purposes of Listing Rule 7.2 Exception 13(b) and for all other purposes, approval is given for the Company’s Employee Share Option Plan (Plan) and for the issue of securities under the Plan, on the terms and conditions set out in the Explanatory Memorandum.”

Note: A voting exclusion statement applies to the Resolution for Item 8 as set out in the accompanying Notes.

By order of the Board of Directors



Laura Fanning
Company Secretary
9 October 2020

Notes

These Notes and the accompanying Explanatory Memorandum form part of this Notice of Meeting. Capitalised terms are defined in the Glossary at the end of the Explanatory Memorandum.

All resolutions will be voted on by a poll.

1. SHAREHOLDERS

The Company has determined that for the purpose of voting at the Meeting, shares in the Company will be taken to be held by those persons recorded on the Company's register of shareholders at 7:00 pm AEDT (Sydney time) on 10 November 2020. This means that any Shareholder registered at 7:00 pm AEDT (Sydney time) on 10 November 2020 is entitled to attend and vote at the Annual General Meeting.

2. HOW TO VOTE

Appointment of Proxy

If you are a Shareholder, and you are unable to attend and vote at the Meeting, and wish to appoint a proxy, you can do so:

Online: Visit www.investorvote.com.au and quote the 6 digit control number found on the front of your Proxy Form, or scan your personalised QR code shown on the front of your Proxy Form using your smartphone.

Subscribers of Intermediary Online (i.e. custodians) can lodge a proxy online by visiting www.intermediaryonline.com.

so that it is received not later than 11:00 am AEST (Brisbane time) on 10 November 2020. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

If you are unable to lodge your proxy online please contact the Share Registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) or via www.investorcentre.com/contact and you will be issued a Proxy Form to be returned.

Shareholders are advised that:

- each Shareholder that is entitled to attend and vote at the Meeting is entitled to appoint a proxy.

- the proxy need not be a Shareholder of the Company.
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

Please write the name of the person you wish to appoint as your proxy in the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman will be your proxy.

Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the *Corporations Act*. Section 127 of the *Corporations Act* provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary – that director.

Corporate Representatives

A corporation that elects to appoint an individual to act as its representative must ensure it does so in accordance with section 250D of the *Corporations Act*.

Votes on Resolutions

You may direct your proxy how to vote by marking 'For', 'Against' or 'Abstain' for the Resolutions set out in each item of business on the Proxy Form. All of your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on each Resolution by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the Resolution, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution, your vote on will be invalid on that item of business.

Notes

How the Chairman will vote undirected proxies

At the date of this Notice of Meeting, the Chairman intends to vote all undirected proxies **FOR** the Resolutions set out in each of the items of business.

Unless amended, the Proxy Form expressly authorises the Chairman to exercise undirected proxies in his discretion in relation to all Resolutions even where such Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel (**KMP**), which includes the Chairman.

Attending the meeting virtually

Eligible Shareholders may attend the Meeting virtually and vote online.

Shareholders can watch and participate in the Meeting virtually via an online platform at the following website: <https://web.lumiagm.com>.

The following details are required to access the Meeting:

Meeting ID	316-475-047
Username	your SRN/HIN
Password	your post code registered on your holding (or 3-digit country code for overseas Shareholders)

Participating in the Meeting online enables Shareholders to listen to the Meeting live, submit questions and cast direct votes at the appropriate times during the meeting.

Please refer to the online meeting guide on the Company's website at www.ntaw.com.au/investors/agm.

If you intend to attend the Meeting virtually, you do not need to submit a Proxy Form.

You may still attend the Meeting virtually and vote online even if you have appointed a proxy. Your proxy appointment will only be revoked if you vote online.

3. NON-BINDING RESOLUTION ON REMUNERATION REPORT

The Resolution for Item 2 is advisory and non-binding. The outcome of this Resolution does not bind the Company or the Directors. However, the Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

If 25% or more of the votes that are cast are voted against adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be required to vote at the second of those AGMs on a resolution (spill resolution) that another meeting of the Company's shareholders be held within 90 days at which all of the Company's Directors (other than the Managing Director) who were Directors of the Company when the Directors' Report for the second AGM was approved by those Directors, must stand for re-election.

A voting exclusion statement in respect of the Resolution for Item 2 is set out below.

4. VOTING EXCLUSION STATEMENTS

PART A

Item 2: Remuneration Report

A vote on the Resolution for Item 2 must not be cast (as a Shareholder, proxy or in any other capacity) by or on behalf of any of the following persons:

- 1) a member of the KMP details of whose remuneration is included in the Remuneration Report for the financial year ended 30 June 2020; or
- 2) a Closely Related Party of such a member of the KMP.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- 1) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

Notes

- 2) the person appointed as proxy is the Chairman and the written appointment of the Chairman does not specify the way the Chairman is to vote on this Resolution, but expressly authorises the Chairman to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Item 5: Ratification of Issue of Shares

The Company will disregard any votes cast in favour of the Resolution for Item 5 by or on behalf of the following persons:

- 1) any person who participated in the issue covered by the Resolution; or
- 2) any Associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by those persons noted in Part B to this Note 4.

Item 6: Additional capacity to issue shares under Listing Rule 7.1A

The Company will disregard any votes cast in favour of the Resolution for Item 6 by or on behalf of the following persons:

- 1) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue, except a benefit solely by reason of being a holder of ordinary securities; or
- 2) an Associate of that person.

Note: under Listing Rule 14.11.1 and the notes under that rule about Listing Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.

However, this does not apply to a vote cast in favour of the Resolution by those persons noted in Part B to this Note 4.

Item 7: Grant of options to Peter Ludemann

The Company will disregard any votes cast in favour of the Resolution for Item 7 by or on behalf of the following persons:

- 1) Peter Ludemann (being the only director of the Company or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is currently eligible to participate in the Plan); or
- 2) any Associate of Peter Ludemann.

