



ASIC

Australian Securities &
Investments Commission

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RIGHTS OF REVIEW

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

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15/0242

**Australian Securities and Investments Commission
Corporations Act—Paragraph 907D(2)(a)— Exemption**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 907D(2)(a) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC Instrument 15-0242.

Commencement

3. This instrument commences on 13 April 2015.

Exemption

4. During the period from 13 April 2015 to 30 June 2015 inclusive, Toyota Finance Australia Ltd (ABN 48 002 435 181) (*Toyota*) does not have to comply with:
 - (a) paragraphs 2.2.1(1)(a) and (c) of the *ASIC Derivative Transaction Rules (Reporting) 2013 (Rules)* to the extent that those paragraphs require Toyota to report information about a Reportable Transaction in a credit derivative or an interest rate derivative (each a **Relevant Exempt Derivative**) in accordance with the Transaction Reporting Requirements that apply in relation to a Phase 3 Reporting Entity; and
 - (b) section 907D(3) of the Act to the extent that it requires Toyota to comply with the condition in paragraph 5(a) of ASIC Instrument [14/0633] in relation to a Relevant Exempt Derivative.

Conditions**Transaction and position reporting**

5. It is a condition of the exemption set out in paragraph 4 of this instrument that Toyota must report in accordance with the Rules:
 - (a) Derivative Transaction Information about each of its Reportable Transactions in a Relevant Exempt Derivative starting from no later than 1 July 2015; and
 - (b) Derivative Position Information about each of its outstanding positions in a Relevant Exempt Derivative as at 1 July 2015 or such earlier date as Toyota starts to report its Reportable Transactions in a Relevant Exempt Derivative, by or on 19 October 2015.
6. It is a condition of the exemption set out in paragraph 4 that Toyota must report the information referred to in paragraph 5 of this instrument to a Licensed Repository.

Exemption - valuations, collateral and barriers

7. Toyota is not required to comply with the Rules, or the conditions in paragraphs 5 and 6 of this instrument during the period from 13 April 2015 until 1 November 2015 inclusive to the extent the Rules or those conditions require Toyota to report the following items of

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Derivative Transaction Information in Table S2.1(1) of the Rules about a Reportable Transaction or outstanding position in a Relevant Exempt Derivative:

- (a) Items 30 – 32 (mark-to-market, mark-to-model, or other valuation);
- (b) Items 40 – 44 (collateral); and
- (c) Items 51 – 52 (barrier type and value).

Counterparty consent and notices

8. It is a condition of the exemption set out in paragraph 4 that Toyota must:

- (a) use all reasonable endeavours to obtain as soon as reasonably practicable the express consent of the counterparty to which Identifying Information required to be reported relates, to ensure that Toyota is able to comply with the conditions in paragraphs 5 and 6 of this instrument by reporting Identifying Information; and
- (b) where Toyota has determined it will be required to give a notice to a counterparty before reporting Identifying Information, give the notice by 1 July 2015.

Record-keeping and reporting

9. It is a condition of the exemption set out in paragraph 4 that Toyota must:

- (a) keep records that enable Toyota to demonstrate it has complied with the conditions in paragraphs 5, 6 and 8 of this instrument that apply to Toyota;
- (b) keep the records referred to in paragraph (a) for a period of at least five years from the date the record is made or amended; and
- (c) on request by ASIC, provide ASIC with records or other information relating to compliance with or determining whether there has been compliance with the conditions in paragraphs 5, 6 and 8 of this instrument, within the time specified in the request or if no time is specified, within a reasonable time.

10. A request by ASIC under paragraph 9(c) must be in writing and give Toyota a reasonable time to comply.

Exemptions – Interaction between exemptions

11. Each exemption in this instrument operates on its terms and does not limit the operation of any other exemption in this instrument.

Interpretation

12. In this instrument, unless otherwise specified, capitalised terms have the meaning given by the Rules and ASIC Instrument [14/0633].

Dated this 27th day of March 2015



Signed by Oliver Harvey
as a delegate of the Australian Securities and Investments Commission



15-0267

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: UBS Funds Australia Limited
ACN 149 524 694 ("the Licensee")
'Chifley Tower'
Level 16 2 Chifley Square
Sydney NSW 2000

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 408252 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 27 March 2015

Signed

James Nott, a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 — Subsection 601QA(1) — Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under subsection 601QA(1) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument [15/277].

