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02/0335

Corporations (Exempt Futures Market) Amendment Declaration 2002 (No. 2)

I, IAN GORDON CAMPBELL, Parliamentary Secretary to the Treasurer, make this Declaration under subsection 1127 (1) of the *Corporations Act 2001*.

Dated *6th of March* 2002


Parliamentary Secretary to the Treasurer

- 1 **Name of Declaration**
This Declaration is the *Corporations (Exempt Futures Market) Amendment Declaration 2002 (No. 2)*.
- 2 **Commencement**
This Declaration commences when it is made.
- 3 **Amendment of *Corporations (Exempt Futures Market) Declaration 2001***
Schedule 1 amends the *Corporations (Exempt Futures Market) Declaration 2001*.

Schedule 1 Amendment
(section 3)

0 2 / 0 3 3 5

[1] Schedule 2, after item 41

insert

41A. Credit Suisse First Boston (Europe) Limited




02/0336

Corporations (Exempt Stock Market — Eurex Deutschland) Declaration 2002

I, IAN GORDON CAMPBELL, Parliamentary Secretary to the Treasurer, make this Declaration under subsection 771 (1) of the *Corporations Act 2001*.

Dated *Monday 8th*, 2002


Parliamentary Secretary to the Treasurer

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Part 1 Preliminary

1 Name of Declaration

This Declaration is the *Corporations (Exempt Stock Market — Eurex Deutschland) Declaration 2002*.

2 Commencement

This Declaration commences when it is made.

3 Definitions

In this Declaration:

Act means the *Corporations Act 2001*.

Australian member means an Australian user of the exempt market, who is authorised to access the electronic trading and order matching system operated by the Exchange (and known as the Eurex System) directly.

Exchange means the entity known as Eurex Deutschland.

exempt market means the stock market mentioned in section 4.

operator means Eurex Frankfurt AG.

quarter means a period of 3 months beginning on 1 January, 1 April, 1 July or 1 October.

statement period means:

- (a) 12 months beginning on the day when this Declaration commences (the *first period*); and
- (b) each 12 months after the end of the first period.

Part 2 Exempt stock market

4 Declaration of exempt stock market

The stock market operated by the Exchange and the operator in Australia to which Australian members have direct access is, subject to the conditions mentioned in Part 3, an exempt stock market.

Part 3 Conditions

5 Registration of Exchange and operator under the Act

- (1) The exempt market may commence only after the Exchange and the operator are registered as foreign companies under Division 2 of Part 5B.2 of the Act.
- (2) The Exchange and the operator must be registered under subsection (1) from the time that the exempt market commences to the time that this Declaration ceases to have effect.

6 Compliance with directions given by ASIC or by an Australian court

The Exchange and the operator must comply with any direction given by ASIC or by an Australian court in relation to the operation of the exempt market.

7 Remote access to exempt market host system

The Exchange must, as far as practicable, ensure that only Australian members are entitled to access the Eurex System directly.

8 Disclosure

The Exchange must require an Australian member to disclose to a client of the Australian member the differences between trading securities in Australia and on the exempt market, including:

- (a) how the rights and remedies of Australian investors who acquire securities offered on the exempt market through an Australian member differ from the rights and remedies of Australian investors acquiring similar securities on an Australian market, including any differences in compensation arrangements; and
- (b) currency fluctuation risks; and
- (c) that the exempt market is regulated primarily under the laws of Germany.

9 Operation in Germany

- (1) The market operated by the Exchange and the operator in Germany, to which Australian members have direct access, must be regulated by the Exchange Act of 1996 of Germany.

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- (2) If there is a change in the regulation of the stock market mentioned in subsection (1), the Exchange must tell ASIC as soon as practicable after the change has occurred.

10 Compliance with German laws

The Exchange must comply with all German laws that apply to the operation of the exempt market.

11 Fair, orderly and transparent operation of exempt market

The Exchange must, to the extent that it is reasonably practicable to do so, do any thing necessary to ensure that the operation of the exempt market is fair, orderly and transparent.

12 Licensing of Australian members

- (1) The Exchange must require an Australian member to hold a dealers licence or, after the commencement of item 1 of Schedule 1 to the *Financial Services Reform Act 2001*, an Australian financial services licence under the Act that allows the Australian member to trade the securities offered on the exempt market.
- (2) The Exchange must require an Australian member to tell the Exchange if the licence mentioned in subsection (1) is revoked, suspended or changed.

13 Recordkeeping and reporting

- (1) The Exchange or the operator must keep the following records for each quarter:
- (a) for each kind of security that can be traded on the exempt market — the total trade volume originating from Australian members;
 - (b) the proportion of worldwide trading volume on the exempt market that was conducted by Australian members;
 - (c) the name and business address in Australia of each Australian member.
- (2) The Exchange or the operator must give the information mentioned in subsection (1) for a quarter to ASIC within 14 days after the end of the quarter.
- (3) If ASIC requests information mentioned in subsection (1) relating to a specified period, the Exchange or the operator must give the information to ASIC within the period specified in the request.

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14 Notice of certain events

- (1) The Exchange, the operator or a representative of the Exchange or operator (as the case requires) must give ASIC notice in writing of the following:
 - (a) any change from the information provided in the Exchange's exempt market application (dated 25 January 2001), including the information contained in the documents submitted in support of the application, that might affect the operation of the exempt market;
 - (b) any significant change in the Exchange's Rules or the laws of Germany that apply to the operation of the exempt market, including any changes to compensation arrangements;
 - (c) any matter known to the Exchange, the operator or a representative of the Exchange or the operator that, in the opinion of the Exchange, the operator or the representative, may affect the financial or operational viability of the Exchange, including any significant system failure or interruption;
 - (d) any default, insolvency or bankruptcy of any Australian member known to the Exchange or a representative of the Exchange that may have an adverse impact on the financial condition of the Exchange, the clearing of transactions on the exempt market or on an Australian member;
 - (e) any known contravention by the Exchange, the operator or an Australian member of the conditions of this Declaration or of the Act;
 - (f) any known contravention by any Australian member of the Exchange's Rules or of the laws of Germany that apply to the operation of the exempt market;
 - (g) any disciplinary action taken by the Exchange against an Australian member in connection with trading on the exempt market;
 - (h) any circumstance that may significantly adversely affect an Australian investor that trades, through an Australian member, on the exempt market.
- (2) A notice relating to a thing mentioned in paragraph (1) (a), (b), (c) or (d) must be given to ASIC within 7 days after:
 - (a) the day that the thing occurred; or
 - (b) the day that the thing came to the attention of the Exchange, operator or representative.
- (3) A notice relating to a thing mentioned in paragraph (1) (e), (f), (g) or (h) must be given to ASIC within 2 days after:
 - (a) the day that the thing occurred; or
 - (b) the day that the thing came to the attention of the Exchange or operator.

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15 Cooperative arrangements between ASIC and German Federal Supervisory Office for Securities Trading (Bundesaufsichtsamt Fur der Wertpapierhandel)

A cooperative arrangement must be in effect between ASIC and the German Federal Supervisory Office for Securities Trading.

16 Provision of information to ASIC

- (1) ASIC may ask the Exchange or the operator to give ASIC sufficient information to enable ASIC:
 - (a) to assess the continued eligibility of the exempt market to be an exempt market; and
 - (b) to enforce compliance with this Declaration; and
 - (c) to perform its functions and exercise its powers in relation to the exempt market and any Australian member.
- (2) The Exchange or the operator must give ASIC the information requested under subsection (1) within the period specified in the request.

17 Compliance with this Declaration

- (1) The Exchange must use reasonable procedures for monitoring and enforcing compliance with this Declaration.
- (2) The Exchange must give ASIC a statement setting out the procedures used in a statement period within 14 days after the end of the statement period.
- (3) If ASIC requests a statement setting out the procedures used by the Exchange in a specified period, the Exchange must give ASIC the statement within the period specified in the request.




02/0337

Corporations (Exempt Futures Market — Hong Kong Futures Exchange Limited) Declaration 2002

I, IAN GORDON CAMPBELL, Parliamentary Secretary to the Treasurer, make this Declaration under subsection 1127 (1) of the *Corporations Act 2001*.

Dated *March 8th*, 2002


Parliamentary Secretary to the Treasurer

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Part 1 Preliminary

1 Name of Declaration

This Declaration is the *Corporations (Exempt Futures Market — Hong Kong Futures Exchange Limited) Declaration 2002*.

2 Commencement

This Declaration commences when it is made.

3 Definitions

In this Declaration:

Act means the *Corporations Act 2001*.

Aust.ARAU means an Australian authorised remote access user of the exempt market, who has direct access to the HKFE host system through a Hong Kong Futures Exchange Automated Trading System terminal.

exempt market means the futures market mentioned in section 4.

HKFE means the Hong Kong Futures Exchange Limited.

quarter means a period of 3 months beginning on 1 January, 1 April, 1 July or 1 October.

statement period means:

- (a) 12 months beginning on the day when this Declaration commences (the *first period*); and
- (b) each 12 months after the end of the first period.

4 Declaration of exempt futures market

The futures market operated by HKFE in Australia to which Aust.ARAUs have direct access is, subject to the conditions mentioned in Part 2, an exempt futures market.

Part 2 Conditions

5 Registration of HKFE under the Act

- (1) The exempt market may commence only after HKFE is registered as a foreign company under Division 2 of Part 5B.2 of the Act.
- (2) HKFE must be registered under subsection (1) from the time that the exempt market commences to the time that this Declaration ceases to have effect.

6 Compliance with directions given by ASIC or by an Australian court

HKFE must comply with any direction given by ASIC or by an Australian court in relation to the operation of the exempt market.

7 Remote access to exempt market host system

HKFE must, as far as practicable, ensure that only Aust.AKAUs are entitled to access the HKFE host system directly.

8 Disclosure

HKFE must require an Aust.ARAU to disclose to a client of the Aust.ARAU the differences between trading futures contracts in Australia and on the exempt market, including:

- (a) how the rights and remedies of Australian investors who acquire products offered on the exempt market through an Aust.ARAU differ from the rights and remedies of Australian investors acquiring similar futures products on an Australian market, including any differences in compensation arrangements; and
- (b) currency fluctuation risks; and
- (c) that the exempt market is regulated primarily under the laws of Hong Kong.

9 Operation in Hong Kong

- (1) HKFE must be authorised to operate the Hong Kong Futures Exchange, to which Aust.ARAUs have direct access, in Hong Kong.
- (2) If there is a change in the authorisation of HKFE mentioned in subsection (1), HKFE must tell ASIC as soon as practicable after the change has occurred.

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Section 10

10 Compliance with Hong Kong laws

HKFE must comply with all Hong Kong laws that apply to the operation of the exempt market.

11 Fair, orderly and transparent operation of exempt market

HKFE must, to the extent that it is reasonably practicable to do so, do any thing necessary to ensure that the operation of the exempt market is fair, orderly and transparent.

12 Licensing of Aust.ARAUs

- (1) HKFE must require an Aust.ARAU to hold a futures brokers licence or, after the commencement of item 1 of Schedule 1 to the *Financial Services Reform Act 2001*, an Australian financial services licence under the Act that permits the Aust.ARAU to trade the products offered on the exempt market.
- (2) HKFE must require an Aust.ARAU to tell HKFE if the licence mentioned in subsection (1) is revoked, suspended or changed.

13 Recordkeeping and reporting

- (1) HKFE must keep the following records for each quarter:
 - (a) for each kind of contract that can be traded on the exempt market — the total trade volume originating from Aust.ARAUs;
 - (b) the proportion of worldwide trading volume on the exempt market that was conducted by Aust.ARAUs;
 - (c) the name and business address in Australia of each Aust.ARAU.
- (2) HKFE must give the information mentioned in subsection (1) for a quarter to ASIC within 14 days after the end of the quarter.
- (3) If ASIC requests information mentioned in subsection (1) relating to a specified period, HKFE must give the information to ASIC within the period specified in the request.

14 Notice of certain events

- (1) HKFE must give ASIC notice in writing of the following:
 - (a) any change from the information provided in its exempt market application (dated 19 June 2001), including the information contained in the documents submitted in support of the application, that might affect the operation of the exempt market;
 - (b) any significant change in HKFE's Rules or the laws of Hong Kong that apply to the operation of the exempt market, including any changes to compensation arrangements;

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- (c) any matter known to HKFE or its representatives that, in HKFE's opinion, may affect the financial or operational viability of HKFE, including any significant system failure or interruption;
 - (d) any default, insolvency or bankruptcy of any HKFE participant known to HKFE or its representatives that may have an adverse impact on the financial condition of HKFE, the clearing of transactions on the exempt market or on an Aust.ARAU;
 - (e) any known contravention by HKFE or an Aust.ARAU of the conditions of this Declaration or of the Act;
 - (f) any known contravention by any Aust.ARAU of HKFE's Rules or of the laws of Hong Kong that apply to the operation of the exempt market;
 - (g) any disciplinary action taken by HKFE against an Aust.ARAU in connection with trading on the exempt market;
 - (h) any circumstance that may significantly adversely affect an Australian investor that trades, through an Aust.ARAU, on the exempt market.
- (2) A notice relating to a thing mentioned in paragraph (1) (a), (b), (c) or (d) must be given to ASIC within 7 days after:
- (a) the day that the thing occurred; or
 - (b) the day that the thing came to the attention of HKFE.
- (3) A notice relating to a thing mentioned in paragraph (1) (e), (f), (g) or (h) must be given to ASIC within 2 days after:
- (a) the day that the thing occurred; or
 - (b) the day that the thing came to the attention of HKFE.

15 Cooperative arrangements between ASIC and Hong Kong Securities and Futures Commission

A cooperative arrangement must be in effect between ASIC and the Hong Kong Securities and Futures Commission.

16 Provision of information to ASIC

- (1) ASIC may ask HKFE to give ASIC sufficient information to enable ASIC:
- (a) to assess the continued eligibility of the exempt market to be an exempt market; and
 - (b) to enforce compliance with this Declaration; and
 - (c) to perform its functions and exercise its powers in relation to the exempt market and any Aust.ARAU.
- (2) HKFE must give ASIC the information requested under subsection (1) within the period specified in the request.

Section 17

17 Compliance with this Declaration

- (1) HFKE must use reasonable procedures for monitoring and enforcing compliance with this Declaration.
- (2) HFKE must give ASIC a statement setting out the procedures used in a statement period within 14 days after the end of the statement period.
- (3) If ASIC requests a statement setting out the procedures used by HKFE in a specified period, HKFE must give ASIC the statement within the period specified in the request.

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Corporations (Exempt Futures Market — London Metal Exchange Limited) Declaration 2002

I, IAN GORDON CAMPBELL, Parliamentary Secretary to the Treasurer, make this Declaration under subsection 1127 (1) of the *Corporations Act 2001*.

Dated *March 8th*, 2002

Parliamentary Secretary to the Treasurer

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Part 1 Preliminary

1 Name of Declaration

This Declaration is the *Corporations (Exempt Futures Market — London Metal Exchange Limited) Declaration 2002*.

2 Commencement

This Declaration commences when it is made.

3 Definitions

In this Declaration:

Act means the *Corporations Act 2001*.

Australian member means an Australian user of the exempt market, who is authorised to access the electronic trading and order matching system operated by LME (and known as LME Select) directly.

exempt market means the futures market mentioned in section 4.

