



ASIC

Australian Securities &
Investments Commission

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Contents

Notices under Corporations Act 2001

13-0123	13-0152	13-0171	13-0185	13-0192	13-0201
13-0212	13-0214	13-0215	13-0216	13-0218	13-0219
13-0225	13-0228	13-0229	13-0232	13-0233	13-0234
13-0248					

Company/Scheme deregistrations

Change of company type

RIGHTS OF REVIEW

Persons affected by certain decisions made by ASIC under the *Corporations Act 2001* and the other legislation administered by ASIC may have rights of review. ASIC has published Regulatory Guide 57 *Notification of rights of review* (RG57) and Information Sheet *ASIC decisions – your rights* (INFO 9) to assist you to determine whether you have a right of review. You can obtain a copy of these documents from the ASIC Digest, the ASIC website at www.asic.gov.au or from the Administrative Law Co-ordinator in the ASIC office with which you have been dealing.

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13 –0123

**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraph 741(1)(a) – Exemption**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 741(1)(a) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument [13-0123].

Commencement

3. This instrument commences on 6 February 2013.

Exemption

4. NewSat Limited ACN 003 237 303 (*NWT*) does not have to comply with subsection 727(3) of the Act where NWT accepts an application for or issues Convertible Notes.

Where this instrument applies

5. This instrument applies where NWT:
 - (a) accepts an application for or issues Convertible Notes under a prospectus (*Prospectus*) that has been lodged with ASIC on or around 15 February 2013 and contains the information required under Part 6D.2 of the Act; and
 - (b) at the time the Prospectus was lodged with ASIC, shares in the same class as the Ordinary Shares are quoted on the financial market operated by ASX Limited ACN 008 624 691; and
 - (c) NWT only issues Convertible Notes under the Prospectus:
 - (i) to Sophisticated Investors; or
 - (ii) to professional investors.

13 -0123

Interpretation

6. In this instrument:

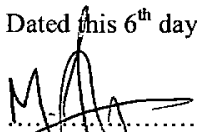
Convertible Note means a convertible security issued by NWT that is convertible into an Ordinary Share by the exercise of rights attached to those convertible securities outlined in the Convertible Note Deed.

Convertible Note Deed means the deed dated on or around 15 February 2013 entered into by NWT and each person who applies for or is issued with Convertible Notes, in substantially the same form as that provided to ASIC on 21 January 2013.

Ordinary Share means an ordinary share in NWT.

Sophisticated Investor means a person to whom an offer under Part 6D.2 of the Act does not require disclosure to investors by reason of subsection 708(8).

Dated this 6th day of February 2013



Signed by Michael Jukes

as a delegate of the Australian Securities and Investments Commission.

13-0152

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 911A(2)(l), 992B(1)(a), 1020F(1)(a) and
1020F(1)(b) – Exemptions**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 911A(2)(l), 992B(1)(a), 1020F(1)(a) and 1020F(1)(b) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC Instrument 13-0152.

Commencement

3. This instrument commences on gazettal.

Exemptions

4. The issuer does not have to comply with Part 7.9 of the Act where the issuer:
 - (a) makes an eligible incentive plan offer;
 - (b) offers to arrange for the issue of financial products under an eligible incentive plan offer; or
 - (c) issues a financial product under an eligible incentive plan offer;on the conditions set out in this instrument and for so long as the conditions are met.
5. Where the issuer is exempt from Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer is also exempt from the requirement to hold an Australian financial services licence for the provision of the following financial services:
 - (a) a financial service consisting of general advice reasonably given in connection with the eligible incentive plan offer (including any general advice given in the offer document) where the issuer ensures that the offer document for the offer includes a statement to the effect that any advice given by the issuer in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice;
 - (b) a custodial or depositary service in connection with an eligible incentive plan offer where the issuer performs their duties in good faith and has sufficient resources to perform those duties;

13-0152

- (c) dealing in a financial product in the course of providing a custodial or depositary service covered by paragraph (b);
 - (d) issuing a financial product under an eligible incentive plan offer covered by paragraph 4 of this instrument;
 - (e) dealing in a financial product in connection with an eligible incentive plan offer where any acquisition by purchase or disposal of the product by the issuer occurs either:
 - (i) through a person who holds an Australian financial services licence authorising the holder to deal in financial products; or
 - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place.
6. Where the issuer is exempt from Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer also does not have to comply with section 992A of the Act in relation to an eligible incentive plan offer made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.
7. ASIC exempts a financial product that is the subject of an eligible incentive plan offer from Part 7.9 of the Act where:
- (a) a recommendation is made by a person (other than the issuer) that a person to whom an eligible incentive plan offer has been made, acquire the financial product as a retail client; and
 - (b) the person who made the recommendation is not aware, and ought not reasonably to be aware, that any of the conditions set out in this instrument have not been met;
- but only in relation to the recommendation by the person.

Where this instrument applies

8. This instrument applies where the issuer:
- (a) meets the requirements (including, for the avoidance of doubt, definitions) of the class order, except the definitions of:
 - (i) “eligible offer” in paragraph 9 of the Interpretation; and
 - (ii) “issuer” in paragraph 12 of the Interpretation; and
 - (iii) “offer document” in paragraph 15 of the Interpretation; and
 - (b) would meet the requirements of the class order if the definition of an “eligible offer” in paragraph 9 of the Interpretation was to read:

13-0152

- “9. “eligible offer” means an offer for issue or sale of performance rights in relation to fully-paid shares in an issuer in the same class as shares which have been quoted on the financial market operated by the NASDAQ Global Select Market throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period made under an employee share scheme extended only to eligible employees of the issuer;” and
- (c) would meet the requirements of the class order if, in the Interpretation, the following definition was inserted:
- “9A. “employee share scheme”, for a body corporate, means a scheme under which shares (or units of shares or options to acquire unissued shares or performance rights) in the body or a related body corporate may be acquired:
- (a) by, or for the benefit of:
- (i) employees of the body, or of the related body corporate; or
- (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate; or
- (b) by a corporation all of whose members are:
- (i) employees of the body, or of a related body corporate; or
- (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate;” and
- (d) would meet the requirements of the class order if, in the definition of an “offer document” in paragraph 15 of the Interpretation, subparagraphs (c) and (d) were to read:
- “(c) specifies in respect of the performance rights or the shares to which the performance rights relate:
- (i) the acquisition price in Australian dollars;
- (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the eligible offer; or
- (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were the formula applied at the date of the eligible offer; and

13-0152

- (d) includes an undertaking, and an explanation of the way in which, the issuer who has a registered office in this jurisdiction will, during the period in which an eligible employee may acquire the shares, within a reasonable period of the employee requesting, make available to the employee:
 - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of the shares to which the performance rights relate; and
 - (ii) where sub-subparagraph (c)(ii) or (iii) applies, the information referred to in that subparagraph as updated to that date.”; and
- (e) would meet the requirements of the class order if, in the Interpretation, the following definition was inserted:
 - “16A. “performance right” means a conditional right to be issued a fully-paid ordinary share in the capital of the issuer;”.

Conditions

- 9. The issuer can only rely on the exemptions in this instrument if the issuer complies with the following conditions:
 - (a) the conditions of the class order (excluding the condition specified in paragraph 3 of the Schedule to the class order) as expressed to apply to them;
 - (b) the issuer must take reasonable steps to ensure that the number of shares that may be issued in connection with a performance right, the subject of an eligible incentive plan offer, when aggregated with:
 - (i) the number of shares in the same class which would be issued were each outstanding offer with respect to shares, units of shares and options to acquire unissued shares under any other employee share scheme of the issuer to be accepted or exercised;
 - (ii) the number of shares in the same class issued during the previous 5 years pursuant to:
 - (A) an eligible incentive plan offer extended only to eligible employees; and
 - (B) any other employee share scheme extended only to eligible employees of the issuer;

but disregarding any offer made, option or right acquired or share issued by way of or as a result of:

13-0152

- (iii) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
- (iv) an offer that did not need disclosure to investors because of section 708 of the Act; or
- (v) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D of the Act; or
- (vi) an offer made under a disclosure document or Product Disclosure Statement,

must not exceed 5% of the total number of issued shares in that class of the issuer as at the time of the offer.

Interpretation

In this instrument:

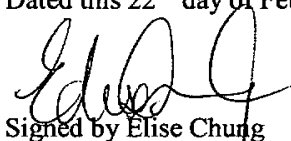
- (a) unless a contrary intention appears, a word and phrase used in this instrument has the same meaning as it has in the class order;
- (b) *Australian Supplement* means the Offer Document and the Australian Addendum to the Apple Inc. 2003 Employee Stock Plan;

class order means ASIC Class Order [CO 03/184] as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the *Legislative Instruments Act 2003*;

eligible incentive plan offer means an offer for the issue or sale of performance rights, made under an arrangement known as the Apple Inc. 2003 Employee Stock Plan (under which the performance rights are referred to as restricted stock units) and Australian Supplement, the terms of which are substantially in the same form as those provided to ASIC on 11 February 2013.

issuer means Apple Inc., a company incorporated under the laws of the State of California, United States of America and any related body corporate.

Dated this 22nd day of February 2013



Signed by Elise Chung
as a delegate of the Australian Securities and Investments Commission



13-0171

ASIC

Australian Securities & Investments Commission


**Australian Securities & Investments Commission
Corporations Act 2001 Section 915B**

Notice of Cancellation of an Australian Financial Services Licence

TO: Traders Hub Limited
ACN 138 150 428 ("the Licensee")
First Floor, 651-653 Doncaster Road
DONCASTER VIC 3108

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 358141 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this *14th February 2013*

Signed


Joyce Krashow, a delegate of the Australian Securities and Investments Commission



13-0185

ASIC

Australian Securities & Investments Commission

**Australian Securities & Investments Commission
Corporations Act 2001 Section 915B**

Notice of Cancellation of an Australian Financial Services Licence

TO: Capital Asset Investments Limited
ACN 094 355 772 ("the Licensee")
Suite 2
155-157 Lambton Road
Broadmeadow NSW 2292

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 230981 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 22 February 2013

Signed

A handwritten signature in black ink, appearing to be 'Joyce Krashow', written over a dotted line.