Commencement

3. This instrument commences on the day it is signed.

Declaration

4. Chapter 5C of the Act applies to Capricorn Investment Partners Limited ACN 095 998 771 (the *responsible entity*) in its capacity as responsible entity of Merchant Opportunities Fund ARSN 111 456 387 and Capricorn Diversified Investment Fund ARSN 139 774 646 (the *schemes*) as if section 601FL were modified or varied as follows:
 - (a) in subsection (1) omit all the text after the word “it”, substitute:

“must either:

 - (a) call a members’ meeting to explain its reason for wanting to retire and to enable the members to vote on a resolution (which must be an extraordinary resolution if the scheme is not listed) to choose a company to be the new responsible entity; or
 - (b) propose a related body corporate of the responsible entity to be the new responsible entity in accordance with subsection (1A).”;
 - (b) after subsection (1) insert:

“(1A) The requirements for proposing a related body corporate (the *proposed responsible entity*) to be the new responsible entity are as follows:

 - (a) The responsible entity must give members of the scheme notice of a proposal to choose the proposed responsible entity, to be the scheme’s new responsible entity.
 - (b) The notice to members must:

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- (i) set out the following information:
 - (A) the responsible entity's reasons for wanting to retire;
 - (B) such information as can reasonably be expected to be material to a member in forming a view as to the choice of the proposed responsible entity;
 - (C) information about the proposed timing of the retirement of the responsible entity and the manner in which that retirement will occur;
 - (D) how members can access on the responsible entity's website current information about the proposed timing of the retirement of the responsible entity and the manner in which that retirement will occur; and
 - (ii) state prominently that if:
 - (A) members who together hold at least 5% of the total value of the interests held by members; or
 - (B) 100 members,

who would be entitled to vote if the proposal were put as a proposed resolution to a meeting of members under paragraph (1)(a), ask for a vote on the choice of the proposed responsible entity by giving written notice received by the responsible entity within 21 days from the date the notice is sent, the responsible entity will either arrange a postal vote or convene a meeting to vote on a resolution for the choice of the proposed responsible entity; and
 - (iii) be accompanied by a form which can be ticked to ask for a vote; and
 - (iv) state prominently a reply paid address of the responsible entity to which the form may be sent.
- (c) The responsible entity must prominently disclose on its website current information about the proposed timing of the retirement of the responsible entity and the manner in which that retirement will occur.
 - (d) If sufficient members ask for a vote in accordance with the notice, the responsible entity must arrange for a postal vote or, if the responsible entity chooses, convene a meeting in

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accordance with Part 2G.4 to vote on the choice of the proposed responsible entity as soon as possible.

- (e) If there is a postal vote:
 - (i) a voting paper must be sent to each member stating a reply paid address of the responsible entity to which the voting paper may be sent; and
 - (ii) the responsible entity must notify the members in, or in a document accompanying, the voting paper that:
 - (A) the proposed responsible entity will be chosen as the new responsible entity if at least 50% of the total votes that may be cast by members that would be eligible to vote at a meeting under paragraph (1)(a) are cast in favour of the choice; and
 - (B) only votes received by the responsible entity within 28 days after the sending of the voting paper will be counted.
- (f) If a meeting is convened the resolution to choose the new responsible entity must be an extraordinary resolution if the scheme is not listed.”;

- (c) after subsection (2) insert:

“(2A) If a postal vote is arranged under paragraph (1A)(d) and at least 50% of the total votes that may be cast by members that would be eligible to vote at a meeting under paragraph (1)(a) are cast in favour of the proposed responsible entity, that entity is taken for the purposes of subsection (2) to have been chosen by a resolution of members on the last day on which postal votes may be received in order to be counted.

- (2B) If:

- (a) a related body corporate is proposed to be the new responsible entity in accordance with subsection (1A); and
- (b) insufficient members ask for a vote to choose the entity in accordance with the notice referred to in paragraph (1A)(b); and
- (c) the entity has consented in writing to becoming the scheme’s responsible entity,

then:

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- (d) as soon as practicable and in any event within 2 business days after the end of the period in which a member may ask for such a vote, the current responsible entity must lodge a notice with ASIC asking it to alter the record of the scheme's registration to name the proposed responsible entity as the scheme's responsible entity; and
- (e) the notice must be accompanied by a certificate from the current responsible entity that it reasonably considers that the appointment of the proposed responsible entity would be in the best interests of members with a summary of the responsible entity's reasons as to why this is the case; and
- (f) unless ASIC reasonably believes that the appointment of the proposed responsible entity would not be in the best interests of members, ASIC must comply with the notice as soon as practicable after the notice and summary are lodged."

Where this declaration applies

- 5. This declaration applies where CIP Licensing Limited ACN 603 558 658 has consented in writing to becoming the new responsible entity of the schemes.
- 6. This declaration ceases to apply on 27 June 2015.

Dated this 27th day of March 2015



Signed by Hamish Ratten
as a delegate of the Australian Securities and Investments Commission

15-0278

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 1020F(1)(b) – Exemption**

Enabling legislation

1. The Australian Securities and Investments Commission makes this instrument under paragraph 1020F(1)(b) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument [15/0278].