However, this does not apply to a vote cast in favour of the Resolution by those persons noted in Part B to this Note 4.

In accordance with section 250BD of the *Corporations Act*, a vote on the Resolution for Item 7 must not be cast by a person appointed as a proxy, where that person is either a member of the KMP or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- 1) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- 2) the person appointed as proxy is the Chairman and the written appointment of the Chairman does not specify the way the Chairman is to vote on this Resolution, but expressly authorises the Chairman to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Item 8: Approval of the Employee Share Option Plan

The Company will disregard any votes cast in favour of the Resolution for Item 8 by or on behalf of the following persons:

- 1) a person who is eligible to participate in the Plan; or
- 2) any Associate of such a person.

However, this does not apply to a vote cast in favour of the Resolution by those persons noted in Part B to this Note 4.

Notes

In accordance with section 250BD of the *Corporations Act*, a vote on the Resolution for Item 8 must not be cast by a person appointed as a proxy, where that person is either a member of the KMP or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- 1) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- 2) the person appointed as proxy is the Chairman and the written appointment of the Chairman does not specify the way the Chairman is to vote on this Resolution, but expressly authorises the Chairman to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

PART B

For the purposes of the voting exclusion statements for Items 5, 6, 7 and 8, the Company will not disregard votes cast in favour of the Resolutions by:

- 1) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- 2) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- 3) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. QUESTIONS AND COMMENTS BY SHAREHOLDERS AT OR BEFORE THE MEETING

In accordance with the *Corporations Act*, a reasonable opportunity will be provided for the Shareholders to ask questions and to make comments on Company matters that are the subject of the Meeting. Shareholders attending the meeting virtually may submit questions via the online platform during the Meeting to the Chairman about the operations and management of the Company or to the Company's auditor about the content of the auditor's report and the conduct of the audit.

Questions can also be emailed to cosec@ntaw.com.au so that they are received no later than 11.00 am AEST (Brisbane time) on 10 November 2020.

Shareholders are advised that it may not be possible to respond to all questions.

Explanatory Memorandum

This Explanatory Memorandum and the other attachments to the Notice of Annual General Meeting (Notice) which it accompanies are important documents. Please read them carefully.

ITEM 1 – FINANCIAL STATEMENTS AND REPORTS

The *Corporations Act* requires that the report of the Directors, the report of the Auditors and the financial reports be presented to the Annual General Meeting. In addition, the Company's Constitution provides for such reports and statements to be received and considered at the Meeting.

The Company's 2020 Annual Report is available on the Company's website (www.ntaw.com.au/Annual-reports) and has been sent to those Shareholders who have requested a copy.

ITEM 2 – REMUNERATION REPORT

The *Corporations Act* requires that the section of the Directors' Report dealing with the remuneration of the Directors and other Key Management Personnel (**Remuneration Report**) be put to the members for adoption by way of a non-binding vote.

The Remuneration Report can be found in the Company's 2020 Annual Report.

Shareholders will be given a reasonable opportunity to ask questions about, or make comments upon, the Remuneration Report during the Meeting.

The Board unanimously recommends that Shareholders vote in favour of the Resolution for Item 2.

ITEM 3 – RE-ELECTION OF WILLIAM (BILL) COOK AS A DIRECTOR

The Listing Rules and the Company's constitution prescribe a process by which Directors regularly retire from office. Retiring Directors may offer themselves for election or re-election.

Pursuant to Listing Rule 14.5 and rule 8.1(g) of the constitution of the Company, Mr William (Bill) Cook retires at the conclusion of the Meeting, and being eligible, offers himself for re-election as a Director of the Company.

A summary of Mr Cook's qualifications and experience appears below:

Mr Cook is an Independent Non-Executive Director of the Company. Mr Cook commenced his career at Ford Motor Company in finance. He worked for Consolidated Press Holdings with the late Kerry Packer from 1983 to 1996 as Head of M&A and worldwide reporting. After two years as General Manager of Qantas Flight Catering's Sydney business he undertook Private Equity investment consulting roles, and subsequently joined AMP Capital as an investment manager in the Private Equity team. Since leaving AMP, Mr Cook has served as non-executive director for a number of companies, including the Company since 2013 and is currently the Chair of the Company's Audit and Risk Committee and a member of the Remuneration and Nominations Committee.

The Board (other than Mr Cook in relation to his own election) unanimously recommends that the Shareholders vote in favour of the Resolution for Item 3.

Explanatory Memorandum

ITEM 4 – RE-ELECTION OF ROBERT KENT AS A DIRECTOR

The Listing Rules and the Company's constitution prescribe a process by which Directors regularly retire from office. Retiring Directors may offer themselves for election or re-election.

Pursuant to Listing Rule 14.5 and rule 8.1(g) of the constitution of the Company, Mr Robert Kent retires at the conclusion of the Meeting, and being eligible, offers himself for re-election as a Director of the Company.

A summary of Mr Kent's qualifications and experience appears below:

Mr Kent was the Managing Director of Publicis Mojo (Queensland), part of a global advertising firm, from 2000 to 2017. He was also a member of the Publicis National Board of Management. Mr Kent is an experienced marketing executive who has managed many campaigns involving sales, promotion and brand building. He was also Managing Director of Personalised Plates Queensland from 2013 to 2017. Mr Kent is currently the Chair of the Company's Remuneration and Nominations Committee and a member of the Audit and Risk Committee.

The Board (other than Mr Kent in relation to his own election) unanimously recommends that the Shareholders vote in favour of the Resolution for Item 4.

ITEM 5 – RATIFICATION OF ISSUE OF SHARES

The purpose of the Resolution in Item 5 is for Shareholders to approve, pursuant to Listing Rule 7.4 and for all other purposes, the issue of certain Shares by the Company (**Issue**). Details of the Issue are set out later in this Item.