Joyce Krashow, a delegate of the Australian Securities and Investments Commission

13-0192

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 911A(2)(l), 992B(1)(a), 1020F(1)(a) and
1020F(1)(b) – Exemptions**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 911A(2)(l), 992B(1)(a), 1020F(1)(a) and 1020F(1)(b) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC Instrument [13-0192].

Commencement

3. This instrument commences on gazettal.

Revocation

4. This instrument revokes ASIC Instrument [10-0369].

Exemptions

5. Crown Castle Australia Holdings Pty Ltd ACN 086 370 274 (*issuer*) and any related body corporate (*issuer*) does not have to comply with Part 7.9 of the Act where the issuer:
 - (a) makes an eligible incentive plan offer;
 - (b) offers to arrange for the issue of financial products under an eligible incentive plan offer; or
 - (c) issues a financial product under an eligible incentive plan offer;on the conditions set out in this instrument and for so long as the conditions are met.
6. Where the issuer is exempt from Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 5, the issuer is also exempt from the requirement to hold an Australian financial services licence for the provision of the following financial services:
 - (a) a financial service consisting of general advice reasonably given in connection with the eligible incentive plan offer (including any general advice given in the offer document) where the issuer ensures that the offer document for the offer includes a statement to the effect that any advice given by the issuer in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice;

13-0192

- (b) a custodial or depositary service in connection with an eligible incentive plan offer where the issuer performs their duties in good faith and has sufficient resources to perform those duties;
 - (c) dealing in a financial product in the course of providing a custodial or depositary service covered by paragraph (b);
 - (d) issuing a financial product under an eligible incentive plan offer covered by paragraph 5 of this instrument;
 - (e) dealing in a financial product in connection with an eligible incentive plan offer where any acquisition by purchase or disposal of the product (by the issuer) occurs either:
 - (i) through a person who holds an Australian financial services licence authorising the holder to deal in financial products; or
 - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place.
7. Where the issuer is exempt from Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 5, the issuer also does not have to comply with section 992A of the Act in relation to an eligible incentive plan offer made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.
8. ASIC exempts a financial product that is the subject of an eligible incentive plan offer from Part 7.9 of the Act where:
- (a) a recommendation is made by a person (other than the issuer) that a person to whom an eligible incentive plan offer has been made acquire the financial product as a retail client; and
 - (b) the person who made the recommendation is not aware, and ought not reasonably to be aware, that any of the conditions set out in this instrument have not been met;
- but only in relation to the recommendation by the person.

Where this instrument applies

9. This instrument applies where the issuer:
- (a) ensures that an eligible incentive plan offer is not made to or accepted by more than 20 eligible employees in each calendar year;
 - (b) prepares and provides to every eligible employee who is made an eligible incentive plan offer, at the time the offer is made, an offer document which provides:

13-0192

- (i) an explanation, in substantially the same form as LTI Scheme Methodology Outline provided to ASIC on 22 January 2013, of the valuation methodology used to calculate the redemption price of the incentive rights; and
 - (ii) a description that includes worked examples of how the redemption price will be calculated; and
 - (iii) an invitation letter in substantially the same form as that provided to ASIC on 11 January 2013; and
- (c) takes reasonable steps to ensure that any eligible employee who is made an eligible incentive plan offer is given a copy of an offer document that complies with paragraph 9(b) of this instrument;
- (d) provides to ASIC a copy of the offer document (which need not contain details of the offer particular to the employee such as the identity or entitlement of the employee) and of each accompanying document not later than 7 days after the first provision of that material to an employee;
- (e) prepares and provides to every eligible employee who has accepted an eligible incentive plan offer a quarterly business report within 14 days of the end of each quarter until the redemption date;
- (f) commissions an independent and suitably qualified valuation expert to prepare a valuation report:
- (i) as at 31 December of each calendar year and the issuer must prepare and provide, on or before 21 February of each calendar year until the redemption date, a summary of the valuation report to every eligible employee who has accepted an eligible incentive plan offer; and
 - (ii) where the redemption date falls after 30 April but before 31 December in a calendar year, as at 42 days prior to the redemption date and the issuer must prepare and provide, at least 14 days prior to the redemption date, a summary of the valuation report to every eligible employee who has accepted an eligible incentive plan offer; and
- (g) where the redemption date falls on or before 30 April in a given year, the issuer prepares and provides to every eligible employee who has accepted an eligible incentive plan offer an explanation of any significant adjustments to the value of the issuer as contained in the valuation report as at 31 December which are used to calculate the redemption price at least 14 days prior to the redemption date.

Interpretation

10. In this instrument:

13-0192

- (a) *eligible employee* means a person who is at the time of an eligible incentive plan offer, a full or part-time employee or director of the issuer and whose yearly remuneration salary is \$100,000 or more;
- (b) *eligible incentive plan offer* means an offer for the issue or sale of long term incentive units made under an arrangement known as the Long Term Incentive Scheme the terms of which arrangement are substantially in the same form as provided to ASIC on 11 January 2013;
- (c) *financial product advice* has the meaning given by section 766B of the Act;
- (d) *general advice* has the meaning given by section 766B of the Act;
- (e) *offer* has a meaning affected by sections 700, 702 and 1010C of the Act;
- (f) *quarterly business report* means a document in writing that includes information about the Issuer's cash flows, revenues, expenses and profits or losses for a particular quarter and the Issuer's assets, liabilities and shares on issue as at the end of a particular quarter;
- (g) *redemption date* has the same meaning as given in the Long Term Incentive Scheme, the terms of which are substantially in the same form as provided to ASIC on 11 January 2013;
- (h) *redemption price* has the same meaning as given in the Long Term Incentive Scheme, the terms of which are substantially in the same form as provided to ASIC on 11 January 2013;
- (i) *significant adjustment* means any material adjustment to the value of the issuer as against the value contained in the relevant valuation report, including as a result of material or unusual transactions or events, extraordinary items, significant operating losses, acquisitions or sales of major assets (including businesses and controlled entities), and any factors which significantly affect the financial position or financial performance of the issuer; and
- (j) *valuation report* means a document in writing that contains an estimate of the value of the issuer and the assumptions, inputs, methodology, calculations and any other material information that is used to estimate the value of the issuer. The valuation report must state that the estimate of the value of the issuer is fair and reasonable in the opinion of the valuer.

Dated this 26th day of February 2013



Signed by Nathania Nero
as a delegate of the Australian Securities and Investments Commission

13-0201

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 911A(2)(l), 992B(1)(a), 1020F(1)(a) and
1020F(1)(b) – Exemptions**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 911A(2)(l), 992B(1)(a), 1020F(1)(a) and 1020F(1)(b) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC Instrument [13-0201].

Commencement

3. This instrument commences on gazettal.

Exemptions

4. The issuer does not have to comply with Part 7.9 of the Act where the issuer:
 - (a) makes an eligible incentive plan offer;
 - (b) offers to arrange for the issue of financial products under an eligible incentive plan offer; or
 - (c) issues a financial product under an eligible incentive plan offer;on the conditions set out in this instrument and for so long as the conditions are met.
5. Where the issuer is exempt from Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer is also exempt from the requirement to hold an Australian financial services licence for the provision of the following financial services:
 - (a) a financial service consisting of general advice reasonably given in connection with the eligible incentive plan offer (including any general advice given in the offer document) where the issuer ensures that the offer document for the offer includes a statement to the effect that any advice given by the issuer in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice;
 - (b) a custodial or depository service in connection with an eligible incentive plan offer where the issuer performs their duties in good faith and has sufficient resources to perform those duties;

13-0201

- (c) dealing in a financial product in the course of providing a custodial or depository service covered by paragraph (b);
 - (d) issuing a financial product under an eligible incentive plan offer covered by paragraph 4 of this instrument;
 - (e) dealing in a financial product in connection with an eligible incentive plan offer where any acquisition by purchase or disposal of the product by the issuer occurs either:
 - (i) through a person who holds an Australian financial services licence authorising the holder to deal in financial products; or
 - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place.
6. Where the issuer is exempt from Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer also does not have to comply with section 992A of the Act in relation to an eligible incentive plan offer made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.
7. ASIC exempts a financial product that is the subject of an eligible incentive plan offer from Part 7.9 of the Act where:
- (a) a recommendation is made by a person (other than the issuer) that a person to whom an eligible incentive plan offer has been made, acquire the financial product as a retail client; and
 - (b) the person who made the recommendation is not aware, and ought not reasonably to be aware, that any of the conditions set out in this instrument have not been met;
- but only in relation to the recommendation by the person.

Where this instrument applies

8. This instrument applies where the issuer:
- (a) meets the requirements (including, for the avoidance of doubt, definitions) of the class order, except the definitions of:
 - (i) “eligible offer” in paragraph 9 of the Interpretation; and
 - (ii) “issuer” in paragraph 12 of the Interpretation; and
 - (iii) “offer document” in paragraph 15 of the Interpretation; and

13-0201

- (b) would meet the requirements of the class order if the definition of an “eligible offer” in paragraph 9 of the Interpretation was to read:

“9. “eligible offer” means an offer for issue or sale of performance rights in relation to fully-paid shares in an issuer in the same class as shares which have been quoted on the financial market operated by the New York Stock Exchange throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period made under an employee share scheme extended only to eligible employees of the issuer;” and

- (c) would meet the requirements of the class order if, in the Interpretation, the following definition was inserted:

“9A. “employee share scheme”, for a body corporate, means a scheme under which shares (or units of shares or options to acquire unissued shares or performance rights) in the body or a related body corporate may be acquired:

- (a) by, or for the benefit of:

- (i) employees of the body, or of the related body corporate; or
- (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate; or

- (b) by a corporation all of whose members are:

- (i) employees of the body, or of a related body corporate; or
- (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate;” and

- (d) would meet the requirements of the class order if, in the definition of an “offer document” in paragraph 15 of the Interpretation, subparagraphs (c) and (d) were to read:

“(c) specifies in respect of the performance rights or the shares to which the performance rights relate:

- (i) the acquisition price in Australian dollars;
- (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the eligible offer; or
- (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were the formula applied at the date of the eligible offer; and

13-0201

- (d) includes an undertaking, and an explanation of the way in which, the issuer who has a registered office in this jurisdiction will, during the period in which an eligible employee may acquire the shares, within a reasonable period of the employee requesting, make available to the employee:
 - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of the shares to which the performance rights relate; and
 - (ii) where sub-subparagraph (c)(ii) or (iii) applies, the information referred to in that subparagraph as updated to that date.”; and
- (e) would meet the requirements of the class order if, in the Interpretation, the following definition was inserted:

“16A. “performance right” means a conditional right to be issued a fully-paid ordinary share in the capital of the issuer;”.

