

Wellington Rights Offer

Wellington Drive Technologies Limited

1 for 5 Renounceable Rights Offer of
Ordinary Shares at 10 cents each

25 October 2019

This is an important document. You should read the whole document before deciding whether to subscribe for shares.

If you have any doubts as to what you should do, please consult your broker, financial, investment or other professional advisor. If you do not take any action, your Rights will lapse and you will not be able to subscribe for any New Shares or realise any value for those Rights.

Key Terms of the Offer

Issuer	Wellington Drive Technologies Limited (Wellington)
The Offer	An underwritten, pro rata, renounceable rights offer to Eligible Shareholders, of one New Share for every five Ordinary Shares held by Eligible Shareholders at the Record Date (5.00 pm on 5 November 2019).
Eligibility	A Shareholder, as at the Record Date (5.00 pm on 5 November 2019) with a registered address in New Zealand, or otherwise a person to whom Wellington considers it is not unduly onerous for an offer of the New Shares to be made as a result of the legal requirements of the applicable jurisdiction.
Rights	<p>The right to subscribe for New Shares under the Offer. Eligible Shareholders have an entitlement to subscribe for one New Share for every five Ordinary Shares held on the Record Date (5.00 pm on 5 November 2019). Eligible Shareholders do not pay for the Rights themselves. Eligible Shareholders will pay only for the New Shares issued to them if they choose to take up some or all of their Rights.</p> <p>Eligible Shareholders may take up some or all or none of their Rights. Alternatively, Eligible Shareholders may sell some or all their Rights on the NZX Main Board between 4 November and 19 November 2019.</p> <p>Your Rights may have value. If you do nothing, your Rights will lapse, and you will not be able to subscribe for any New Shares and may not realise any value for your Rights. The Offer is a pro rata offer. If you take up all your Rights your percentage holding in Wellington will not reduce. However, if you do not take up all your Rights, your percentage holding in Wellington will reduce following completion of the Offer.</p>
Issue price	\$0.10 per New Share.
Offer size	The amount to be raised under the Offer is approximately \$5.3 million before costs.
Oversubscriptions	If you subscribe for your rights in full, you may apply for any number of additional New Shares in accordance with the Oversubscription Facility – see page 15
New Shares	Shares of the same class as, and that rank equally with, Ordinary Shares of the class quoted on the NZX Main Board on issue immediately prior to the Offer.
How to apply	Application must be made on the enclosed Entitlement and Acceptance Form together with payment in New Zealand dollars by 25 November 2019.
Maximum number of New Shares being offered	52,628,670 ¹ New Shares.
Offer underwritten	The Offer is underwritten by a number of existing shareholders who have agreed to support the issue by those shareholders taking up any shortfall in an aggregate amount of up to approximately \$3.8 million in accordance with the terms of the Underwriting Agreements in place, after shareholders have exercised their Rights (including under the Oversubscription Facility).

¹ Certain employees are existing holders of rights to acquire shares under (1) the Wellington Partly Paid Share Scheme; and (2) the US Option Plan. If all the relevant rights were exercised, resulting in new shares being issued to those persons on or before the Record Date, this would increase the number of New Shares available for subscription under the Offer by 1,978,559. Further details on the Wellington Partly Paid Share Scheme and the US Option Plan are included in Wellington's most recent annual report.

Letter from the Board and Chief Executive Officer

On behalf of the independent directors¹ of Wellington, we are pleased to provide you the opportunity to participate in this Offer to raise approximately NZ\$5.3m of new equity capital for the company.

Wellington's business

Wellington has three business verticals: Wellington Connect™ IoT, Wellington ECR® and its start-up business Smart Cities.

The company is seeing an increased effort from its customers to utilise technologies that will connect them wirelessly to their point of sale (POS) refrigeration equipment as well as connect directly to end consumers, to help drive sales revenue and margin growth. This includes the adoption of IoT devices, data services and proximity digital marketing services delivered through the IoT device. Wellington's food and beverage customers also remain focused on energy efficient refrigeration solutions to help achieve their sustainability goals.

The mega-trend of a rapidly growing and broadly developing IoT technology market, in areas such as Intelligent Retail, Industrial IoT and Smart Locations is one that Wellington is participating in with its Wellington Connect IoT Platform.



The global market for IoT is expected to grow from \$151B in 2018 to \$1.567T by 2025.

Source:

Columbus, L. (2018). 2018 Roundup of Internet of Things Forecasts and Market Estimates.

Lueth, K.L (2018). State of the IoT 2018: Number of IoT devices now at 7B – Market accelerating.

Wellington Connect IoT platform

Wellington's IoT platform offers a comprehensive ecosystem of hardware, wireless and digital solutions for coolers, freezers and ambient displays, cooling equipment control, cooler fleet management, Point of Sale (POS) and maintenance insights as well as proximity-based marketing direct to the consumer's mobile device.

Wellington's Connect IoT platform consists of:

- Applications (apps) and software tools: A range of user apps that deliver digital services, such as the Promotions App powered by iProximity software and the Insights App that provides analysis and reporting on cooler fleet data captured by Wellington's platform;
- Wirelessly connected hardware with cloud based operational infrastructure: The Wellington Connect hardware family, such as the Connect SCS and Connect Monitor, ensures POS equipment is connected to the cloud, providing operational metrics to assist with optimising hardware fleet management. The Wellington Connect Cloud and Wellington Marketing Cloud provide the data platform to ensure that a food and beverage retailer can access fleet data in the cloud to monitor and manage business performance; and



¹ Note that Acting Chair, John McMahon, is not an independent director of Wellington (see page 9).

- Software Development Kits (SDKs) and Application Programming Interface Software (APIs): Developed to ensure Wellington's platform connects with third party apps and enterprise platforms. An expanding range of APIs ensures seamless operation with an increasing range of customer enterprise systems.

Wellington's IoT business is rapidly developing into a larger part of its overall growth strategy. In 2018, IoT revenue was 29% of the business mix and is estimated to increase to 40% in 2019. IoT margin contribution for 2019 is estimated to be around 57% of the company's total margin. The revenue and margin impact from IoT have been achieved in a short period of time; 2016 was the company's first full year of IoT sales.

Wellington ECR motors

Wellington's new generation ECR2 motor platform, which includes the soon-to-be-released ECR2+, is a higher power motor designed to deliver mid-cost, highly reliable and efficient airflow solutions to refrigeration manufacturers. Wellington's legacy ECR1, ECR82 and ECR92 platforms remain active products, albeit in declining volumes, although still suitable for niche applications in bottle coolers.

The company's new generation electronic motors are designed to improve reliability and reduce operating costs as well as the carbon footprint of commercial coolers. The ECF™ Fanpack brand is focused on delivering a fully integrated airflow solution to supermarket equipment manufacturers.

The Wellington ECR2 motor started shipping to customers in mid-2016, with 98,000 units sold in that first year. In 2018, a major North American customer in the beverage and food service market, which had started working with the company in 2016, started volume shipments of ECR2. The total amount of ECR2 units sold to all customers in 2018 was 655,000 units. During the first half of 2019, Wellington shipped 402,000 units, an increase of 36% in volume growth in comparison to the first half of 2018.

Wellington Smart Cities

iProximity, which Wellington acquired in July 2018, includes a small, early stage IoT business directed at helping cities engage with citizens and tourists through the delivery of contextual proximity information and marketing services.