Listing Rule 7.1 provides that, subject to certain exceptions, prior approval of shareholders is required for an issue of securities, if the securities will, when aggregated with the securities issued by a company during the last 12 months, exceed 15% of the number of shares on issue at the commencement of that 12-month period.

One exception is where the issue of the securities was made with the approval of the holders of ordinary securities under Listing Rule 7.1 or 7.4.

Listing Rule 7.4 provides that an issue of shares made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 where:

- (a) the issue did not breach Listing Rule 7.1; and
- (b) the members subsequently approve it.

The Issue has already taken place, within the 15% limit prescribed by Listing Rule 7.1.

The approval sought for the Resolution in Item 5, under Listing Rule 7.4, is effectively a retrospective approval or 'ratification' to refresh the Company's capacity to issue further Shares pursuant to Listing Rule 7.1, should there be a requirement to do so.

If Shareholders approve the Resolution in Item 5, the Company will have the flexibility to issue more Shares in the next 12 months without a requirement for Shareholder approval, if an opportunity arises which the Directors believe is in the best interests of the Company, and which they expect will create shareholder value.

If Shareholders approve the Resolution in Item 5, the Issue will cease to use up part of the Company's 15% limit and would enable that proportion of the 15% limit to be used for a future issue of Shares, without a requirement for Shareholder approval.

Explanatory Memorandum

If Shareholders do not approve the Resolution in Item 5, it will not invalidate the Issue as listed below, however, the Issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares under the Issue.

The information required to be provided to Shareholders to satisfy Listing Rule 7.4 is specified in Listing Rule 7.5.

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following particulars in relation to the Issue:

Particular	Details
Number and class of securities	11,315,903 fully paid ordinary shares.
The price or other consideration the Company received for the issue	The shares were issued as part consideration for the acquisition of Tyres4U in Australia and New Zealand (Tyres4U), with an agreed issue price of \$0.43 ¹ .
Names of the persons to whom securities were issued or the basis on which those persons were determined	EM Australia 2021 Pty Ltd (formerly Tyres4U Pty Ltd) (EM Australia) being the vendor of Tyres4U – 10,617,107 shares. Tyre & Tube Australia (Services) Pty Limited (TTA) in partial satisfaction of deferred consideration and earn out payments due by Tyres4U to TTA – 698,796 shares.
The date on which the securities were issued	4 August 2020.
Terms of securities issued	Shares rank equally with all shares on issue, except as detailed below. The holders of the shares have entered into voluntary restriction deeds with the Company under which the shares will be restricted until 4 February 2022. The shares issued to EM Australia are subject to forfeiture against claims made under the acquisition agreement. The shares issued to TTA are subject to forfeiture for no consideration if: 1) Mr Andrew Bloxham (TTA founder) ceases to be an employee of Tyres4U; unless 2) Mr Bloxham's employment is terminated by Tyres4U without cause, unlawfully, or due to his redundancy, death or incapacity.
Purpose of the issue, including the use of funds raised	The shares were issued as partial consideration for the acquisition of the Tyres4U assets. No funds were raised from the issue.
Summary of other material terms of the agreement under which the shares were issued	The Company and certain subsidiaries of the Company (Purchasers) entered into a business sale agreement with EM Australia and its New Zealand subsidiary (Vendors) dated 17 July 2020 (as amended on 31 July 2020) (Sale Agreement) under which the Purchasers agreed to purchase all of the business assets and assume all of the business liabilities of the Tyres4U businesses of the Vendors in Australian and New Zealand.

Explanatory Memorandum

Particular	Details
	Under the Sale Agreement, the Purchasers acquired the business assets and assumed business liabilities of the Vendors for consideration comprising payment of \$43.8 million in cash and \$4.9 million in shares in the Company as set out above. Further details of the material terms of the Sale Agreement are set out in the Company's announcements to the ASX dated 17 July 2020, 5 August 2020 and 25 August 2020.

- ¹ Shares were issued at the volume weighted average price of the Company's shares traded on the ASX over the period of 5 days prior to execution of the acquisition agreement on 17 July 2020.

A voting exclusion statement in relation to the Resolution for Item 5 is set out under Note 4 in the Notice of Meeting.

The Board unanimously recommends that Shareholders vote in favour of the Resolution in Item 5.

ITEM 6 – ADDITIONAL CAPACITY TO ISSUE EQUITY SECURITIES

Listing Rule 7.1A enables small to mid-cap listed companies to seek Shareholder approval by special resolution to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue by way of placement over a 12 month period (**10% Placement Facility**), without a need for further Shareholder approval. This is in addition to the existing 15% placement capacity permitted by Listing Rule 7.1.

A company is eligible to seek Shareholder approval for this additional placement capacity if it satisfies both of the following criteria at the date of the AGM:

- (a) it has a market capitalisation of \$300 million or less; and
- (b) it is not included in the S&P/ASX 300 Index.

The Company currently satisfies both the above criteria, and it is anticipated that it will satisfy both these criteria at the date of the AGM.

Accordingly, Item 6 is seeking Shareholder approval by special resolution for the issue of such number of equity securities as calculated under the formula in Listing Rule 7.1A.2, at an issue price as permitted by Listing Rule 7.1A.3 to such persons as the Board may determine, on the terms as described in this Explanatory Memorandum.

If the Resolutions in Items 5 and 6 are approved as an ordinary resolution and a special resolution respectively, the Company will be able to issue equity securities under Listing Rules 7.1 and 7.1A without further shareholder approval such that the Company's total annual placement capacity will be 25% of its issued capital.

