



14 November 2017

**PRO-RATA RENOUNCEABLE RIGHTS OFFER
NOTIFICATION TO INELIGIBLE SHAREHOLDERS**

Dear Shareholder

On 14 November 2017, Tower Limited (**Tower**) announced a \$70.8m pro-rata renounceable rights offer (the **Offer**).

Tower considers that the legal requirements of jurisdictions other than New Zealand and Australia are such that it would be unreasonable and unduly onerous for Tower to make the Offer in those jurisdictions. This decision was made having regard to:

- the small number of shareholders in those overseas jurisdictions to whom offers would otherwise be made;
- the number and value of securities or interests that would otherwise be offered for issue;
- the likelihood of those shareholders electing to participate in the Offer if offered to them; and
- the costs of complying with overseas legal requirements.

Tower has therefore decided only to extend the Offer to shareholders with an address in New Zealand or Australia as at 7.00pm (NZ time) on 22 November 2017 (**Record Date**), and who are not in the United States or acting for the account or benefit of any person in the United States (**Eligible Shareholders**).

Under the terms of the Offer, you are not an Eligible Shareholder. Accordingly, you will not be offered any shares or interests under the Offer and cannot subscribe for shares under the Offer and you will not be sent a copy of the Offer Document.

This letter's purpose is to inform you about the Offer. It is neither an offer to issue shares to you, nor an invitation for you to apply for shares. You are not required to do anything in response to this letter. However, you may still receive some benefit from the Offer, as described below.

What is the Offer?

The Offer involves an offer to Eligible Shareholders to subscribe for 1 new share for every 1 existing share (**Rights**) held at the Record Date, at a price of NZ\$0.42 or AU\$0.39 for each new share.

The Rights attributable to those shareholders who are not Eligible Shareholders (**Ineligible Shareholders**) will be transferred to a nominee appointed by Tower which will endeavour to sell those Rights on the behalf of Ineligible Shareholders. The net proceeds of that process will be paid to Ineligible Shareholders on a pro-rata basis.

Although you are not able to participate in the Offer, on behalf of Tower I would like to thank you for your continued support. If you have any questions, please feel free to contact Tower at investor.relations@tower.co.nz

Yours sincerely

A handwritten signature in black ink, appearing to read 'Michael Stiassny', with a large, sweeping flourish at the bottom.

Michael Stiassny
Chairman
Tower Limited