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Auckland 1142, New Zealand
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Incorporated in New Zealand

Market Information
NZX Limited
Level 1, NZX Centre
11 Cable Street
Wellington
New Zealand

Company Announcements Office
Australian Stock Exchange Limited
Exchange Centre
Level 6, 20 Bridge Street
Sydney NSW 2000
Australia

27 January 2023

Tower Limited Notice of Annual Meeting and Proxy Form

Attached is Tower Limited's (Tower) Notice of Annual Meeting, Proxy Form and Virtual Meeting Guide, Tower's Annual Shareholder Meeting will be a hybrid meeting, held both online at Computershare's web platform at www.meetnow.global/nz, and in the Guineas Room, Ellerslie Event Centre, 100 Ascot Avenue, Auckland, New Zealand.

ENDS

This announcement has been authorised by the Tower Board.

Blair Turnbull
Chief Executive Officer
Tower Limited

For media enquiries, please contact in the first instance:
Emily Davies
Head of Corporate Affairs and Sustainability
+64 21 815 149
emily.davies@tower.co.nz

Notice of Annual Meeting



Dear Shareholder

On behalf of the Board of Directors, I am pleased to invite you to the 2023 Annual Meeting of Shareholders of Tower Limited (Tower) on Tuesday, 28 February 2023 at 10.00am (NZT).

Tower's Annual Shareholder Meeting will be a hybrid meeting, held both online at Computershare online web platform at www.meetnow.global/nz (see the Virtual Meeting Guide released with this Notice of Meeting for more information on how to participate online) and in the Guineas Room, Ellerslie Event Centre, Ellerslie Racecourse, 100 Ascot Avenue, Auckland, New Zealand.

The business before the annual meeting this year covers the usual administrative matters (auditor remuneration and director re-elections). I encourage all shareholders to read the Notice of Meeting and explanatory notes carefully.

Business of the meeting

Presentations

- (a) Chair's address
- (b) CEO's address

Resolutions

Auditor Remuneration

(Resolution 1)

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

"That the Board be authorised to determine the auditor's fees and expenses for the 2023 financial year."

Re-election of Directors

(Resolutions 2 and 3)

In accordance with NZX Listing Rule 2.7.1, Michael Stiasny retires by rotation and being eligible, offers himself for re-election.

Geraldine McBride was appointed by the Board to fill a casual vacancy. In accordance with clause 10.5 of the company's constitution, Geraldine McBride retires and being eligible, offers herself for re-election.

It is proposed that the shareholders consider, and if thought fit, pass each of the following ordinary resolutions for the purposes of NZX Listing Rule 2.7.1.

Resolution 2

Re-election of Michael Stiasny as Director of Tower.

"That Michael Stiasny, who retires by rotation in accordance with NZX Listing Rule 2.7.1, be re-elected as a Director of Tower."

Resolution 3

Re-election of Geraldine McBride as Director of Tower.

"That Geraldine McBride be re-elected as a Director of Tower."

Other business

To consider any other business that may be properly brought before the Annual Meeting.

Michael Stiasny
Chair
27 January 2023

Explanatory Notes

These notes form part of the Notice of Meeting

Item 1: Auditor Remuneration

Our auditors, PricewaterhouseCoopers are automatically re-appointed at the Annual Meeting under section 207T of the Companies Act 1993. Consistent with past practice, the proposed resolution is to authorize the Board to fix the fees and expenses of the auditors for the coming financial year.

The Board unanimously recommends that shareholders vote in favour of resolution 1.

Item 2: Re-election of Michael Stiassny



Michael Stiassny
LLB, BCom, FCA, CFInstD
Non-Executive Director,
Chairman
Independent
Appointed Director:
12 October 2012

Michael Stiassny is a Chartered Fellow of The Institute of Directors in NZ (Inc) (CFInstD) and is also past President of the Institute of Directors. He is currently a director of several companies.

The Board has determined that Mr Stiassny is an independent director.

Tower's Board unanimously recommends that shareholders vote in favour of Mr Stiassny's re-election (resolution 2).