If the Resolution in Item 6 is not approved, the Company will not be able to access the additional 10% capacity to issue equity securities without shareholder approval provided for in Listing Rule 7.1 and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

At the date of the Meeting, it is anticipated that the Company will have on issue 114,207,216 Shares and, subject to approval of the Resolution in Item 5, a capacity to issue 17,131,082 Shares under Listing Rule 7.1 and, if the Resolution in Item 6 is approved, a capacity to issue an additional 11,420,721 Shares under Listing Rule 7.1A.

Explanatory Memorandum

The actual number of equity securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in Listing Rule 7.1A.2.

The effect of Item 6 will be to allow the Directors to issue equity securities under Listing Rule 7.1A, in addition to the Company's 15% placement capacity under Listing Rule 7.1, from the date of the AGM at which approval of the 10% Placement Facility under Listing Rule 7.1A is obtained until the first to occur of the following:

- (a) the date that is 12 months after the date of the AGM i.e. 12 November 2021;
- (b) the time and date of the Company's next annual general meeting; or
- (c) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),
(10% Placement Period).

Information required by Listing Rule 7.3A

For the purposes of Listing Rule 7.3A, the following information is provided:

- The period for which the approval will be valid is the 10% Placement Period.
- The minimum price at which the equity securities will be issued will be no less than 75% of the volume weighted average market price for ordinary shares calculated over the 15 trading days on which trades are recorded immediately before:
 - (a) the date on which the price at which the shares are to be issued is agreed by the entity and the recipient of the securities; or
 - (b) if the shares are not issued within 10 trading days of the date in paragraph (a), the date on which the shares are issued.

Note: Securities can only be issued under Listing Rule 7.1A.2 for cash consideration.

- The Company intends to use any funds raised by an issue of equity securities under Listing Rule 7.1A.2 towards an acquisition of new assets or investments (including expenses associated with such acquisition), continued development of, or investment in, the Company's current assets, general working capital and/or other capital management purposes.
- If the Resolution in Item 6 is approved by Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing ordinary Shareholders face the risk of economic and voting dilution as a result of the issue of equity securities which are the subject of this Resolution, to the extent that such equity securities are issued, including:
 - (a) the market price of equity securities may be significantly lower on the issue date than on the date on which this approval is being sought; and
 - (b) the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date,

which may also have an effect on the amount of funds raised by the issue of the equity securities.

- The following table gives examples of the potential dilution of existing ordinary Shareholders on the basis of the market price of Shares at 25 September 2020 and the number of ordinary securities for variable "A", calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice (and on the assumption that the Resolutions being considered at the Meeting are approved).

Explanatory Memorandum

The table also shows:

- (a) two examples where variable “A” has increased by 50% and 100%. Variable “A” is based on the number of fully paid ordinary securities the Company has on issue. The number of fully paid ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and
- (b) two examples of where the issue price of fully paid ordinary securities has decreased by 50% and increased by 100% as against the current market price.

	Dilution				
	Additional shares issued	Voting Dilution	Funds raised		
Variable “A” in Listing Rule 7.1A.2			\$0.308 50% decrease in Issue Price	\$0.615 Issue Price	\$1.23 100% increase in Issue Price
114,207,216 (current)	11,420,721	10%	\$3,517,582	\$7,023,743	\$14,047,487
171,310,824 (50% increase)	17,131,082	10%	\$5,276,373	\$10,535,615	\$21,071,231
228,414,432 (100% increase)	22,841,443	10%	\$7,034,164	\$14,047,487	\$28,094,975

- The above table has been prepared on the following assumptions:
 - (a) the Resolution in Item 5 is approved;
 - (b) the Resolution in Item 6 is approved;
 - (c) the Company issues the maximum number of equity securities available under the 10% Placement Facility in Listing Rule 7.1A;
 - (d) no options are exercised before the date of issue of Shares under Listing Rule 7.1A;
 - (e) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
 - (f) the table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder’s holding at the date of the AGM;
 - (g) the table shows only the effect of issues of equity securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1;
 - (h) the issue of equity securities under the 10% Placement Facility consists only of Shares; and
 - (i) the current Share price is \$0.615 per Share, being the closing price of the Shares on ASX on 25 September 2020.
- The Company’s allocation policy for issues under the 10% Placement Facility will be dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of allottees of any equity securities that may be issued (subject to Shareholder approval of the Resolution in Item 6) have not been determined as at the date of this Notice, but may include existing Shareholders and/ or parties who are not currently Shareholders and are not related parties or associates of the related parties of the Company. Any potential allottees will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:

Explanatory Memorandum

- (a) the methods of raising funds available to the Company (including but not limited to, rights issue or other issues in which existing security holders can participate), while balancing interest from potential allottees with the interests of existing Shareholders;
 - (b) the effect of the issue of equity securities on the control of the Company. Allocation will be subject to takeover thresholds;
 - (c) the financial situation and solvency of the Company and its need for capital at any given time; and
 - (d) advice from corporate, financial and broking advisors (if applicable).
- The Company has not issued or agreed to issue any equity securities under rule 7.1A.2 in the 12 months preceding the date of the Meeting. Further, there are no equity securities that the Company agreed before that 12 month period to issue but which have not yet been issued.
 - At the time of dispatching this Notice of Meeting the Company is not proposing to make an issue of equity securities under Listing Rule 7.1A.2.

The Resolution for Item 6 is a special resolution. For a special resolution to be passed, at least 75% of the votes cast by Shareholders present and entitled to vote on the Resolution must be in favour of the Resolution.

A voting exclusion statement in relation to the Resolution for Item 6 is set out under Note 4 in the Notice of Meeting.

The Directors unanimously recommend Shareholders vote in favour of the Resolution for Item 6 as it will provide additional flexibility for the Company to secure additional capital quickly if Directors decide that it is in the best interests of the Company.