Conditions

- 9. The issuer can only rely on the exemptions in this instrument if the issuer complies with the following conditions:
 - (a) the conditions of the class order (excluding the condition specified in paragraph 3 of the Schedule to the class order) as expressed to apply to them;
 - (b) the issuer must take reasonable steps to ensure that the number of shares that may be issued in connection with a performance right, the subject of an eligible incentive plan offer, when aggregated with:
 - (i) the number of shares in the same class which would be issued were each outstanding offer with respect to shares, units of shares and options to acquire unissued shares under any other employee share scheme of the issuer to be accepted or exercised;
 - (ii) the number of shares in the same class issued during the previous 5 years pursuant to:
 - (A) an eligible incentive plan offer extended only to eligible employees; and
 - (B) any other employee share scheme extended only to eligible employees of the issuer;

but disregarding any offer made, option or right acquired or share issued by way of or as a result of:

13-0201

- (iii) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
- (iv) an offer that did not need disclosure to investors because of section 708 of the Act; or
- (v) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D of the Act; or
- (vi) an offer made under a disclosure document or Product Disclosure Statement,

must not exceed 5% of the total number of issued shares in that class of the issuer as at the time of the offer.

Interpretation

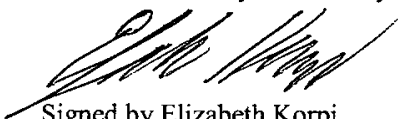
In this instrument:

- (a) unless a contrary intention appears, a word and phrase used in this instrument has the same meaning as it has in the class order;
- (b) **class order** means ASIC Class Order [CO 03/184] as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the *Legislative Instruments Act 2003*;

eligible incentive plan offer means an offer for the issue or sale of performance rights, made under an arrangement known as the The Walt Disney Company 2011 Stock Incentive Plan (under which the performance rights are referred to as restricted stock units) and Australian Addendum to The Walt Disney Company 2011 Stock Incentive Plan the terms of which are substantially in the same form as those provided to ASIC on 21 December 2012.

issuer means The Walt Disney Company ACN 149 677 216 and any related body corporate.

Dated this 28th day of February 2013



Signed by Elizabeth Korpi
as a delegate of the Australian Securities and Investments Commission



13-0212

ASIC

Australian Securities & Investments Commission

**Australian Securities & Investments Commission
Corporations Act 2001 Section 915B**

Notice of Cancellation of an Australian Financial Services Licence

TO: ACN 003 231 829 Limited
ACN 003 231 829 ("the Licensee")
L 7, 1 Chifley Square
Sydney NSW 2000

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 229896 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 21 February, 2013.

A handwritten signature in black ink, appearing to be 'Joyce Krashow'.

Signed

Joyce Krashow, a delegate of the Australian Securities and Investments Commission



13-0214

ASIC

Australian Securities & Investments Commission

**Australian Securities & Investments Commission
Corporations Act 2001 Section 915B**

Notice of Cancellation of an Australian Financial Services Licence

TO: Mulcahy & Co Savings and Loans Ltd
ACN 147 240 079 ("the Licensee")
300B Gillies Street
Ballarat Vic 3355

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 425409 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 22nd February 2013.

Signed

A handwritten signature in black ink, appearing to be 'JK' followed by a long horizontal stroke.

Joyce Krashow, a delegate of the Australian Securities and Investments Commission

13-0215

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 911A(2)(l), 992B(1)(a), 1020F(1)(a) and
1020F(1)(b) – Exemptions**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 911A(2)(l), 992B(1)(a), 1020F(1)(a) and 1020F(1)(b) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC Instrument 13-0215.

Commencement

3. This instrument commences on gazettal.

Exemptions

4. The issuer does not have to comply with Part 7.9 of the Act where the issuer:
 - (a) makes an eligible incentive plan offer;
 - (b) offers to arrange for the issue of financial products under an eligible incentive plan offer; or
 - (c) issues a financial product under an eligible incentive plan offer;on the conditions set out in this instrument and for so long as the conditions are met.
5. Where the issuer is exempt from Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer is also exempt from the requirement to hold an Australian financial services licence for the provision of the following financial services:
 - (a) a financial service consisting of general advice reasonably given in connection with the eligible incentive plan offer (including any general advice given in the offer document) where the issuer ensures that the offer document for the offer includes a statement to the effect that any advice given by the issuer in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice;
 - (b) a custodial or depositary service in connection with an eligible incentive plan offer where the issuer performs their duties in good faith and has sufficient resources to perform those duties;

13-0215

- (c) dealing in a financial product in the course of providing a custodial or depositary service covered by paragraph (b);
 - (d) issuing a financial product under an eligible incentive plan offer covered by paragraph 4 of this instrument;
 - (e) dealing in a financial product in connection with an eligible incentive plan offer where any acquisition by purchase or disposal of the product by the issuer occurs either:
 - (i) through a person who holds an Australian financial services licence authorising the holder to deal in financial products; or
 - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place.
6. Where the issuer is exempt from Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer also does not have to comply with section 992A of the Act in relation to an eligible incentive plan offer made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.
7. ASIC exempts a financial product that is the subject of an eligible incentive plan offer from Part 7.9 of the Act where:
- (a) a recommendation is made by a person (other than the issuer) that a person to whom an eligible incentive plan offer has been made, acquire the financial product as a retail client; and
 - (b) the person who made the recommendation is not aware, and ought not reasonably to be aware, that any of the conditions set out in this instrument have not been met;
- but only in relation to the recommendation by the person.

Where this instrument applies

8. This instrument applies where the issuer:
- (a) meets the requirements (including, for the avoidance of doubt, definitions) of the class order, except the definitions of:
 - (i) “eligible offer” in paragraph 9 of the Interpretation; and
 - (ii) “issuer” in paragraph 12 of the Interpretation; and
 - (iii) “offer document” in paragraph 15 of the Interpretation; and

13-0215

- (b) would meet the requirements of the class order if the definition of an “eligible offer” in paragraph 9 of the Interpretation was to read:

“9. “eligible offer” means an offer for issue or sale of performance rights in relation to fully-paid shares in an issuer in the same class as shares which have been quoted on the financial market operated by the New York Stock Exchange throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period made under an employee share scheme extended only to eligible employees of the issuer;” and

- (c) would meet the requirements of the class order if, in the Interpretation, the following definition was inserted:

“9A. “employee share scheme”, for a body corporate, means a scheme under which shares (or units of shares or options to acquire unissued shares or performance rights) in the body or a related body corporate may be acquired:

- (a) by, or for the benefit of:

- (i) employees of the body, or of the related body corporate; or
- (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate; or

- (b) by a corporation all of whose members are:

- (i) employees of the body, or of a related body corporate; or
- (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate;” and

- (d) would meet the requirements of the class order if, in the definition of an “offer document” in paragraph 15 of the Interpretation, subparagraphs (c) and (d) were to read:

“(c) specifies in respect of the performance rights or the shares to which the performance rights relate:

- (i) the acquisition price in Australian dollars;
- (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the eligible offer; or
- (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were the formula applied at the date of the eligible offer; and

13-0215

- (d) includes an undertaking, and an explanation of the way in which, the issuer who has a registered office in this jurisdiction will, during the period in which an eligible employee may acquire the shares, within a reasonable period of the employee requesting, make available to the employee:
 - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of the shares to which the performance rights relate; and
 - (ii) where sub-subparagraph (c)(ii) or (iii) applies, the information referred to in that subparagraph as updated to that date.”; and
- (d) would meet the requirements of the class order if, in the Interpretation, the following definition was inserted:
 - “16A. “performance right” means a conditional right to be issued a fully-paid ordinary share in the capital of the issuer;”

Conditions

- 9. The issuer can only rely on the exemptions in this instrument if the issuer complies with the following conditions:
 - (a) the conditions of the class order (excluding the condition specified in paragraph 3 of the Schedule to the class order) as expressed to apply to them;
 - (b) the issuer must take reasonable steps to ensure that the number of shares that may be issued in connection with a performance right, the subject of an eligible incentive plan offer, when aggregated with:
 - (i) the number of shares in the same class which would be issued were each outstanding offer with respect to shares, units of shares and options to acquire unissued shares under any other employee share scheme of the issuer to be accepted or exercised;
 - (ii) the number of shares in the same class issued during the previous 5 years pursuant to:
 - (A) an eligible incentive plan offer extended only to eligible employees; and
 - (B) any other employee share scheme extended only to eligible employees of the issuer;

but disregarding any offer made, option or right acquired or share issued by way of or as a result of:

13-0215

- (iii) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
- (iv) an offer that did not need disclosure to investors because of section 708 of the Act; or
- (v) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D of the Act; or
- (vi) an offer made under a disclosure document or Product Disclosure Statement,

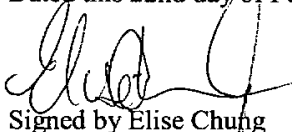
must not exceed 5% of the total number of issued shares in that class of the issuer as at the time of the offer.

