



4X4 ACCESSORIES

ACN 006 708 756

DIVIDEND REINVESTMENT PLAN

AND

BONUS SHARE PLAN

INFORMATION BOOKLET FOR SHAREHOLDERS

AND

PLAN RULES

IMPORTANT NOTE TO SHAREHOLDERS

Under the Corporations Act 2001 Cth a prospectus is not required to be lodged or registered in relation to shares to be issued under the DRP or BSP described in this Information Booklet. Consequently, this Information Booklet does not contain the information which would be contained in such a prospectus, for example, in relation to ARB Corporation Limited, its assets and liabilities, financial position, profits and losses and prospects. If you are in any doubt as to whether to participate in the DRP and/or BSP and in particular if you are unclear about the taxation implications of participating in the Plans, you should consult your own financial adviser without delay.

ENQUIRIES

If you require further information concerning the Plans please contact or write to either of the following addresses:

Computershare Investor Services Pty Limited
452 Johnston Street
ABBOTSFORD VIC 3067

Telephone: 1300 850 505
Facsimile: (03) 9473 2500

The Company Secretary
ARB Corporation Limited
42-44 Garden Street
KILSYTH VIC 3137

Telephone: (03) 9761 6622
Facsimile: (03) 9761 6807

EXPLANATORY OUTLINE

of the

ARB CORPORATION LIMITED (“ARB”)

DIVIDEND REINVESTMENT PLAN (“DRP”) and BONUS SHARE PLAN (“BSP”)

(TOGETHER THE “PLANS”)

DECISION REQUIRED BY SHAREHOLDERS

Shareholders should decide which of the following alternatives suits their particular circumstances with respect to Dividends to which the Plans may apply:

ALTERNATIVE 1: RECEIVE CASH

Shareholders may receive cash for all of their Dividends.

ALTERNATIVE 2: PARTICIPATE IN THE DRP

Shareholders may elect to participate in the DRP and reinvest part or all of their Dividends in additional fully paid ordinary shares in ARB. The Dividend on the balance of your shareholding (if any) will be paid in cash. The number of shares issued pursuant to the DRP and the issue price will be in accordance with the Rules of the DRP (see the Features of the Plans section for summary details) free of any brokerage, commission, stamp duty and other transaction costs.

ALTERNATIVE 3: PARTICIPATE IN THE BSP

Shareholders may elect to participate in the BSP and receive fully paid ordinary bonus shares in ARB in lieu of part or all of their Dividends that, but for the election to participate in the BSP, would have been payable to them. The Dividend on the balance of your shareholding (if any) will be paid in cash. The number of shares issued pursuant to the BSP will be in accordance with the Rules of the BSP (see the Features of the Plans section for summary details) free of any brokerage, commission, stamp duty and other transaction costs.

ALTERNATIVE 4: ANY COMBINATION OF CASH/DRP/BSP

Shareholders may receive cash and/or elect to participate in the DRP and/or BSP in any combination.

ACTION REQUIRED BY SHAREHOLDERS

The following action is required by shareholders with respect to each of the above alternatives:

ALTERNATIVE 1: RECEIVE CASH

If you wish to receive all of your Dividends in cash, no action is required.

ALTERNATIVE 2: PARTICIPATE IN THE DRP
ALTERNATIVE 3: PARTICIPATE IN THE BSP
ALTERNATIVE 4: ANY COMINATION OF CASH/DRP/BSP

If you wish to participate in the DRP and/or BSP with respect to your Dividends for part or all of your shareholding (i.e. if you decide either Alternative 2, 3 or 4 suits your particular circumstances), you must complete the Election Form online via the Computershare Investor Centre website at www.computershare.com.au/easyupdate/arb or by phoning Computershare on 1300 850 505, by 5pm on the DRP Election Date and/or BSP Election Date.

Please note that if your shares are held under different shareholder reference numbers (“SRN”) or holder identification numbers (“HIN”) on the Register you will need to complete an Election Form in respect of *each* separate SRN and HIN.

STATUS OF PREVIOUS DRP AND BSP PARTICIPATION

The Board resolved to recommence the operation of the Plans with effect from 20 February 2018. Elections to participate in either of the Plans since that date will continue to apply. New or amended elections to participate in either of the Plans must be received by 5.00pm on the Last Election Date as instructed above.