LME means the London Metal Exchange Limited.

quarter means a period of 3 months beginning on 1 January, 1 April, 1 July or 1 October.

statement period means:

- (a) 12 months beginning on the day when this Declaration commences (the *first period*); and
- (b) each 12 months after the end of the first period.

4 Declaration of exempt futures market

The futures market operated by LME in Australia to which Australian members have direct access is, subject to the conditions mentioned in Part 2, an exempt futures market.

Part 2 Conditions

5 Registration of LME under the Act

- (1) The exempt market may commence only after LME is registered as a foreign company under Division 2 of Part 5B.2 of the Act.
- (2) LME must be registered under subsection (1) from the time that the exempt market commences to the time that this Declaration ceases to have effect.

6 Compliance with directions given by ASIC or by an Australian court

LME must comply with any direction given by ASIC or by an Australian court in relation to the operation of the exempt market.

7 Remote access to exempt market host system

LME must, as far as practicable, ensure that only Australian members are entitled to access LME Select directly.

8 Disclosure

LME must require an Australian member to disclose to a client of the Australian member the differences between trading futures contracts in Australia and on the exempt market, including:

- (a) how the rights and remedies of Australian investors who acquire products offered on the exempt market through an Australian member differ from the rights and remedies of Australian investors acquiring similar futures products on an Australian market, including any differences in compensation arrangements; and
- (b) currency fluctuation risks; and
- (c) that the exempt market is regulated primarily under the laws of the United Kingdom.

9 Operation in the United Kingdom

- (1) LME must be authorised to operate the London Metal Exchange, to which Australian members have direct access, in the United Kingdom.
- (2) If there is a change in the authorisation of LME mentioned in subsection (1), LME must tell ASIC as soon as practicable after the change has occurred.

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10 Compliance with United Kingdom laws

LME must comply with all United Kingdom laws that apply to the operation of the exempt market.

11 Fair, orderly and transparent operation of exempt market

LME must, to the extent that it is reasonably practicable to do so, do any thing necessary to ensure that the operation of the exempt market is fair, orderly and transparent.

12 Licensing of Australian members

- (1) LME must require an Australian member to hold a futures brokers licence or, after the commencement of item 1 of Schedule 1 to the *Financial Services Reform Act 2001*, an Australian financial services licence under the Act that permits the Australian member to trade the products offered on the exempt market.
- (2) LME must require an Australian member to tell LME if the licence mentioned in subsection (1) is revoked, suspended or changed.

13 Recordkeeping and reporting

- (1) LME must keep the following records for each quarter:
 - (a) for each kind of contract that can be traded on the exempt market — the total trade volume originating from Australian members;
 - (b) the proportion of worldwide trading volume on the exempt market that was conducted by Australian members;
 - (c) the name and business address in Australia of each Australian member.
- (2) LME must give the information mentioned in subsection (1) for a quarter to ASIC within 14 days after the end of the quarter.
- (3) If ASIC requests information mentioned in subsection (1) relating to a specified period, LME must give the information to ASIC within the period specified in the request.

14 Notice of certain events

- (1) LME must give ASIC notice in writing of the following:
 - (a) any change from the information provided in its exempt market application (dated 21 March 2001), including the information contained in the documents submitted in support of the application, that might affect the operation of the exempt market;
 - (b) any significant change in LME's Rules or the laws of the United Kingdom that apply to the operation of the exempt market, including any changes to compensation arrangements;

Section 16

- (c) any matter known to LME or its representatives that, in LME's opinion, may affect the financial or operational viability of LME, including any significant system failure or interruption;
 - (d) any default, insolvency or bankruptcy of any Australian member known to LME or its representatives that may have an adverse impact on the financial condition of LME, the clearing of transactions on the exempt market or on an Australian member;
 - (e) any known contravention by LME or an Australian member of the conditions of this Declaration or of the Act;
 - (f) any known contravention by any Australian member of LME's Rules or of the laws of the United Kingdom that apply to the operation of the exempt market;
 - (g) any disciplinary action taken by LME against an Australian member in connection with trading on the exempt market;
 - (h) any circumstance that may significantly adversely affect an Australian investor that trades, through an Australian member, on the exempt market.
- (2) A notice relating to a thing mentioned in paragraph (1) (a), (b), (c) or (d) must be given to ASIC within 7 days after:
- (a) the day that the thing occurred; or
 - (b) the day that the thing came to the attention of LME.
- (3) A notice relating to a thing mentioned in paragraph (1) (e), (f), (g) or (h) must be given to ASIC within 2 days after:
- (a) the day that the thing occurred; or
 - (b) the day that the thing came to the attention of LME.

15 Cooperative arrangements between ASIC and Financial Services Authority

A cooperative arrangement must be in effect between ASIC and the Financial Services Authority.

16 Provision of information to ASIC

- (1) ASIC may ask LME to give ASIC sufficient information to enable ASIC:
- (a) to assess the continued eligibility of the exempt market to be an exempt market; and
 - (b) to enforce compliance with this Declaration; and
 - (c) to perform its functions and exercise its powers in relation to the exempt market and any Australian member.
- (2) LME must give ASIC the information requested under subsection (1) within the period specified in the request.

Section 17

17 Compliance with this Declaration

- (1) LME must use reasonable procedures for monitoring and enforcing compliance with this Declaration.
- (2) LME must give ASIC a statement setting out the procedures used in a statement period within 14 days after the end of the statement period.
- (3) If ASIC requests a statement setting out the procedures used by LME in a specified period, LME must give ASIC the statement within the period specified in the request.




02/0339

Corporations (Exempt Futures Market — Atriax Limited) Declaration 2002

I, IAN GORDON CAMPBELL, Parliamentary Secretary to the Treasurer, make this Declaration under subsection 1127 (1) of the *Corporations Act 2001*.

Dated *March 8th*, 2002


Parliamentary Secretary to the Treasurer

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Part 1 Preliminary

1 Name of Declaration

This Declaration is the *Corporations (Exempt Futures Market — Atriax Limited) Declaration 2002*.

2 Commencement

This Declaration commences when it is made.

3 Definitions

In this Declaration:

Act means the *Corporations Act 2001*.

Atriax futures market means the futures market in eligible futures contracts operated by the operator.

Atriax website means the website on which the Atriax futures market is operated.

dealing agreement means an agreement between the operator and the investor users or participating banks who intend to deal in eligible futures contracts.

eligible futures contract means a futures contract to which this Declaration applies under section 5.

investor user has the meaning given by section 9.

market user means an investor user or a participating bank.

operator means Atriax Limited.

participating bank means a person who:

- (a) has been appointed in accordance with section 6; and
- (b) from time to time provides services to investor users through the Atriax website.

Section 3

rules means the rules for the conduct of the Atriax futures market that are contained in the following documents, as amended from time to time:

- (a) the Web-Site Terms and Conditions dated 28 June 2001;
- (b) the Operating Procedures dated 6 June 2001;
- (c) the Usage Rules dated 28 June 2001;
- (d) the Atriax Security Policy dated June 2001.

statement period means:

- (a) 12 months beginning on the day when this Declaration is made (the *first period*); and
- (b) each 12 months after the end of the first period.

Note For the definitions of *ASIC* and *futures market*, see section 9 of the Act.

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Section 4

Part 2 Exempt futures market**4 Declaration**

The Atriax futures market is, subject to the conditions mentioned in Part 3, an exempt futures market.

5 Application

This Declaration applies to forward foreign exchange contracts and foreign exchange swap contracts to which a participating bank is a party, the trade of which is facilitated using the Atriax futures market.

Part 3 Conditions

6 Appointment of participating bank

- (1) The operator may appoint a person as a participating bank.
- (2) The operator may appoint a person as a participating bank only if the person:
 - (a) has access to the Atrix website for trading only on the person's own account; and
 - (b) is a banking institution whose activities are formally regulated in accordance with the standards set down by the Basle Committee on Banking Supervision; and
 - (c) is a party to a dealing agreement.
- (3) The operator must notify ASIC of an appointment of a participating bank within 5 business days after the appointment is made.

7 Termination of a participating bank's appointment — by operator

- (1) The operator may terminate a person's appointment as a participating bank.
- (2) If the operator terminates an appointment, the operator must give a notice of the termination to ASIC and to the person to whom the termination relates.
- (3) A notice under subsection (2) must:
 - (a) be in writing; and
 - (b) set out the reasons for the decision to terminate the appointment; and
 - (c) be sent to the person to whom the termination relates within 5 business days after the appointment is terminated.
- (4) A termination under this section takes effect when the notice is sent to the person in accordance with paragraph (3) (c).

8 Termination of a participating bank's appointment — direction by ASIC

- (1) ASIC may direct the operator to terminate a person's appointment as a participating bank.
- (2) If ASIC gives a direction under subsection (1), ASIC must also give a notice of the direction to the person to whom the direction to terminate relates.
- (3) If the operator receives a direction from ASIC under subsection (1), the operator must comply with the direction immediately.

Section 9

- (4) A notice under subsection (2) must:
 - (a) be in writing; and
 - (b) be sent to the person to whom the direction to terminate relates within 5 business days after the direction is issued.
- (5) A termination under this section takes effect when the operator complies with the direction under subsection (3).

9 Investor users

An investor user must be a person:

- (a) who has access to the Atriax website for trading only on the person's own account; and
- (b) who:
 - (i) is a participating bank; or
 - (ii) is the holder of a futures brokers licence; or
 - (iii) is the holder of a securities dealers licence that is unrestricted as to the type of securities in which the person may deal; or
 - (iv) after the commencement of item 1 of Schedule 1 to the *Financial Services Reform Act 2001*, is the holder of an Australian financial services licence that allows the person to trade the products offered on the exempt market; or
 - (v) has total tangible assets of more than \$10 000 000; or
 - (vi) is the Commonwealth, a State or Territory, or an agency of a State or Territory; or
 - (vii) is a related body corporate of an entity mentioned in subparagraphs (i) to (v); and
- (c) who is a party to a dealing agreement.

Note For the definitions of *entity*, *own account* and *related body corporate* see section 9 of the Act.

10 Operation of Atriax futures market

Unless ASIC directs otherwise in writing, the Atriax futures market must be operated so as to provide market users with:

- (a) facilities through which eligible futures contracts may be bought and sold; and
- (b) a communications system;

that are consistent with the descriptions provided by the operator as part of the operator's application to ASIC to conduct an exempt futures market under section 1127 of the Act.

Section 13

11 Content of the rules

The operator must ensure that the rules:

- (a) regulate the conduct of the Atriax futures market; and
- (b) regulate the conduct of the operator and of the market users in relation to the Atriax futures market; and
- (c) require that participating banks establish and maintain internal management and market systems that ensure:
 - (i) that the rules will be complied with; and
 - (ii) that confidential information is not misused.

12 Amendment of the rules

- (1) As soon as practicable after an amendment is made to the rules, the operator must lodge with ASIC a written notice of the amendment.

Note For the definition of *lodge*, see section 9 of the Act.

- (2) The notice must:
 - (a) set out the text of the amendment; and
 - (b) specify the date on which the amendment was made; and
 - (c) contain an explanation of the purpose of the amendment.
- (3) If the notice is not lodged before the end of 21 days after the amendment is made, the amendment ceases to have effect.
- (4) If, before the end of 28 days after the notice is lodged, ASIC, by written notice given to the operator, disallows the amendment, the amendment ceases to have effect.

13 Duties of operator

- (1) The operator must be registered as a foreign company under Division 2 of Part 5B.2 of the Act:
 - (a) before the Atriax futures market may commence; and
 - (b) until this Declaration ceases to have effect.
- (2) The operator must not deal in or hold any funds relating to a transaction on the Atriax website.
- (3) The operator must enter into agreements with market users requiring the market users to participate in the Atriax futures market in accordance with the rules.
- (4) If information that constitutes advice in relation to a futures contract is made available to investor users via the Atriax futures market, the operator must not:
 - (a) select or otherwise control the content of the information; or
 - (b) endorse or otherwise assume responsibility for the information.

Section 14

02/0339

14 Internal management and market systems — operator

The operator must establish and maintain internal management and market systems:

- (a) to give reasonable assurance to ASIC that this Declaration will be complied with; and
- (b) to meet any liabilities that the operator may incur in conducting the Atriax futures market; and
- (c) to make it reasonably certain that the information presented on the Atriax website is an accurate representation of information provided by participating banks; and
- (d) to make it reasonably certain that confidential information obtained through the Atriax website is not misused by any of the following persons:
 - (i) the operator;
 - (ii) an officer, employee or contractor of the operator;
 - (iii) a person acting as an agent of the operator in the management of the website; and
- (e) to make it reasonably certain that investor users meet the requirements of section 9.

15 Statements to ASIC — operator

- (1) The operator must give to ASIC a statement, signed by or for the directors of the operator, detailing:
 - (a) the extent to which the operator has complied with this Declaration and the rules; and
 - (b) any other matter that ASIC requires the operator, in writing, to include in the statement.
- (2) A statement must be given for each statement period, whether or not the Atriax futures market is operated in that period.
- (3) If the Atriax futures market is not operated in a statement period, the statement for that period must include the words 'nil return'.
- (4) A statement must be given to ASIC before the end of 1 month after the end of the statement period for which the statement is made.

16 Other information to be given by operator

- (1) The operator must notify ASIC in writing of the occurrence of any of the following events, before the end of 7 days after the event:
 - (a) a breach of this Declaration by a participating bank or the operator;
 - (b) the conviction of a director or executive officer of a participating bank or the operator involving:
 - (i) fraud or dishonesty; or

Section 17

- (ii) failure to comply with the Act;
 - (c) the insolvency of a director or executive officer of a participating bank or the operator.
- (2) Subsection (3) applies if the operator reasonably believes that a person has done, is doing or is about to do anything that:
- (a) constitutes a breach of:
 - (i) a provision of the Act that relates to the Atriax futures market; or
 - (ii) this Declaration; or
 - (iii) the rules; or
 - (b) had, or might have, an adverse effect on the integrity and fairness of the Atriax futures market.
- (3) The operator must give to ASIC written details of:
- (a) the actual or anticipated breach or conduct; and
 - (b) the grounds for believing that the breach or conduct has been, is being or is about to be, committed.
- (4) Details under subsection (3) must be given as soon as reasonably practicable after the operator becomes aware of the actual or anticipated breach or conduct.
- (5) The operator must notify ASIC in writing of a breach of the following, within 5 business days after the occurrence of the breach:
- (a) the Financial Services and Markets Act 2000 of the United Kingdom, as in force from time to time; or
 - (b) a rule, regulation or requirement, as in force from time to time, of the Financial Services Authority under the Financial Services and Markets Act 2000 of the United Kingdom; or
 - (c) a rule, regulation or requirement (if any) under the Financial Services Act 1986 of the United Kingdom.

17 Access by ASIC to premises and information

- (1) If a person authorised by ASIC reasonably requests information from the operator, the operator must give the information and reasonable assistance to the person, including full and free access to the premises and any computer system where the Atriax website may be accessed.
- (2) The operator must:
 - (a) maintain a record of any document relating to the Atriax futures market; and
 - (b) make the record available for inspection in Australia by ASIC.
- (3) The records mentioned in subsection (2) must be maintained and made available in accordance with subsection (2) for at least 7 years.

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Section 18

18 Operator must take appropriate action in certain circumstances

- (1) If the operator suspects that improper practices are occurring, or are about to occur, in the Atriax futures market that may adversely affect a market user, or the Atriax futures market, the operator must take appropriate action that is in the best interests of market users.
- (2) In subsection (1), *appropriate action* may include suspending the operation of the Atriax futures market under section 19.
- (3) If the operator takes appropriate action under subsection (1), other than the action mentioned in subsection (2), the operator must notify ASIC in writing of the action, and the reasons for it, within 5 business days after the action being taken.