Interpretation

In this instrument:

- (a) unless a contrary intention appears, a word and phrase used in this instrument has the same meaning as it has in the class order;
- (b) *class order* means ASIC Class Order [CO 03/184] as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the *Legislative Instruments Act 2003*;
- (c) *eligible incentive plan offer* means an offer for the issue or sale of performance rights, made under an arrangement known as the Bristol-Myers Squibb Company 2012 Stock Award and Incentive Plan (under which the performance rights are referred to as Stock Units) and the Australian addendum, the terms of which are substantially in the same form as those provided to ASIC on 17 January 2013.
- (d) *issuer* means Bristol-Myers Squibb Company, a foreign company incorporated under the laws of the State of Delaware, United States of America and any related body corporate.

Dated this 22nd day of February 2013



Signed by Elise Chung
as a delegate of the Australian Securities and Investments Commission



13-0216

ASIC

Australian Securities & Investments Commission

**Australian Securities & Investments Commission
Corporations Act 2001 Section 915B**

Notice of Cancellation of an Australian Financial Services Licence

TO: Mckenna Hampton Insurance Brokers Pty Ltd
ACN 009 209 723 ("the Licensee")
Level 1
41-43 Ord Street
West Perth WA 6005

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 237741 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 22nd February 2013.

Signed

A handwritten signature in black ink, appearing to be 'Joyce Krashow', written over a dotted line.

Joyce Krashow, a delegate of the Australian Securities and Investments Commission

13-0218

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 601QA(1)(b) – Declaration**

Under paragraph 601QA(1)(b) of the *Corporations Act 2001* (the *Act*), the Australian Securities and Investments Commission (*ASIC*) declares that Chapter 5C of the Act applies to the person specified in the Schedule as if the provisions of that Chapter as modified or varied by ASIC Class Order [CO 05/26] were modified or varied as follows:

1. after subsection 601GAB(2) insert:

“(2A) If there is more than one class of interests in the scheme, a formula or method that is to be used to set the issue price is taken to comply with subsection (2) for interests in a class of interests that are not quoted on a financial market if the formula or method is based on the assets, liabilities, revenues and expenses properly attributable to the class and number of interests in the class.”

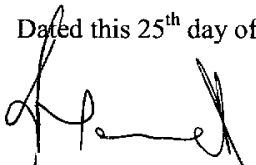
2. after subsection 601GAC(2) insert:

“(2A) If there is more than one class of interests in the scheme, a formula or method that is to be used to set the withdrawal amount is taken to comply with subsection (2) if the formula or method is based on the assets, liabilities, revenues and expenses properly attributable to the class and number of interests in the class.”

Schedule

Wellington Property Management Limited ACN 100 029 776 in its capacity as responsible entity of the Queensland Property Fund ARSN 162 374 843 and the Bowen Basin Property Fund ARSN 162 374 978.

Dated this 25th day of February 2013



Signed by Ray Merriek
as a delegate of the Australian Securities and Investments Commission



13-0219

ASIC

Australian Securities & Investments Commission

**Australian Securities & Investments Commission
Corporations Act 2001 Section 915B**

Notice of Cancellation of an Australian Financial Services Licence

TO: Lombard Finance Pty Ltd
ACN 099 651 877(the Licensee")
PO Box 6227
Baulkham Hills NSW 2153

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 247415 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 25th day of February 2013

Signed

A handwritten signature in black ink, appearing to be 'Joyce Krashow', written over a dotted line.

Joyce Krashow, a delegate of the Australian Securities and Investments Commission

13-0225

NOTICE UNDER SECTION 915F OF THE CORPORATIONS ACT 2001

Notice is given under section 915F of the Corporations Act 2001 that the Australian Securities and Investments Commission has taken the action set out in the Notice below, which action took effect on 22 February 2013.

**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION –
Section 915B and 915H****NOTICE OF CANCELLATION OF AUSTRALIAN FINANCIAL SERVICES
LICENCE**

To: Coonawarra Premium Vineyards Limited
ACN 086 944 265
C/o McGrathNicol Corporate Recovery
Level 26, 91 King Street
Adelaide SA 5000

Under paragraph 915B(3)(b) of the *Corporations Act 2001* (the Act), the Australian Securities and Investments Commission (ASIC) hereby cancels Licence Number 226243 held by Coonawarra Premium Vineyards Limited ACN 086 944 265 (the Licensee).

Under s 915H of the Act ASIC specifies that the licence continue in effect as though the cancellation had not happened for the purposes of the provisions of the Act specified in Schedule B in relation to the matters specified in Schedule A.

Schedule A

The provision by the Licensee until 2 December 2013 of financial services that are reasonably necessary for or incidental to the winding up of the:

1. Coonawarra Premium Vineyards Project ARSN 087 876 186; and
2. Coonawarra Australia Property Trust ARSN 104 335 159.

Schedule B

13-0225

The following Chapters of the Act:

- (a) Chapter 5C
- (b) Chapter 7.

Dated this 21st day of February 2013.

Signed:.....

Kate Dluzniak
Delegate of the Australian Securities and Investments Commission.



13-0228

ASIC

Australian Securities & Investments Commission

**Australian Securities & Investments Commission
Corporations Act 2001 Section 915B**

Notice of Cancellation of an Australian Financial Services Licence

TO: GESB Wealth Management Pty Ltd
ACN 121 814 579 ("the Licensee")
'Central Park'
L 4, 152-158 St. Georges Tce.
Perth WA 6000

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 309268 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 27 February, 2013.

Signed

Joyce Krashow, a delegate of the Australian Securities and Investments Commission

13-0229

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 911A(2)(l), 992B(1)(a), 1020F(1)(a) and
1020F(1)(b) – Exemptions**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 911A(2)(l), 992B(1)(a), 1020F(1)(a) and 1020F(1)(b) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC Instrument [13-0229].

Commencement

3. This instrument commences on gazettal.

Exemptions

4. The issuer does not have to comply with Part 7.9 of the Act where the issuer:
 - (a) makes an eligible incentive plan offer;
 - (b) offers to arrange for the issue of financial products under an eligible incentive plan offer; or
 - (c) issues a financial product under an eligible incentive plan offer;on the conditions set out in this instrument and for so long as the conditions are met.
5. Where the issuer is exempt from Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer is also exempt from the requirement to hold an Australian financial services licence for the provision of the following financial services:
 - (a) a financial service consisting of general advice reasonably given in connection with the eligible incentive plan offer (including any general advice given in the offer document) where the issuer ensures that the offer document for the offer includes a statement to the effect that any advice given by the issuer in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice;
 - (b) a custodial or depositary service in connection with an eligible incentive plan offer where the issuer performs their duties in good faith and has sufficient resources to perform those duties;

13-0229

- (c) dealing in a financial product in the course of providing a custodial or depository service covered by paragraph (b);
 - (d) issuing a financial product under an eligible incentive plan offer covered by paragraph 4 of this instrument;
 - (e) dealing in a financial product in connection with an eligible incentive plan offer where any acquisition by purchase or disposal of the product by the issuer occurs either:
 - (i) through a person who holds an Australian financial services licence authorising the holder to deal in financial products; or
 - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place.
6. Where the issuer is exempt from Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer also does not have to comply with section 992A of the Act in relation to an eligible incentive plan offer made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.
7. ASIC exempts a financial product that is the subject of an eligible incentive plan offer from Part 7.9 of the Act where:
- (a) a recommendation is made by a person (other than the issuer) that a person to whom an eligible offer has been made acquire the financial product as a retail client; and
 - (b) the person who made the recommendation is not aware, and ought not reasonably to be aware, that any of the conditions set out in this instrument have not been met;
- but only in relation to the recommendation by the person.

Where this instrument applies

8. This instrument applies where the issuer:
- (a) meets the requirements (including, for the avoidance of doubt, definitions) of the class order, except the definition of:
 - (i) “eligible offer” in paragraph 9 of the Interpretation; and
 - (ii) “issuer” in paragraph 12 of the Interpretation; and
 - (iii) “offer document” in paragraph 15 of the Interpretation; and
 - (b) would meet the requirements of the class order if the definition of an “eligible offer” in paragraph 9 of the Interpretation was to read:

13-0229

“9. “eligible offer” means an offer for issue or sale of performance rights in relation to fully-paid shares in an issuer in the same class as shares which have been quoted on the financial market operated by the NASDAQ Global Select Stock Market throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period made under an employee share scheme extended only to eligible employees of the issuer;” and

- (c) would meet the requirements of the class order if, in the Interpretation, the following definition was inserted:

“9A. “employee share scheme”, for a body corporate, means a scheme under which shares (or units of shares or options to acquire unissued shares or performance rights) in the body or a related body corporate may be acquired:

- (a) by, or for the benefit of:

- (i) employees of the body, or of the related body corporate; or
- (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate; or

- (b) by a corporation all of whose members are:

- (i) employees of the body, or of a related body corporate; or
- (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate;” and

- (d) would meet the requirements of the class order if, in the definition of an “offer document” in paragraph 15 of the Interpretation, subparagraphs (c) and (d) were to read:

“(c) specifies in respect of the performance rights or the shares to which the performance rights relate:

- (i) the acquisition price in Australian dollars;
- (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the eligible offer; or
- (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were the formula applied at the date of the eligible offer; and

13-0229

- (d) includes an undertaking, and an explanation of the way in which, the issuer who has a registered office in this jurisdiction will, during the period in which an eligible employee may acquire the shares, within a reasonable period of the employee requesting, make available to the employee:
 - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of the shares to which the performance rights relate; and
 - (ii) where sub-subparagraph (c)(ii) or (iii) applies, the information referred to in that subparagraph as updated to that date.”; and
- (e) would meet the requirements of the class order if, in the Interpretation, the following definition was inserted:

“16A. “performance right” means a conditional right to be issued a fully-paid ordinary share in the capital of the issuer;”

Conditions

9. The issuer can only rely on the exemptions in this instrument if the issuer complies with the following conditions:
- (a) the conditions of the class order (excluding the condition specified in paragraph 3 of the Schedule to the class order) as expressed to apply to them;
 - (b) the issuer must take reasonable steps to ensure that the number of shares that may be issued in connection with a performance right, the subject of an eligible incentive plan offer, when aggregated with:
 - (i) the number of shares in the same class which would be issued were each outstanding offer with respect to shares, units of shares and options to acquire unissued shares under any other employee share scheme of the issuer to be accepted or exercised;
 - (ii) the number of shares in the same class issued during the previous 5 years pursuant to:
 - (A) an eligible incentive plan offer extended only to eligible employees; and
 - (B) any other employee share scheme extended only to eligible employees of the issuer;
- but disregarding any offer made, option or right acquired or share issued by way of or as a result of:
- (iii) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or

13-0229

- (iv) an offer that did not need disclosure to investors because of section 708 of the Act; or
- (v) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D of the Act; or
- (vi) an offer made under a disclosure document or Product Disclosure Statement,

must not exceed 5% of the total number of issued shares in that class of the issuer as at the time of the offer.