Item 3: Re-election of Geraldine McBride



Geraldine McBride
BSc
Non-Executive Director
Independent
Appointed Director:
1 October 2022

Geraldine McBride has extensive governance and technology industry experience, having performed Board and senior leadership roles both in New Zealand and internationally, with Sky Network Television Limited, SAP, Dell and IBM. Geraldine is the founder and CEO of MyWave, a software and services company developing consumer and enterprise relationship solutions using personal cloud technologies.

The Board has determined that Ms McBride is an independent director.

The Board unanimously recommends that shareholders vote in favour of Geraldine McBride's re-election (resolution 3).

Procedural Notes

Eligibility to vote

If you are a shareholder whose name is recorded in the Tower share register at the close of business on 26 February 2023, you are entitled to attend the Annual Meeting and vote either in person or by Proxy (subject to the time limits for returning Proxy Forms).

Appointing a Proxy

A Proxy Form is included with this Notice of Meeting. A shareholder entitled to vote at the Annual Meeting but who is unable to attend may appoint a Proxy to attend the meeting, to act generally and vote on their behalf. A Proxy does not need to be a Tower shareholder. You may appoint the Chair of the meeting or any Director as your Proxy.

The Chair of the meeting and the Directors will vote as directed on any resolutions and intend to vote any discretionary proxies in favour of all resolutions, even if they have an interest in the outcome of the resolution, to the extent permitted by the NZX Listing Rules, ASX Listing Rules, and Tower's constitution. If you have ticked the "Proxy's Discretion" box and your named Proxy does not attend the meeting or you have not named a Proxy (but otherwise completed your Proxy Form in full), the Chair of the meeting will act as your Proxy.

To be valid, a completed Proxy Form (and any power of attorney under which it is signed) must be deposited with Computershare no later than 10:00am (NZT) 26 February 2023.

Completing Proxy Forms

A completed Proxy Form may be deposited by:

Online

Go to www.investorvote.co.nz

1. Use the control number and CSN/shareholder number found on the Proxy Form and post code or country of residence (if outside New Zealand) to securely access InvestorVote.
2. Follow the prompts to appoint a proxy or corporate representative online.

Email

Email a completed and signed Proxy Form to corporateactions@computershare.co.nz with "Tower proxy" in the subject line.

Notice in writing

1. Complete and sign the Proxy Form attached to this Notice of Meeting.
2. Return the completed and signed Proxy Form to Tower's Share Registry, Computershare Investor Services Limited, Private Bag 92119, Victoria Street West, Auckland 1142, New Zealand, or Australia to Tower's Share Registry, Computershare Investor Services Pty Limited, GPO Box 3329, Melbourne, VIC 3001, Australia.

Please see your Proxy Form for further details about signing the proxy form. Proxy Forms that are signed incorrectly will be invalid.

Resolutions

Resolutions 1 to 3 are ordinary resolutions. An ordinary resolution is a resolution passed by a simple majority of votes of those shareholders entitled to vote and voting on the resolution. No shareholder is prohibited from voting on resolutions 1 to 3.

The Board unanimously recommends that you vote in favour of all resolutions put to the meeting.

The Directors intend to vote their own shares in favour of all resolutions.

Motions from the floor will not be allowed unless they are consistent with the meeting agenda.