ITEM 7 – GRANT OF OPTIONS TO PETER LUDEMANN UNDER THE EMPLOYEE SHARE OPTION PLAN

The Resolution in Item 7 seeks Shareholder approval for the grant of 170,000 Options to the CEO and Managing Director, Peter Ludemann, under the Company's Employee Share Option Plan (**Plan**), subject to the terms and conditions of his 2021 LTI Award (**the Options**).

If shareholder approval is not obtained under the Resolution in Item 7, the Options will not be issued to Mr Ludemann and, subject to satisfaction of the Performance Conditions and other conditions described below, Mr Ludemann will receive a cash payment at the end of the three-year Performance Period equivalent to the value of the Options on that date.

Why Shareholder approval is being sought

Shareholder approval of the Resolution in Item 7 is being sought for the following purposes:

Listing Rule 10.14

Listing Rule 10.14 states that a listed company must not permit a Director (amongst other persons) to acquire securities under an employee incentive scheme without Shareholder approval given by ordinary resolution. The purpose of the Resolution in Item 7 is to obtain Shareholder approval for the grant of 170,000 Options to Mr Ludemann, pursuant to the Plan and the terms and conditions of Mr Ludemann's 2021 LTI Award.

For the purposes of Listing Rule 10.15, the following information is provided:

- The name of the person to whom Options are proposed to be issued under the Plan is Mr Peter Ludemann.

Explanatory Memorandum

- The category in Listing Rule 10.14 that Mr Ludemann falls within is a Director of the Company (Listing Rule 10.14.1).
- The maximum number of Options that may be granted to Mr Ludemann for which approval is being sought is 170,000.
- Details (including the amount) of Mr Ludemann's current total remuneration package are set out below.

For the financial year ending 30 June 2021, the Company's executive remuneration framework for Mr Ludemann comprises:

- Total Fixed Remuneration (**TFR**) of \$503,700, consisting of base salary, superannuation and other benefits;
 - A short term incentive (**STI**) with a maximum opportunity of 45% of TFR (at maximum performance levels); and
 - A long term incentive (**LTI**) in the form of Options which will be issued under the Plan and will be subject to performance conditions as determined by the Board to support the long-term growth of the Company. The number of Options to be awarded will be determined by the Board having regard to the overall amount of executive remuneration and the annual profit impact of the Options awarded.
- The number of Options that have previously been issued to Mr Ludemann under the Plan is as follows:
 - 180,000 Options were issued on 7 December 2018 but lapsed on 26 August 2019; and
 - 180,000 Options were issued on 8 November 2019 and remain subject to Performance Conditions at the date of this Notice.

The average acquisition price (if any) paid by Mr Ludemann for those Options was \$Nil.

- The material terms of the Options are summarised below.

The Board has determined that, for the year ending 30 June 2021, up to 2,000,000 Options (in total) will be issued to senior executives, including the 170,000 Options to be issued to Mr Ludemann. The remaining Options will be allocated to other senior executives based on their roles and responsibilities.

Conditions and Important Dates for the Options

The Vesting Date of the Options will be 30 September 2023, or three years from the Grant Date, whichever is earlier, subject to meeting the Performance Conditions. The Performance Period for the Performance Conditions is the period from the Grant Date until the Vesting Date (inclusive of each of those dates).

The Options will expire on 30 September 2025, being the date which is two years after the Vesting Date, if not lapsed earlier.

Performance Conditions

Vesting of the Options is dependent on, and subject to, satisfaction of the following Performance Conditions:

Explanatory Memorandum

- i. Earnings per share condition – the Company’s earnings per share (**EPS**) for the year ended 30 June 2021 is at least 10% higher than its EPS for the year ended 30 June 2020 or if this is not achieved, the Company’s EPS for the year ended 30 June 2022 is at least 10% higher than its EPS for the year ended 30 June 2020.

Calculation of the EPS growth rate will be based upon the EPS results reported in the Company’s audited financial statements for the above years.

The base EPS for the year ended 30 June 2020 will be 5.51 cents per share. This is based upon the Company’s 2020 net profit after providing for income tax and non-controlling interests and excluding amortisation (NPATA) attributable to Shareholders of \$5.665 million. The target EPS based on NPATA attributable to Shareholders for the 2021 year or if this is not achieved, the 2022 year is, therefore, 6.06 cents per share.

The EPS results to be used for the 2021 and 2022 years will be based upon the Company’s audited financial statements for that year. However, the EPS may be adjusted for items which the Board, in its discretion, considers should be included in, or excluded from, this result.

The EPS condition will be measured over two years if required to allow for uncertainty regarding the ongoing impact of COVID-19 on execution of the Company’s growth strategies and the timing of synergies to be realised from the acquisition of Tyres4U in August 2020.

- ii. Service condition – continuous employment of Mr Ludemann with the Company or one of its subsidiaries from the Grant Date until the Vesting Date.

If the Performance Conditions are not met before the end of the Performance Period, the Options will lapse.

Lapsing and early vesting of the Options

Change of Control Event: On a takeover or change in control of the Company any unvested Options will immediately vest and cease to be subject to any Performance Condition.

Termination of employment: If Mr Ludemann ceases employment before the Performance Conditions are satisfied the Options will automatically lapse 30 days after that employment ceases, unless the Board determines otherwise in accordance with the Plan. If Mr Ludemann ceases to be employed by the Company by reason of his death, disability, bona fide redundancy or other reason with the approval of the Board, the Board has a discretion to determine that some or all of the Options do not lapse but are deemed to have vested.

If Mr Ludemann’s employment is terminated on the basis that Mr Ludemann has acted fraudulently, dishonestly, in breach of his obligations or otherwise for cause, all of the Options (including those which have not yet vested and those which have vested but are unexercised) will immediately lapse.