Interpretation

10. In this instrument:

- (a) unless a contrary intention appears, a word and phrase used in this instrument has the same meaning as it has in the class order;
- (b) **class order** means ASIC Class Order [CO 03/184] as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the *Legislative Instruments Act 2003*;
- (c) **eligible incentive plan offer** means an offer for the issue or sale of performance rights in relation to shares in the issuer, made under arrangements known as the Amgen Inc. 2009 Equity Incentive Plan and/or the Amgen Inc. 2009 Performance Award Program (under which the performance rights are referred to as restricted stock units and performance units), and the Amgen Inc. Offer of Performance Units to Australian Resident Employees and Amgen Inc. Offer of Restricted Stock Units to Australian Resident Employees, the terms of which are substantially in the same form as those provided to ASIC on 24 January 2013; and
- (d) **issuer** means Amgen Inc., a foreign company incorporated under the laws of the State of Delaware, United States of America, and any related body corporate.

Dated this 27th day of February 2013



Signed by Nathania Nero
as a delegate of the Australian Securities and Investments Commission

13-0232

NOTICE UNDER SECTION 920E OF THE CORPORATIONS ACT 2001

Notice is given under s920E of the Corporations Act 2001 that the Australian Securities & Investments Commission has made an order in the terms set out below, which order took effect on the date on which it was served on the person to whom it relates, being 21 February 2013.

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**IN THE MATTER of SHAYNE SMYTH
AND THE CORPORATIONS ACT 2001**

To: SHAYNE SMYTH

**BANNING ORDER PURSUANT TO SECTIONS 920A and 920B OF THE
CORPORATIONS ACT 2001**

TAKE NOTICE that the Australian Securities and Investments Commission **PROHIBITS SHAYNE SMYTH PERMANENTLY** from providing any financial services pursuant to sections 920A and 920B of the Corporations Act 2001 from the date of service of this Banning Order.

Dated this 7th day of February 2013.

Signed: 
GAI DI BARTOLOMEO

Delegate of the
Australian Securities and Investments Commission.

13-0233

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 741(1)(b) and 1020F(1)(c) – Declarations**

Under paragraph 741(1)(b) of the *Corporations Act 2001* (the *Act*), the Australian Securities and Investments Commission (*ASIC*) declares that Chapter 6D of the Act applies to the Company and the Foreign Company and to shareholders of the Company and shareholders of the Foreign Company in the case specified in the Schedule as if subsections 707(3) and (4) were omitted.

Under paragraph 1020F(1)(c) of the Act, ASIC declares that Part 7.9 of the Act applies in relation to the Responsible Entity and the members of the Trust in the case specified in the Schedule as if subsections 1012C(6) and (7) were omitted.

Schedule

Where:

1. an offer to sell a stapled security is made; and
2. the share in the Company and the share in the Foreign Company and the interest in the Trust that together comprise the stapled security were issued to the Plan Trustee and subsequently transferred by the Plan Trustee to a full or part-time employee (a **relevant employee**) or director (a **relevant director**) of the Company or of an associated body corporate of the Company in accordance with the terms of the Plan; and
3. the stapled security was issued without disclosure under Part 6D.2 of the Act for the share in the Company and the share in the Foreign Company and without a Product Disclosure Statement for the interest in the Trust being prepared in circumstances where no disclosure document or Product Disclosure Statement was required to be given; and
4. the Company or the Foreign Company did not issue the share and the Responsible Entity did not issue the interest in the Trust with the purpose of the relevant employee or the relevant director selling or transferring the share or the interest, or granting, issuing or transferring interests in, or options or warrants over, the share or the interest.

Interpretation

In this instrument:

1. except where otherwise stated, references to provisions are references to provisions of the Act; and
2. references to a person offering securities or other financial products includes a reference to the person inviting applications for the securities or financial products; and
3. **associated body corporate**, in relation to the Company, means:
 - (a) a body corporate that is a related body corporate of the Company; or
 - (b) a body corporate that has voting power in the Company of not less than 20%; or
 - (c) a body corporate in which the Company has voting power of not less than 20%; and
4. **Company** means Infigen Energy Limited ACN 105 051 616; and
5. **Foreign Company** means Infigen Energy (Bermuda) Limited ARBN 116 360 715; and

13-0233

6. ***Infigen Energy Employee Incentive Trust*** means a trust established by the Company under the Infigen Energy Employee Incentive Trust Deed where the terms of the trust are substantially in the terms set out in the general terms of the Infigen Energy Employee Incentive Trust Deed, provided to ASIC as an attachment to an electronic mail dated 6 December 2012; and
7. ***Plan*** means an employee share scheme that is known as at the date of this instrument as the Infigen Energy Equity Plan where the terms of the scheme are substantially in the terms set out in the draft general terms of the Infigen Energy Equity Plan, provided to ASIC as an attachment to an electronic mail dated 2 November 2011; and
8. ***Plan Trustee*** means the trustee of the Infigen Energy Employee Incentive Trust, initially to be Infigen Energy T Services Pty Limited ACN 102 685 987; and
9. ***Responsible Entity*** means Infigen Energy RE Limited ACN 113 813 997 as responsible entity of the Trust; and
10. ***stapled security*** means a share in the Company and a share in the Foreign Company and an interest in the Trust which, under the terms on which each is to be traded, must be transferred together; and
11. ***Trust*** means the Infigen Energy Trust ARSN 116 244 118.

Dated this 27th day of February 2013



.....
Signed by Tony Tran

as a delegate of the Australian Securities and Investments Commission

13-0234

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 741(1)(a), 911A(2)(l), 992B(1)(a),
1020F(1)(a) and 1020F(1)(b) – Exemptions**

1. Under paragraphs 741(1)(a) and 1020F(1)(a) of the *Corporations Act 2001* (the *Act*), the Australian Securities and Investments Commission (*ASIC*) exempts the following persons:
 - (a) the Issuer; and
 - (b) the Plan Trustee,from Parts 6D.2 and 6D.3 (except section 736) and Part 7.9 of the *Act* where the person:
 - (c) makes an eligible offer; or
 - (d) offers to arrange for the issue of financial products under an eligible offer; or
 - (e) issues a financial product under an eligible offer; or
 - (f) issues a financial product on the vesting of a Performance Right or the exercise of an Option that was issued under an eligible offer,on the conditions set out in the Schedule and for so long as the conditions are met.
2. Under paragraph 1020F(1)(b) of the *Act*, ASIC exempts a financial product that is the subject of an eligible offer from Part 7.9 of the *Act* where:
 - (a) a recommendation is made (by a person other than the Issuer or the Plan Trustee) that a person to whom an eligible offer has been made acquire the financial product as a retail client; and
 - (b) the person who made the recommendation is not aware, and ought not reasonably to be aware, that any of the conditions set out in the Schedule have not been met.
3. Under paragraph 911A(2)(l) of the *Act*, ASIC exempts the Issuer from the requirement to hold an Australian financial services licence for the provision of a financial service consisting of general advice reasonably given in connection with an eligible offer covered by paragraph 1 of this instrument (including any general advice given in the offer document) where the offer document for the offer includes a statement to the effect that any advice given by the Issuer in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice.
4. Under paragraph 911A(2)(l) of the *Act*, ASIC exempts:
 - (a) the Issuer; and
 - (b) a related body corporate of the Issuer,

13-0234

from the requirement to hold an Australian financial services licence for the provision of the following financial services:

- (c) the provision of a custodial or depository service in connection with an eligible offer covered by paragraph 1 of this instrument where the provider of the service performs their duties in good faith and has sufficient resources to perform those duties; and
 - (d) dealing in a financial product in the course of providing a custodial or depository service covered by paragraph (c); and
 - (e) dealing in a financial product in connection with an eligible offer covered by paragraph 1 of this instrument where any acquisition by purchase or disposal of the product (by the Issuer or a related body corporate) occurs either:
 - (i) through a person who holds an Australian financial services licence authorising the holder to deal in financial products; or
 - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place.
5. Under paragraphs 741(1)(a) and 992B(1)(a) of the Act, ASIC exempts the Issuer from sections 736, 992A and 992AA of the Act in relation to eligible offers covered by paragraph 1 of this instrument made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.