Note The requirement to notify ASIC of a suspension is contained in subsection 19 (2).

19 Suspension of operation of Atriax futures market

- (1) The operator may suspend the operation of the Atriax futures market.
- (2) If the operator suspends the operation of the Atriax futures market because the operator suspected that improper practices were occurring, or were about to occur, in the Atriax futures market that may have adversely affected a market user, or the Atriax futures market, the operator must notify ASIC in writing of the suspension, and the particular reasons for it, within 5 business days after the suspension.
- (3) The operator must suspend the operation of the Atriax futures market if directed to do so by ASIC.

20 Termination of access to Atriax website

Termination of a participating bank's access to the Atriax website must be in accordance with the rules.

21 Termination of Atriax futures market

- (1) The operator may terminate the Atriax futures market only in accordance with the rules.
- (2) If the operator proposes to terminate the Atriax futures market, the operator must notify ASIC in writing of the proposal, and the particular reasons for it, at least 5 business days before the date of the proposed termination.
- (3) The operator must terminate the Atriax futures market if directed to do so by ASIC.



02/0340

Australian Market Licence (Australian Stock Exchange Limited) 2002

I, IAN GORDON CAMPBELL, Parliamentary Secretary to the Treasurer, grant this Licence under subsection 1413 (2) of the *Corporations Act 2001*.

Dated *March 20th*, 2002


Parliamentary Secretary to the Treasurer

1 Name of Licence

This Licence is the *Australian Market Licence (Australian Stock Exchange Limited) 2002*.

2 Commencement

This Licence commences on the FSR commencement.

3 Definitions

In this Licence:

Act means the *Corporations Act 2001*.

FSR commencement has the same meaning as in subsection 1410 (1) of the Act.

old Corporations Act has the same meaning as in subsection 1410 (1) of the Act.

Section 4

02/0340 4

4 Grant of licence

A licence is granted to Australian Stock Exchange Limited to operate the stock market:

- (a) that, immediately before the FSR commencement, was operated by Australian Stock Exchange Limited; and
- (b) on which, immediately before the FSR commencement, securities (including shares, option contracts, warrants, interests in managed investment schemes, debentures and stapled securities), could be dealt with.

5 Classes of financial products

The classes of financial products that can be dealt with on the market are:

- (a) securities, within the meaning of section 92 of the old Corporations Act as applying for the purposes of Part 7.2 of the old Corporations Act; and
- (b) agreements of a kind to which section 92A of the old Corporations Act applied immediately before the FSR commencement (or would have applied after the FSR commencement if that section, and any associated provisions, had continued to have effect).

Note For other financial products that may be dealt with on the market, see section 1417 of the Act.

6 Clearing and settlement arrangements

- (1) Subject to subsections (2) and (3), Australian Stock Exchange Limited must have appropriate clearing and settlement arrangements for transactions, effected through the market, for each kind of securities dealt with on the market, with:
 - (a) Options Clearing House Pty Limited; or
 - (b) ASX Settlement and Transfer Corporation Pty Limited; or
 - (c) any other CS facility licensee approved for the purpose by the Minister.
- (2) Australian Stock Exchange Limited is not required to have clearing and settlement arrangements for transactions:
 - (a) in the kinds of securities effected through the part of the market known as the wholesale loan securities market; and
 - (b) that, at the FSR commencement, are settled by arrangements made between the parties in accordance with market conventions.
- (3) Australian Stock Exchange Limited must have operating rules that provide for the procedure for settling transactions, effected through the market, that:
 - (a) cannot be cleared and settled through a facility mentioned in subsection (1); and
 - (b) are not transactions mentioned in subsection (2).




02/0341

Australian Market Licence (ASX Futures Exchange Pty Limited) 2002

I, IAN GORDON CAMPBELL, Parliamentary Secretary to the Treasurer, grant this Licence under subsection 1413 (2) of the *Corporations Act 2001*.

Dated *March 26*, 2002


Parliamentary Secretary to the Treasurer

1 Name of Licence

This Licence is the *Australian Market Licence (ASX Futures Exchange Pty Limited) 2002*.

2 Commencement

This Licence commences on the FSR commencement.

3 Definitions

In this Licence:

Act means the *Corporations Act 2001*.

FSR commencement has the same meaning as in subsection 1410 (1) of the Act.

old Corporations Act has the same meaning as in subsection 1410 (1) of the Act.

02/0341 =

Section 4

4 Grant of licence

A licence is granted to ASX Futures Exchange Pty Limited to operate the futures market that, immediately before the FSR commencement, was operated by ASX Futures Exchange Pty Limited.

5 Classes of financial products

The classes of financial products that can be dealt with on the market are:

- (a) futures contracts, within the meaning of section 72 of the old Corporations Act; and
- (b) agreements of a kind to which section 72A of the old Corporations Act applied immediately before the FSR commencement (or would have applied after the FSR commencement if that section, and any associated provisions, had continued to have effect).

Note For other financial products that may be dealt with on the market, see section 1417 of the Act.

6 Clearing and settlement arrangements

ASX Futures Exchange Pty Limited must have clearing and settlement arrangements, for transactions effected through the market, with:

- (a) Options Clearing House Pty Limited; or
- (b) any other CS facility licensee approved for the purpose by the Minister.



02/0342

Australian CS Facility Licence (ASX Settlement and Transfer Corporation Pty Limited) 2002

I, IAN GORDON CAMPBELL, Parliamentary Secretary to the Treasurer, grant this Licence under subsection 1425 (2) of the *Corporations Act 2001*.

Dated *March 8th*, 2002



Parliamentary Secretary to the Treasurer

- 1 **Name of Licence**
This Licence is the *Australian CS Facility Licence (ASX Settlement and Transfer Corporation Pty Limited) 2002*.
- 2 **Commencement**
This Licence commences on the FSR commencement.
- 3 **Definitions**
In this Licence:
Act means the *Corporations Act 2001*.
FSR commencement has the same meaning as in subsection 1410 (1) of the Act.
old Corporations Act has the same meaning as in subsection 1410 (1) of the Act.

02/0342

Section 4

4 Grant of licence

A licence is granted to ASX Settlement and Transfer Corporation Pty Limited to operate the clearing and settlement facility that was operated immediately before the FSR commencement by ASX Settlement and Transfer Corporation Pty Limited as the securities clearing house under the old Corporations Act.

5 Classes of financial products

The classes of financial products in respect of which the facility can provide services are:

- (a) securities, within the meaning of section 92 of the old Corporations Act as applying for the purposes of Part 7.2 of the old Corporations Act; and
- (b) agreements of a kind to which section 92A of the old Corporations Act applied immediately before the FSR commencement (or would have applied after the FSR commencement if that section, and any associated provisions, had continued to have effect).

Note For other financial products in respect of which the facility can provide services, see section 1428 of the Act.



02/0343

Australian CS Facility Licence (Options Clearing House Pty Limited) 2002

I, IAN GORDON CAMPBELL, Parliamentary Secretary to the Treasurer, grant this Licence under subsection 1425 (2) of the *Corporations Act 2001*.

Dated *March 8th*, 2002



Parliamentary Secretary to the Treasurer

1 Name of Licence

This Licence is the *Australian CS Facility Licence (Options Clearing House Pty Limited) 2002*.

2 Commencement

This Licence commences on the FSR commencement.

3 Definitions

In this Licence:

Act means the *Corporations Act 2001*.

FSR commencement has the same meaning as in subsection 1410 (1) of the Act.

old Corporations Act has the same meaning as in subsection 1410 (1) of the Act.

02/0343

Section 4

4 Grant of licence

A licence is granted to Options Clearing House Pty Limited to operate the clearing and settlement facility for futures contracts that was operated immediately before the FSR commencement by Options Clearing House Pty Limited.

5 Classes of financial products

The classes of financial products in respect of which the facility can provide services are:

- (a) futures contracts, within the meaning of section 72 of the old Corporations Act; and
- (b) agreements of a kind to which section 72A of the old Corporations Act applied immediately before the FSR commencement (or would have applied after the FSR commencement if that section, and any associated provisions, had continued to have effect).

Note For other financial products in respect of which the facility can provide services, see section 1428 of the Act.

6 Services to which licence applies

The licence only covers the facility providing services for the market that was operated by ASX Futures Exchange Pty Limited immediately before the FSR commencement.



02/0344

Australian Market Licence (Stock Exchange of Newcastle Limited) 2002

I, IAN GORDON CAMPBELL, Parliamentary Secretary to the Treasurer, grant this Licence under subsection 1413 (2) of the *Corporations Act 2001*.

Dated *March 8th*, 2002

Parliamentary Secretary to the Treasurer

1 Name of Licence

This Licence is the *Australian Market Licence (Stock Exchange of Newcastle Limited) 2002*.

2 Commencement

This Licence commences on the FSR commencement.

3 Definitions

In this Licence:

Act means the *Corporations Act 2001*.

FSR commencement has the same meaning as in subsection 1410 (1) of the Act.

old Corporations Act has the same meaning as in subsection 1410 (1) of the Act.

02/0344 =

Section 4

4 Grant of licence

A licence is granted to Stock Exchange of Newcastle Limited to operate the stock market that, immediately before the FSR commencement, was known as the Newcastle Stock Exchange and was operated by Stock Exchange of Newcastle Limited.

5 Classes of financial products

The classes of financial products that can be dealt with on the market are:

- (a) securities, within the meaning of section 92 of the old Corporations Act as applying for the purposes of Part 7.2 of the old Corporations Act; and
- (b) agreements of a kind to which section 92A of the old Corporations Act applied immediately before the FSR commencement (or would have applied after the FSR commencement if that section, and any associated provisions, had continued to have effect).

Note For other financial products that may be dealt with on the market, see section 1417 of the Act.

6 Clearing and settlement arrangements

Stock Exchange of Newcastle Limited must have the following clearing and settlement arrangements for transactions effected through the market:

- (a) arrangements with ASX Settlement and Transfer Corporation Pty Limited or any other CS facility licensee approved for the purpose by the Minister;
- (b) a continuation (with or without variations) of the mechanism that, immediately before the FSR commencement:
 - (i) was provided for in the operating rules of Stock Exchange of Newcastle Limited; and
 - (ii) provided for a party to a transaction effected through the market to meet its obligations to the counterparty through direct contact with the counterparty or through a settlement agent.

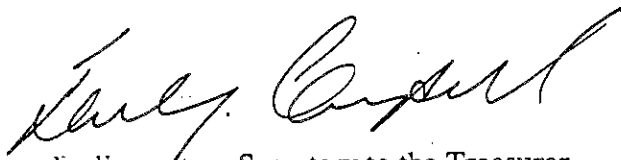
02/0345



Australian CS Facility Licence (SFE Clearing Corporation Pty Ltd) 2002

I, IAN GORDON CAMPBELL, Parliamentary Secretary to the Treasurer, grant this Licence under subsection 1425 (2) of the *Corporations Act 2001*.

Dated *March 28th*, 2002



Parliamentary Secretary to the Treasurer

1 Name of Licence

This Licence is the *Australian CS Facility Licence (SFE Clearing Corporation Pty Ltd) 2002*.

2 Commencement

This Licence commences on the FSR commencement.

3 Definitions

In this Licence:

Act means the *Corporations Act 2001*.

FSR commencement has the same meaning as in subsection 1410 (1) of the Act.

old Corporations Act has the same meaning as in subsection 1410 (1) of the Act.

02/0345

Section 4

4 Grant of licence

A licence is granted to SFE Clearing Corporation Pty Ltd to operate the clearing and settlement facility that, immediately before the FSR commencement:

- (a) was operated by SFE Clearing Corporation Pty Ltd; and
- (b) provided clearing and settlement services for futures contracts entered into on:
 - (i) the futures market that, immediately before the FSR commencement, was operated by Sydney Futures Exchange Limited and known as the Sydney Futures Exchange; or
 - (ii) the market for futures contracts in wheat and sorghum that, immediately before the FSR commencement, was operated by SFE Corporation Limited.

5 Classes of financial products

The classes of financial products in respect of which the facility can provide services are:

- (a) futures contracts, within the meaning of section 72 of the old Corporations Act; and
- (b) agreements of a kind to which section 72A of the old Corporations Act applied immediately before the FSR commencement (or would have applied after the FSR commencement if that section, and any associated provisions, had continued to have effect).

Note For other financial products in respect of which the facility can provide services, see section 1428 of the Act.

6 Services to which licence applies

The licence only covers the facility providing services for the following markets:

- (a) the market that was operated by SFE Corporation Limited immediately before the FSR commencement;
- (b) the market that was operated by Sydney Futures Exchange Limited immediately before the FSR commencement.



02/0346

Australian Market Licence (Bendigo Stock Exchange Limited) 2002

I, IAN GORDON CAMPBELL, Parliamentary Secretary to the Treasurer, grant this Licence under subsection 1413 (2) of the *Corporations Act 2001*.

Dated *March 24*, 2002

A handwritten signature in black ink, appearing to read 'Ian Gordon Campbell', is written over a horizontal line.

Parliamentary Secretary to the Treasurer

1 Name of Licence

This Licence is the *Australian Market Licence (Bendigo Stock Exchange Limited) 2002*.

2 Commencement

This Licence commences on the FSR commencement.

3 Definitions

In this Licence:

Act means the *Corporations Act 2001*.

FSR commencement has the same meaning as in subsection 1410 (1) of the Act.

old Corporations Act has the same meaning as in subsection 1410 (1) of the Act.

02/0346

Section 4

4 Grant of licence

A licence is granted to Bendigo Stock Exchange Limited to operate the stock market that, immediately before the FSR commencement, was known as the Bendigo Stock Exchange and was operated by Bendigo Stock Exchange Limited.

5 Classes of financial products

The classes of financial products that can be dealt with on the market are:

- (a) securities, within the meaning of section 92 of the old Corporations Act as applying for the purposes of Part 7.2 of the old Corporations Act; and
- (b) agreements of a kind to which section 92A of the old Corporations Act applied immediately before the FSR commencement (or would have applied after the FSR commencement if that section, and any associated provisions, had continued to have effect).

Note For other financial products that may be dealt with on the market, see section 1417 of the Act.

6 Clearing and settlement arrangements

Bendigo Stock Exchange Limited must have clearing and settlement arrangements for transactions effected through the market that are a continuation (with or without variations) of the mechanism that, immediately before the FSR commencement:

- (a) was provided for in the operating rules of Bendigo Stock Exchange Limited; and
- (b) provided for a party to a transaction effected through the market to meet its obligations to the counterparty through direct contact with the counterparty or through a settlement agent.


02/0347



Australian Market Licence (SFE Corporation Limited) 2002

I, IAN GORDON CAMPBELL, Parliamentary Secretary to the Treasurer, grant this Licence under subsection 1413 (2) of the *Corporations Act 2001*.

Dated *March 8th*, 2002


Parliamentary Secretary to the Treasurer

1 Name of Licence

This Licence is the *Australian Market Licence (SFE Corporation Limited) 2002*.

2 Commencement

This Licence commences on the FSR commencement.

3 Definitions

In this Licence:

Act means the *Corporations Act 2001*.

FSR commencement has the same meaning as in subsection 1410 (1) of the Act.

old Corporations Act has the same meaning as in subsection 1410 (1) of the Act.