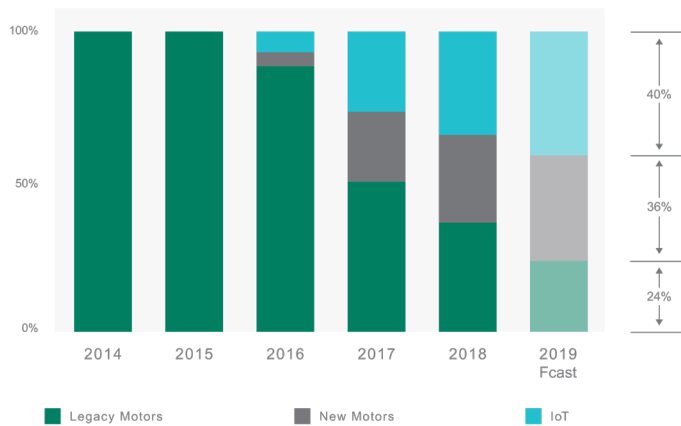
Wellington's Smart Cities business provides technology platforms and software that connects digital information with physical spaces. This technology manages beacons, smart tags with QR-Code and near field communications (NFC), radio frequency identification (RFID) and IoT devices, IoT platforms, smartphones and digital signs through an iProximity developed cloud-based management platform.

Wellington Smart Cities is providing solutions to several Australian city councils and is exploring several new projects using Bluetooth technology and the iProximity platform. The company is helping connect consumers, tourists and citizens to contextual information at the places they visit.

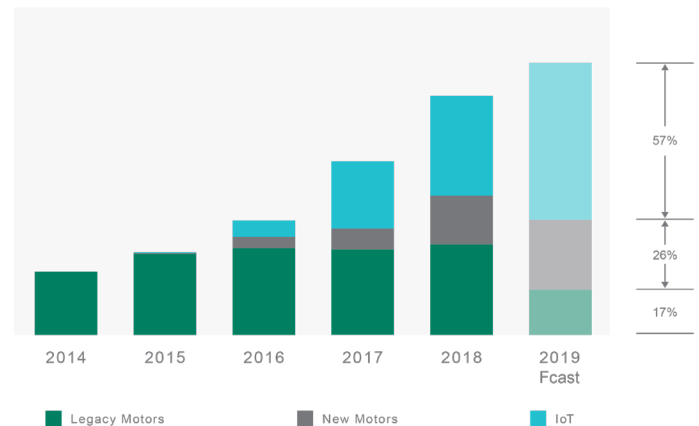


Strong revenue growth and changing sales mix

Revenue by product group



Gross profit by product group

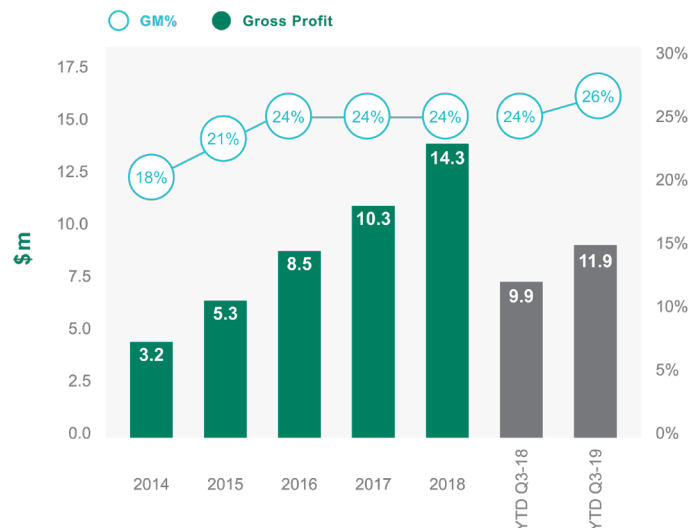


Consistent revenue growth of 34% compound annual growth rate (CAGR) over the past three years has translated directly into substantial margin improvement. Gross profit dollars have increased fourfold since 2014, surpassing \$14m in 2018 and estimated to be around \$15m in 2019.

The company expects continued improvement in gross profit dollars as new IoT products are developed, the new ECR2+ motor comes on line and more of its hardware manufacturing is moved towards its lower-cost, higher-capability manufacturing partner, East West. The company maintains a manufacturing capability with its supplier in China for mainly Chinese customers.

Wellington has demonstrated a consistent improvement in gross profit performance over the past five years.

Gross profit performance

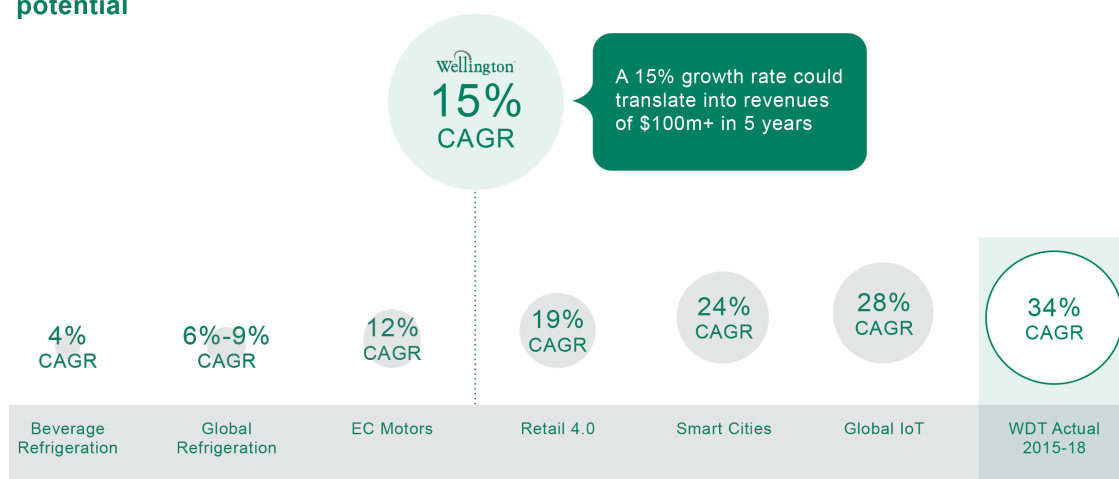


Wellington's Vision 2023 and growth strategy

Wellington's aspirational goal is to achieve revenue of around \$100m by the end of 2023. To achieve this the company is committed to a growth strategy that delivers effective and efficient business solutions to its commercial customers through a combination of advanced IoT hardware, IoT software and digital marketing services, plus energy efficient electronically commutated (EC) motors.

If the company is successful with its new technology product sales and can achieve an average CAGR of 15% over the coming years, then this would translate into revenues of around \$100m by the end of 2023. The short-term growth rate in total revenues is constrained by the decline in legacy motor revenues and this factor is likely to cause 2019 revenue to be largely flat on 2018. Wellington is seeing continued underlying growth in IoT and new generation ECR2 motor revenues and the sales pipeline suggests that this growth is likely to continue in 2020.

Revenue growth potential



Growth rates sourced from BCC research, Zion Market Research, Enterprise CIO, IDC (2018) and IoT Analytics (2018)

Potential new markets such as Retail 4.0 (the transformation of retail from previously “dumb” stores to “smart” connected stores and retail solutions), Smart Cities (connecting various objects and venues in a city to the cloud and making them interactive with the consumer) and the overall global IoT market are predicted by external analysts to grow at rates exceeding 20%. Achieving access to and successfully executing within these higher growth markets could create the possibility for the company to achieve its long-term revenue growth goals.