Schedule

The following conditions apply:

1. the Issuer must ensure that the eligible offer is substantially on the terms set out in the draft general terms of the Plan, provided to ASIC as an attachment to an electronic mail dated 2 November 2011; and
2. the Issuer must:
 - (a) include the offer in an offer document; and
 - (b) take reasonable steps to ensure that any eligible employee to whom the offer is made is given a copy of the offer document; and
 - (c) provide to ASIC a copy of the offer document (which need not contain details of the offer particular to the employee such as the identity or entitlement of the employee) and of each accompanying document not later than 7 days after the first provision of that material to an employee; and
3. the Issuer must comply with any undertaking required to be made in the offer document by reason of this instrument; and
4. the Company must take reasonable steps to ensure that the number of stapled securities to be issued on the vesting of a Performance Right and stapled securities to be issued on the exercise of an Option when aggregated with:

13-0234

- (a) the number of stapled securities in the same class which would be issued were:
 - (i) each outstanding offer with respect to Performance Rights or Options made under the Plan to be accepted, and the Performance Rights to have vested or Options to have been exercised; and
 - (ii) each outstanding offer with respect to stapled securities, units of stapled securities and options to acquire unissued stapled securities under any other employee share scheme to be accepted or exercised; and
- (b) the number of stapled securities in the same class issued during the previous 5 years under:
 - (i) the Plan where the Performance Rights or Options issued under the Plan have vested or been exercised (as relevant); and
 - (ii) any other employee share scheme extended only to eligible employees,

but disregarding any offer made, or option acquired or stapled security issued by way of or as a result of:

- (c) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
- (d) an offer that was an excluded offer or invitation within the meaning of the Corporations Law as in force before the commencement of Schedule 1 to the *Corporate Law Economic Reform Program Act 1999*; or
- (e) an offer that did not need disclosure to investors because of section 708; or
- (f) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D of the Act; or
- (g) an offer made under a disclosure document or Product Disclosure Statement,

does not exceed 5% of the total number of issued stapled securities in the same class; and

- 5. in the case where an offer of stapled securities is made through a trust:
 - (a) the Plan Trustee must hold the stapled securities on trust for each person (a **beneficiary**) who acquires equitable interests in stapled securities under an eligible offer; and
 - (b) the Plan Trustee must cause proper written financial records to be maintained in respect of the activities of the trust and cause those records to be audited annually and made available for inspection by the beneficiaries at an office of the Plan Trustee or a place of business of the Issuer during normal business hours or such other time as is agreed with beneficiaries; and
 - (c) the Plan Trustee must ensure that each stapled security in relation to which a beneficiary holds an equitable interest is identified in the written financial records as being held on account of that beneficiary; and

13-0234

- (d) the Plan Trustee must not levy any fees or charges for operating and administering the trust, either payable directly by the beneficiaries or out of the assets of the trust; and
- (e) except as expressly provided by the trust deed, a beneficiary must have the capacity to authorise the Plan Trustee to sell at or above the current market price the stapled securities to which he or she is entitled to under the deed; and
- (f) the Plan Trustee must provide a copy of the trust deed to ASIC at the same time as a copy of the offer document is provided to ASIC in accordance with this instrument; and
- (g) the Issuer must ensure that the trust deed contains covenants binding the Plan Trustee and their agents, if any, to the effect that a beneficiary possesses substantially the same rights in respect of the stapled securities in which they hold an equitable interest as if they were the legal owner of the stapled securities, including the right to:
 - (i) direct the Plan Trustee how the voting rights attaching to the stapled securities shall be exercised, either generally or in any particular case; and
 - (ii) receive the income deriving from the stapled securities, including dividends and distributions declared by the Issuer in respect of those stapled securities.

Note: where a document must be provided in writing it may be provided by electronic means. See s5C of the Act and s25 of the *Acts Interpretation Act 1901*.

Interpretation

In this instrument:

1. except where otherwise stated, references to provisions are to provisions of the Act; and
2. the Plan or any other employee share scheme shall not be regarded as extended to a person other than an eligible employee only because such an employee may renounce an offer of financial products made to them under the scheme in favour of their nominee; and
3. ***associated body corporate*** of the Issuer or Company (for the purposes of this definition the ***entity***) means:
 - (a) a body corporate that is a related body corporate of the entity; or
 - (b) a body corporate that has voting power in the entity of not less than 20%; or
 - (c) a body corporate in which the entity has voting power of not less than 20%; and
4. ***ASX*** means the financial market operated by ASX Limited ACN 008 624 691;
5. ***Australian dollar equivalent*** in relation to a price, means a price calculated by reference to the relevant exchange rate published by an Australian bank no earlier than the business day before the day to which price relates; and

13-0234

6. **Company** means Infigen Energy Limited ACN 105 051 616; and
7. **current market price** means, in relation to a stapled security, the price published by ASX as the final price for the previous day on which the stapled security was traded on that financial market; and
8. **eligible employee** means a person who is, at the time of an eligible offer, a full or part-time employee or director of the Company or of an associated body corporate of the Company; and
9. **eligible offer** means an offer for the issue of a Performance Right, Option and/or Security Appreciation Right that is made under the Plan; and
10. **financial product advice** has the meaning given by section 766B of the Act; and
11. **Foreign Company** means Infigen Energy (Bermuda) Limited ARBN 116 360 715; and
12. **general advice** has the meaning given by section 766B of the Act; and
13. **Infigen Energy Employee Incentive Trust** means a trust established by the Company under the Infigen Energy Employee Incentive Trust Deed where the terms of the trust are substantially in the terms set out in the general terms of the Infigen Energy Employee Incentive Trust Deed, provided to ASIC as an attachment to an electronic mail dated 6 December 2012; and
14. **Issuer** means the Company, the Foreign Company and Infigen Energy RE Limited ACN 113 813 997 as responsible entity of the Trust; and
15. **market price** means, as at any date, in relation to a stapled security, the volume weighted average of the price of stapled securities traded on the ASX for the previous 5 days on which stapled securities were traded on that financial market or if no trading of stapled securities occurred during such period, the last price of a stapled security published by ASX; and
16. **nominal consideration** means consideration of not more than 1 cent per option; and
17. **offer** has a meaning affected by sections 700, 702 and 1010C of the Act; and
18. **offer document** means a document setting out an offer under the Plan that:
 - (a) includes or is accompanied by a copy, or a summary, of the rules of the Plan; and
 - (b) if a summary (rather than a copy) of the rules of the Plan is given - includes an undertaking that during the period (the **offer period**) during which an eligible employee may acquire the financial products offered under the Plan, the Issuer will, within a reasonable period of the employee so requesting, provide the employee without charge with a copy of the rules of the Plan; and
 - (c) specifies in respect of the stapled securities that may be acquired on the vesting of a Performance Right or the exercise of an Option:
 - (i) the acquisition price in Australian dollars; or
 - (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the offer; or

13-0234

- (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were that formula applied at the date of the offer; and
 - (d) specifies in relation to the offer of a Performance Right, the circumstances in which an eligible employee may be paid a cash amount instead of the issue of a stapled security upon vesting of a Performance Right and how the cash amount will be calculated; and
 - (e) specifies in relation to the offer of a Security Appreciation Right, how the cash amount paid upon vesting of a Security Appreciation Right will be calculated; and
 - (f) includes an undertaking, and an explanation of the way in which, the Issuer will, during the offer period, within a reasonable period of an employee requesting, make available to the employee:
 - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of a stapled security; and
 - (ii) where subparagraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date; and
 - (g) discloses the conditions, obligations and risks associated with any loan or financial assistance offered by the Issuer or any associated body corporate of the Issuer for the purpose of acquiring financial products under the Plan; and
- 19. **Option** means:
 - (a) an option to acquire, by way of issue or transfer a fully-paid stapled security or stapled securities in accordance with the rules of the Plan and the Terms and Conditions of Grant (as defined in the rules of the Plan); or
 - (b) where the option referred to in paragraph (a) has been exercised, but the fully-paid stapled security or stapled securities to which the option relates has not been issued or transferred to the eligible employee, an equitable interest in the fully-paid stapled security or stapled securities,where:
 - (c) each option is offered for no more than nominal consideration; and
 - (d) the stapled security or stapled securities to which the option relates is in the same class as stapled securities that have been quoted on the ASX throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period; and
- 20. **Performance Right** means an unsecured right under the Plan to be issued or to receive (as applicable) at the discretion of the Issuer:

13-0234

- (a) a fully-paid stapled security or stapled securities, or where the right has vested, but the fully-paid stapled security or stapled securities to which the right relates has not been issued or transferred to the eligible employee, an equitable interest in those fully-paid stapled security or stapled securities, or
- (c) a cash amount equal to the market price of the same number of stapled securities which the holder of the right would otherwise have received, or received an equitable interest in, under paragraph (a) above on the vesting date of that right,

in accordance with the rules of the Plan and the Terms and Conditions of Grant (as defined in the rules of the Plan) where the stapled security or stapled securities to which the right or interest relates is in the same class as stapled securities that have been quoted on the ASX throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period; and

21. **Plan** means an employee share scheme that is known as at the date of this instrument as the Infigen Energy Equity Plan where:
- (a) the scheme is extended only to eligible employees; and
 - (b) the terms of the scheme are substantially in the terms set out in the draft general terms of the Infigen Energy Equity Plan, provided to ASIC as an attachment to an electronic mail dated 2 November 2011; and
22. **Plan Trustee** means the trustee of the Infigen Energy Employee Incentive Trust, initially to be Infigen Energy T Services Pty Limited ACN 102 685 987; and
23. **rules of the Plan** means the written terms of the Plan as at the date of this instrument that are substantially in the terms set out in the draft general terms of the Plan, provided to ASIC as an attachment to an electronic mail dated 2 November 2011; and
24. **Security Appreciation Right** means an unsecured right under the Plan to receive a cash amount equal to:
- (a) the market price of a stapled security or stapled securities on the vesting date of that right, less
 - (b) the base amount specified in the offer from which increases or decreases in the market price of a stapled security are measured,

in accordance with the rules of the Plan and the Terms and Conditions of Grant (as defined in the rules of the Plan) where the stapled security or stapled securities to which that right relates is in the same class as stapled securities that have been quoted on the ASX throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period; and

25. **stapled security** means a share in the Company, a share in the Foreign Company and a unit in the Trust which, under the terms on which each is to be traded, must be transferred together; and
26. **Trust** means the Infigen Energy Trust ARSN 116 244 118.

13-0234

Commencement

This instrument takes effect on gazettal.