02/0347 =

Section 4

4 Grant of licence

A licence is granted to SFE Corporation Limited to operate the futures market in wheat and sorghum that, immediately before the FSR commencement, was operated by SFE Corporation Limited.

5 Classes of financial products

The classes of financial products that can be dealt with on the market for which the licence is granted are:

- (a) futures contracts, within the meaning of section 72 of the old Corporations Act; and
- (b) agreements of a kind to which section 72A of the old Corporations Act applied immediately before the FSR commencement (or would have applied after the FSR commencement if that section, and any associated provisions, had continued to have effect).

Note For other financial products that may be dealt with on the market, see section 1417 of the Act.

6 Clearing and settlement arrangements

SFE Corporation Limited must have clearing and settlement arrangements, for transactions effected through the market, with:

- (a) SFE Clearing Corporation Pty Ltd; or
- (b) any other CS facility licensee approved for the purpose by the Minister.



02/0348

Australian Market Licence (Sydney Futures Exchange Limited) 2002

I, IAN GORDON CAMPBELL, Parliamentary Secretary to the Treasurer, grant this Licence under subsection 1413 (2) of the *Corporations Act 2001*.

Dated *March 8th*, 2002


Parliamentary Secretary to the Treasurer

1 Name of Licence

This Licence is the *Australian Market Licence (Sydney Futures Exchange Limited) 2002*.

2 Commencement

This Licence commences on the FSR commencement.

3 Definitions

In this Licence:

Act means the *Corporations Act 2001*.

FSR commencement has the same meaning as in subsection 1410 (1) of the Act.

old Corporations Act has the same meaning as in subsection 1410 (1) of the Act.

02/0348

Section 4

4 Grant of licence

A licence is granted to Sydney Futures Exchange Limited to operate the futures market that, immediately before the FSR commencement, was known as the Sydney Futures Exchange and was operated by Sydney Futures Exchange Limited.

5 Classes of financial products

The classes of financial products that can be dealt with on the market are:

- (a) futures contracts, within the meaning of section 72 of the old Corporations Act; and
- (b) agreements of a kind to which section 72A of the old Corporations Act applied immediately before the FSR commencement (or would have applied after the FSR commencement if that section, and any associated provisions, had continued to have effect).

Note For other financial products that may be dealt with on the market, see section 1417 of the Act.

6 Clearing and settlement arrangements

Sydney Futures Exchange Limited must have clearing and settlement arrangements, for transactions effected through the market, with:

- (a) SFE-Clearing Corporation Pty Ltd; or
- (b) any other CS facility licensee approved for the purpose by the Minister.




02/0349

Corporations (Exempt Futures Market — Eurex Deutschland) Declaration 2002

I, IAN GORDON CAMPBELL, Parliamentary Secretary to the Treasurer, make this Declaration under subsection 1127 (1) of the *Corporations Act 2001*.

Dated *March, 2002*, 2002


Parliamentary Secretary to the Treasurer

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Part 1 Preliminary

1 Name of Declaration

This Declaration is the *Corporations (Exempt Futures Market — Eurex Deutschland) Declaration 2002*.

2 Commencement

This Declaration commences when it is made.

3 Definitions

In this Declaration:

Act means the *Corporations Act 2001*.

Australian member means an Australian user of the exempt market, who is authorised to access the electronic trading and order matching system operated by the Exchange (and known as the Eurex System) directly.

Exchange means the entity known as Eurex Deutschland.

exempt market means the futures market mentioned in section 4.

operator means Eurex Frankfurt AG.

quarter means a period of 3 months beginning on 1 January, 1 April, 1 July or 1 October.

statement period means:

- (a) 12 months beginning on the day when this Declaration commences (the *first period*); and
- (b) each 12 months after the end of the first period.

Section 4

Part 2 Exempt futures market

4 Declaration of exempt futures market

The futures market operated by the Exchange and the operator in Australia to which Australian members have direct access is, subject to the conditions mentioned in Part 3, an exempt futures market.

02/0349

Section 5

Part 3 Conditions

5 Registration of Exchange and operator under the Act

- (1) The exempt market may commence only after the Exchange and the operator are registered as foreign companies under Division 2 of Part 5B.2 of the Act.
- (2) The Exchange and the operator must be registered under subsection (1) from the time that the exempt market commences to the time that this Declaration ceases to have effect.

6 Compliance with directions given by ASIC or by an Australian court

The Exchange and the operator must comply with any direction given by ASIC or by an Australian court in relation to the operation of the exempt market.

7 Remote access to exempt market host system

The Exchange must, as far as practicable, ensure that only Australian members are entitled to access the Eurex System directly.

8 Disclosure

The Exchange must require an Australian member to disclose to a client of the Australian member the differences between trading futures contracts in Australia and on the exempt market, including:

- (a) how the rights and remedies of Australian investors who acquire products offered on the exempt market through an Australian member differ from the rights and remedies of Australian investors acquiring similar futures products on an Australian market, including any differences in compensation arrangements; and
- (b) currency fluctuation risks; and
- (c) that the exempt market is regulated primarily under the laws of Germany.

9 Operation in Germany

- (1) The futures market operated by the Exchange and the operator in Germany, to which Australian members have direct access, must be regulated by the Exchange Act of 1996 of Germany.

Section 13

- (2) If there is a change in the regulation of the futures market mentioned in subsection (1), the Exchange must tell ASIC as soon as practicable after the change has occurred.

10 Compliance with German laws

The Exchange must comply with all German laws that apply to the operation of the exempt market.

11 Fair, orderly and transparent operation of exempt market

The Exchange must, to the extent that it is reasonably practicable to do so, do any thing necessary to ensure that the operation of the exempt market is fair, orderly and transparent.

12 Licensing of Australian members

- (1) The Exchange must require an Australian member to hold a futures brokers licence or, after the commencement of item 1 of Schedule 1 to the *Financial Services Reform Act 2001*, an Australian financial services licence under the Act that allows the Australian member to trade the products offered on the exempt market.
- (2) The Exchange must require an Australian member to tell the Exchange if the licence mentioned in subsection (1) is revoked, suspended or changed.

13 Recordkeeping and reporting

- (1) The Exchange or the operator must keep the following records for each quarter:
- (a) for each kind of contract that can be traded on the exempt market — the total trade volume originating from Australian members;
 - (b) the proportion of worldwide trading volume on the exempt market that was conducted by Australian members;
 - (c) the name and business address in Australia of each Australian member.
- (2) The Exchange or the operator must give the information mentioned in subsection (1) for a quarter to ASIC within 14 days after the end of the quarter.
- (3) If ASIC requests information mentioned in subsection (1) relating to a specified period, the Exchange or the operator must give the information to ASIC within the period specified in the request.

02/0349

Section 14

14 Notice of certain events

- (1) The Exchange, the operator or a representative of the Exchange or operator (as the case requires) must give ASIC notice in writing of the following:
 - (a) any change from the information provided in the Exchange's exempt market application (dated 25 January 2001), including the information contained in the documents submitted in support of the application, that might affect the operation of the exempt market;
 - (b) any significant change in the Exchange's Rules or the laws of Germany that apply to the operation of the exempt market, including any changes to compensation arrangements;
 - (c) any matter known to the Exchange, the operator or a representative of the Exchange or the operator that, in the opinion of the Exchange, the operator or the representative, may affect the financial or operational viability of the Exchange, including any significant system failure or interruption;
 - (d) any default, insolvency or bankruptcy of any Australian member known to the Exchange or to a representative of the Exchange that may have an adverse impact on the financial condition of the Exchange, the clearing of transactions on the exempt market or on an Australian member;
 - (e) any known contravention by the Exchange, the operator or an Australian member of the conditions of this Declaration or of the Act;
 - (f) any known contravention by any Australian member of the Exchange's Rules or of the laws of Germany that apply to the operation of the exempt market;
 - (g) any disciplinary action taken by the Exchange against an Australian member in connection with trading on the exempt market;
 - (h) any circumstance that may significantly adversely affect an Australian investor that trades, through an Australian member, on the exempt market.
- (2) A notice relating to a thing mentioned in paragraph (1) (a), (b), (c) or (d) must be given to ASIC within 7 days after:
 - (a) the day that the thing occurred; or
 - (b) the day that the thing came to the attention of the Exchange, operator or representative.
- (3) A notice relating to a thing mentioned in paragraph (1) (e), (f), (g) or (h) must be given to ASIC within 2 days after:
 - (a) the day that the thing occurred; or
 - (b) the day that the thing came to the attention of the Exchange or operator.

Section 17

15 Cooperative arrangements between ASIC and German Federal Supervisory Office for Securities Trading (Bundesaufsichtsamt Fur der Wertpapierhandel)

A cooperative arrangement must be in effect between ASIC and the German Federal Supervisory Office for Securities Trading.

16 Provision of information to ASIC

- (1) ASIC may ask the Exchange or the operator to give ASIC sufficient information to enable ASIC:
 - (a) to assess the continued eligibility of the exempt market to be an exempt market; and
 - (b) to enforce compliance with this Declaration; and
 - (c) to perform its functions and exercise its powers in relation to the exempt market and any Australian member.
- (2) The Exchange or the operator must give ASIC the information requested under subsection (1) within the period specified in the request.

17 Compliance with this Declaration

- (1) The Exchange must use reasonable procedures for monitoring and enforcing compliance with this Declaration.
- (2) The Exchange must give ASIC a statement setting out the procedures used in a statement period within 14 days after the end of the statement period.
- (3) If ASIC requests a statement setting out the procedures used by the Exchange in a specified period, the Exchange must give ASIC the statement within the period specified in the request.



02/0350

MO 7 — Exempt Futures Market: New Zealand Futures and Options Exchange Amendment Declaration 2002 (No. 1)

I, IAN GORDON CAMPBELL, Parliamentary Secretary to the Treasurer, make this Declaration under section 1127 of the *Corporations Act 2001*.

Dated *March 26*, 2002

Parliamentary Secretary to the Treasurer

1 Name of Declaration

This Declaration is the *MO 7 — Exempt Futures Market: New Zealand Futures and Options Exchange Amendment Declaration 2002 (No. 1)*.

2 Commencement

This Declaration commences when it is made.

3 Amendment of MO 7 — Exempt Futures Market: New Zealand Futures and Options Exchange

Schedule 1 amends the Exempt Futures Market Declaration made on 20 July 1993, and amended on 5 September 1995, known as 'MO 7 — Exempt Futures Market: New Zealand Futures and Options Exchange'.

02/0350

Schedule 1 Amendments

(section 3)

[1] Condition (1)

substitute

(1) NZFOE is at all times registered in Australia as a foreign company, and the Sydney Futures Exchange Limited (ACN 000 943 377) (*SFE*) is at all times its local agent appointed under section 601CF of the *Corporations Act 2001* (the *Act*).

[2] Condition (2)

omit

Law

insert

Act

[3] Condition (3)

omit

Australian Securities Commission

insert

Australian Securities and Investments Commission

[4] Condition (4)

omit

Law

insert

Act

[5] Condition (4)

omit

Law;

insert

Act;

02/0350 11

[6] Condition (7)

omit

Law

insert

Act

[7] Condition (7)

omit

Law;

insert

Act;

[8] Condition (8)

omit

Law

insert

Act

[9] Condition (8)

omit

Law,

insert

Act,

[10] Condition (10)

omit

members

insert

participants

[11] Paragraph (11) (a)

omit

member

insert

participant

02/0350

[12] Paragraphs (11) (b), (c) and (d)

omit each mention of
members

insert
participants

[13] At the end of the Declaration

insert

Name of Declaration

This Declaration is the *Corporations (Exempt Futures Market — New Zealand Futures and Options Exchange Limited) Declaration 1993*.


02/0351



Exempt Futures Market Declaration (No. 8 of 1995) Amendment Declaration 2002 (No. 1)

I, IAN GORDON CAMPBELL, Parliamentary Secretary to the Treasurer, make this Declaration under section 1127 of the *Corporations Act 2001*.

Dated *March 26th*, 2002


Parliamentary Secretary to the Treasurer

- 1 **Name of Declaration**
This Declaration is the *Exempt Futures Market Declaration (No. 8 of 1995) Amendment Declaration 2002 (No. 1)*.
- 2 **Commencement**
This Declaration commences when it is made.
- 3 **Amendment of Exempt Futures Market Declaration (No. 8 of 1995)**
Schedule 1 amends the Exempt Futures Market Declaration (No. 8 of 1995).

02/0351

Schedule 1 Amendments

(section 3)

[1] Section 1

substitute

1 Name of Declaration

This Declaration is the *Corporations (Exempt Futures Market — NYMEX and SFE) Declaration 1995*.

[2] Section 2, before definition of **COMEX**

insert

Act means the *Corporations Act 2001*.

[3] Section 2, after definition of **COMEX**

insert

Commission means the Australian Securities and Investments Commission.

[4] Section 2, definitions of *participating SFE member* and **SFE**

substitute

SFE means SFE Corporation Limited (ACN 000 299 392).

SFE participant means an SFE participant who is authorised to execute futures contracts under the EPAA.

[5] Section 2, note

substitute

Note The terms *Australian court*, *futures contract* and *on* are defined in section 9 of the *Corporations Act 2001*.

[6] Paragraph 3 (a)

omit

Part 4.1 of the Corporations Law;

insert

Part 5B.2 of the Act;

[7] Further amendments

<i>Provision</i>	<i>omit</i>	<i>insert</i>
Subparagraphs 3 (b) (ii) and (c) (ii)	Corporations Law; and	Act; and
Subparagraphs 3 (f) (i) and (h) (ii)	a participating SFE member; or	an SFE participant; or
Subparagraph 3 (h) (iii)	participating SFE member;	SFE participant;
Paragraph 3 (j)	a participating SFE member,	an SFE participant,
Subparagraph 3 (j) (i)	participating SFE member; and	SFE participant; and
Subparagraph 3 (j) (iv)	participating SFE member	SFE participant
Subparagraph 3 (k) (ii)	a participating SFE member;	an SFE participant;
Subparagraph 3 (k) (iii)	participating SFE member; and	SFE participant; and
Subparagraph 3 (k) (vi)	participating SFE member	SFE participant
Paragraph 3 (l) and subparagraph 3 (m) (i)	Corporations Law)	Act)
Paragraph 3 (n) and subparagraph 3 (o) (i)	-a participating SFE member	an SFE participant
Subparagraphs 3 (o) (iii), (p) (i) and (p) (ii)	participating SFE members	SFE participants
Subparagraph 3 (p) (ii)	Sydney Futures Exchange Clearing House Pty Limited,	SFE Clearing Corporation Pty Ltd,
Subparagraphs 3 (q) (iii) and (iv)	participating SFE members	SFE participants
Subparagraph 3 (t) (i)	participating SFE members; and	SFE participants; and
Subparagraph 3 (t) (ii)	participating SFE members,	SFE participants,
Paragraph 3 (u)	Corporations Law,	Act,
Paragraph 3 (u)	participating SFE members,	SFE participants,



02/0352

Corporations (Exempt Futures Market — National Wholesale Electricity) Amendment Declaration 2002 (No. 2)

I, IAN GORDON CAMPBELL, Parliamentary Secretary to the Treasurer, make the following Declaration under subsection 1127 (1) of the *Corporations Act 2001*.

Dated *Made 26th*, 2002

A handwritten signature in black ink, appearing to read 'Ian Gordon Campbell', written in a cursive style.

