

## ASX Announcement

26 September 2024

### Completion of Despatch of Offer Booklet

NTAW Holdings Limited (ASX: NTD) (“**NTD**”) is pleased to confirm that emails and letters have today been despatched to eligible shareholders informing them how they may access the offer booklet (“**Offer Booklet**”) and personalised entitlement and acceptance form in relation to the underwritten 1 for 4 pro-rata non-renounceable entitlement offer (“**Entitlement Offer**”), as announced to the ASX on Wednesday, 18 September 2024.

A copy of the Offer Booklet was lodged with the ASX today, Thursday, 26 September 2024.

Those eligible shareholders that have not elected to receive communications electronically will receive a copy of the **attached** letter informing them how they may access the Offer Booklet and a personalised Entitlement and Acceptance Form electronically. Those eligible shareholders that have elected to receive communications electronically will receive an email containing links to access the Offer Booklet and a personalised Entitlement and Acceptance Form electronically.

### Entitlement Offer

The Entitlement Offer opens at 10.00am (Sydney time) today, Thursday, 26 September 2024, and closes at 5.00pm (Sydney time) on Thursday, 10 October 2024.

Application monies must be received prior to this time, in accordance with the Offer Booklet and the personalised entitlement and acceptance form.

### Shareholder enquiries

Eligible shareholders are encouraged to carefully read the Offer Booklet for further details relating to the Entitlement Offer.

For any enquiries please call NTD’s share registry, Computershare Investor Services, on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) at any time from 9.00am to 5.00pm (Sydney time) Monday to Friday during the Entitlement Offer period.

This announcement was approved, and authorised for release, by NTD’s Board of Directors.

**ENDS**

### **ABOVE INFORMATION**

*This announcement has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements under the US Securities Act and applicable US state securities laws.*

26 September 2024

Dear Shareholder,

## **ENTITLEMENT OFFER NOW OPEN**

On Wednesday, 18 September 2024, NTAW Holdings Limited (ASX: NTD) (“**NTD**”) announced its intention to raise a total of approximately \$12.41 million pursuant to an underwritten 1 for 4 pro-rata non-renounceable entitlement offer (“**Entitlement Offer**”) of new fully paid ordinary shares in NTD (“**New Shares**”) at an issue price of \$0.37 per New Share. The proceeds from the Entitlement Offer will be used to fund working capital for the new Dunlop tyre distribution business and costs associated with the Entitlement Offer.

### **THE ENTITLEMENT OFFER**

The purpose of this letter is to inform you about the Entitlement Offer and to explain that, if you are an eligible shareholder, you will be able to subscribe for 1 New Share for every 4 existing fully paid ordinary shares in NTD you held at 7.00pm (Sydney time) on Monday, 23 September 2024 (“**Record Date**”).

New Shares will be fully paid and rank equally with existing NTD ordinary shares from the date of issue.

Following completion of the Entitlement Offer, NTD will have issued approximately 33.5 million New Shares, resulting in total NTD ordinary shares on issue of approximately 167.7 million shares. The Entitlement Offer (other than in respect of New Shares to be issued to a nominee for ineligible foreign shareholders) is underwritten by Exldata Pty Ltd, a company associated with Mr Tony Young, a substantial shareholder in the Company, pursuant to an underwriting agreement (the material terms of which are summarised in Appendix A of the Investor Presentation in connection with the Entitlement Offer lodged with the Australian Securities Exchange (“**ASX**”) on Wednesday, 18 September 2024).

The Entitlement Offer is being made by NTD without a prospectus or other disclosure document in accordance with section 708AA of the Corporations Act 2001 (Cth) (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84).

### **ELIGIBLE SHAREHOLDERS**

Shareholders who are eligible to participate in the Entitlement Offer (“**Eligible Shareholders**”) are registered holders of ordinary shares in NTD at 7.00pm (Sydney time) on the Record Date who:

- (a) have a registered address in either Australia or New Zealand;
- (b) are not in the United States or acting for the account or benefit of a person in the United States; and
- (c) are otherwise eligible under all applicable securities laws to receive an offer under the Entitlement Offer without any requirement for a prospectus to be lodged or registered.

If you do not meet all of those requirements, you are not an Eligible Shareholder and are referred to as an **Ineligible Shareholder** in the Offer Booklet (defined below). Ineligible Shareholders are not entitled to participate in the Entitlement Offer. If you are an Ineligible Shareholder, you will be sent a separate letter outlining the impact of the Entitlement Offer on you.

## OFFER BOOKLET

This letter is not an offer document but is a notice of some key terms and conditions of the Entitlement Offer. Full details of the Entitlement Offer are set out in the offer booklet in respect of the Entitlement Offer (“**Offer Booklet**”), available on ASX and online via [www.computersharecas.com.au/NTDOffer](http://www.computersharecas.com.au/NTDOffer).