The company’s objectives are underpinned by the development of a broadening range of solutions designed to serve the retail food and beverage markets. Wellington’s growth vision embraces the future of connected retail and the team’s belief in “Retail 4.0”. Wellington products and solutions are now helping to enable our commercial customers on this journey.

As a result of the company’s growth strategy, several new Connect IoT solutions will be entering the market in 2020:

- **Connect Monitor:** A wireless device, designed for cooler retrofit, which lets customers access Wellington’s powerful Connect IoT Cloud and use a range of cooler asset management tools, such as tracking of the cooler and remotely monitoring beverage temperature trends. This device will further open the market opportunity to a large existing installed base of coolers. One customer for this product has an estimated 600,000 coolers installed in Mexico.

- **Connect Q-Tag:** A QR-Code/NFC device which provides a customer access to the iProximity marketing platform simply by scanning the device with their phone. This will provide a consumer connectivity at point of sale without the need for a mobile app to access venue information or promotions at point of sale.

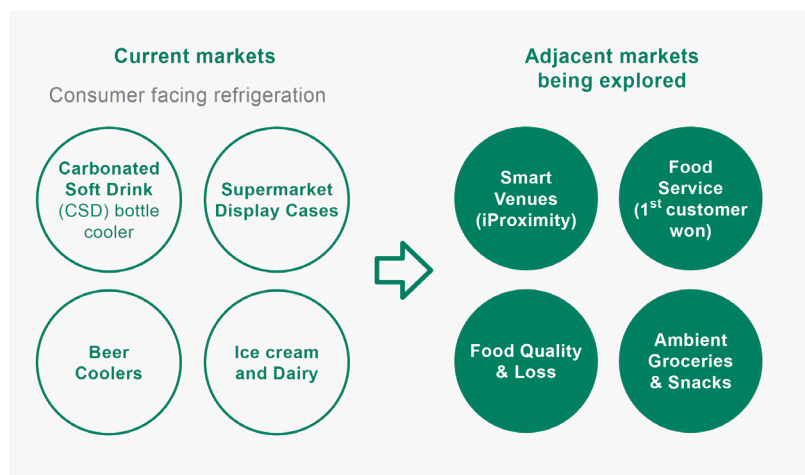
NFC: Near Field Communication: a radio chip with antenna embedded in a tag that works once an enabled mobile phone is passed over it. Can be used to transfer two-way data.

- **Connect Network:** An IoT cellular hub utilising 4G/5G, SigFox and Wi-Fi technologies to deliver ‘always on’ connectivity to customers. This could be used for mission critical applications such as monitoring the temperature of perishable goods or tracking valuable



assets. This product is being designed to enable Wellington to enter new markets, such as food service, that require 'always on' monitoring of food and equipment.

SigFox: an IoT specific cellular technology with long range, low power and low data rate communications that has been developed to provide wireless connectivity for devices like remote sensors and other IoT devices.



Wellington is exploring new, adjacent market opportunities for its solutions. New food and beverage markets include food service and ambient temperature groceries and snacks. New markets are being investigated for the iProximity platform such as smart venues.

The strategy is to increase "share of revenue" inside retail point of sale equipment, whether a cooler, a food display case or ambient equipment that enables the sale or distribution of food or beverage to a consumer.

Five main priorities

The company's growth is based on developing new IoT and EC motor products, developing new customers in existing food and beverage refrigeration markets and accessing adjacent markets for its Connect IoT, iProximity and EC motor solutions. Wellington will seek to exploit the technology acquired through iProximity to develop digital marketing services for food and beverage customers.

The priorities for the balance of 2019 and into 2020 are:

1. Successful execution of new customer IoT adoption programs, including an expansion of the successful OEM program launched with SKOPE Industries and the development of new IoT programs such as the new North American beverage equipment OEM opportunity;
2. Expansion of engineering resources to ensure the development of new IoT hardware and software as well as EC motor products necessary to fuel top line growth;
3. Add expertise that enables the company to deploy and support digital marketing with existing and new adjacent markets;
4. Develop new markets and customers for the Wellington iProximity platform; and
5. Plan and commence implementation of a new company-wide ERP system.

New growth projects

The company will continue its strategy of investing in expanding and improving its IoT offering to the carbonated soft drinks segment as well as extending the hardware and software platform to adjacent market segments including beer, ice cream and food service refrigeration.

In August 2019, as part of the interim report, the company announced it was working on closing a new IoT business opportunity. This opportunity would provide IoT hardware and data services to one of the largest manufacturers of commercial coolers in the Americas. Wellington has been verbally advised it has been awarded the business, although some risk remains as a formal commercial agreement has not yet been reached. Wellington's confidence at this stage of discussions stems from the fact there is an existing long-standing commercial relationship with this customer on another line of business.

This opportunity will require a new Connect SCS product to be developed in 2020, along with customer specific applications to be developed, with development and support costs in the range of \$1.0m to \$1.5m.

At scale, this project could potentially deliver growth of around 100,000 Connect SCS devices per year, plus data

services and open the opportunity to use the Connect Monitor retrofit device in its installed fleet of coolers. If successful, programme revenues from this project would likely start in Q4 2020.

The ability to fund the product investment and support ongoing working capital needs as this new project scales is an important foundation for the company's growth plan.

Interim results

2019 Interim result

On 29 August 2019 Wellington announced its unaudited financial results for the six months ended 30 June 2019. Revenue for H1 2019 was \$33.3m, a 19% increase over H1 2018. The company achieved an EBITDA¹ surplus of \$2.45m for the period, a 98% increase. EBIT was \$1.27m (\$0.31m last year) and the net profit was \$0.72m, a \$0.92m improvement on the prior year.

2019 Q3 result

On 22 October 2019 Wellington announced its unaudited financial results for the nine months ending September 2019 and for Q3 2019. For the nine months the company delivered 13% revenue growth, with revenue at \$45.9m, compared to \$40.7m for the same period last year. Revenue from IoT products was 38% higher, revenue from the ECR2 motor platform was 41% higher and revenue for legacy motor products declined consistent with forecast.

EBITDA for the nine months was \$3.1m versus \$1.1m for the same period last year, with the current year including a \$0.4m non-cash accounting gain arising from a change in fair value of the contingent consideration payable for the acquisition of iProximity Pty Limited. EBITDA excluding this gain was \$2.7m. Net profit for the nine months, including the fair value adjustment, was \$0.58m, up from a loss of \$0.77m last year.