Parliamentary Secretary to the Treasurer

1 Name of Declaration

This Declaration is the *Corporations (Exempt Futures Market — National Wholesale Electricity) Amendment Declaration 2002 (No. 2)*.

2 Commencement

This Declaration commences when it is made.

3 Amendment of *Corporations (Exempt Futures Market — National Wholesale Electricity) Declaration 1999*

Schedule 1 amends the *Corporations (Exempt Futures Market — National Wholesale Electricity) Declaration 1999*.

02/0352

Schedule 1 Amendments

(section 3)

[1] Section 4, before definition of *declared futures market*

insert

ancillary services has the meaning given by the National Electricity Code issued by the National Electricity Code Administrator Limited, as in force from time to time.

[2] Section 4, definition of *Exempt Futures Market Declaration 1994*

omit

[3] Section 5

substitute

5 Declaration

The futures market that:

- (a) relates to the wholesale price of electricity and ancillary services; and
- (b) is conducted in Australia by registered facility providers and permitted facility providers;

is an exempt futures market, subject to the conditions stated in this Declaration.

[4] Section 7

omit

Exempt Futures Market Declaration 1994.

insert

Corporations (Exempt Futures Market) Declaration 2001.

[5] Subparagraph 9 (1) (f) (ii)

omit

ASIC.

insert

ASIC; or

**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
CORPORATIONS LAW
SUBCLAUSE 30(2) OF SCHEDULE 4**

00/2491

EXEMPTION

Pursuant to subclause 30(2) of Schedule 4 to the Corporations Law (Law), the Australian Securities and Investments Commission (ASIC), being satisfied that a proposed modification of the constitution of the company referred to in Schedule A (the company) as referred to in Schedule B will not result in or allow a modification of the mutual structure of the company, hereby exempts the company from clauses 29(1)(f), 29(4), 31, 32 and 33 of Part 5 of Schedule 4 of the Law, on the conditions mentioned in Schedule C and for so long as those conditions are met.

SCHEDULE A

Friendly Society Medical Association Limited (ACN 088 347 602)

SCHEDULE B

Where the company modifies its constitution in accordance with its application dated 31 August 2000 (as amended) prior to the end of the transition period (as defined in Schedule 4 of the Law).

SCHEDULE C

The company must ensure that the notice of meeting at which the proposed constitutional modification mentioned in Schedule B is to be considered or a disclosure statement that accompanies that notice of meeting:

- (a) gives all the information that members of the company would reasonably require and expect to be given to make an informed decision about the proposed modification; and
- (b) adequately sets out and explains each of the matters in paragraphs 32(1)(a) to (l) inclusive of Schedule 4 to the Corporations Law that are relevant to the proposed constitutional modification; and
- (c) is readily comprehensible for members of the company.

Dated 27 October 2000


Signed by Richard Cockburn
as a delegate of the Australian Securities and Investments Commission

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
CORPORATIONS LAW
SUBCLAUSE 30(2) OF SCHEDULE 4
EXEMPTION

00/2492

Pursuant to subclause 30(2) of Schedule 4 of the Corporations Law, the Australian Securities and Investments Commission HEREBY EXEMPTS the person mentioned in Schedule A from compliance with the provisions of Part 5 of Schedule 4 in the case mentioned in Schedule B.

SCHEDULE A

Hibernian Friendly Society (NSW) Limited ACN 087 648 691

("the Friendly Society")

SCHEDULE B

Where:

- (a) the constitution of the Friendly Society is amended to enable the Friendly Society to issue ordinary and redeemable preference shares; and
 - (b) the Friendly Society issues ordinary and redeemable preference shares,
- as part of the proposal outlined by the Friendly Society in its application to the Australian Securities and Investments Commission dated 4 February 2000.

Dated 15 March 2000

Signed by Richard Cockburn on behalf of
the Australian Securities and Investments Commission



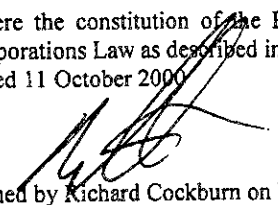
AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
CORPORATIONS LAW
SUBCLAUSE 30(1) OF SCHEDULE 4
EXEMPTION

00/2493

Pursuant to subclause 30(1) of Schedule 4 of the Corporations Law, the Australian Securities and Investments Commission HEREBY EXEMPTS the person mentioned in Schedule A ("the Building Society") from compliance with Part 5 of Schedule 4 of the Corporations Law in the case mentioned in Schedule B.

SCHEDULE A
HOME BUILDING SOCIETY LTD ACN 051 900 380
SCHEDULE B

Where the constitution of the Building Society is amended to comply with Clause 24 of Schedule 4 of the Corporations Law as described in the Building Society's application dated 14 August 2000 (as amended).
Dated 11 October 2000



Signed by Richard Cockburn on behalf of
the Australian Securities and Investments Commission

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
CORPORATIONS LAW
SUBCLAUSE 26(1) OF SCHEDULE 4
EXEMPTION

00/2494

Pursuant to subclause 26(1) of Schedule 4 to the Corporations Law (Law), the Australian Securities and Investments Commission (ASIC) hereby exempts, until the end of the transition period, each of the companies mentioned in Schedule A (each a credit union) from subsections 136(5) and 246B(3) of the Law in the cases mentioned in Schedule B, on the conditions mentioned in Schedule C and for so long as those conditions are met.

SCHEDULE A

All companies registered under clause 3 of Schedule 4 of the Law that at the date of this exemption are permitted to use the expression 'credit union', 'credit society' or 'credit co-operative' under section 66 of the Banking Act 1959.

SCHEDULE B

Where prior to the end of the transition period a credit union has varied or cancelled rights attached to shares in a class of shares or rights of members in a class of members as a consequence of:

- (a) modifying its constitution by adopting the model constitution prepared by Credit Union Services Corporation (Australia) Limited ('CUSCAL') and lodged by CUSCAL with ASIC on 31 August 2000, with the amendments required by ASIC under the conditions applying to the related clause 30(2) exemption issued on the date of this exemption (the 'Model Constitution'); or
- (b) modifying its constitution by adopting a constitution that has the same substantive effect (if any) as the Model Constitution with respect to each of the matters mentioned in paragraphs 29(1)(a),(b),(c),(d) and (e) of Schedule 4 of the Law, to the extent that these paragraphs are relevant to the particular credit union's circumstances.

SCHEDULE C

The credit union must:

- (a) give written notice of the variation or cancellation to the members of the class in the next statement it sends to each of its members, so that in the ordinary course, the notices will be received by each member by no later than:
 - (i) the date that is 6 weeks after the date of passage of the special resolution modifying the constitution of the credit union in the manner referred to in Schedule B; or
 - (ii) 31 December 2000,whichever is the earlier;
- (b) publish notice of the variation or cancellation in prominent locations at all branches of the credit union by no later than:
 - (i) the date that is 7 days after the date of passage of the special resolution modifying the constitution of the credit union in the manner referred to in Schedule B; or
 - (ii) 31 December 2000,whichever is the earlier; and
- (c) lodge with ASIC on or after the day which, in the ordinary course, the notice referred to in paragraph (a) will be received by members but by no later than 31 December 2000 :
 - (i) a copy of the special resolution modifying its constitution; and
 - (ii) a copy of the modification of its constitution.

Dated this day of 20th October 2000


Signed by R. D. Cockburn
as a delegate of the Australian Securities and Investments Commission

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
CORPORATIONS LAW
SUBCLAUSE 30(2) OF SCHEDULE 4
EXEMPTION

00/2495

Pursuant to subclause 30(2) of Schedule 4 to the Corporations Law (Law), the Australian Securities and Investments Commission (ASIC), being satisfied that, if a company referred to in Schedule A (each a credit union) has a mutual structure, a proposed modification of the constitution of that company as referred to in Schedule B will not result in or allow a modification of the mutual structure of the company, hereby exempts each of the credit unions from clauses 29(1)(f), 29(4), 31, 32 and 33 of Part 5 of Schedule 4 of the Law in the cases mentioned in Schedule B, on the conditions mentioned in Schedule C and for so long as those conditions are met.

SCHEDULE A

All companies registered under clause 3 of Schedule 4 of the Law that at the date of this exemption are permitted to use the expression 'credit union', 'credit society' or 'credit co-operative' under section 66 of the Banking Act 1959.

SCHEDULE B

Where, prior to the end of the transition period (as defined in Clause 1 of Schedule 4 of the Law), the relevant credit union is proposing to:

- (a) modify its constitution by adopting the model constitution prepared by Credit Union Services Corporation (Australia) Limited ('CUSCAL') and lodged by CUSCAL with ASIC on 31 August 2000, with the amendments required under the conditions applying to this exemption (the Model Constitution); or
- (b) modify its constitution by adopting a constitution that has the same substantive effect (if any) as the Model Constitution with respect to each of the matters mentioned in paragraphs 29(1)(a),(b),(c),(d) and (e) of Schedule 4 of the Law, to the extent that these paragraphs are relevant to the particular credit union's constitutional modification proposal.

SCHEDULE C

1. The credit union must ensure that the notice of meeting at which a proposed constitutional modification mentioned in Schedule B is to be considered or a disclosure statement that accompanies that notice of meeting:
 - (a) gives all the information that members would reasonably require and expect to be given to make an informed decision about the proposed modification; and
 - (b) adequately sets out and explains each of the matters in paragraphs 32(1)(a) to (l) inclusive of Schedule 4 to the Corporations Law that are relevant to the proposed constitutional modification; and
 - (c) is readily comprehensible for members of the credit union.
2. The credit union, if it is modifying its constitution to insert the demutualisation procedure rule set out as an optional clause in the Model Constitution or a constitutional provision with the same substantive effect as that rule, must ensure that its constitution provides that the rule ceases to operate at the end of the credit union's 2001 Annual General Meeting.
3. Where on the transfer date (as defined in clause 1 of Schedule 4) the credit union's constitution did not provide for the payment of dividends on member shares and the proposed modifications to the credit union's constitution would permit dividends to be paid on member shares, the credit union must ensure that its modified constitution limits the payment of dividends on member shares in accordance with PS147.39.

Dated this 20th day of October 2000

Signed by 
R. O. Cockburn
as a delegate of the Australian Securities and Investments Commission

Australian Securities and Investments Commission
Corporations Act 2001— Subsection 741(1) — Exemption

02/0354

Pursuant to subsection 741(1) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("ASIC") hereby exempts the persons referred to in Schedule A from Parts 6D.2 and 6D.3 of the Law in the cases referred to in Schedule B on the conditions set out in Schedule D and for so long as those conditions are met.

SCHEDULE A — PERSONS EXEMPTED

Commerce One, Inc., a company incorporated as New Commerce One Holding, Inc. in Delaware, United States of America, on 27 October 2000 (the "issuer") and any person who makes an offer of securities for issue or sale of the kind referred to in schedule B for or on behalf of the issuer.

SCHEDULE B — CASES EXEMPTED

This exemption applies to an offer of securities for issue or sale which is:

- (a) an offer for issue or sale of fully paid shares being shares in the same class as shares which at the time of the offer are quoted on the NASDAQ National Market and trading in which is not suspended ("quoted shares"); and
- (b) an offer for issue or sale of options over fully paid shares in the same class as quoted shares where the option is offered for no more than nominal consideration; and
- (c) an issue or sale of fully paid shares in the same class as shares which at the time of issue or sale are quoted shares as a consequence of an offer of the kind referred to in paragraphs (a) or (b);

which is made pursuant to the Commerce One Inc. 1997 Incentive Stock Options Plan and the Commerce One Inc. 1999 Nonstatutory Stock Option Plan ("employee share scheme") and which meets the further requirements set out in Schedule C, but does not apply to:

- (d) an offer or grant of options for other than nominal consideration.

SCHEDULE C — FURTHER REQUIREMENTS

An offer, issue or sale to which this exemption applies must, insofar as it constitutes, includes or may result in the issue or transfer of shares (for example through the exercise of an option), meet the following requirements

- 1 The shares the subject of the offer or option must be of the issuer, securities of which body and of Commerce One Operations, Inc., a company incorporated in Delaware, United States of America, on 24 March 1999 and formerly named Commerce One, Inc., have been quoted in total on the NASDAQ National Market throughout the 12 month period immediately preceding the offer without suspension during that period exceeding in total 2 trading days.
- 2 The offer must be made pursuant the employee share scheme extended only to persons ("offerees") who at the time of the offer are full or part-time employees or directors of the issuer or of associated bodies corporate of the issuer.
- 3 The employee share scheme must not involve:
 - (a) a contribution plan; or
 - (b) any offer, issue or sale being made through a trust.
- 4 The offer must be in writing (the "offer document") and:
 - (a) the offer document must include or be accompanied by a copy, or a summary, of the rules of the employee share scheme pursuant to which the offer is made;

0 2 / 0 3 5 4

- (b) if the offer document includes or is accompanied by a summary (rather than a copy) of the rules of the employee share scheme, the offer document must include an undertaking that during the period or periods during which the offeree may acquire the shares offered or subject to the option (the offer period), the issuer (or, in the case of an issuer which does not have a registered office in Australia, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the offeree so requesting, provide the offeree without charge with a copy of the rules of the employee share scheme;
- (c) the offer document must specify in respect of the shares offered or subject to the option:
 - (i) the acquisition price in Australian dollars of the shares;
 - (ii) where the acquisition price of the shares is denominated in a foreign currency, the Australian dollar equivalent of the acquisition price as at the time of the offer; or
 - (iii) where the acquisition price of the shares is determinable at some future time by reference to a formula, the Australian dollar or Australian dollar equivalent of the acquisition price were that formula applied as at the date of the offer;
- (d) the offer document must include an undertaking, and an explanation of the way in which, the issuer (or in the case of an issuer which does not have a registered office in Australia, an associated body corporate of the issuer which does so have a registered office) will, during the offer period, within a reasonable period of the offeree so requesting, make available to the offeree the following information:
 - (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 the shares offered or subject to the option; and
 - (ii) where either paragraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date; and
- (e) if the issuer or any associated body corporate of it offers the offeree any loan or other financial assistance for the purpose of acquiring the shares offered or subject to the option, the offer document must disclose the conditions, obligations and risks associated with such loan or financial assistance.

5 In the case of an offer of shares or options for issue, the number of shares the subject of the offer or to be received on exercise of an option when aggregated with:

- (a) the number of shares in the same class which would be issued were each outstanding offer or option to acquire unissued shares, being an offer made or option acquired pursuant to an employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer, to be accepted or exercised (as the case may be); and
- (b) the number of shares in the same class issued during the previous 5 years pursuant to the employee share scheme or any other employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer;

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 Australia; or
- (d) an offer that was an excluded offer or invitation within the meaning of the Corporations Law as it stood prior to 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;

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

0 2 / 0 3 5 4

SCHEDULE D — CONDITIONS

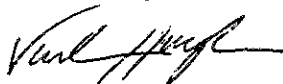
- 1 The person making the offer (the "offeror") must provide to ASIC a copy of the offer document (which need not contain details of the offer particular to the offeree such as the identity or entitlement of the offeree) and of each accompanying document not later than 7 days after the provision of that material to the offeree.
- 2 The offeror must ensure that the issuer (or, in the case of an issuer which does not have a registered office in Australia, an associated body corporate of the issuer which does so have a registered office), complies with any undertaking required to be made in the offer document by reason of this instrument.