FEATURES OF THE PLANS

Number of Shares Issued and Issue Price of Shares:

Under the DRP, Dividends payable in cash on shares participating in the DRP will be applied by the Company on your behalf in subscribing for fully paid ordinary shares in ARB. Such shares will be issued at the lower of:

- (i) the price determined by the Board in its absolute discretion and announced to ASX as the maximum price per share (if any) at which shares will be issued pursuant to the DRP for a particular Dividend; and
- (ii) the price derived by applying a discount (presently 2%) to the volume weighted average market price (on an ex-dividend basis) of ARB shares during the five trading days subsequent to and inclusive of the Ex-dividend Date for the particular Dividend provided however that where no sales are recorded over the aforementioned period or if, in the opinion of the Board, in its absolute discretion, the market for shares in the Company is affected by any unusual or extraordinary circumstances, the “market price” of ARB shares means the fair ex-dividend market value of ARB shares given the relevant circumstances as determined by Board in its absolute discretion.

Under the BSP, shareholders elect to receive fully paid ordinary bonus shares in ARB in lieu of the Dividends that, but for the election to participate in the BSP, would have been payable to them. The number of bonus shares allotted will be calculated by dividing a sum based on the relevant Dividend which would have been declared on the shares participating in the BSP, as if they had not been participating in the BSP, by the lower of:

- (i) the amount determined by the Board in its absolute discretion and announced to ASX as the maximum price per share (if any) in relation to the relevant Dividend; and
- (ii) the amount derived by applying a discount (presently 2%) to the volume weighted average market price (on an ex-dividend basis) of ARB shares during the five trading days subsequent to and inclusive of the Ex-dividend Date for the particular Dividend provided however that where no sales are recorded over the aforementioned period or if, in the opinion of the Board, in its absolute discretion, the market for shares in the Company is affected by any unusual or extraordinary circumstances, the “market price” of ARB shares means the fair ex-dividend market value of ARB shares given the relevant circumstances as determined by Board in its absolute discretion.

Ranking of Shares: Shares issued pursuant to the Plans will rank equally in all respects with all other fully paid ordinary shares on issue.

No Costs: Shares issued pursuant to the Plans will be allotted free of any brokerage, commission, stamp duty and other transaction costs.

Share Statements: Statements will be issued as soon as practicable after the shares are issued pursuant to the Plans.

Modification of Rules: The Board may modify the Rules of the Plans from time to time and at any time as it considers appropriate.

Suspension, Recommencement or Termination: The Board may suspend, recommence or terminate the operation of the Plans from time to time and at any time it considers appropriate in relation to Dividends in the future.

TIME PERIODS FOR ELECTION

Your Election Form must have been received by the DRP Election Date and/or the BSP Election Date (as the case may be) for the particular Dividend.

If you have elected to participate in the Plans, you cannot vary that election other than by submitting a Variation Notice prior to the DRP Election Date and/or the BSP Election Date (as the case may be) for the particular dividend.

VARIATION OF ELECTION

Subject to the Rules of the Plans, if you wish to vary your previous election you may do so by changing your election online via the Computershare Investor Centre website at www.computershare.com.au/easyupdate/arb or by phoning Computershare on 1300 850 505, by 5pm on the DRP Election Date and/or BSP Election Date.

ELIGIBILITY TO PARTICIPATE

Subject to any applicable law, all shareholders are eligible to participate in the Plans.

The Board may determine that shareholders are not eligible to participate in the Plans if they have registered addresses in a country or place where the offer of a right to participate would or might be unlawful, impossible or impracticable.

Without limitation to its discretion, the Board has determined that it is currently impracticable for participation in the Plans to be offered to shareholders whose addresses are other than Australia or New Zealand.

TAXATION POSITION

The precise taxation position of shareholders under the Plans will depend upon their particular circumstances. Shareholders should seek and rely upon their own taxation advice in relation to the Plans and neither the Company nor any of its officers or advisers nor the Share Registry accepts any liability or responsibility in respect of the taxation consequences for shareholders of participating in the Plans