Participating in the Annual Meeting online

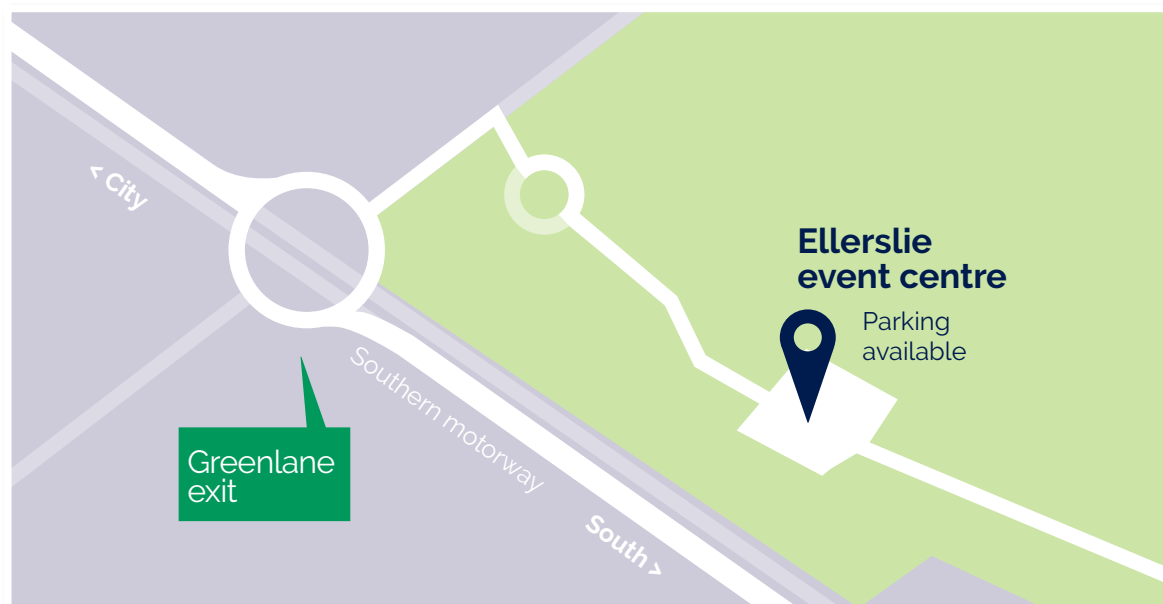
To attend the Annual Meeting online please go to www.meetnow.global/nz.

To access the Meeting, click Go under the Tower meeting and then click JOIN MEETING NOW. Select 'shareholder' on the login screen and enter your CSN or holder number (which can be found on the Proxy Form attached to this Notice of Meeting) and mailing address postcode (if in New Zealand) or if outside New Zealand, choose your country from the drop-down list. Shareholders attending online will be able to vote and ask questions virtually during the Meeting.

The Virtual Meeting Guide accompanying this Notice of Meeting contains more information on how to attend and participate in the Annual Meeting online. We recommend that you read this guide, and login 15 minutes in advance of the Annual Meeting to ensure you are familiar and ready to start at 10.00am.

If you have any questions on how to attend the meeting online, please contact Computershare Investor Services Limited on +64 9 488 8777 between 8.30am and 5.00pm Monday to Friday (NZT).

Directions to Ellerslie Event Centre and parking details





Lodge Your Vote

Online at: www.investorvote.co.nz

By email: corporateactions@computershare.co.nz



By mail in New Zealand

Tower Share Registry
Computershare Investor Services Limited
Private Bag 92119, Victoria Street West,
Auckland 1142, New Zealand



Or mail in Australia

Tower Share Registry
Computershare Investor Services Pty Limited
GPO Box 3329, Melbourne, VIC 3001, Australia



For all enquiries contact

Freephone within New Zealand: **0800 222 065**

Telephone within New Zealand: **+64 9 488 8777**

Freephone within Australia: **1800 501 366**

Telephone within Australia: **+61 3 9415 4083**

PROXY/VOTING FORM

For the Tower Limited (Tower) Annual Meeting of Shareholders to be held both online at Computershare's Virtual meeting hosted at www.meetnow.global/nz and in the Guineas Room, Ellerslie Event Centre, Ellerslie Racecourse, 100 Ascot Avenue, Auckland, New Zealand, on **Tuesday 28 February 2023 at 10:00am (NZT)**.

For your vote to be effective it must be received by **10:00am (NZT) Sunday 26 February 2023**.

Vote Online: www.investorvote.co.nz available 24 hours a day, 7 days a week.

Your secure access information

Control number:

CSN/Securityholder Number:

Please note: You will need above Control number, CSN/Securityholder Number and Postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to appoint and exercise your vote online.

Smartphone?
Scan the code



What is this form?

This Proxy Form allows you to appoint someone to vote in your place at Tower's Annual Meeting of Shareholders if you are unable to attend.

Can I still attend the meeting in person?