Dated this 27th day of February 2013



.....
Signed by Tony Tran
as a delegate of the Australian Securities and Investments Commission

13-0248

Australian Securities and Investments Commission
Corporations Act 2001 — Paragraphs 601QA(l)(a), 741(l)(a), 911A(2)(l),
992B(l)(a), 1020F(l)(a) and 1020F(l)(b) — Exemptions

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 601QA(1)(a), 741(1)(a), 911A(2)(l), 992B(1)(a), 1020F(1)(a) and 1020F(1)(b) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 13-0248.

Commencement

3. This instrument commences on the date of its gazettal.

Exemptions

4. ASIC exempts:
 - (a) the issuer;
 - (b) a related body corporate of the issuer; and
 - (c) any person who, by way of contract between the person and the issuer, in connection with an eligible offer, acts for or on behalf of the issuer, from Parts 6D.2, 6D.3 (except section 736) and Part 7.9 where that person:
 - (d) makes an eligible offer;
 - (e) offers to arrange for the issue of financial products under an eligible offer;
 - (f) issues a financial product under an eligible offer,on the conditions set out in the Schedule and for so long as the conditions are met.
5. ASIC exempts a financial product that is the subject of an eligible offer from Part 7.9 where a person (other than a person covered by paragraph 4 of this instrument) makes a recommendation to acquire financial products under an eligible offer, except where the person is aware, or ought reasonably to be aware, that any of the conditions set out in paragraphs 10 to 29 have not been met.
6. ASIC exempts a person who is exempt from Part 6D.2 or Part 7.9 because of paragraphs 4 or 5 of this instrument from the requirement to hold an Australian financial services licence for the provision of a financial service consisting of general advice reasonably given in connection with an offer referred to in that paragraph (including any general advice given in the offer document) where the offer document for the offer includes a statement to the effect that any advice

13-0248

given by the person in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice.

7. ASIC exempts:
- (a) the issuer who is exempt from Part 6D.2 or Part 7.9 because of paragraph 4 of this instrument;
 - (b) a related body corporate of the issuer,
 - (c) any person, who, by way of contract between the person and the issuer, in connection with an eligible offer, acts for or on behalf of the issuer,
- from the requirement to hold an Australian financial services licence for the provision of the following financial services:
- (d) the provision of a custodial or depository service in connection with an eligible offer covered by the exemption in paragraph 4 of this instrument where the provider of the service performs their duties in good faith and has sufficient resources to perform those duties; and
 - (e) dealing in a financial product in the course of providing a custodial or depository service covered by paragraph 7(d) of this instrument; and
 - (f) dealing in a financial product in connection with an eligible offer covered by the exemption where any acquisition by purchase or disposal of the product (by the issuer, a related body corporate of the issuer or any person who, by way of contract between the person and the issuer, in connection with an eligible offer, acts on behalf of the issuer) occurs either:
 - (i) through a person who holds an Australian financial services licence authorising the holder to deal in those financial products; or
 - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in those financial products in the relevant place.
8. ASIC exempts a person who is exempt from Part 6D.2 or Part 7.9 because of paragraphs 4 or 5 of this instrument from sections 736, 992A and 992AA in relation to offers made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with an eligible offer.
9. ASIC exempts a person who operates a managed investment scheme relating to an eligible offer, where the person is:
- (a) the issuer;
 - (b) a related body corporate of the issuer; or
 - (c) any person who, by way of contract between the person and the issuer, in connection with an eligible offer, acts for or on behalf of the issuer,
- from subsection 601ED(5) in relation to the operation of that managed investment scheme.

13-0248

Conditions

The following conditions apply:

10. the eligible offer must be substantially on the terms set out in the letter from Minter Ellison to ASIC dated 04 February 2013, titled 'Schneider Electric S.A. Application for relief: Schneider Electric Share Plan 2013', on behalf of the issuer; and
11. the person making the offer must:
 - (a) include that offer in an offer document; and
 - (b) take reasonable steps to ensure that any eligible employee to whom the offer is made is given a copy of the offer document; and
 - (c) provide to ASIC a copy of the offer document (which need not contain details of the offer particular to the employee such as the identity or entitlement of the employee) and of each accompanying document not later than 7 days after the first provision of that material to an employee; and
12. the Company must take reasonable steps to ensure that the Schneider Australian Subsidiaries comply with any undertaking required to be made in the offer document by reason of this instrument; and
13. the Company must take reasonable steps to ensure that the number of shares the subject of the offer when aggregated with:
 - (a) the number of shares in the same class which would be issued were each outstanding offer with respect to shares and units of shares, under an employee share scheme to be accepted or exercised; and
 - (b) the number of shares in the same class issued during the previous 5 years under the 2013 Plan or any other employee share scheme extended only to eligible employees of the Company or a related body corporate of the Company;but disregarding any offer made, or option acquired or share issued by way of or as a result of:
 - (c) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
 - (d) an offer that was an excluded offer or invitation within the meaning of the Corporations Law as in force before the commencement of Schedule 1 to the *Corporate Law Economic Reform Program Act 1999*; or
 - (e) an offer that did not need disclosure to investors because of section 708 of the Act; or
 - (f) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D; or

13-0248

- (g) an offer made under a disclosure document or Product Disclosure Statement,
- must not exceed 5% of the total number of issued shares in that class of the Company as at the time of the offer; and
14. the Rules must contain provisions to the effect that the books of account maintained in respect of the activities of the FCPE must be audited annually; and
 15. the 2013 Plan is subject to the regulation of the Autorité des Marchés Financiers, the French Market Authority and to the laws of France. The Company must ensure that the offer document states prominently that participation in the Classic Plan of the 2013 Plan is subject to the regulations and the laws of France, and the offer document must describe the legal and practical effect (if any) this may have on the rights of an eligible employee domiciled in this jurisdiction to make any claim or enforce any right arising out of or in connection with participation in the 2013 Plan; and
 16. the Company must take reasonable steps to ensure that the Manager and/or the Custodian may only levy any fees or charges for operating and administering the FCPE which are payable by the employees to a maximum amount provided for in the Rules and such fees must be fully disclosed in the offer document; and
 17. the Company, through the Schneider Australian Subsidiaries, must make the statements of assets, balance sheets and statements of income (together with the related notes) of the FCPE and the auditors' reports delivered to them under the Rules available for inspection by eligible employees domiciled in this jurisdiction at a registered office or principal place of business in Australia during normal business hours or such other time as is agreed with an eligible employee; and
 18. the Company must take reasonable steps to ensure that upon the Schneider Australian Subsidiaries receiving notices relating to the buy-back/ redemption of units as provided for in the Rules or otherwise under the eligible offer, it must forward these to the Manager without delay; and
 19. the Company must take reasonable steps to ensure that the Schneider Australian Subsidiaries, on behalf of the Company and the Manager, accept notices, correspondence and service of process at a registered office or principal place of business in Australia; and
 20. upon the Schneider Australian Subsidiaries being advised that the buy-back arrangements/redemption facilities of units in the FCPE are suspended or terminated or that quotation of the shares of the Company on any approved foreign market is suspended, the Company through the Reporting Company must notify ASIC within 7 days; and
 21. the Company, through the Reporting Company, must make available for public inspection at a Schneider Australian Subsidiary's registered office or principal place of business in Australia, and provide to eligible employees domiciled in

13-0248

- this jurisdiction, copies of the Rules and the offer document and meet all reasonable requests for information; and
22. the Company, through the Reporting Company, must maintain in Australia and make available to ASIC, upon request, records relating to the issue or sale of and the buy-back/redemption of units in the FCPE to or from eligible employees domiciled in this jurisdiction; and
 23. the FCPE must at all times be approved or authorised or registered by the Relevant Agency and the 2013 Plan must at all times be authorised under the laws of France; and
 24. there must at all times be a custodian of the FCPE assets and the Rules must be complied with in appointing or changing the Custodian; and
 25. within 14 days of the date of this instrument, ASIC must be provided with:
 - (a) certified copies of the Rules and any other related documents;
 - (b) a certified copy of any written approval or authorisation issued by the Relevant Agency in relation to the eligible offer; and
 - (c) if any document is not in English, a certified translation of that document into English; and
 26. the Company must take reasonable steps to ensure that each related body corporate of the Company must keep at a registered office or principal place of business in this jurisdiction, a register of its employees who participate in the eligible offer and enter in the register:
 - (a) the names and addresses of each employee;
 - (b) the extent of the holding of each employee;
 - (c) the date at which the name of each employee was entered in the register; and
 - (d) the date at which any employee's interest ceased; and
 27. except as may be required by French law, the Rules must not be modified or varied in any material respect that would adversely affect the rights and interests of eligible employees domiciled in this jurisdiction who participate in the eligible offer unless ASIC notifies the Reporting Company in writing that it does not object to the modification or variation; and
 28. the Company must take reasonable steps to ensure that the Manager and the Custodian must comply with the provisions of the Rules; and
 29. the eligible offer must at all times comply with the laws of France.

13-0248

Interpretation

30. In this instrument:

- (a) except where otherwise stated, references to provisions are to provisions of the Act; and
- (b) an employee share scheme shall not be regarded as extended to a person other than an eligible employee only because such an employee may renounce an offer of financial products made to them under the scheme in favour of their nominee.

31. In this instrument:

2013 Plan means the Schneider Electric Share Plan 2013 consisting of the Schneider Actionnariat Mondial Classic Plan (**Classic Plan**) of the FCPE, established pursuant to the Rules.

approved foreign market means Euronext Paris.

Australian dollar equivalent in relation to a price, means a price calculated by reference to the relevant exchange rate published by an Australian bank no earlier than the business day before the day to which the price relates.

Company means Schneider Electric S.A., a company registered in the Register of Companies for Nanterre, France under number 542 048 574.

current market price means in relation to a share, the price published by the operator of Euronext Paris as the final price for the previous day on which the share was traded on that financial market.