Interpretation

For the purposes of this instrument:

- 1 A contribution plan is a plan under which a participating offeree may save money by regular deductions from wages or salary towards paying for shares offered for issue or sale under an employee share scheme.
- 2 A body corporate is an associated body corporate of an issuer if:
 - (a) the body corporate is a related body corporate of the issuer; or
 - (b) the body corporate has voting power in the issuer of not less than 20%; or
 - (c) the issuer has voting power in the body corporate of not less than 20%;(applying the definition of "voting power" contained in section 610 of the Act).
- 3 The Australian dollar equivalent of a price shall be calculated by reference to the relevant exchange rate published by The Wall Street Journal on the previous business day.
- 4 An employee share scheme shall not be regarded as extended to a person other than an employee or director of the issuer or an associated body corporate of the issuer merely because such an employee or director may renounce an offer of shares made to them under the scheme in favour of their nominee.
- 5 An option shall be taken to have been offered or granted for nominal consideration if and only if the monetary consideration payable upon the issue of the option is not more than the lesser of:
 - (a) 1 cent per option; or
 - (b) 1% of the exercise price in respect of the option.
- 6 The current market price of a share shall be taken as the price published by the NASDAQ National Market as the final price for the previous day on which the share was traded on the stock market of that exchange.

Dated the 7th day of March 2002



Signed by Vinh Huynh
as delegate of the Australian Securities and Investments Commission

02 / 0355

Australian Securities and Investments Commission
Corporations Act 2001 — Subsections 283GA(1), 601QA(1) and 741(1) — Exemption

Pursuant to subsections 283GA(1) and 741(1) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("ASIC") hereby exempts the persons referred to in Schedule A from Parts 2L.1, 2L.2, 2L.3, 2L.4, 2L.5, 6D.2 and 6D.3 of the Act in the case referred to in Schedule B on the conditions set out in Schedule D and for so long as those conditions are met.

And, for the avoidance of doubt, pursuant to subsection 601QA(1) of the Act ASIC hereby exempts from section 601ED of the Act, in the case of the operation of an employee share scheme which involves a contribution plan and in relation to which the exemptions referred to in the preceding paragraph are applicable, and where the conditions of those exemptions are met, each of the following persons:

- (a) each person referred to in Schedule A;
- (b) the issuer referred to in paragraph 1 of Schedule C; and
- (c) each associated body corporate of the issuer which is involved in the operation of the employee share scheme.

SCHEDULE A — PERSONS EXEMPTED

Commerce One, Inc., a company incorporated as New Commerce One Holding, Inc. in Delaware, United States of America, on 27 October 2000 (the "issuer") and any person who makes an offer of securities for issue or sale of the kind referred to in schedule B for or on behalf of the issuer.

SCHEDULE B — CASES EXEMPTED

This exemption applies to:

- (a) an offer for issue or sale of fully paid shares, being shares in the same class as shares which at the time of the offer are quoted on the NASDAQ National Market and trading in which is not suspended ("quoted shares");
- (b) an offer for issue or sale of options over fully paid shares in the same class as quoted shares where the option is offered for no more than nominal consideration;
- (c) an issue or sale of fully paid shares in the same class as shares which at the time of issue or sale are quoted shares as a consequence of an offer of the kind referred to in paragraphs (a) or (b); and
- (d) an offer for issue or sale of units of fully paid shares, or other offer, issue or sale, which is made pursuant to an employee share scheme that involves such offer, issue or sale being made through a trust and which is exempted by ASIC Class Order 00/223 dated 11 March 2000 and where the conditions of that Class Order are met;

which is made pursuant to the Commerce One Inc. 1999 Employee Stock Purchase Plan ("employee share scheme") which involves a contribution plan, and which meets the further requirements set out in Schedule C, but does not apply to:

- (e) an offer or grant of options for other than nominal consideration.

SCHEDULE C — FURTHER REQUIREMENTS

An offer, issue or sale to which this exemption applies must, insofar as it constitutes, includes or may result in the transfer of shares (for example through the exercise of an option), meet the following requirements:

- 1 The shares the subject of the offer or option must be of the issuer, securities of which body and of Commerce One Operations, Inc., a company incorporated in Delaware, United States of America, on 24 March 1999 and formerly named Commerce One, Inc., have been quoted in total on the NASDAQ National Market throughout

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the 12 month period immediately preceding the offer without suspension during that period exceeding in total 2 trading days.

- 2 The offer must be extended only to persons (offerees) who at the time of the offer are full or part-time employees or directors of the issuer or of associated bodies corporate of the issuer; or of associated bodies corporate of the issuer.
- 3 The offer must be in writing (the offer document) and:
 - (a) the offer document must include or be accompanied by a copy, or a summary, of:
 - (i) the rules of the employee share scheme pursuant to which the offer is made; and
 - (ii) the terms and conditions of the contribution plan;
 - (b) if the offer document includes or is accompanied by a summary (rather than a copy) of the rules, terms and conditions referred to in paragraph (a), the offer document must include an undertaking that during the period or periods during which the offeree may acquire the shares offered or subject to the option (the offer period), the issuer (or, in the case of an issuer which does not have a registered office in Australia, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the offeree so requesting, provide the offeree without charge with a copy of those rules, terms and conditions;
 - (c) the offer document must specify in respect of the shares offered or subject to the option:
 - (i) the acquisition price in Australian dollars of the shares;
 - (ii) where the acquisition price of the shares is denominated in a foreign currency, the Australian dollar equivalent of the acquisition price as at the time of the offer; or
 - (iii) where the acquisition price of the shares is determinable at some future time by reference to a formula, the Australian dollar or Australian dollar equivalent of the acquisition price were that formula applied as at the date of the offer;
 - (d) the offer document must include an undertaking that, and an explanation of the way in which, the issuer (or in the case of an issuer which does not have a registered office in Australia, an associated body corporate of the issuer which does so have a registered office) will, during the offer period, within a reasonable period of the offeree so requesting, make available to the offeree the following information:
 - (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 the shares offered or subject to the option; and
 - (ii) where either paragraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date;
 - (e) the offer document must also state:
 - (i) the Australian ADI or bank in the United States of America where contributions are held;
 - (ii) the length of time they may be held; and
 - (iii) the rate of interest payable (if any) on the contributions held in the account.
- 4 In the case of an offer of shares or options for issue, the number of shares the subject of the offer or to be received on exercise of an option when aggregated with:

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- (a) the number of shares in the same class which would be issued were each outstanding offer or option to acquire unissued shares, being an offer made or option acquired pursuant to an employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer, to be accepted or exercised (as the case may be); and
- (b) the number of shares in the same class issued during the previous 5 years pursuant to the employee share scheme or any other employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer;

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 Australia; or
- (d) an offer that was an excluded offer or invitation within the meaning of the Corporations Law as it stood prior to 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;

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

SCHEDULE D

- 1 The person making the offer (the offeror) must provide to ASIC a copy of the offer document (which need not contain details of the offer particular to the offeree such as the identity or entitlement of the offeree) and of each accompanying document not later than 7 days after the provision of that material to the offeree. —
- 2 The offeror must ensure that the issuer (or, in the case of an issuer which does not have a registered office in Australia, an associated body corporate of the issuer which does so have a registered office), complies with any undertaking required to be made in the offer document by reason of this instrument.
- 3 Neither the issuer nor any associated body corporate of it offers the offeree any loan or other financial assistance for the purpose of, or in connection with, the acquisition of the shares to which the offer relates.

Interpretation

For the purposes of this instrument:

- 1 A contribution plan is a plan under which a participating offeree may save money by regular deductions from wages or salary towards paying for shares offered for issue or sale under an employee share scheme where the terms and conditions of the contribution plan include terms and conditions to the effect that:
 - (a) all deductions from wages or salary made in connection with participation in the contribution plan must be authorised by the offeree on the same form of application which is used in respect of the offer, or on a form which is included in or accompanies the offer document;
 - (b) any contributions made by an offeree as part of the contribution plan must be held by the issuer in trust for the offeree in a bank account in the United States of America or in an account of an Australian ADI which is established and kept by the issuer solely for the purpose of depositing contribution moneys and other money paid by employees for the shares on offer under the employee share scheme;
 - (c) the offeree may elect to discontinue their participation in the contribution plan at any time and as soon as practicable after that election is made all money deposited with the Australian ADI in relation to that offeree, including any accumulated interest, must be repaid to that offeree except that an election to discontinue participation given during the period commencing fifteen business days before the end of each Purchase Period shall not be effective until the commencement of the next Purchase Period.

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- 2 A Purchase Period is each of the six-month periods 15 May to 15 November and 15 November to 15 May.
- 3 A body corporate is an associated body corporate of an issuer if:
 - (a) the body corporate is a related body corporate of the issuer; or
 - (b) the body corporate has voting power in the issuer of not less than 20%; or
 - (c) the issuer has voting power in the body corporate of not less than 20%;(applying the definition of "voting power" contained in section 610 of the Act).
- 4 The Australian dollar equivalent of a price shall be calculated by reference to the relevant exchange rate published by The Wall Street Journal on the previous business day.
- 5 An offer under a scheme shall not be regarded as extended to a person other than an employee or director of the issuer or an associated body corporate of the issuer merely because such an employee or director may renounce an offer of shares made to them under the scheme in favour of their nominee.
- 6 An option shall be taken to have been offered or granted for nominal consideration if and only if the monetary consideration payable upon the issue of the option is not more than the lesser of:
 - (a) 1 cent per option; or
 - (b) 1% of the exercise price in respect of the option.
- 7 The current market price of a share shall be taken as the price published by the NASDAQ National Market as the final price for the previous day on which the share was traded on the stock market of that exchange.

Dated the 7th day of March 2002



Signed by Vinh Huynh
as delegate of the Australian Securities and Investments Commission

Australian Securities and Investments Commission
Corporations Act 2001— Subsection 741(1) — Exemption

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Pursuant to subsection 741(1), the Australian Securities and Investments Commission exempts the person specified in Schedule A ("the issuer"), in the case referred to in Schedule B, from Parts 6D.2 and 6D.3 (other than sections 736 and 738).

SCHEDULE A

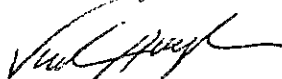
Pegmont Mines NL ACN 003 331 682.

SCHEDULE B

A written offer for the issue of shares in the issuer where the following requirements are met at the time that the offer is made.

- (a) The shares are in a class which is quoted on the stock market of the Stock Exchange of Newcastle Limited (the "class") and trading in the class is not suspended.
- (b) None of the following provisions have been contravened in relation to the issuer in the previous 12 months:
 - (i) a provision of Chapter 2M;
 - (ii) section 1001A or 1001B (if the offer is made before 11 March 2002) and section 674 or 675 (if the offer is made on or after 11 March 2002);
 - (iii) section 724;
 - iv) section 728.
- (c) The offer is made pursuant to a scheme under which:
 - (i) an offer is made to each person who holds shares in that class, and whose address (as recorded in the issuer's register of members) is in a jurisdiction in which it is lawful and practical for the issuer to offer and issue shares to that holder, in the reasonable opinion of the issuer's board of directors;
 - (ii) each offer is made on the same terms and conditions and on a non-renounceable basis;
 - (iii) the issue price is less than the market price during a specified period in the 30 days prior to either the date of the offer or the date of the issue; and
 - (iv) a person may not subscribe more than \$3000 in any consecutive 12 month period.
- (d) The written offer document contains the following information:
 - (i) the method used to calculate the issue price and the time when this price will be determined;
 - (ii) a statement describing the relationship between the issue price and market price; and
 - (iii) disclosure of the risk that the market price may change between the date of the offer and the date when shares are issued to a subscriber under the scheme, and the effect this would have on the price or value of the shares which the subscriber would receive.

Dated the 6th day of March 2002



Signed by Vinh Huynh
as delegate of the Australian Securities and Investments Commission

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Australian Securities and Investments Commission
Corporations Act 2001 — Subsections 260MA(1), 601QA(1) and 741(1) — Exemptions

Pursuant to subsections 260MA(1) and 741(1) of the *Corporations Act 2001* ("Act") the Australian Securities and Investments Commission ("ASIC") hereby exempts each of the persons referred to in Schedule A from Parts 2L.1, 2L.2, 2L.3, 2L.4, 2L.5, 6D.2 and 6D.3 of the Act in the cases referred to in Schedule B on the conditions set out in Schedule D and for so long as those conditions are met.

And, for the avoidance of doubt, pursuant to subsection 601QA(1) of the Act ASIC hereby exempts from section 601ED of the Act, in the case of an employee share scheme which involves a contribution plan and in relation to which the exemptions referred to in the preceding paragraph are applicable, and where the conditions of those exemptions are met, each of the following persons:

- (a) each person referred to in Schedule A; and
- (b) each associated body corporate of the persons referred to in Schedule A which is involved in the operation of the employee share scheme.

SCHEDULE A — PERSONS EXEMPTED

Misys plc, a company registered in England and Wales under company number 1360027 and registered in Australia as an overseas foreign company under ARBN 077 034 747 and any person acting for or on their behalf.

SCHEDULE B — CASES EXEMPTED

This exemption applies to:

- (a) an offer for issue or sale of fully paid shares being shares in the same class as shares which at the time of the offer are quoted on the ASX or an approved foreign exchange and trading in which is not suspended ("quoted shares");
- (b) an offer for issue or sale of options over fully paid shares in the same class as quoted shares where the option is offered for no more than nominal consideration;
- (c) an issue or sale of fully paid shares in the same class as shares which at the time of issue or sale are quoted shares as a consequence of an offer of the kind referred to in paragraphs (a) or (b); and

- (d) an offer for issue or sale of units of fully paid shares, or other offer, issue or sale, which is made pursuant to an employee share scheme that involves such offer, issue or sale being made through a trust and which is exempted by ASIC Class Order 00/223 dated 11 March 200 and where the conditions of that Class Order are met;

which is made pursuant to an employee share scheme which involves a contribution plan, and which meets the further requirements set out in Schedule C, but does not apply to:

- (e) an offer or grant of options for other than nominal consideration.