Other Information

- The Company will not apply to the ASX for official quotation of the Options granted under the Plan.
- Shares issued pursuant to the exercise of the Options will rank equally with Shares then on issue.
- Any dealing in Shares is subject to the constraints of Australian insider trading laws and the Company’s Share Trading Policy.

Explanatory Memorandum

- The explanation of why Options are being used is as follows. Options are being used as the LTI following a review of the executive remuneration framework in 2018 by an independent remuneration consultant and consideration of various incentive schemes. The Board determined that the structure of the Options ensures that remuneration outcomes link to Company performance and are in the long-term interests of Shareholders.
- The value the Company attributes to the Options and the basis of the valuation are set out below.

Valuation Date	25 September 2020
Share Price (Valuation Date)	\$0.6150
Exercise Price	\$0.5745
Risk free rate (%)	0.18%
Volatility (%)	61.80%
Expected Life (years)	4.0
Dividend Rate	5.37%
Estimated Value per Option	\$0.2383
Estimated Total Gross Value*	\$40,503

*Before adjustment to the fair value to allow for performance probabilities

Importantly, no value will be received by Mr Ludemann if the Options lapse prior to the vesting date, or if the market value of the Company's shares fails to exceed the Exercise Price.

The 'fair value' for accounting purposes will be determined at the grant date and the value will be expensed over the relevant service period after taking account of any market and non-market vesting conditions, in accordance with AASB 2 *Share Based Payments*.

- The Options are expected to be granted to Mr Ludemann shortly after the AGM and in any event within 12 months after the AGM.
- The Options will be granted at no cost to Mr Ludemann. Once the Performance Conditions as set out above are met (or waived), the Options will be exercisable at the applicable Exercise Price. The Exercise Price for the Options is \$0.5745 calculated as the volume weighted average sale price of the Company's shares sold on ASX during the 5 trading days up to and including 1 September 2020, being after the release of the Company's 2020 financial statements.
- A summary of the terms and conditions of the Plan is set out in the Explanatory Memorandum for Item 8.
- No loan will be provided by the Company to Mr Ludemann in relation to the grant or exercise of the Options.
- Details of any Options issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Options under the Plan after (and if) the Resolution is Item 8 is approved and who were not named in this Notice of Meeting will not participate unless and until approval is obtained under that rule.
- A voting exclusion statement in relation to the Resolution for Item 7 is set out under Note 4 in the Notice of Meeting.

Explanatory Memorandum

Approval pursuant to Listing Rule 7.1 is not required in order to grant the Options to Mr Ludemann as approval is being obtained under Listing Rule 10.14. Accordingly, the grant of the Options to Mr Ludemann will not be included in the 15% calculation of the Company's annual placement capacity pursuant to Listing Rule 7.1.

Part 2D.2 of the Corporations Act: Termination Benefits

Under section 200B of the *Corporations Act*, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company or a related body corporate if it is approved by shareholders or an exemption applies. Further, under section 200C of the *Corporations Act*, a company may only give a person a benefit in connection with the transfer of the whole or any part of the undertaking or property of the company if it is approved by shareholders.

The term "benefit" in Part 2D.2 has wide operation and would include the accelerated vesting of Options.

Accordingly, Shareholder approval is sought under section 200E of the *Corporations Act* for the:

- giving of termination benefits to Mr Ludemann in accordance with the Plan or his employment contract if Mr Ludemann ceases to be employed by the Company and, as a result of the Board exercising its discretion, some or all of Mr Ludemann's Options vest; and
- giving of benefits to Mr Ludemann if Mr Ludemann's Options automatically vest as a result of a Change in Control Event being triggered due to the transfer of an undertaking or property of the Company.

As at the date of this Notice the estimated value of the Options to be issued to Mr Ludemann is \$40,503. However, the value of the benefits at the time they may be given cannot presently be ascertained. The matters, events and circumstances that will, or are likely to, affect the calculation of that value include:

- the number of Options held by Mr Ludemann prior to cessation of employment or at the time of the Change of Control Event; and
- the market price of Shares at that time.

If Shareholder approval is obtained and the Options automatically vest as a result of a Change in Control Event or the Board exercises its discretion to vest some or all of Mr Ludemann's unvested Options, the value of the benefit will be disregarded when calculating his termination benefit 'cap' as permitted by the *Corporations Act*.

Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- obtain the approval of the public company's shareholders in the manner set out in sections 217 to 227 of the *Corporations Act*; and
- give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the *Corporations Act*.

Explanatory Memorandum

One of the exceptions where shareholder approval is not needed is where the financial benefit is (relevantly) remuneration to a related party as an officer or employee of the public company or an entity that the public company controls and to give the benefit would be reasonable given the circumstances of the public company or entity giving the remuneration and the related party's circumstances (including the responsibilities involved in the office of employment). This "reasonable remuneration" exception is contained in section 211 of the *Corporations Act*.

The grant of the Options to Mr Ludemann will constitute the giving of a financial benefit and Mr Ludemann is a related party of the Company by virtue of being a Director of the Company.

The Directors (other than Mr Ludemann who abstained from considering this matter due to his material personal interest in the matter) consider that the proposed grant of the Options to Mr Ludemann is reasonable remuneration which falls within the exception in section 211 of the *Corporations Act* and accordingly Shareholders' approval pursuant to Chapter 2E of the *Corporations Act* is not required.

Listing Rules 10.18 and 10.19

If shareholder approval is obtained under the Resolution in Item 7, the Company will still be required to comply with Listing Rules 10.18 and 10.19, which place restrictions on the circumstances in which certain termination benefits can be paid and a cap on the value of termination benefits that can be paid to officers of the Company.

Directors' recommendation

The Board, other than Mr Ludemann, consider the grant of the Options to Mr Ludemann to be appropriate in all circumstances and unanimously recommends that Shareholders vote in favour of the Resolution in Item 7 for the grant of the Options to Mr Ludemann.