Eligible Shareholders can access a copy of the Offer Booklet online via [www.computersharecas.com.au/NTDOffer](http://www.computersharecas.com.au/NTDOffer), together with a personalised Entitlement and Acceptance Form which contains details of their entitlements and how to submit payment under the Entitlement Offer. If you cannot access your personalised Entitlement and Acceptance Form, would like to request a hard-copy, or have any questions about completing it, please call 1300 850 505 (local call from within Australia) or +61 3 9415 4000 (from outside Australia) from 8.30am to 5.00pm (Sydney, Australia time) Monday to Friday (excluding public holidays) during the Entitlement Offer period or visit the website: [www.computersharecas.com.au/NTDOffer](http://www.computersharecas.com.au/NTDOffer).

You should read the Offer Booklet carefully and in full before deciding whether to participate in the Entitlement Offer.

## ACTION REQUIRED BY ELIGIBLE SHAREHOLDERS

If you are an Eligible Shareholder, you may take any one of the following actions:

- take up all of your entitlement;
- take up part of your entitlement and allow the balance to lapse; or
- do nothing, in which case your entitlement will lapse, and you will receive no value for those lapsed entitlements.

Your entitlements may have value and it is important you determine whether to take up or do nothing in respect of your entitlements. There are a number of matters that you should consider in relation to taking up your entitlements. You should ensure that you understand that tax consequences of any action that you take, and you should consider seeking advice from your professional adviser.

Eligible Shareholders who participate in the Entitlement Offer will see their percentage holding in NTD stay the same (if they take up all of their entitlements) or reduce (if they take up only part of their entitlements). Eligible Shareholders who do not participate in the Entitlement Offer will have their percentage holding in NTD reduced.

## HOW TO TAKE UP AN ENTITLEMENT

If you wish to take up all, or part of, your entitlement, please pay your application money by following the instructions set out on the personalised Entitlement and Acceptance Form.

If you are unable to pay by BPAY® (because you are a New Zealand based shareholder without an Australian bank account) you will be able to pay by EFT. Access to EFT instructions is available from [www.investorcentre.com/au](http://www.investorcentre.com/au) by using the ‘Single holding’ login option, selecting ‘Documents’ and downloading the document titled ‘Entitlement Acceptances’, or contacting the NTD share registry on +61 3 9415 4000 at any time from 8.30am to 5.00pm (Sydney time) Monday to Friday during the offer period for the Entitlement Offer.

Application money must be received by the NTD share registry by **5.00 pm (Sydney) on Thursday, 10 October 2024**.

Nominees must not take up entitlements on behalf of, or send any documents related to the Entitlement Offer to, any person in the United States.

## KEY DATES FOR ELIGIBLE SHAREHOLDERS

Event	Date (2024)
Announcement of Entitlement Offer	Wednesday, 18 September
Record date for Entitlement Offer (7.00pm (Sydney time))	Monday, 23 September
Access letter in relation to Offer Booklet despatched to Eligible Shareholders	Thursday, 26 September
Entitlement Offer opens	Thursday, 26 September
Closing Date for acceptances under Entitlement Offer (5.00pm (Sydney time))	Thursday, 10 October
Announcement of results of Entitlement Offer	Wednesday, 16 October
Settlement of Entitlement Offer	Wednesday, 16 October
Allotment of New Shares under Entitlement Offer	Thursday, 17 October
Normal ASX trading for New Shares issued under Entitlement Offer	Friday, 18 October

### Notes:

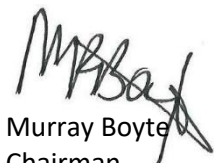
All times are Sydney time.

This timetable is indicative only and subject to change. NTD reserves the right, subject to the Corporations Act, Listing Rules and other applicable laws, to vary any of the above dates, including extending the Closing Date or accepting late applications, either generally or in particular cases, without notice. Any extension of the Closing Date will have a consequential effect on the issue date of New Shares.

### FURTHER INFORMATION

If you have any questions in relation to any of the above matters, please call 1300 850 505 (local call from within Australia) or +61 3 9415 4000 (from outside Australia) from 8.30am to 5.00pm (Sydney time) Monday to Friday during the Entitlement Offer period. If you have any questions, please consult your professional adviser for advice suitable to your individual circumstances.

Yours sincerely



Murray Boyte  
Chairman

*This letter is not a prospectus or offering document under Australian law or under any other law. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia. This letter is for information purposes only and does not constitute or form part of an offer, invitation, solicitation, advice or recommendation with respect to the issue, purchase or sale of any New Shares in NTD.*

*The provision of this letter is not, and should not be considered as, financial product advice. The information in this letter is general information only, and does not take into account your individual objectives, taxation position, financial situation or needs. If you are unsure of your position, please contact your accountant, tax advisor, stockbroker or other professional advisor.*

*This letter does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this letter have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration of the US Securities Act and applicable US state securities laws.*