SCHEDULE C — FURTHER REQUIREMENTS

An offer, issue or sale to which this exemption applies must, insofar as it constitutes, includes or may result in the transfer of shares (for example through the exercise of an option), meet the following requirements:

1. The shares the subject of the offer or option are of a body (the issuer) securities of which have been quoted on:
 - (a) the ASX throughout the 12 month period immediately preceding the offer, without suspension during that period exceeding in total 2 trading days; or
 - (b) an approved foreign exchange throughout the 36 month period immediately preceding the offer, without suspension during that period exceeding in total 5 trading days.
2. The offer must be extended only to persons ("offerees") who at the time of the offer are full or part-time employees or directors of the issuer or of associated bodies corporate of the Offerors.
3. The offer must be in writing (the offer document) and:
 - (a) the offer document must include or be accompanied by a copy, or a summary, of:
 - (i) the rules of the employee share scheme pursuant to which the offer is made; and
 - (ii) the terms and conditions of the contribution plan;
 - (b) if the offer document includes or is accompanied by a summary (rather than a copy) of the rules, terms and conditions referred to in paragraph (a), the offer document must include an undertaking that during the period or periods during which the offeree may acquire shares to which the offer relates ("offer period"), the issuer (or, if the issuer which does not have a registered office in Australia, an associated body corporate of the issuer which has a registered office in Australia) will, within a reasonable period of the offeree so requesting, provide the offeree without charge with a copy of those rules, terms and conditions;
 - (c) the offer document must specify in respect of the shares offered or subject to the option:
 - (i) the acquisition price in Australian dollars of the shares;

- (ii) where the acquisition price of the shares to which the offer relates is denominated in a foreign currency, the Australian dollar equivalent of the acquisition price as at the time of the offer; or
 - (iii) where the acquisition price of the shares is determinable at some future time by reference to a formula, the Australian dollar or Australian dollar equivalent of the acquisition price were that formula applied as at the date of the offer;
- (d) the offer document must include an undertaking that, and an explanation of the way in which, the issuer (or, if the issuer which does not have a registered office in Australia, an associated body corporate of the issuer which has a registered office in Australia) will, during the offer period, within a reasonable period of the offeree so requesting, make available to the offeree the following information:
- (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 shares to which the offer relates; and
 - (ii) where either paragraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date.
- (e) the offer document must also state:
- (i) the Australian ADI where contributions will be held if the offeree does not nominate an alternative Australian ADI;
 - (ii) the length of time they may be held; and
 - (iii) the rate of interest payable (if any) on the contributions held in the account referred to in subparagraph (e)(i).
4. In the case of an offer of shares or options for issue, the number of shares the subject of the offer or to be received on exercise of an option when aggregated with:
- (a) the number of shares in the same class which would be issued were each outstanding offer or option to acquire unissued shares, being an offer made or option acquired pursuant to employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer, to be accepted or exercised (as the case may be); and
 - (b) the number of shares in the same class issued during the previous 5 years pursuant to the employee share scheme or any other employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer;
- 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 Australia; or

- (d) an offer that was an excluded offer or invitation within the meaning of the Act as it stood prior to 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;

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

SCHEDULE D — CONDITIONS

1. The person making the offer ("the offeror") must provide to ASIC a copy of the offer document (which need not contain details of the offer particular to the offeree such as the identity or entitlement of the offeree) and of each accompanying document not later than 7 days after the provision of that material to the offeree.
2. The offeror must ensure that the issuer (or an associated body corporate of the issuer which has a registered office in Australia), complies with any undertaking required to be made in the offer document by reason of this instrument.
3. Neither the issuer nor any associated body corporate of it offers the offeree any loan or other financial assistance for the purpose of, or in connection with, the acquisition of the shares to which the offer relates.

Interpretation

For the purposes of this instrument:

1. A contribution plan is a plan under which a participating offeree may save money by regular deductions from wages or salary towards paying for shares offered for issue or sale under an employee share scheme where the terms and conditions of the contribution plan include terms and conditions to the effect that:
 - (a) all deductions from wages or salary made in connection with participation in the contribution plan must be authorised by the offeree on the same form of application which is used in respect of the offer, or on a form which is included in or accompanies the offer document;
 - (b) any contributions made by an offeree as part of the contribution plan must be:
 - (i) held by the issuer in trust for the offeree in an account of an Australian ADI which is established and kept by the issuer solely for the purpose of depositing contribution moneys and other money paid by employees for the shares on offer under the employee share scheme; or
 - (ii) held in an account of an Australian ADI in the name of the offeree.
 - (c) the offeree may elect to discontinue their participation in the contribution plan at any time and, where contributions made by an offeree as part of the contribution plan are held in the manner specified in subparagraph (b)(i), as soon as practicable after that election is made all money deposited with the

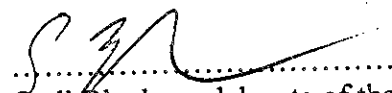
Australian ADI in relation to that offeree, including any accumulated interest, must be repaid to that offeree.

2. A body corporate is an associated body corporate of an Offeror if:
 - (a) the body corporate is a related body corporate of the issuer; or
 - (b) the body corporate has voting power in the issuer of not less than 20%; or
 - (c) the issuer has voting power in the body corporate of not less than 20%;(applying the definition of 'voting power' contained in section 610 of the Act).
3. The Australian dollar equivalent of a price shall be calculated by reference to the relevant exchange rate published by an Australian bank on the previous business day.
4. An offer under a scheme shall not be regarded as extended to a person other than an employee or director of the issuer or an associated body corporate of the issuer merely because such an employee or director may renounce an offer of shares made to them under that offer in favour of their nominee.
5. An option shall be taken to have been offered or granted for nominal consideration if and only if the monetary consideration payable upon the issue of the option is not more than the lesser of:
 - (a) 1 cent per option; or
 - (b) 1% of the exercise price in respect of the option.
6. Securities shall be taken to be quoted on an approved foreign exchange if and only if quoted on:
 - (a) the New York Stock Exchange, the American Stock Exchange, the London Stock Exchange, the Tokyo Stock Exchange, the Frankfurt Stock Exchange, the Bourse de Paris, the Toronto Stock Exchange, the Zurich Stock Exchange, The Amsterdam Stock Exchange, the Milan Stock Exchange, The Stock Exchange of Hong Kong Ltd, the Stock Exchange of Singapore Limited, the New Zealand Stock Exchange or the Kuala Lumpur Stock Exchange (Main and Second Boards) provided that unless otherwise expressly stated, if any such exchange has more than one board on which securities are quoted, securities shall only be taken to be quoted on that exchange if quoted on the main board of that exchange; or
 - (b) the NASDAQ National Market.

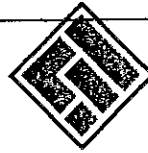
The current market price of a share shall be taken as the price published by the principal exchange on which the share is quoted as the final price for the previous day on which the share was traded on the stock market of that exchange.

Dated this 8th day of March 2002

Signed:


.....
Gadi Bloch, as delegate of the

Australian Securities and Investments Commission



ASIC 02/0358
Australian Securities & Investments Commission

**Australian Securities and Investments Commission
Corporations Act 2001 - Subsection 741(1)(a) - Exemption**

Pursuant to section 741(1)(a) of the Corporations act 2001 (the "Act") the Australian Securities and Investments Commission ("ASIC") hereby exempts the persons mentioned in Schedule A and any person acting for or on their behalf from Parts 6D.2 and 6D.3 of the Act in the cases referred to in Schedule B on the conditions set out in Schedule D and for so long as those conditions are met.

SCHEDULE A - Person Exempted

Thomson Multimedia SA ("Issuer"), Thomson SA, Credit Agricole Indosuez, Thomson Multimedia Marketing Australia Pty Ltd ACN 061 073 256, and; Atlinks Australia Pty Limited, ACN 089 602 773, Broadcast Television Systems Australia Pty Ltd ACN 095 268 616 and MNC Australia Pty Ltd ACN 095 123 550 and each of their subsidiaries.

SCHEDULE B - Cases Exempted

This exemption applies to an offer of securities for issue or sale which is:

- (a) an offer for issue or sale of fully paid shares being shares in the same class as shares which at the time of the offer are quoted on the ASX or an approved foreign exchange and trading in which is not suspended (quoted shares); and
- (b) an offer for issue or sale of options over fully paid shares in the same class as quoted shares where the option is offered for no more than nominal consideration; and
- (c) an issue or sale of fully paid shares in the same class as shares which at the time of issue or sale are quoted shares as a consequence of an offer of the kind referred to in paragraphs (a) or (b);

and which meets the further requirements set out in Schedule C, but does not apply to:

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- (d) an offer or grant of options for other than nominal consideration.

Schedule C - Further requirements

An offer, issue or sale to which this exemption applies must, insofar as it constitutes, includes or is a consequence of an offer of options or shares, meet the following requirements:

1. The shares must be in the issuer and be in a class of shares which have been quoted on:
 - (a) the ASX throughout the 12 month period immediately preceding the offer without suspension during that period exceeding in total 2 trading days; or
 - (b) an approved foreign exchange throughout the 12 month period immediately preceding the offer without suspension during that period exceeding in total 2 trading days.
2. The offer must be made pursuant to an employee share scheme extended only to persons ("offerees") who at the time of the offer are either full or part-time employees or directors of the issuer or of associated bodies corporate of the issuer.
3. The employee share scheme must not involve:
 - (a) a contribution plan; or
 - (b) any offer, issue or sale being made through a trust.
4. The offer must be in writing ("the offer document") and:
 - (a) the offer document must include or be accompanied by a copy, or a summary, of the rules of the employee share scheme pursuant to which the offer is made;
 - (b) if the offer document includes or is accompanied by a summary (rather than a copy) of the rules of the employee share scheme, the offer document must include an undertaking that during the period or periods during which the offeree may acquire shares to which the offer relates ("the offer period"), the issuer (or in the case of an issuer which does not have a registered office in Australia, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the offeree so requesting, provide the offeree without charge a copy of the rules of the employee share scheme;
 - (c) the offer document must specify:

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- (i) the acquisition price in Australian dollars of the shares to which the offer relates;
 - (ii) where the acquisition price of the shares to which the offer relates is denominated in a foreign currency, the Australian dollar equivalent of the acquisition price as at the time of the offer; or
 - (iii) where the acquisition price of the shares to which the offer relates is determinable at some future time by reference to a formula, the Australian dollar or Australian dollar equivalent of the acquisition price were that formula applied as at the date of the offer;
- (d) the offer document must include an undertaking, and an explanation of the way in which, the issuer (or in the case of an issuer which does not have a registered office in Australia, an associated body corporate of the issuer which does so have a registered office) will, during the offer period, within a reasonable period of the offeree so requesting, make available to the offeree the following information:
- (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 the shares to which the offer relates; and
 - (ii) where either paragraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date; and
- (e) if the issuer or any associated body corporate of it offers the offeree any loan or other financial assistance for the purpose of acquiring the shares to which the offer relates, the offer document must disclose the conditions, obligations and risks associated with such loan or financial assistance.
5. In the case of an offer of shares for issue, 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 or option to acquire unissued shares, being an offer made or option acquired pursuant to an employee share scheme extended only to either employees or directors of the issuer and associated bodies corporate of the issuer, to be accepted or exercised (as the case may be); and

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- (b) the number of shares in the same class issued during the previous 5 years pursuant to the employee share scheme or any other employee share scheme extended only to either employees or directors of the issuer and associated bodies corporate of the issuer:

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 Australia; or
- (d) an offer that was an excluded offer or invitation within the meaning of the Law as it stood prior to 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 Law;

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

Schedule D - Conditions

1. The person making the offer ("the offeror") must provide to ASIC a copy of the offer document (which need not contain details of the offer particular to the offeree such as the identity or entitlement of the offeree) and of each accompanying document not later than 7 days after the provision of that material to the offeree.
2. The offeror must ensure that the issuer (or in the case of an issuer which does not have a registered office in Australia, an associated body corporate of the issuer which does so have a registered office), complies with any undertaking required to be made in the offer document by reason of this instrument.

Interpretation

For the purposes of this instrument:

1. A contribution plan is a plan under which a participating offeree may save money by regular deductions from wages or salary towards paying for shares offered for issue or sale under an employee share scheme.
2. A body corporate is an associated body corporate of the issuer if:
 - (a) the body corporate is a related body corporate of the issuer: or

02 / 0358

- (b) the body corporate has voting power in the issuer of not less than 20%; or
- (c) the issuer has voting power in the body corporate of not less than 20%;

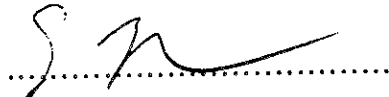
(applying the definition of 'voting power' contained in section 610 of the Law).

3. The Australian dollar equivalent of a price shall be calculated by reference to the relevant exchange rate published by an Australian bank on the previous business day.
4. An employee share scheme shall not be regarded as extended to a person other than an employee or director of the issuer or an associated body corporate of the issuer merely because such an employee or director may renounce an offer of shares made to them under the scheme in favour of their nominee.
5. An option shall be taken to have been offered or granted for nominal consideration if and only if the monetary consideration payable upon the issue of the option is not more than the lesser of:
 - (a) 1 cent per option; or
 - (b) 1% of the exercise price in respect of the option.
6. The current market price of a share shall be taken as the price published by the principal exchange on which the share is quoted as the final price for the previous day on which the share was traded on the stock market of that exchange.
7. Securities shall be taken to be quoted on an approved foreign exchange if and only if quoted on:
 - (a) the New York Stock Exchange, the American Stock Exchange, the London Stock Exchange, the Tokyo Stock Exchange, the Frankfurt Stock Exchange, the Bourse de Paris, the Toronto Stock Exchange, the Zurich Stock Exchange, The Amsterdam Stock Exchange, the Milan Stock Exchange, The Stock Exchange of Hong Kong Ltd, the Stock Exchange of Singapore Limited, the New Zealand Stock Exchange or the Kuala Lumpur Stock Exchange (Main and Second Boards) provided that unless otherwise expressly stated, if any such exchange has more than one board on which securities are quoted, securities shall only be taken to be quoted on that exchange if quoted on the main board of that exchange; or
 - (b) the NASDAQ National Market.

Dated this 12th day of March 2002.

02 / 03 58

Signed:



Gadi Bloch, as a delegate of the

Australian Securities and Investments Commission

02 / 0359

Australian Securities and Investments Commission

Corporations Act 2001

ORDER

The **AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION** ("ASIC") hereby **MAKES AN ORDER** pursuant to subsection 340(1) of the **Corporations Act 2001** ("the Act"), relieving the company referred to in Schedule A ("the company"), in relation to the relevant half year referred to in Schedule B, from the requirements of subsection 320(1) of the Act, provided that the half year financial report, as required under Division 2 of Part 2M.3 of the Act, shall not be lodged later than the date referred to in Schedule C and subject to the condition set out in Schedule D.

SCHEDULE A

Pasminco Limited ACN 004 368 674 (under Administration)

SCHEDULE B

Half year ended 31 December 2001

SCHEDULE C

30 April 2002

SCHEDULE D

The notes to the financial statements for the relevant half-year are to include a brief statement as to the relief provided by this Order.

Dated this 15th day of March 2002



.....
Signed by Robert G. Mackay

as **Delegate of the Australian Securities and Investments Commission**

02/0361

**THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
CORPORATIONS ACT
SECTION 830**

BANNING ORDER

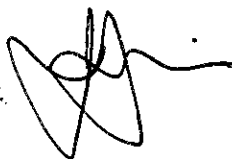
TO: HEATHER CHRISTINA MUNN
C/- Numinbah Correctional Centre
Nerang Murwillumbah Rd
NUMINBAH VALLEY QLD 4211

I refer to the offence of fraud you, **HEATHER CHRISTINA MUNN**, were convicted of in the District Court at Brisbane on 20 November 2001, in relation to fraud as an employee to the value of more than \$5,000.00 between the 18th day of January 2000 and the 9th day of November 2000 at Brisbane.

As a delegate of the Australian Securities and Investments Commission ("Commission") I now make the following **ORDER against HEATHER CHRISTINA MUNN** pursuant to subsection 830(1) of the Corporations Act ("the Act"):

The Commission **permanently prohibits HEATHER CHRISTINA MUNN** from doing any act as a representative of a securities dealer or of an investment adviser, including holding herself out to be such a representative, pursuant to the power contained in paragraph 829(b) of the Act as she is a person who has been convicted of serious fraud.