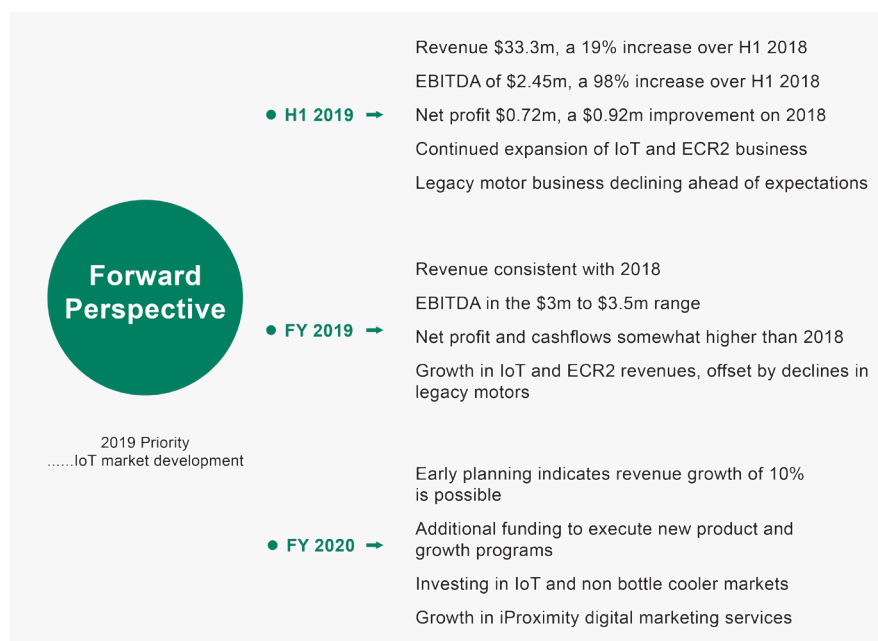
Nine months ended 30 September	2019	2018	Change
Revenue	\$45.9m	\$40.7m	+13%
Wellington Connect IoT Revenue	\$17.5m	\$12.7m	+38%
Wellington ECR Motors	\$27.0m	\$26.6m	+1%
<i>ECR2 Motor Revenue</i>	\$16.6m	\$12.1m	+41%
<i>Legacy ECR Motor Revenue</i>	\$10.4m	\$14.5m	-30%
Gross profit	\$11.9m	\$9.9m	+20%
Gross margin %	26.0%	24.4%	+1.6pp
EBITDA reported	\$3.10m	\$1.11m	+179%
EBITDA pre fair value adjustment	\$2.67m	\$1.11m	+140%
EBIT	\$1.30m	(\$0.22m)	+\$1.52m
Profit (loss) before taxation	\$0.58m	(\$0.77m)	+\$1.35m

Outlook

Wellington's business mix is changing; sales efforts are targeted more towards the new generation ECR motor platform and higher margin IoT products, where revenues are expected to continue growing. Our sales of legacy

EC motors to bottle cooler customers are now beginning to decline more rapidly than we had previously expected, masking the continued strength of growth in new technology products. We expect this trend to continue into 2020 with the legacy motor business constituting a relatively minor percentage of total revenue.

The changing business mix is continuing in the fourth quarter, with legacy motor volumes continuing to decline, and seasonal revenue volatility continuing, resulting in the company's total revenue in 2019 expected to be at similar levels to 2018. The company notes there is typically some volatility around timing of year-end orders.



This decline in legacy motor volumes along with a higher level of skill and capex investment to support new business and development activity, means the company anticipates EBITDA will be between \$3.0m and \$3.5m, with net profit around break-even and operating cashflow somewhat higher in 2019 in comparison to 2018. Note that these forecasts do not incorporate any fair value accounting adjustments for the iProximity acquisition.

Forecasts for 2020 are in the early stages, with customers typically releasing next year's demand in late fourth quarter or early in the New Year. The company's early planning models suggest revenue growth of 10% is possible, with further improvements in EBITDA, net profit and positive

operating cash flow versus 2019. The forecast is based on an NZD/USD exchange rate of \$0.65 and assumes the company is adequately funded to execute its operational and growth plans. Forecasts are based on the general assumption of stable global macro-economic conditions, including stabilising of current global trade agreements.

Note: The company's sales and purchases of products are mostly denominated in US dollars. A lower NZ dollar relative to the US dollar results in an increase in reported NZ dollar revenue and gross profit. Most of the company's fixed operating costs and overheads are incurred in NZ dollars and there would only be a modest increase in NZ dollar operating costs from a lower NZ dollar. A stronger NZ dollar would have the opposite effect. The net impact of a one cent fall in the NZ dollar relative to the US dollar is estimated to increase EBITDA by approximately NZ\$150k over a twelve month period (and vice versa for a one cent rise). The company partially forward hedges its currency exposure which means any financial impact would somewhat lag any actual currency change.

Rights issue

Use of funds

The company is seeking to raise approximately \$5.3m from shareholders through a rights issue that is 100% committed by way of a partial underwrite and by way of commitments from shareholders.

The funds will be used as follows:

Expansion of IoT business with increased business development and technical skills

Expansion of the company's IoT business will require an increase in marketing and technical capability to broaden the customer base outside of the historical focus on beverage coolers.

This includes hiring regional expertise to develop global food service clients, expand customers for Connect SCS and deliver iProximity platform field trials. Funds will be used to increase technical sales to develop the iProximity platform in areas such as smart venues and broaden software development capability to further expand the digital product range.

It will also require the expansion of existing iProximity sourcing relationships to significantly scale shipments of Q-Tag devices (as shown on page 5) used for ambient food retail customers.

Funds will be used in part to invest in these new marketing skills and expand sourcing relationships.

Accelerated investment in new products and solutions

Wellington has identified several attractive growth opportunities. One such project was announced in the 2019 interim report (the formal commercial agreement has yet to be fully finalised). The company's board has approved initial work on the development of the products necessary to support the new opportunity, with new funds being used for additional technical staff to work on accelerating.

New products include the Connect SCS Black, a Connect IoT device specifically targeted at large scale new build coolers; Connect Monitor, a new IoT device to allow retrofit in a broader range of coolers; Connect Network, a new 'always on' IoT device; and new apps including one that helps store owners manage the in-store cooler fleet or the installed display shelves.

The company plans to accelerate product development by investing in more engineering and technical sales talent, and one of the options it is considering is the partial offshoring of some product development activity. Funds will be used in part to expand development teams and to explore placing product teams closer to markets and customers.

Debt repayment

Wellington has a \$1m loan from Onimeg Investments Limited and a US\$0.6m loan from Meta Capital Limited which are both repayable on 31 March 2020. Proceeds from this issue will be used in part to repay these loans on or before the due dates.

Working capital flexibility

Wellington's working capital management is a core strength with the approximate balance of receivables and payables meaning minimal additional working capital has historically been required to fund revenue growth. However, some food and beverage brands are seeking more onerous payment terms from suppliers and are also requiring increased in-market inventory placement to shorten lead times. These customers are also looking to ensure their strategic suppliers have strong balance sheets to support long term supply of hardware and service. The company requires additional working capital flexibility to be able to support shortened customer lead time and balance sheet requirements and to match the commercial terms required to win new business.

Funds will be used in part to strengthen the balance sheet to support these initiatives.

The Offer

Under the Offer, all Eligible Shareholders are entitled (but not obliged) to subscribe for 1 New Share for every 5 Ordinary Shares held as at 5.00 pm on the Record Date of 5 November 2019, at an issue price of \$0.10 per New Share. The issue price represents a 47.4% discount to the market price at the date of this Offer Document.

A number of staff members, including executives, have indicated they will be taking up their Rights to subscribe for New Shares under the Offer.

Wellington Acting Chairman John McMahon is also the sole director and shareholder of Meta Capital Limited. Meta Capital has loaned US\$0.6 million to Wellington on arms-length terms and this loan is due for repayment on 31 March 2020. Part of the proceeds of the capital raising will contribute towards repayment of this loan. In addition, Mr McMahon is a director of NZX Limited, the parent company of Smartshares Limited, which is a substantial product holder of Wellington with 27.478% of the issued ordinary shares of Wellington as at 6 June 2018 (being the date of its most recent substantial product holder disclosure). Given these factors, Mr McMahon is deemed to be "interested" in the Offer. Accordingly, he has not participated in discussions or information where a conflict of interest may arise and has been recused from all Wellington Board decisions relating to the Offer. Mr McMahon is not an independent director of Wellington.

The independent directors of Wellington unanimously recommend the Offer to shareholders.