Yes, you can attend the meeting in person. Bringing this form with you will assist us with registering you to vote on the day.

How do I appoint a Proxy?

If you wish to appoint a Proxy to attend the meeting in your place, simply fill out the form on the next page.

Who can I appoint?

The person you appoint as your Proxy does not have to hold shares in Tower. You can also appoint the Chair of the meeting, or any other Tower Director, if you wish.

If, in appointing a Proxy, you have not named a person to be your Proxy, or your named Proxy does not attend the Meeting, the Chair will be your Proxy.

How will my Proxy vote?

Your Proxy will vote whichever way you direct. Just tick next to each resolution on the next page whether you are 'For' or 'Against' the resolution. You can also allow the Proxy to decide how to vote by ticking the 'Proxy Discretion' box, or you can choose to 'Abstain'.

If you do not tick anything, your Proxy can vote however they wish. If you tick more than one box next to each resolution, your vote will be invalid on that particular resolution.

If you appoint the Chair of the Meeting or any other Tower Director, they will vote in favour of all resolutions, even if they have an interest in the outcome of a resolution.

There are no voting restrictions on the resolutions proposed in the Notice of Meeting.

I am a representative of a corporate shareholder – do I need to provide any other documentation?

Yes, in addition to the completed Proxy Form, you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" before you will be admitted to the meeting.

Will you allow motions from the floor at the meeting?

Motions from the floor will not be allowed unless they are consistent with the Meeting agenda.

A Proxy is able to vote on motions from the floor and/or any resolutions put before the Meeting to amend the resolutions stated in the Notice of Meeting.

Can I attend the meeting virtually?

The Meeting will be a hybrid meeting, held both online at www.meetnow.global/nz (see the virtual meeting guide released with this Notice of Meeting for more information on how to participate online) and in person at the Ellerslie Event Centre.

Signing Instructions

Individual

Where the holding is in one name, the securityholder must sign this Proxy Form.

Joint Holding

Where the holding is in more than one name, all of the securityholders must sign the Proxy Form.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with Computershare) and a signed certificate of non-revocation of the power of attorney must be provided with this Proxy Form.

Companies

The Proxy Form should be signed by a Director or an authorised officer. Please sign in the appropriate place and indicate which office you hold.

Where do I send my Proxy Form?

You can lodge your Proxy Form by post or by email at the details listed under the heading 'Lodge Your Vote' at the top of this form. Alternatively, you can appoint a Proxy online by going to www.investorvote.co.nz, or if you have a Smartphone, by scanning the QR code on the first page of this Proxy Form and following the prompts.

All Proxy appointments must be received by **10:00am (NZT) on Sunday 26 February 2023**.

Proxy/Corporate Representative Form

1

Step 1: Appoint a Proxy/Corporate Representative to vote on your behalf

If I/We being a shareholder/s of **Tower Limited**

appoint _____ of _____

or failing him/her _____ of _____

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, the Proxy will vote as they see fit) at the Annual Meeting of shareholders of Tower Limited to be held both online at Computershare's Virtual meeting please go to www.meetnow.global/nz (see the virtual meeting guide released with the Notice of Meeting for more information) and at Guineas Room, Ellerslie Event Centre, Ellerslie Racecourse, 100 Ascot Avenue, Remuera, Auckland, New Zealand on **Tuesday, 28 February 2023 at 10:00am** (NZT) and at any adjournment of that meeting. If you wish, you may appoint as your Proxy 'The Chair of the Meeting', or any other Director of Tower Limited.

If your Proxy is not the Chair of the Meeting or another Director of Tower Limited, please ensure that you provide their contact details (phone and email address) below. If this information is not provided, your Proxy's admission to the online Meeting is not guaranteed.

Proxy contact details

Phone _____ Email _____

2

Step 2: Items of Business/Resolutions - Voting Instructions/Ballot Paper

Please note: If you mark the Abstain box for an Item, you are directing your Proxy not to vote on your behalf and your votes will not be counted in computing the required majority.