ITEM 8 – APPROVAL OF THE EMPLOYEE SHARE OPTION PLAN

Introduction

The Resolution in Item 8 seeks Shareholder approval for the Employee Share Option Plan (**Plan**), and for the issue of securities under the Plan, which was first adopted on 6 November 2017 to provide ongoing incentives to eligible employees, directors and contractors of the Company and its related bodies corporate (**Eligible Persons**).

If the Resolution in Item 8 is passed, the Plan will continue to enable the Company to issue Options to Eligible Persons and to issue Shares to those persons if they choose to exercise their Options, without using the Company's placement capacity under Listing Rule 7.1. In the case of a director, no Option may be issued to the director without express shareholder approval of the number and terms of the Options.

If the Resolution in Item 8 is not passed, the Company any Options issued to Eligible Persons Shares issued to those persons if they choose to exercise their Options, will count towards the Company's placement capacity under Listing Rule 7.1

Explanatory Memorandum

Listing Rule 7.1

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of the fully paid ordinary securities on issue at the commencement of the 12-month period.

An exception to Listing Rule 7.1 is set out in Listing Rule 7.2 Exception 13(b) which provides that Listing Rule 7.1 does not apply to an issue under an employee incentive scheme if, within the three years before the date of issue, shareholders have approved the issue as an exception to Listing Rule 7.1.

Shareholder approval is sought to approve the Plan in accordance with Listing Rule 7.2 Exception 13(b) and to enable the Company to subsequently grant Options and issue Shares on exercise of Options under the Plan for three years after the Meeting, without having to obtain Shareholder approval each time the Company wishes to issue such securities which exceed the 15% limit contained in Listing Rule 7.1 and do not otherwise fall within one of the nominated Listing Rule exceptions.

This is the first occasion on which Shareholder approval under Listing Rule 7.2 Exception 13(b) is being sought, as a summary of the terms and conditions of the Plan were set out in the Company's Prospectus prior to listing on the ASX in 2017 and issues of securities under the Plan since then have been made in reliance on Listing Rule 7.2 Exception 13(a).

Information required by Listing Rule 7.2 Exception 13(b)

Since 15 December 2017 (being the date on which the Company was admitted to the Official List of the ASX), the Company has issued the following Options under the Plan:

- 1,630,000 Options were issued on 7 December 2018 which subsequently lapsed on 26 August 2019; and
- 1,845,000 Options were issued on 8 November 2019 and remain subject to Performance Conditions at the date of this Notice.

The maximum number of Options proposed to be issued under the Plan following shareholder approval over three years is 6,000,000 Options. This maximum is not intended to be a prediction of the actual number of Options to be issued under the Plan but is specified for the purposes of setting a ceiling on the number of Options approved to be issued under and for the purposes of Listing Rule 7.2, Exception 13(b). Once that number is reached, any additional issues of Options under the Plan would not have the benefit of Exception 13(b) without a fresh shareholder approval.

The voting exclusion statement in respect of the Resolution in Item 8 is set out under Note 4 in the Notice of Meeting.

The full terms and conditions of the Plan are available on the Company's website at <https://www.ntaw.com.au/investors/corporate-governance/>. A summary of the terms and conditions of the Plan is set out below.

- Options may be granted under the Plan to any person who is, or is proposed to be, a full-time or part-time employee, a non-executive director, a contractor (40% full-time equivalent (FTE)) or a casual employee (40% FTE) of the Company or any of its associated bodies corporate, and whom the Directors determine to be an Eligible Person for the purposes of participation in the Plan.

Explanatory Memorandum

- An Option may not be granted under the Plan if, immediately following its grant, the Shares to be received on exercise of the Option, when aggregated with the number of Shares which would be issued if each unvested Option granted under the Plan or any other employee incentive scheme of the Company were to vest and be exercised and the number of Shares issued in the previous 3 years under the Plan or any other employee incentive scheme of the Company, exceeds 5% of the total number of issued Shares at the time of grant (or any varied limit if permitted under the Corporations Act, ASX Listing Rules and ASIC instruments). Certain offers of Options may be excluded from the calculation as permitted under Class Order 14/1000, including excluded offers under section 708 of the Corporations Act and offers under a disclosure document.
- Each Option entitles the participant to subscribe for one ordinary Share in the Company.
- The specific terms relevant to the grant of Options are set out in an offer from the Company to the Eligible Person which shall contain details of the application price (if any) (which must not be for more than nominal consideration), the expiry date, the exercise price, the vesting date, any applicable performance conditions and other specific terms relevant to those Options.
- Unless otherwise specified in the offer of an Option, if a “Change of Control Event” occurs before the vesting date of an Option, that Option immediately vests and ceases to be subject to any performance condition to which it was subject. A Change of Control Event means the occurrence of one or more of the following events:
 - a person who has offered to acquire all shares in the Company acquires Control (as defined in section 50AA of the Corporations Act) of the Company;
 - any other event occurs which causes a change in Control of the Company;
 - unless the Board determines otherwise, a takeover bid is recommended by the Board or a scheme of arrangement which would have a similar effect to a full takeover bid is announced by the Company;
 - any other event which the Board reasonably considers should be regarded as a Change of Control Event.
- Options may only be transferred:
 - to a legal personal representative on the death of the participant or to the participant’s trustee in bankruptcy on the bankruptcy of the participant; or
 - pursuant to an off-market takeover bid, in various compulsory acquisition scenarios under Chapter 6A of the Corporations Act, under a creditor’s scheme of arrangement under section 411 of the Corporations Act or if approved by the Board.
- An Option does not confer any rights to participate in a new issue of Shares by the Company.
- If the Company conducts a rights issue, the exercise price of Options will be adjusted in accordance with the adjustment formula for pro rata issues set out in the Listing Rules.