Important Dates

Date ¹	Event	
25 October 2019	Announcement of the Offer	The Offer is formally announced.
4 November 2019	Rights trading opens	Rights trading commences on the NZX Main Board. Ordinary Shares are quoted "Ex-Rights" on the NZX Main Board.
5.00pm, 5 November 2019	Record Date	The date on which Wellington determines the Eligible Shareholders.
7 November 2019	Mailing of Offer	Offer Document and Entitlement and Acceptance Form sent to Shareholders.
19 November 2019	Rights trading ceases	Quotation and trading of Rights ceases on the NZX Main Board.
25 November 2019	Closing Date	Applications or renunciations, together with payment of the Application Monies, must be received by 5.00 pm NZ time.
29 November 2019	Allotment Date (issue date)	New Shares issued / allotted.
2 December 2019	Holding Statements	Holding statements are mailed to Shareholders.

Applicants are encouraged to submit their personalised Entitlement and Acceptance Form as soon as possible. No cooling-off rights apply to applications submitted under the Offer.

¹ The dates above (and any references to them in this Offer Document) are subject to change and are indicative only. Wellington reserves the right to amend this timetable (including by extending the Closing Date of the Offer) subject to applicable laws and the Listing Rules. Wellington reserves the right to withdraw the Offer and the issue of New Shares at any time before the Allotment Date at its absolute discretion.

Important Information

General Information

This Offer Document has been prepared by Wellington Drive Technologies Limited (**Wellington**) in connection with a pro rata, renounceable rights offer (the **Offer**) by Wellington to Eligible Shareholders of one ordinary share (**Ordinary Share**) for every five Ordinary Shares held at an Issue Price of 10 cents per Ordinary Share.

This Offer is made to Eligible Shareholders in New Zealand pursuant to the exclusion in clause 19 of Schedule 1 of the Financial Markets Conduct Act 2013 (**FMCA**). This Offer Document is not a product disclosure statement for the purposes of the FMCA or any other law and does not contain all the information that an investor would find in such a document or which may be required in order to make an informed investment decision or about the Offer or Wellington.

The Rights to which you are entitled under the Offer are renounceable, which means that you may choose to sell any Rights that you do not wish to take up, including on the NZX Main Board. Your Rights may have value. If you do nothing (i.e., do not take up or sell all or some of your Rights), the Rights you choose not to take up or sell will lapse. You will then not be able to subscribe for New Shares to which those Rights relate or realise any value for those Rights.

Additional information available under Continuous Disclosure Obligations

This Offer Document is intended for use only in connection with the Offer to Eligible Shareholders. Wellington is subject to continuous disclosure obligations under the Listing Rules. Copies of our most recent market releases, including the most recent financial statements, are available on our page on NZX's website www.nzx.com/companies/WDT.

Wellington may, during the Offer, make additional releases to NZX. To the maximum extent permitted by law, no release by Wellington to NZX will permit an Applicant to withdraw any previously submitted application without Wellington's prior written consent whether or not there has been any permissible variation of the Offer.

The market price of Ordinary Shares may increase or decrease between the date of this Offer Document and the date of allotment of New Shares. Any changes in the market price of Ordinary Shares will not affect the Issue Price and the market price of New Shares following allotment may be higher or lower than the Issue Price.

Overseas Shareholders

The Offer is only open to Shareholders with registered addresses in New Zealand or who are otherwise a person to whom Wellington considers it is not unduly onerous for the Offer to be made as a result of the legal requirements of their jurisdiction. Any failure to comply with such restrictions may contravene applicable securities law. Wellington disclaims all liability to such persons. These materials do not constitute an offer of securities for sale in the United States or to U.S. persons (as defined in Regulation S under the U.S. Securities Act of 1933) and may not be sent or disseminated, directly or indirectly, in the United States or to any such U.S. person in any place. Wellington's Ordinary Shares have not been and will not be registered under the U.S. Securities Act of 1933 or the securities laws of any state of the United States.

No Guarantee

Neither we, nor our Directors, nor any of our other agents or any other person (including any Shareholder named in this Offer Document), guarantees:

- (a) the New Shares to be issued; or
- (b) that the Issue Price per New Share will be recovered by investors; or
- (c) the payment of any monies in respect of the New Shares, or any return on the New Shares.

Decision to Participate in the Offer

The information in this Offer Document does not constitute a recommendation to acquire New Shares nor does it amount to financial product advice. This Offer Document does not take account of your personal circumstances, financial position or investment requirements. It is important that before making any investment decision, you consider the suitability of an investment in the New Shares in light of your investment needs, objectives and financial circumstances. You should read this Offer Document in its entirety and, if you are in any doubt as to the action to take, consult your NZX Firm, lawyer, accountant and/or other professional adviser before deciding whether to take up your Rights to New Shares.

Privacy Act Notice

Any personal information provided by Shareholders will be held by us or the Registrar at the addresses shown in the Directory or such other place as is notified upon request. This information will be used for the purposes of managing your investment in Wellington. Under the Privacy Act 1993, you have the right to access and correct any personal information held about you.

Governing Law

This Offer Document, the Offer and the contracts formed on the acceptance of the Offer are governed by the laws of New Zealand. Each Applicant submits to the exclusive jurisdiction of the courts of New Zealand.

Disclaimer

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Offer Document. Any information or representation in connection with the Offer not contained in this Offer Document may not be relied upon as having been authorised by Wellington or any of its Directors, officers, employees, agents or advisers.

Future performance and forward-looking statements

Wellington's business is subject to business risks and opportunities that could materially affect the outcome of the company's results. These include: a number of early stage IoT and proximity marketing growth opportunities that, if successful, could alter the company's forecasts and performance; the potential impact (positive and negative) from food and beverage brands adjusting their sourcing and technology strategies; and inherent quality risks and potential warranty claims associated with the development and manufacture of complex electronics, mechanical products and software platforms. Wellington has an industry-standard approach to software licencing and data privacy, however changes in data privacy legislation globally could impact the business. Wellington's revenue can be adversely impacted by changes to customer capital expenditure plans, seasonal demand planning, overstocking programs and geographical demand.

This Offer Document contains both historical and forward-looking statements in connection with Wellington. The forward-looking statements in this Offer Document are not based on historical facts, but rather reflect our current expectations concerning future results and events and generally may be identified by the use of forward-looking words or phrases such as 'believe', 'aim', 'expect', 'anticipated', 'intending', 'likely', 'should', 'planned', 'may', 'estimated', 'potential', or other similar words and phrases. Similarly, statements that describe our objectives, plans, goals or expectations are or may be forward-looking statements.

These forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause our actual results, performance or achievements to differ materially from those expressed, projected or implied by these forward-looking statements. Differences in our future results, performance and achievements are normal and to be expected. You should review carefully all the information included or referred to in this Offer Document. The forward-looking statements included in this Offer Document are made only as of the date of this Offer Document. Neither Wellington, nor any of our Directors, officers, employees, agents or advisers, makes or gives any representation, assurance or guarantee that any forward-looking statements will occur or be achieved, and Applicants are cautioned not to place undue reliance on these forward-looking statements. Neither Wellington nor any other person warrants our future performance or any return on any investment made under this Offer Document, except as required by law and then only to the extent so required.

Subject to any continuing obligations under law or the Listing Rules, we disclaim any obligation or undertaking to distribute or publish, after the date of this Offer Document, any updates or revisions to any forward-looking statements to reflect any change in expectations in relation to those statements or any change in events, conditions or circumstances on which any such statement is based, other than to comply with our obligations under the FMCA, the Financial Reporting Act 2013 and the Listing Rules.

