



National Tyre & Wheel Limited
ACN 095 843 020

**Notice of General Meeting
and Explanatory Memorandum**

General Meeting to be held on
Tuesday 26 March 2024
commencing at 10.00 am AEST (Brisbane time)
at Level 2, 385 MacArthur Avenue, Hamilton QLD 4007

The Notice of 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
385 MacArthur Avenue, Hamilton QLD 4007
PO Box 283, Hamilton QLD 4007
ABN 97 095 843 020

Dear Shareholder

Extraordinary General Meeting

An extraordinary general meeting (**EGM** or **Meeting**) of the Company will be held on Tuesday 26 March 2024 commencing at 10.00 am AEST (Brisbane time) at the Company's head office which is located at Level 2, 385 MacArthur Avenue, Hamilton, QLD, 4007.

The Corporations Act has been amended to permit a Notice of Meeting and other information regarding a meeting to be provided online where it can be viewed and downloaded. Accordingly, the Notice of Meeting will only be mailed to those Shareholders who have elected to receive the Notice of Meeting and other information regarding a meeting in hard copy. Details of where you can access the Notice of Meeting, lodge a proxy and participate in the meeting will be emailed to Shareholders that have not elected to receive the Notice of Meeting by mail. These details are also shown in this letter and on the Company's website at <https://ntaw.com.au/investors-asx-announcements/egm>.

The Notice of Meeting also includes the Explanatory Memorandum in relation to the business of the EGM. I encourage you to read all of the provided material.

Thank you for your continued support of National Tyre & Wheel.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Murray Boyte'.

Murray Boyte
Chairman

Notice of General Meeting

Notice is given that the General Meeting of National Tyre & Wheel Limited ACN 095 843 020 (**Company**) will be held on Tuesday 26 March 2024 commencing at 10.00 am AEST (Brisbane time) at Level 2, 385 MacArthur Avenue, Hamilton, QLD, 4007.

PARTICIPATION AT THE MEETING

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

1. Attend the meeting in person

Shareholders can choose to attend and participate in the Meeting in person. The Meeting will be held at Level 2, 385 MacArthur Avenue, Hamilton, QLD, 4007.

2. Voting options for the Meeting

Shareholders can appoint a proxy online prior to the Meeting. Please refer to the Notes to the Notice of Meeting for further details. Voting on the resolution 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.

Questions can also be emailed to cosec@ntaw.com.au so that they are received no later than 10.00 am AEST (Brisbane time) on 24 March 2024.

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 the EGM, Shareholders will be provided as much notice as possible. Further information will be made available on the Company's website at <https://ntaw.com.au/investors-asx-announcements/egm>. Shareholders are encouraged to check for updates regularly in the lead up to the EGM.

Notice of General Meeting

ITEM OF BUSINESS

1. CHANGE OF COMPANY NAME

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

“That pursuant to, and in accordance with section 157(1)(a) of the Corporations Act and for all other purposes, the name of the Company be changed to “NTAW Holdings Limited” with effect from the date of alteration of the details of the Company’s registration by the Australian Securities and Investments Commission.”

By order of the Board of Directors



Hugh McMurchy
Company Secretary
23 February 2024

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.

The resolution 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 24 March 2024. This means that any Shareholder registered at 7:00 pm AEDT (Sydney time) on 24 March 2024 is entitled to attend and vote at the 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.

By Mail: Computershare Investor Services Pty Ltd
GPO Box 242
Melbourne VIC 3001
Australia

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

so that it is received not later than 10:00 am AEST (Brisbane time) on 24 March 2024. 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 – that director, if the director is also the sole company secretary or the company does not have a company secretary.

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.

Notes

Votes on Resolutions

You may direct your proxy how to vote by marking 'For', 'Against' or 'Abstain' for the Resolution 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 will be invalid on that item of business.

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 Resolution set out in the item of business.

Unless amended, the Proxy Form expressly authorises the Chairman to exercise undirected proxies in his discretion in relation to the Resolution.

3. 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.

Questions can also be emailed to cosec@ntaw.com.au so that they are received no later than 10.00 am AEST (Brisbane time) on 24 March 2024.

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 General Meeting (Notice) which it accompanies are important documents. Please read them carefully.

ITEM 1 – CHANGE OF COMPANY NAME

Introduction

The Resolution in Item 1 seeks Shareholder approval to change the name of the Company. As part of the internal reorganisation of the National Tyre & Wheel Group's Australian wholesale operations to a single operating entity, to be called National Tyre & Wheel Pty Ltd, the Company is planning to change its name to NTAW Holdings Limited. Section 157(1) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

The Board believes the proposed new name is more reflective of the holding company structure of the reorganised Group.

If the Resolution is passed, the change of name will take effect from the day on which ASIC alters the details of the Company's registration.

The proposed new name has been reserved by the Company and, if the Resolution is passed, the Company will lodge a copy of the special resolution with ASIC following completion of the Extraordinary General Meeting in order to effect the change.

The Resolution for Item 1 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.

Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of the Resolution for Item 1.

Glossary

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

AEDT	Australian Eastern Daylight Time.
AEST	Australian Eastern Standard Time.
ASIC	The Australian Securities & Investments Commission.
ASX	ASX Limited ACN 008 624 691.
Board	Board of Directors of the Company.
Chairman	The person chairing the Meeting.
Company	National Tyre & Wheel Limited ACN 095 843 020.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A director of the Company from time to time.
EGM, Extraordinary General Meeting, General Meeting or Meeting	The General Meeting of Shareholders of the Company or any adjournment thereof, convened in accordance with the Notice.
Notice or Notice of Meeting	The notice of General Meeting which accompanies the Explanatory Memorandum.
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 552 270 (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 **10.00 am AEST (Brisbane time) Sunday, 24 March 2024.**

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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 Extraordinary General Meeting of National Tyre & Wheel Limited to be held at Level 2, 385 MacArthur Avenue, Hamilton, QLD, 4007 on Tuesday, 26 March 2024 at 10.00 am AEST (Brisbane time) and at any adjournment or postponement of that meeting.

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
1 Change of Company Name	<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 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director 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