Custodian means the custodian from time to time of the FCPE (presently CACEIS Bank a company registered in France), where the Custodian, by way of contract with the Company or CACEIS Bank, in connection with an eligible offer acts for or on behalf of the Company.

eligible employee means, in relation to an issuer, a person who is at the time of an offer under an employee share scheme, a full time or part-time employee or director of the issuer or of a related body corporate of the issuer, and who is otherwise eligible under the Rules.

eligible offer means an offer:

- (a) to issue or transfer fully-paid shares in the issuer or a related body corporate of the issuer; or
- (b) to issue a financial product that relates to fully-paid shares in the issuer

where:

13-0248

- (i) the shares are in the same class as shares which have been quoted on an approved foreign market throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period; and
- (ii) the shares are to be held by the Custodian of the FCPE; and
- (iii) units in the FCPE are issued in accordance with the Rules to eligible employees who participate in the eligible offer;

made under the employee share scheme, described as the 2013 Plan, on terms not significantly different to those described in a letter from Minter Ellison Lawyers to ASIC dated 4 February 2013, on behalf of the Company extended only to eligible employees of the Company.

FCPE means the Schneider Actionnariat Mondial or the Schneider Relais International 2013 *Fonds Commun de Placement D'Entreprises* governed by the Rules.

financial product advice has the meaning given by section 766B.

general advice has the meaning given by section 766B.

issuer means the Company.

Manager means the management company from time to time of the FCPE (presently NATIXIS Asset Management, a company registered in France), where the management company, by way of contract with the issuer or NATIXIS Asset Management, in connection with an eligible offer, acts for or on behalf of the Company.

offer has a meaning affected by sections 700, 702 and 1010C.

offer document means a document setting out an offer under an employee share scheme that:

- (a) includes or is accompanied by a copy or summary of the Rules under which the offer is made; and
- (b) if a summary (rather than a copy) of the Rules is given — includes an undertaking that during the period (the *offer period*) during which an eligible employee domiciled in this jurisdiction may acquire the financial products offered, the issuer through the Schneider Australian Subsidiaries will, within a reasonable period of the employee so requesting, provide the employee without charge with a copy of the Rules; and
- (c) specifies in respect of the shares:
 - (i) the acquisition price in Australian dollars;
 - (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the offer; or

13-0248

- (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were that formula applied at the date of the offer; and
- (d) includes an undertaking, and an explanation of the way in which, the issuer through the relevant Schneider Australian Subsidiary will, during the offer period, within a reasonable period of the employee requesting, make available to the employee:
 - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of shares in the same class as those offered; and
 - (ii) where subparagraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date; and
- (e) discloses the conditions, obligations and risks associated with any loan or financial assistance offered by the issuer or a related body corporate of the issuer for the purpose of acquiring financial products under the 2013 Plan; and
- (f) states prominently that the eligible offer is an offer for participation in a foreign scheme that is subject to the regulation of the Relevant Agency and to the laws of France and describes the legal and practical effect (if any) this may have on the rights and ability of an eligible employee domiciled in this jurisdiction to make any claim or enforce any right arising out of or in connection with the eligible offer.

Relevant Agency means the Autorité des Marchés Financiers, the French Market Authority, or its predecessor the Commission des Opérations de Bourse (as applicable).

Reporting Company means Schneider Electric (Australia) Pty Ltd ACN 004 969 304 (or any successor to that company notified by the Company in writing to ASIC).

Rules means each of the rules of the FCPE approved by the Relevant Agency on 18 July 1997 or 10 January 2013 (as applicable) as amended from time to time.

Schneider Australian Subsidiary means individually, Schneider Electric (Australia) Pty Limited ACN 004 969 304, Schneider Electric IT Australia Pty Ltd ACN 088 913 866, Schneider Electric Buildings Australia Pty Ltd ACN 008 059 345, Trio Datacom Pty Limited ACN 125 008 013, Telvent Australia Pty Ltd ACN 009 299 870, SolveIT Software Pty Ltd ACN 113 112 744 and M & C Energy Pty Ltd ACN 104 501 091.

unit in relation to a share means a legal or equitable right or interest in the share.

13-0248

Commencement

This instrument takes effect on gazettal.

Dated this 1st day of March 2013



Signed by Sebastian Strykowski
as a delegate of the Australian Securities and Investments Commission

CORPORATIONS ACT 2001
Subsection 601PB(2)

ASIC may deregister the managed investment schemes listed below two months after the publication of this notice, unless given acceptable reason not to proceed.

Dated this first day of March 2013

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Scheme

ARSN

SSGA AUSTRALIAN EQUITIES INDEX NL TRUST	140 522 970
SSGA GLOBAL FIXED INCOME INDEX NL TRUST	089 590 714
SSGA GLOBAL INDEX PLUS NL TRUST	115 326 862
SSGA INTERNATIONAL EQUITIES INDEX NL TRUST	105 876 104
SSGA WEALTH WEIGHTED GLOBAL EQUITIES INDEX NL TRUST	116 739 774

CORPORATIONS ACT 2001
Section 601CL(4)

ASIC will strike the foreign companies listed below off the register three months after the publication of this notice, unless given acceptable reason not to proceed.

Dated this first day of March 2013

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARBN

A.S. WILSON, INC.	064 598 125
BURR COMPUTER ENVIRONMENTS, INC.	151 727 552
PETROLEUM SPECIALIZED INSPECTIONS CORP.	124 947 119
REGGIANA RIDUTTORI SRL	126 963 522
SONGA OFFSHORE DRILLING LIMITED	136 052 045
TENNANT COMPANY	001 345 562
UPTAKE MEDICAL CORP.	152 431 377
VERON TECHNOLOGIES INTERNATIONAL LIMITED	131 239 846

CORPORATIONS ACT 2001
Section 601CL(5)

ASIC has struck the foreign companies listed
below off the register.

Dated this first day of March 2013

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company	ARBN
AH (NO.1) LIMITED	147 383 631
BANK HAPOALIM B.M.	105 868 924
BOEING US TRAINING AND FLIGHT SERVICES L.L.C.	106 026 920
BRIDGEWATER SYSTEMS CORPORATION	119 024 047
BUBBLE DOME LIMITED	143 223 072
CXC DOWNUNDER LIMITED	137 480 632
DEBTORINFO LIMITED	138 876 589
EQUITY PARTNERS ASSET MANAGEMENT LIMITED	126 152 770
EQUITY PARTNERS INFRASTRUCTURE MANAGEMENT LIMITED	126 152 896
FIXXED LIMITED	145 097 945
GLIDEPATH LIMITED	065 210 540
GREENS INDUSTRIES AUSTRALIA LTD	064 059 356
ICAM INTERIORS LIMITED	091 716 013
INGEN LIMITED	108 972 336
KIWI FOUR NEW ZEALAND LIMITED	145 680 137
KRAFT CANADA INC.	147 761 484
MARITIMENZ LIMITED	133 153 241
MWELLA LIMITED	138 464 552
NATHANS FINANCE NZ LIMITED	117 319 909
NEW ZEALAND BLOOM LIMITED	139 181 070
OLIVADO INTERNATIONAL LIMITED	112 986 491
POCKETWEB LIMITED	132 480 641
SGH SUNSHINE LIMITED	127 992 858
SILVERSTONE RESIDENTIAL LIMITED	130 457 591
SMOOTHPAY LIMITED	140 534 023
TAMAKI EDUCATION AND SPORTS SOCIETY INCORPORATED	147 687 590
TAYLOR & FRANCIS LIMITED	107 994 258
THE BRITISH BROADCASTING CORPORATION	002 852 959
TMS SUNSHINE LIMITED	127 992 812
VIBRYNT, INC.	158 546 895
ZIWI ONLINE LIMITED	146 632 037
1601481 LIMITED	122 764 005

Corporations Act 2001
Subsection 164(3)

Notice is hereby given that ASIC will alter the registration details of the following companies 1 month after the publication of this notice, unless an order by a court or Administrative Appeals Tribunal prevents it from doing so.

ASTERON LIFE LIMITED ACN 001 698 228 will change to a proprietary company limited by shares. The new name will be
ASTERON LIFE PTY LIMITED
ACN 001 698 228.

AUSTRALIAN GREEN & GOLD LIMITED ACN 084 417 845 will change to a proprietary company limited by shares. The new name will be
AUSTRALIAN GREEN & GOLD PTY LTD
ACN 084 417 845.

GIO WORKERS' COMPENSATION (VICTORIA) LIMITED ACN 060 346 509 will change to a proprietary company limited by shares. The new name will be
GIO WORKERS' COMPENSATION (VICTORIA) PTY LIMITED ACN 060 346 509.

GRAPHITE RESOURCES LIMITED
ACN 157 685 311 will change to a proprietary company limited by shares. The new name will be
GRAPHITE RESOURCES PTY LTD
ACN 157 685 311.

MAGELLAN PETROLEUM AUSTRALIA LIMITED ACN 009 728 581 will change to a proprietary company limited by shares. The new name will be
MAGELLAN PETROLEUM AUSTRALIA PTY LTD ACN 009 728 581.

NATIONAL CONFECTIONERY WHOLESALERS LTD. ACN 058 277 713 will change to a proprietary company limited by shares. The new name will be
NATIONAL CONFECTIONERY WHOLESALERS PTY. LTD. ACN 058 277 713.

OCEAN CAPITAL LIMITED ACN 010 715 901 will change to a proprietary company limited by shares. The new name will be
OCEAN CAPITAL PTY LIMITED
ACN 010 715 901.

RELIVIT HOLDINGS PTY LTD
ACN 160 135 991 will change to a public company limited by shares. The new name will be
RELIVIT HOLDINGS LTD ACN 160 135 991.

SUSTAINABLE PACKAGING GROUP LIMITED ACN 127 905 024 will change to a proprietary company limited by shares. The new name will be
SUSTAINABLE PACKAGING GROUP PTY LTD
ACN 127 905 024.