Non-GAAP financial information

Wellington has used non-GAAP financial information when discussing financial performance in this Offer Document. That non-GAAP financial information has not been audited or independently reviewed. Non-GAAP financial information is not prepared in accordance with NZ IFRS (New Zealand equivalents to International Financial Reporting Standards) and are not uniformly defined. Therefore, the non-GAAP financial information reported in this Offer Document may not be comparable with information that other companies report and should not be viewed in isolation or considered as a substitute for measures reported by Wellington in accordance with NZ IFRS.

Dividend Policy

For the purposes of Listing Rule 7.4.4, the Directors' intentions and expectations as to Wellington's future dividend policy is that payment of future dividends will depend on Wellington's results of operations, available imputation credits, financial condition and cash requirements and other factors considered relevant by Wellington's board. Wellington will not pay any dividend on its Ordinary Shares in respect of the year ending 31 December 2019.

Definitions

Capitalised terms used in this Offer Document have defined meanings, which appear in the Glossary section or within the relevant section of this Offer Document in which the term is used.

All references to "\$", "NZD" or "dollars" in this Offer Document are to New Zealand dollars and all references to dates and times are to New Zealand dates and times.

Enquiries

Enquiries about the Offer should be directed to an NZX Firm and/or your lawyer, accountant or other professional adviser.

If you have any queries about the number of New Shares shown on the Entitlement and Acceptance Form, which accompanies this Offer Document, or how to complete the Entitlement and Acceptance Form, please contact the Registrar:

Computershare Investor Services Limited
Level 2, 159 Hurstmere Road, Takapuna, North Shore City
Private Bag 92119
Auckland 1142, New Zealand
Facsimile: 64 9 488 8787
Investor Enquiries: 64 9 488 8777
Email: enquiry@computershare.co.nz

Details of the Offer

Issuer

The Offer is made by Wellington Drive Technologies Limited, which has its registered office at 21 Arrenway Drive, Rosedale, Auckland 0632, New Zealand.

The Offer

The Offer is a pro rata renounceable rights offer of New Shares.

Eligible Shareholders are entitled to subscribe for one New Share for every five Ordinary Shares held at 5.00 pm on the Record Date (5 November 2019). The maximum number of New Shares being offered is 52,628,670².

The Issue Price of \$0.10 per New Share (the **Issue Price**) is payable in cash and in full on application. You are not required to pay for your Rights, only for the New Shares which will be issued to you if you choose to take up all or some of your Rights (and any additional New Shares under the Oversubscription Facility).

The Offer opens on 6 November 2019 and closes at 5.00 pm on 25 November 2019. The timetable for the Offer is set out in the section of this Offer Document entitled "Important Dates".

Ordinary Shares Issued

The New Shares to be issued are of the same class as existing Ordinary Shares that are listed on the NZX Main Board under the code "WDT". As such, the New Shares issued will be fully paid and rank equally in all respects with other fully paid existing Ordinary Shares. It is a term of the Offer that Wellington will take any necessary steps to ensure that the New Shares are, immediately after their issue, quoted on the NZX Main Board.

Each such New Share will confer on the holder the rights described in our constitution and as provided for in the Companies Act 1993, including the right to:

- (a) one vote on a poll at a meeting of Shareholders (subject to any restrictions in our constitution or the Listing Rules);
- (b) an equal participation with all other Ordinary Shares in any dividend declared after the issue of the New Shares;
- (c) an equal participation with all other Ordinary Shares in the residual assets on a liquidation of Wellington; and
- (d) be sent reports, notices of meetings and other information sent to Shareholders.

Holders of the New Shares issued will be bound by our constitution and the terms of the Offer set out in this Offer Document.

Your Rights

If you are an Eligible Shareholder, your entitlement to Rights under the Offer is shown on the personalised Entitlement and Acceptance Form which accompanies this Offer Document. Fractional Rights, if any, have been rounded down.

The Rights will be quoted on the NZX Main Board and can be traded.

If you are an Eligible Shareholder, you can choose to accept your Rights in whole or in part. If you accept your Rights in full, you may also apply for additional New Shares under the Oversubscription Facility. Applications once made cannot be withdrawn.

² Certain employees are existing holders of rights to acquire shares under (1) the Wellington Partly Paid Share Scheme; and (2) the US Option Plan. If all of the relevant rights were exercised, resulting in new shares being issued to those persons on or before the Record Date, this would increase the number of New Shares available for subscription under the Offer by 1,978,559. Further details on the Wellington Partly Paid Share Scheme and the US Option Plan are included in Wellington's most recent annual report.

Oversubscription Facility

If you are an Eligible Shareholder and take up all your Rights, you may apply for an additional number of New Shares in excess of your Rights (**additional New Shares**) through the Oversubscription Facility at the same Issue Price of \$0.10 each. You may apply for any number of additional New Shares, but there is no guarantee that you will be allocated any or all the additional New Shares for which you have applied and submitted payment for.

The number of New Shares available under the Oversubscription Facility will be equal to the number of New Shares for which valid applications have not been received by the Closing Date (ignoring any applications for additional New Shares) (known as the **Shortfall**).

If the applications for additional New Shares exceed the Shortfall, each application for additional New Shares will be allocated as follows:

- (a) first, additional New Shares will be allocated to any applicants who would otherwise be allotted less than a minimum holding of Ordinary Shares (in accordance with the Listing Rules) to the extent necessary to bring such applicants up to a minimum holding of Ordinary Shares;
- (b) if there is any remaining Shortfall, applicants will be allocated the lesser of:
 - (i) the number of additional New Shares they applied for; and
 - (ii) the number of additional New Shares they applied for, multiplied by the proportion that the number of Ordinary Shares they hold as at the Record Date bears to the number of Ordinary Shares held as at the Record Date by all other applicants for additional New Shares; and
- (c) any remaining Shortfall following the allocations set out in paragraph (b) above will be allocated among the remaining unsatisfied applicants on the same basis, until the entire Shortfall has been allocated.

If you are a beneficial owner of Ordinary Shares, a custodian holds Ordinary Shares on your behalf, and you have instructed the custodian to apply for additional New Shares on your behalf, you will be allocated a number of additional New Shares calculated in accordance with the above, on the basis that you and each other beneficial owner who applies for additional New Shares is treated as a separate Shareholder.

If you hold Ordinary Shares as a custodian, please provide, in addition to and with your Entitlement and Acceptance Form, details of the underlying beneficial shareholders for which you are subscribing for New Shares and the number of New Shares and, if applicable, any additional New Shares for which each such holder is subscribing.

These allocations are subject, in each case, to our right to limit the allotment of additional New Shares to any person when that allotment may result, or be likely to result, in that person breaching the Takeovers Code or when Listing Rule 5.2.1 would be triggered by such allotment.

Renounceable Offer

The Offer is renounceable, which means that if you do not wish to subscribe for some or all your Rights, you may sell or otherwise transfer your entitlement to all or any part of your Rights. To do so, you should complete the steps set out on the reverse of the Entitlement and Acceptance Form distributed with this Offer Document.

If both a renunciation and an acceptance are received in relation to the same Rights, the renunciation will take priority.

The purchaser of your renounced Rights is not thereby entitled to apply for additional New Shares under the Oversubscription Facility.

Minimum Amount to be raised

There is no minimum amount that must be raised for the Offer to proceed.

Effect of the Offer

The Offer is not expected to have a material impact on the control of Wellington. Specifically, Wellington does not expect any additional shareholder(s) to hold more than 20% of Wellington's shares after completion of the Offer.