Dated 1 March 2002



Signed by Jan Speirs
as a delegate of the Australian Securities and Investments Commission



ASIC 02/0362

Australian Securities & Investments Commission

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 283GA(1)(a), 601QC(1)(a),
741(1)(a), 911A(2)(1) and 1020F(1)(a) – Exemption**

- 1 Under paragraphs 283GA(1)(a) and 741(1)(a) of the *Corporations Act 2001* (the “Act”), the Australian Securities and Investments Commission (“ASIC”) hereby exempts each person in the class of persons referred to in Schedule A and any person acting for or on their behalf from Parts 2L.1, 2L.2, 2L.3, 2L.4, 2L.5, 6D.2 and 6D.3 of the Act in the case referred to in Schedule B on the conditions set out in Schedule D and for so long as those conditions are met.
- 2 For the avoidance of doubt, under paragraphs 601QA(1)(a), 911A(2)(1) and 1020F(1)(a) of the Act ASIC hereby exempts each person referred to in Schedule E:
 - (a) from Chapter 5C and Part 7.9 of the Act; and
 - (b) from the requirement to hold an Australian financial services licence for the provision of financial services by the person,in relation to interests in a managed investment scheme referred to in Schedule E in the case referred to in Schedule F on the conditions set out in Schedule D and for so long as those conditions are met.
- 3 For the avoidance of doubt, under paragraph 911A(2)(1) and 1020F(1)(a) of the Act, ASIC hereby exempts a person (other than a person in the class of persons mentioned in Schedule E) from:
 - (a) Part 7.9 of the Act in relation to a recommendation that a retail client acquire, and an offer to arrange the issue of an interest in; and
 - (b) the requirement to hold an Australian financial services licence for the provision of financial services by the person in relation to interests in,a managed investment scheme referred to in Schedule E which appears to meet the conditions and requirements in Schedules D and F, except where the person is aware, or ought reasonably to be aware, that those conditions and requirements have not been met.

SCHEDULE A – PERSONS EXEMPTED

Transurban Holdings Limited, ACN 098 143 429 (“Transurban Holdings”), Transurban Infrastructure Developments Limited, ACN 098 143 410 (“TIDL”) and Transurban Infrastructure Management Limited, ACN 098 147 678 (“TIML”) which is the responsible entity for the Transurban Holding Trust, ARSN 098 807 419 (“Trust”).

SCHEDULE B – CASES EXEMPTED

This exemption applies to:

- (a) an offer for issue or sale of fully paid shares in Transurban Holdings, fully paid shares in TIDL and units in the Trust which are stapled together and which cannot be dealt with unless dealt with together ("Stapled Securities") being securities in the same class of securities which at the time of the offer are quoted on the financial market operated by Australian Stock Exchange Limited or an approved foreign market and trading in which is not suspended (quoted securities);
- (b) an offer for issue or sale of options over fully paid Stapled Securities in the same class as quoted securities where the option is offered for no more than nominal consideration;
- (c) an issue or sale of fully paid Stapled Securities in the same class as Stapled Securities which at the time of issue or sale are quoted securities as a consequence of an offer of the kind referred to in paragraphs (a) or (b); and
- (d) an offer for issue or sale of units of fully paid Stapled Securities, or other offer, issue or sale, which is made pursuant to an employee security ownership scheme that involves such offer, issue or sale being made through a trust and which is exempted by Class Order [00/223] dated 11 March 2000 and where the conditions of that Class Order are met;

which is made pursuant to an employee security ownership scheme which involves a contribution plan, and which meets the further requirements set out in Schedule C, but does not apply to:

- (e) an offer or grant of options for other than nominal consideration.

SCHEDULE C – FURTHER REQUIREMENTS

An offer, issue or sale to which this exemption applies must, insofar as it constitutes, includes or may result in the transfer of Stapled Securities (for example, through the exercise of an option), meet the following requirements:

- 1 The Stapled Securities the subject of the offer or option are of a body or bodies (each the issuer) securities of which:
 - (a) (i) have been quoted on the financial market operated by Australian Stock Exchange Limited at the date of the offer; and
 - (ii) where securities of the issuers have been quoted on the financial market operated by Australian Stock Exchange Limited for at least 12 months - the securities have been so quoted for a 12 month period immediately preceding the offer, without suspension during that period exceeding in total 2 trading days; or
 - (b) an approved foreign market throughout the 36 month period, immediately preceding the offer, without suspension during that period exceeding in total 5 trading days.
- 2 The offer must be extended only to persons (offerees) who at the time of the offer are full or part-time employees or directors of the issuer or of associated bodies corporate of the issuer.
- 3 The offer must be in writing (the offer document) and:
 - (a) the offer document must include or be accompanied by a copy, or a summary, of the rules of the employee security ownership scheme pursuant to which the offer is made (and, if separate from the rules of the employee security ownership scheme), the terms and conditions of the contribution plan);

- (b) if the offer document includes or is accompanied by a summary (rather than a copy) of the rules, terms and conditions referred to in paragraph (a), the offer document must include an undertaking that during the period or periods during which the offeree may acquire the Stapled Securities offered or subject to the option (the offer period), the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the offeree so requesting, provide the offeree without charge with a copy of those rules, terms and conditions;
 - (c) the offer document must specify in respect of the Stapled Securities offered or subject to the option:
 - (i) the acquisition price in Australian dollars of the Stapled Securities;
 - (ii) where the acquisition price of the Stapled Securities is denominated in a foreign currency, the Australian dollar equivalent of the acquisition price as at the time of the offer; or
 - (iii) where the acquisition price of the Stapled Securities is determinable at some future time by reference to a formula, the Australian dollar or Australian dollar equivalent of the acquisition price were that formula applied as at the date of the offer;
 - (d) the offer document must include an undertaking that, and an explanation of the way in which, the issuer (or in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, during the offer period, within a reasonable period of the offeree so requesting, make available to the offeree the following information:
 - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of Stapled Securities in the same class as the Stapled Securities offered or subject to the option; and
 - (ii) where either paragraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date; and
 - (e) the offer document must also state:
 - (i) the Australian ADI where contributions are held;
 - (ii) the length of time they may be held; and
 - (iii) the rate of interest payable (if any) on the contributions held in the account.
- 4 In the case of an offer of Stapled Securities or options for issue, the number of Stapled Securities the subject of the offer or to be received on exercise of an option when aggregated with:
- (a) the number of Stapled Securities in the same class which would be issued were each outstanding offer or option to acquire unissued Stapled Securities, being an offer made or option acquired pursuant to an employee security scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer, to be accepted or exercised (as the case may be); and
 - (b) the number of Stapled Securities in the same class during the previous 5 years pursuant to the employee security ownership scheme or any other employee

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security scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer;

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 it stood prior to 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;

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

SCHEDULE D - CONDITIONS

- 1 The person making the offer (the offeror) must provide to ASIC a copy of the offer document (which need not contain details of the offer particular to the offeree such as the identity or entitlement of the offeree) and of each accompanying document not later than 7 days after the provision of that material to the offeree.
- 2 The offeror must ensure that the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office), complies with any undertaking required to be made in the offer document by reason of this instrument.
- 3 Neither the issuer nor any associated body corporate of it offers the offeree any loan or other financial assistance for the purpose of, or in connection with, the acquisition of the Stapled Securities to which the offer relates.

SCHEDULE E - FURTHER PERSONS EXEMPTED

Any person who:

- (a) operates, or is involved in operating, a managed investment scheme by reason of operating an employee security ownership scheme with a contribution plan; or
- (b) offers, issues or sells or is involved in offering, issuing or selling interests in a managed investment scheme arising by reason of an employee security ownership scheme with a contribution plan.

SCHEDULE F - FURTHER CASES EXEMPTED

This exemption applies to an employee security ownership scheme which involves the making of offers, issues or sales which meet the requirements in Schedule B.

Interpretation

For the purposes of this instrument:

- 1 A contribution plan is a plan under which a participating offeree may save money by regular deductions from wages or salary towards paying for Stapled Securities offered for issue or sale under an employee security ownership scheme and where:

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- (a) all deductions from wages or salary made in connection with participation in the contribution plan must be authorised by the offeree on the same form of application which is used in respect of the offer, or on a form which is included in or accompanies the offer document;
 - (b) any contributions made by an offeree as part of the contribution plan must be held by the issuer in trust for the offeree in an account of an Australian ADI which is established and kept by the issuer solely for the purpose of depositing contribution moneys and other money paid by employees for the Stapled Securities on offer under the employee security ownership scheme;
 - (c) the offeree may elect to discontinue their participation in the contribution plan at any time and as soon as practicable after that election is made all money deposited with the Australian ADI in relation to that offeree, including any accumulated interest, must be repaid to that offeree.
- 2 A body corporate is an associated body corporate of an issuer if:
 - (a) the body corporate is a related body corporate of the issuer; or
 - (b) the body corporate has voting power in the issuer of not less than 20%; or
 - (c) the issuer has voting power in the body corporate of not less than 20%,
(applying the definition of "voting power" contained in section 610 of the Act).
- 3 The Australian dollar equivalent of a price shall be calculated by reference to the relevant exchange rate published by an Australian bank on the previous business day.
- 4 An offer under a scheme shall not be regarded as extended to a person other than an employee or director of the issuer or an associated body corporate of the issuer merely because such an employee or director may renounce an offer of Stapled Securities made to them under the scheme in favour of their nominee.
- 5 An option shall be taken to have been offered or granted for nominal consideration if and only if the monetary consideration payable upon the issue of the option is not more than the lesser of:
 - (a) 1 per cent option; or
 - (b) 1% of the exercise price in respect of the option.
- 6 Securities shall be taken to be quoted on an approved foreign market if and only if quoted on:
 - (a) American Stock Exchange, Deutsche Borse, Euronext Amsterdam, Euronext Paris, Italian Exchange, Kuala Lumpur Stock Exchange (Main and Second Boards), London Stock Exchange, New York Stock Exchange, New Zealand Stock Exchange, Singapore Exchange, Stock Exchange of Hong Kong, Swiss Exchange, Tokyo Stock Exchange or Toronto Stock Exchange, provided that:
 - (i) unless otherwise expressly stated, if any such market involves more than one board on which securities are quoted, securities shall only be taken to be quoted on that market if quoted on the main board of that market; and
 - (ii) where any such market was known by another name during a past period of time, securities shall not be taken not to have been quoted on the market during that period merely because the market was then known by that other name; or
 - (b) NASDAQ National Market.

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- 7 The current market price of a Stapled Security shall be taken as the price published by the operator of the principal financial market on which the Stapled Security is quoted as the final price for the previous day on which the Stapled Security was traded on that financial market.

Dated the 14th day of March 2002



Signed by Gadi Bloch
as a delegate of the Australian Securities and Investments Commission

**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 741(1) – Variation**

02 / 0334

Under subsection 741(1) of the *Corporations Act 2001*, the Australian Securities and Investments Commission hereby varies Class Order [02/272] by:

1. omitting from the introductory words, the words “until 11 September 2002”;
2. inserting in paragraph 1 of Schedule B the words “and before 12 September 2002” after the word “Date”;
3. inserting after the first paragraph in Schedule C the following text:

“Category 1A

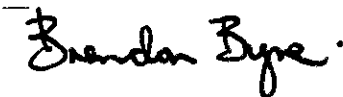
- (1) The securities are in a class of quoted securities of a body listed on the financial market operated by the ASX; and
- (2) there is a completed contract for the issue of the securities; and
- (3) the securities were issued by reason of the exercise of options issued or granted without disclosure to investors under Part 6D.2 or Division 2 of Part 7.12 of the old Corporations Law because:
 - (a) the Issuer relied on subsection 708(12); or
 - (b) the offer or invitation to which the issue or grant of the options related was an excluded offer or an excluded invitation of the kind referred to in paragraph 66(3)(e) of the old Corporations Law; or
 - (c) the Issuer relied on, and complied with any applicable conditions of any one or more of Class Orders [00/220] or [02/264], former Class Orders [94/1289] or [00/224] or an individual instrument of relief granted by ASIC to the Issuer which provided relief from Part 6D.2 or Division 2 of Part 7.12 of the old Corporations Law with respect to an employee share scheme or a like scheme, in terms similar to one of those Class Orders or former Class Orders.”;
4. omitting from paragraph (3) under the heading “Category 5” in Schedule C the words “and at the time of the offer for sale”;
5. deleting paragraph (4) under the heading “Category 5” in Schedule C and substituting the following paragraph:
 - (4) contemporaneously with, and in any event by no later than 2 business days after the time of issue, the Issuer notifies the operator of the prescribed financial market on which the securities are quoted that:

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- (a) all information of the kind that would be required to be disclosed under subsection 713(5) if a prospectus were to be issued in reliance on section 713 in relation to an offer of the securities has been disclosed to the operator of the prescribed financial market; or
 - (b) there is no information of that kind to disclose.”;
6. inserting in paragraph (4) under the heading “Category 6” in Schedule C the words “before 12 September 2002 and” after the word “class”; and
7. in the text under the heading “Interpretation”:
- (a) inserting after paragraph 3 the following paragraph:
“3A. “old Corporations Law” means the Corporations Law as in force from time to time before 13 March 2000;” ; and
 - (b) inserting in paragraph 5 the words “except where otherwise stated,” before the word “references”.

Dated the 15th day of March 2002



Signed by Brendan Byrne
as a delegate of the Australian Securities and Investments Commission

Corporations Act 2001
Subsection 164(3)

Notice is hereby given that the 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 Administration Appeals Tribunal prevents it from doing so.

A.C.N. 054 557 505 LIMITED ACN 054 557 505 will change to a proprietary company limited by shares. The new name will be A.C.N. 054 557 505 PTY LTD ACN 054 557 505.

CAIRN ENERGY INVESTMENTS AUSTRALIA NL ACN 000 821 956 will change to a proprietary company limited by shares. The new name will be CAIRN ENERGY INVESTMENTS AUSTRALIA PTY LIMITED ACN 000 821 956.

GOONA WARRA VINEYARD LIMITED ACN 089 687 552 will change to a proprietary company limited by shares. The new name will be GOONA WARRA VINEYARD PTY LTD ACN 089 687 552.

KNIGHTSBRIDGE FINANCIAL GROUP LTD ACN 092 693 984 will change to a proprietary company limited by shares. The new name will be KNIGHTSBRIDGE FINANCIAL GROUP PTY LIMITED ACN 092 693 984.

OCEANIS HOLDINGS PTY LTD ACN 090 463 111 will change to a public company limited by shares. The new name will be OCEANIS HOLDINGS LIMITED ACN 090 463 111.

TOTAM LTD ACN 093 992 495 will change to a proprietary company limited by shares. The new name will be TOTAM PTY LTD ACN 093 992 495.

BAIN HOGG AUSTRALIA LIMITED ACN 002 886 848 will change to a proprietary company limited by shares. The new name will be BAIN HOGG AUSTRALIA PTY LTD ACN 002 886 848.

CRESTWIN CORPORATION LIMITED ACN 010 607 039 will change to a proprietary company limited by shares. The new name will be CRESTWIN CORPORATION PTY. LTD. ACN 010 607 039.

GTL ENERGY PTY LTD ACN 094 664 909 will change to a public company limited by shares. The new name will be GTL ENERGY LTD ACN 094 664 909.

MIRVAC INTERNATIONAL NO. 2. PTY LIMITED ACN 098 670 136 will change to a public company limited by shares. The new name will be MIRVAC FINANCE LIMITED ACN 098 670 136.

THEODOMA (AUSTRALIA) PTY. LTD. ACN 086 778 789 will change to a public company limited by shares. The new name will be THEODOMA (AUSTRALIA) LIMITED ACN 086 778 789.

WALNUT ISLAND LIMITED ACN 004 735 415 will change to a proprietary company limited by shares. The new name will be WALNUT ISLAND PROPRIETARY LIMITED ACN 004 735 415.