Explanatory Memorandum

- If the Company makes a bonus issue of securities to holders of Shares, the rights of a holder in respect of an unexercised Option will be modified such that the participant will receive, upon exercise of an Option, one Share plus such additional securities which the participant would have received had the participant exercised the Option immediately before the record date for that bonus issue and participated in the bonus issue as the holder of the Share.
- If the Company's issued capital is reorganised (including consolidation, subdivision, reduction, or return), then the number of Options, the exercise price or both or any other terms will be reorganised in a manner determined by the Board which complies with the Listing Rules.
- Any Shares issued under the Plan rank equally in all respects with the Shares of the same class on issue, subject to the restrictions on the transfer of Shares summarised below.
- Shares issued on exercise of Options are not transferable for the period (if any) specified in the offer from the Company to the Eligible Person.
- An unvested Option lapses upon the first to occur of the following:
 - its expiry date;
 - any applicable performance condition not being satisfied prior to the end of any prescribed performance period;
 - a transfer or purported transfer of the Option in breach of the rules;
 - 30 days following the day the participant ceases to be employed or engaged by the Company or an associated body corporate by resigning voluntarily and not recommencing employment with the Company or an associated body corporate before the expiration of that 30 days;
 - 30 days following the day the participant ceases to be employed or engaged by the Company or an associated body corporate by reason of his or her death, disability, bona fide redundancy, or any other reason with the approval of the Board and the participant has not recommenced employment with the Company or an associated body corporate before the expiration of those 30 days, however the Board has a discretion to deem all or any of the Options to have vested;
 - termination of the participant's employment or engagement with the Company or an associated body corporate on the basis the participant acted fraudulently, dishonestly, in breach of the participant's obligations or otherwise for cause.
- A vested but unexercised Option lapses upon the first to occur of the following:
 - its expiry date;
 - a transfer or purported transfer of the Option in breach of the rules;
 - termination of the participant's employment or engagement with the Company or an associated body corporate on the basis the participant acted fraudulently, dishonestly, in breach of the participant's obligations or otherwise for cause.

Explanatory Memorandum

- Subject to the Listing Rules and the law, the Board may at any time by resolution amend or add to the rules of the Plan. However, the consent of a participant is required for any change to the rules or Option terms which prejudicially affects the rights of the participant in relation to the Option (except for certain changes, including changes to benefit the administration of the Plan or to comply with laws, Listing Rules or regulations).

Director's recommendation

As all the Directors are entitled to participate in the Plan, they are interested in the outcome of the Resolution in Item 8 and accordingly do not consider it appropriate to make a recommendation to Shareholders.

Glossary

In the Notice and Explanatory Memorandum, the following terms have the following meaning unless the context otherwise requires:

2020 Annual Report	The Annual Report for the Company for the financial year ended 30 June 2020.
AGM, Annual General Meeting or Meeting	The Annual General Meeting of Shareholders of the Company or any adjournment thereof, convened in accordance with the Notice.
Associate	Has the meaning given to that term by sections 12 and 16 of the <i>Corporations Act</i> .
AEDT	Australian Eastern Daylight Time.
AEST	Australian Eastern Standard Time.
ASX	ASX Limited ACN 008 624 691.
Board	Board of Directors of the Company.
Chairman	The person chairing the Meeting.
Closely Related Party	A “Closely Related Party” of a member of the KMP means any of the following: <ol style="list-style-type: none">1) a spouse, child or dependant of the member;2) a child or dependant of the member’s spouse;3) anyone else who is one of the member’s family and may be expected to influence, or be influenced by, the member in the member’s dealings with the Company;4) a company the member controls; or5) a person prescribed by regulations (as at the date of this notice, no additional persons have been prescribed by regulation).
Company	National Tyre & Wheel Limited ACN 095 843 020.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Determination	The temporary legislative amendments to facilitate holding annual general meetings entirely online made by the Treasurer to the Corporations Act on 5 May 2020.
Director	A director of the Company from time to time.
Key Management Personnel or KMP	Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of the KMP include the Directors (including non-executive) and certain senior executives of the Company.
Listing Rules	The listing rules of ASX, as amended from time to time.
Notice or Notice of Meeting	The notice of Annual General Meeting which accompanies the Explanatory Memorandum.

Glossary

Option	An option to acquire a Share issued under the Plan.
Plan	The Company's Employee Share Option Plan.
Proxy Form	The proxy form accompanying the Notice.
Resolution	A resolution set out in the Notice.
Share	A fully paid ordinary Share in the Company.
Shareholder	A registered holder of a Share.



NTD

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (Brisbane time) Tuesday 10 November 2020.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

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 you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Lodge your Proxy Form:

XX

Online:

Use your computer or smartphone to appoint your proxy and vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of National Tyre & Wheel Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of National Tyre & Wheel Limited to be held online at <https://web.lumiagm.com/316475047> on Thursday 12 November 2020 at 11:00am (Brisbane time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Items 2, 7 & 8** (except where I/we have indicated a different voting intention in step 2) even though **Items 2, 7 & 8** are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Items 2, 7 & 8** by marking the appropriate box in step 2.

Step 2 Items of Business

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.

	For	Against	Abstain
2 REMUNERATION REPORT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 RE-ELECTION OF WILLIAM COOK AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 RE-ELECTION OF ROBERT KENT AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 RATIFICATION OF ISSUE OF SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 ADDITIONAL CAPACITY TO ISSUE EQUITY SECURITIES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 GRANT OF OPTIONS TO PETER LUDEMANN UNDER THE EMPLOYEE SHARE OPTION PLAN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 APPROVAL OF EMPLOYEE SHARE OPTION PLAN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

NTD

2 6 5 8 7 7 A



Computershare