Opening and Closing Dates

The Offer will open for acceptances from 9.00 am on 6 November 2019 and close at 5.00 pm on 25 November 2019, subject to Wellington not varying those dates in accordance with the Listing Rules.

Application

Instructions on how to apply for New Shares under the Offer are set out on page 18 of this Offer Document entitled 'Actions to be taken by you'.

A properly completed Entitlement and Acceptance Form, together with payment of the Issue Price of \$0.10 per New Share you are taking up, must be received by Computershare Investor Services Limited no later than 5.00 pm on the Closing Date (25 November 2019).

We reserve the right to accept late applications but are not obliged to do so. We further reserve the right to accept or reject (at our discretion) any Entitlement and Acceptance Form which is not completed correctly, and to correct any errors or omissions on any Entitlement and Acceptance Form.

Application Monies and Refunds

Application Monies received will be held in a trust account until the corresponding New Shares are allotted. We will establish the trust account solely for the purpose of depositing Application Monies. Interest earned on the Application Monies will be for our benefit, will remain our property, and will be retained by us whether or not the issue and allotment of New Shares takes place.

We reserve the right to withdraw the Offer and/or the issue of New Shares at any time prior to allotment, in which case all Application Monies will be refunded (without interest) as soon as practicable and, in any event, within five business days.

If your application is not accepted for any reason, or is accepted in part only (including with respect to the Oversubscription Facility), you will receive a refund of the balancing payment (without interest), by direct credit or cheque as soon as practicable and, in any event, within five business days after the date of allotment of the New Shares.

Allotment

The New Shares will be allotted and Holding Statements will be issued and mailed as soon as practicable after the Offer closes. Allotment will be no later than five business days after the Closing Date.

You should ascertain your allocation under the Offer before attempting to sell your New Shares. You can do so by contacting the Registrar at the address set out in the Directory. **If you sell New Shares prior to receiving a Holding Statement you do so at your own risk.** Wellington, its Directors, officers, employees, agents and advisers do not accept any liability or responsibility should you attempt to sell or otherwise deal with New Shares before you receive the Holding Statement showing the number of New Shares allotted to you.

Underwriting

We have entered into underwriting agreements (**Underwriting Agreements**) with several existing shareholders (the Underwriters) to provide certainty as to the amount of subscription funds to be raised under the Offer. The Underwriters have agreed to support the Offer by underwriting any shortfall of New Shares that may occur if the Rights are not taken up in full up to a maximum amount in the aggregate of \$3,813,800 (inclusive of any Rights exercised and additional New Shares acquired by them under the Oversubscription Facility), pursuant to the Underwriting Agreements. The Underwriters will be paid an agreed fee for their services in connection with the Offer.

Eligibility

The Offer for New Shares is only open to Shareholders with a registered address in New Zealand on the Record Date (5.00 pm on 5 November 2019) and to any other Shareholders to whom we consider it is not unduly onerous to make the Offer under the legal requirements of their jurisdiction. In accordance with Listing Rule 4.4.1(e), Wellington has determined that it would be unduly onerous to satisfy itself that the Offer complied with the legal requirements of jurisdictions outside New Zealand.

No person resident outside New Zealand who receives a copy of this Offer Document or an Entitlement and Acceptance Form may treat either of them as an offer or invitation to subscribe for New Shares (except where advised otherwise by us). Those Shareholders outside New Zealand who wish to take up New Shares should contact us.

We reserve the right to determine whether you or any other Shareholder are eligible to participate in the Offer, and to reject any application that we consider has been made by a person who is not an Eligible Shareholder. We and our Directors, officers, employees, agents and advisers accept no liability whatsoever for determining whether a person is an Eligible Shareholder.

In accordance with the proviso to Listing Rule 4.4.1(e), if you are not an Eligible Shareholder, the Rights that you would otherwise receive will be issued to a nominee who will endeavour to sell those Rights on your behalf and account to you for the proceeds of sale (if any and less any transaction costs) on a pro rata basis.

Persons who are not resident in New Zealand and who hold interests in New Shares through a New Zealand resident nominee should not allow their nominee to accept the Offer if to do so would cause the Offer to be contrary to the laws of their country of residence. Such persons can request Wellington to sell their Rights by contacting us via the Company Secretary:

Mr Howard Milliner
Wellington Drive Technologies Limited
21 Arrenway Drive, Rosedale, Auckland 0632,
PO Box 302-533, North Harbour, Auckland 0751
Phone 09 477 4500
Fax 09 479 5540
Email: howard.milliner@wdtl.com

Any person outside New Zealand who applies for New Shares through a New Zealand resident nominee will be deemed to represent and warrant to us that the Offer can be lawfully made to them and their nominee under all relevant laws pursuant to this Offer Document. We accept no responsibility for determining whether a Shareholder can participate in the Offer under laws applicable outside New Zealand.

This Offer Document is intended for use only in connection with the Offer to Eligible Shareholders and does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation.

Use of Proceeds

If the Offer is subscribed for in full, the total gross proceeds of the Offer received by Wellington will be \$5.3 million, and approximately \$5.1 million net of fees and costs.

The purpose of the Offer is to raise new capital, which will be used by Wellington to fund accelerated investment in new products, repayment of debt and to provide additional working capital flexibility.

Brokerage

You will not pay brokerage upon taking up your Rights or as a subscriber for New Shares under the Offer.

If you sell your Rights or New Shares (following the Offer) on the NZX Main Board, you may be liable for normal brokerage.

NZX Main Board Quotation

Application has been made for permission to quote the Rights on the NZX Main Board and all NZX requirements have been duly complied with. However, NZX accepts no responsibility for any statement in this Offer Document.

The New Shares have been accepted for quotation by NZX and will be quoted upon completion of allotment procedures. The NZX Main Board is a financial product market operated by NZX, a licensed market operator under the FMCA.

Actions to be taken by you

Accompanying this Offer Document is a personalised Entitlement and Acceptance Form showing the number of New Shares to which you are entitled.

You may take the following action in respect of your Rights and entitlement to New Shares under the Offer:

- take up all of your Rights; or
- take up all of your Rights and apply for additional New Shares through the Oversubscription Facility; or
- take up some of your Rights and endeavour to sell the balance of your Rights; or
- endeavour to sell all of your Rights; or
- do nothing with all or some of your Rights, in which event such Rights for which no action has been taken will lapse.

If the Offer closes, and you do nothing, you will be deemed to have elected not to take up your Rights and your shareholding will be diluted accordingly. If you apply to take up some but not all of your Rights, you will be deemed to have not taken up your Rights to the balance of the New Shares and your shareholding will be diluted accordingly.

To apply for New Shares

To apply for all or part of the New Shares set out in your personalised Entitlement and Acceptance Form (and any additional New Shares under the Oversubscription Facility), you must:

- complete the enclosed Entitlement and Acceptance Form, following the instructions on the reverse of that form;
- make payment by direct credit or international payment (telegraphic transfer) or attach your cheque or bank draft in New Zealand dollars to the completed Entitlement and Acceptance Form for the amount required to be paid made payable to “The Wellington Offer” and crossed “Not Transferable”; and
- post or email your completed Entitlement and Acceptance Form and, if applicable, your (New Zealand dollar) cheque or bank draft (including if applicable, the additional New Zealand dollar amount you are applying for under the Oversubscription Facility) either:

in the reply-paid envelope to:

Wellington Drive Technologies Limited
c/- Computershare Investor Services Limited
Level 2, 159 Hurstmere Road
Takapuna, Auckland
Private Bag 92119
Auckland 1142

or by email to wdt@computershare.co.nz

Your completed Entitlement and Acceptance Form, together with Application Monies, must be received by the Registrar no later than 5.00 pm on 25 November 2019.