Resolutions	For	Against	Proxy Discretion	Abstain
1 Auditor Remuneration That the Board be authorised to determine the auditor's fees and expenses for the 2023 financial year. (See Explanatory Note 1)	☐	☐	☐	☐
2 Re-election of Director (Michael Stiassny) That Michael Stiassny, who retires on rotation in accordance with NZX Listing Rule 2.7.1, be re-elected as a Director of the Company. (See Explanatory Note 2(a))	☐	☐	☐	☐
3 Re-election of Director (Geraldine McBride) That Geraldine McBride, who retires in accordance with Tower Limited's constitution, be re-elected as a Director of the Company. (See Explanatory Note 2(b))	☐	☐	☐	☐

3

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

Securityholder 1
(or Director/Authorised Officer)

Securityholder 2
(if second joint securityholder)

Securityholder 3
(if third joint securityholder)

Contact name

Telephone (day)

Date



Annual Meeting of Tower Limited (Tower) to be held both online at Computershare's Virtual meeting hosted at www.meetnow.global/nz and in the Guineas Room, Ellerslie Event Centre, Ellerslie Racecourse, 100 Ascot Avenue, Auckland, New Zealand, on Tuesday 28 February 2023 at 10:00am (NZT). For your vote to be effective it must be received by 10:00am (NZT) **Sunday 26 February 2023**.

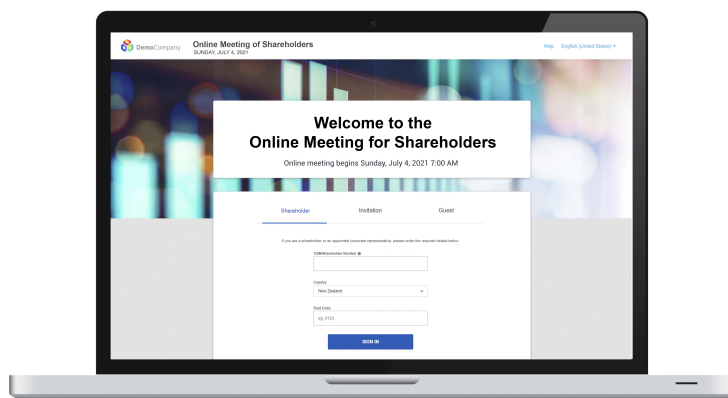
HOW TO PARTICIPATE IN VIRTUAL/HYBRID MEETINGS

Attending the meeting online

Our online meeting provides you the opportunity to participate online using your smartphone, tablet or computer.

If you choose to attend online you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

You will need the latest version of Chrome, Safari or Edge. Please ensure your browser is compatible.



Visit <https://meetnow.global/nz>



Access

Access the online meeting at <https://meetnow.global/nz>, and select the required meeting. Click 'JOIN MEETING NOW'.

If you are a shareholder:

Select 'Shareholder' on the login screen and enter your CSN/Holder Number and Post Code. If you are outside New Zealand, simply select your country from the drop down box instead of the post code. Accept the Terms and Conditions and click Continue.

If you are a guest:

Select Guest on the login screen. As a guest, you will be prompted to complete all the relevant fields including title, first name, last name and email address.

Please note, guests will not be able to ask questions or vote at the meeting.

If you are a proxy holder:

You will receive an email invitation the day before the meeting to access the online meeting. Click on the link in the invitation to access the meeting.



Navigation



When successfully authenticated, the home screen will be displayed. You can watch the webcast, vote, ask questions, and view meeting materials in the documents folder. The image highlighted blue indicates the page you have active.

The webcast will appear and begin automatically once the meeting has started.



Voting

Resolutions will be put forward once voting is declared open by the Chair. Once the voting has opened, the resolution and voting options will appear.

To vote, simply select your voting direction from the options shown on screen. You can vote for all resolutions at once or by each resolution.

Your vote has been cast when the green tick appears. To change your vote, select 'Change Your Vote'.



Contact

If you have any issues accessing the website please call +64 9 488 8700.



Q&A

Any eligible shareholder/proxy attending the meeting remotely is eligible to ask a question.

Select the Q&A tab and type your question into the box at the bottom of the screen and press 'Send'.