Alternatively, your completed Entitlement and Acceptance Form and, if applicable, your (New Zealand dollar) cheque or bank draft may be lodged with any NZX Firm or any other channel approved by NZX provided that you must deliver your completed Entitlement and Acceptance Form in time to enable it to be forwarded to the Registrar before the Closing Date 5.00 pm on 25 November 2019).

Payment of Application Monies

Payments in New Zealand dollars will only be accepted as follows:

- bank cheque or bank draft issued by and payable at any New Zealand bank; or
- direct credit or international payment (telegraphic transfer) to the New Zealand dollar trust account established by Wellington (details of which are set out in the Entitlement and Acceptance Form); or
- personal cheque drawn on and payable at any New Zealand bank.

Applicants paying by direct credit or international payment must submit their payment instruction to their bank to make payment by no later than 5.00 pm on the Closing Date (i.e. by 5.00 pm on 25 November 2019, or such other date as we may determine).

Processing of applications and the banking of cheques will take place on the day of receipt by the Registrar (or the first business day after that day if it is not a business day), with subscriptions received held in trust until the New Shares are allotted. Receipts for payment will not be issued. The banking of Application Monies will not constitute allotment of any New Shares. The New Shares are expected to be allotted by 29 November 2019 and Holding Statements issued within one business day after that.

General

For applications to be valid, an Entitlement and Acceptance Form, properly completed, together with the associated Application Monies, must be received by the Registrar no later than 5.00 pm New Zealand time on 25 November 2019.

We reserve the right to accept late applications but are not obliged to do so.

Applications for the issue of New Shares (including, if relevant, additional New Shares under the Oversubscription Facility) cannot be revoked or withdrawn.

Notwithstanding anything to the contrary in this Offer Document, an Entitlement and Acceptance Form submitted by you will constitute an irrevocable offer by you to subscribe for and acquire the number of New Shares (including, if relevant, additional New Shares under the Oversubscription Facility) which you have specified on the Entitlement and Acceptance Form (or such lesser number as we may determine) on the terms and conditions set out in this Offer Document and on the Entitlement and Acceptance Form. By submitting an Entitlement and Acceptance Form, you agree to be bound by these terms and conditions and our constitution.

Entitlement and Acceptance Forms must be completed in full and may be rejected if any details are not entered. If the Application Monies accompanying your Entitlement and Acceptance Form are incorrect, your Entitlement and Acceptance Form may still be treated as valid. You will not under any circumstances be treated as having offered to purchase a greater number of New Shares than the number for which payment is made.

If we receive, on or before 5:00 pm on the Closing Date, both an acceptance and a renunciation (sale or transfer) by you in respect of the same Rights, the renunciation (sale or transfer) will take priority to the acceptance.

If Application Monies are paid by a cheque which does not clear by, or a direct credit or international payment that is not processed by, the Closing Date, that application may be rejected or an allotment made to you may be cancelled. Any Rights in respect of a rejected application or cancelled amount will be made available to Eligible Shareholders participating in the Oversubscription Facility.

Our decision on the number of New Shares (including, if relevant, additional New Shares) to be allotted to you and as to whether to reject an Entitlement and Acceptance Form, or to treat it as valid (and then how to construe, amend or complete the Entitlement and Acceptance Form), will be final. We reserve the right to reject any application we believe comes from a person who does not meet the eligibility criteria for the Offer.

If you need any assistance you should contact an NZX Firm, lawyer, accountant or other professional adviser.

Glossary

A reference in this Offer Document to “we”, “us”, “the company” or “our” is a reference to Wellington Drive Technologies Limited, or to any Wellington entity, as the context requires.

The following definitions apply throughout this Offer Document unless the context requires otherwise:

Application Monies means money received by us from investors who have applied for New Shares under the Offer.

Applicant means an investor whose application for New Shares has been received by the Registrar prior to the Closing Date (5.00 pm on 25 November 2019) (or later date, if accepted by us).

Board or **Directors** means the board of directors of Wellington.

Closing Date means the date by which Entitlement and Acceptance Forms, together with Application Monies, must be received by the Registrar, being 5.00 pm on 25 November 2019.

EBITDA (i.e. Earnings before Interest, Taxation, Depreciation, Amortisation and Impairment (with each of those items determined in accordance with GAAP), is a non-GAAP earnings figure that equity analysts tend to focus on for comparable company performance analysis. The Company considers that it is a useful comparative financial indicator because it avoids the distortions caused by the differences in amortisation and impairment policies between entities.

FMCA means the Financial Markets Conduct Act 2013.

Eligible Shareholders means the shareholders who are registered as Shareholders at the Record Date (5.00 pm on 5 November 2019) and who have a registered address in New Zealand or are otherwise persons to whom Wellington considers it is not unduly onerous for an offer of the New Shares to be made as a result of the legal requirements of their jurisdiction.

Entitlement and Acceptance Form means the entitlement and acceptance form to be completed by Eligible Shareholders when applying for New Shares, which accompanies this Offer Document.

Issue Price means 10 cents per New Share.

Listing Rules means the NZX Listing Rules.

New Shares means the fully paid ordinary shares in Wellington offered under this Offer of the same class as (and ranking equally in all respects with) the Ordinary Shares.

NZX means NZX Limited.

NZX Firm means any company, firm, organisation, or corporation designated or approved as a primary market participant from time to time by NZX.

NZX Main Board means the main board equity security market operated by NZX.

Offer means the rights offering set out in this Offer Document.

Offer Document means this document dated 25 October 2019.

Ordinary Shares means the fully paid ordinary shares in Wellington of the class quoted on the NZX Main Board on issue immediately prior to the Offer.

Oversubscription Facility means the facility that enables an Eligible Shareholder who accepts their Rights in full to apply for additional New Shares at the Issue Price (details of which are set out on page 15 of this Offer Document).

Record Date means 5.00 pm on 5 November 2019.

Registrar means Computershare Investor Services Limited.

Rights means the renounceable right to subscribe for one New Share for every five Ordinary Shares held on the Record Date, issued pursuant to the Offer.

Shareholder means a holder of Ordinary Shares in Wellington.

Trading Days means any day on which the NZX Main Board is open for trading.

Underwriters has the meaning set out in the section “Details of the Offer” under the heading “Underwriting”.

Wellington means Wellington Drive Technologies Limited.

Wellington Group means Wellington and its subsidiaries.

Directory

Directors

John McMahon, Acting Chairman

Dr Lisbeth Jacobs

Gottfried Pausch

John Scott

Keith Oliver

Phone/Fax

Ph: 64-9-477 4500

Fax: 64-9-479 5540

Internet

Website: www.wdtl.com

Email: info@wdtl.com

Address

21 Arrenway Drive

Rosedale, Auckland, New Zealand

PO Box 302-533, North Harbour,

Auckland 0751, New Zealand

Registered Office

21 Arrenway Drive

Rosedale, Auckland 0632, New Zealand

Registrar

Computershare Investor Services Limited

Level 2

159 Hurstmere Road

Takapuna

Auckland 0622

New Zealand

Or

Private Bag 92119

Auckland 1142

New Zealand

Telephone: +64 9 488 8777

Facsimile: +64 9 488 8787

Website: www.investorcentre.com/nz



Share Offer

25 October 2019

WT9271