Commencement

3. This instrument commences on 27 March 2015.

Exemption

4. A fully paid ordinary share (*Share*) in MYOB is exempt from subsection 1020B(2) of the Act.

Where exemption applies

5. The exemption applies to a sale of Shares where all of the following are satisfied:
 - (a) ASX has declared a conditional market in relation to the trading of the Shares in accordance with the ASX operating rules;
 - (b) the Shares are sold within the period covered by the declaration where:
 - (i) the sale occurs on a financial market operated by ASX or Chi-X; or
 - (ii) the sale is required to be reported to an operator of a financial market under the *ASIC Market Integrity Rules (Competition in Exchange Markets) 2011*;
 - (c) the seller of those Shares has, before the time of sale, entered into a contract to buy those Shares (including a contract formed under the Prospectus) and has a right to have those Shares vested in the seller that is conditional only upon all or any of the following:
 - (i) payment of the consideration in respect of the purchase;
 - (ii) the receipt by the seller of a proper instrument of transfer in respect of the Shares;

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- (iii) settlement occurring in accordance with clause 6 of the Offer Management Agreement.

Interpretation

6. In this instrument:

ASX means ASX Limited ACN 008 624 691.

ASX operating rules means the operating rules of ASX as in force as at the date of this instrument.

Chi-X means Chi-X Australia Pty Limited ACN 129 584 667.

MYOB means MYOB Group Limited ACN 153 094 958.

Prospectus means the prospectus dated on or about 31 March 2015 under which the Shares of MYOB will be offered for sale.

sell has a meaning affected by subsection 1020B(7) of the Act.

Offer Management Agreement means the agreement to be entered into between MYOB and Citigroup Global Markets Australia Pty Limited ACN 003 114 832, Goldman Sachs Australia Pty Limited ACN 006 797 897, Merrill Lynch Equities (Australia) Limited ACN 006 276 795 and UBS AG, Australia Branch acting as joint lead managers for the offer of Shares made under the Prospectus.

Dated this 27th day of March 2015



Signed by Tanya Tang
as a delegate of the Australian Securities and Investments Commission

15-0280

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 655A(1)(b) and 673(1)(b) – Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 655A(1)(b) and 673(1)(b) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument [15/0280].

Commencement

3. This instrument commences on 27 March 2015.

Declarations

4. Chapters 6 and 6C of the Act apply to MYOB Group Limited ACN 153 094 958 (*MYOB*) as if section 609 were modified or varied by, after subsection (13) (as notionally inserted by ASIC Class Order [CO 13/520]), inserting:

“(13A) A body corporate does not have a relevant interest in its own securities merely because, under an escrow arrangement entered into by the body corporate, the body corporate applies restrictions on the disposal of the securities by the holder.”.
5. Chapters 6 and 6C of the Act apply to MYOB as if section 9 were modified or varied by, after subparagraph (a)(ii)(C) in the definition of *substantial holding* (as notionally inserted by ASIC Class Order [CO 13/520]), inserting:

“or
(D) subsection 609(13A) (securities subject to escrow arrangement);”.
6. Chapter 6C of the Act applies to MYOB as if section 671B were modified or varied by omitting paragraph (7)(c) (as notionally inserted by ASIC Class Order [CO 13/520]), and substituting:

“(c) subsection 609(11) (company that issues restricted securities); or
(d) subsection 609(13A) (securities subject to escrow arrangement).”.

Where the exemption applies

7. This instrument applies in relation to relevant interests MYOB has in securities of MYOB (*escrowed securities*) merely because MYOB has entered into an

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escrow deed (*escrow arrangement*) with Bain Capital Abacus Holdings L.P. (*Bain Capital Abacus*) in connection with the proposed admission of MYOB's securities to the official list of the Australian Securities Exchange (*ASX*) where the escrow arrangement:

- (a) restricts disposal of, but not the exercise of voting rights attaching to, the escrowed securities;
- (b) in the case of a full or proportional takeover bid:
 - (i) allows Bain Capital Abacus to accept into the takeover bid where holders of at least half of the bid class securities that are not subject to the escrow arrangement have accepted into the bid; and
 - (ii) requires that the escrowed securities be returned to escrow if the bid does not become unconditional;
- (c) allows the escrowed securities to be transferred or cancelled as part of a merger by way of compromise or arrangement under Part 5.1 of the Act;
- (d) terminates no later than on the date on which the financial results of MYOB for the 6 month period ending 30 June 2016 are released to ASX; and
- (e) is substantially in the same form provided to ASIC on 27 March 2015.

Dated this 27th day of March 2015



Signed by Tanya Tang
as a delegate of the Australian Securities and Investments Commission

15-0281

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument [15-0281].

Commencement

3. This instrument commences on 27 March 2015.

Exemption

4. 1st Available Limited ACN 138 897 533 (*Company*) does not have to comply with subsection 734(2) of the Act.

Where this instrument applies

5. This instrument applies to information communicated by the Company to Eligible Participants regarding the:
 - (a) way in which Eligible Participants may participate in the IPO;
 - (b) pre-registration process whereby an Eligible Participant may pre-register to receive a copy of the Prospectus;
 - (c) timing of the IPO; and
 - (d) Eligible Participant's country of residence or non-residence and ability to participate in the IPO based on the Eligible Participant's country of residence, where the Priority Offer is only available to persons with a registered address in Australia or New Zealand.

Conditions

6. This exemption does not apply if, in communicating any of the information set out in paragraph 5 of this instrument, the Company communicates any advantages, benefits, or merits of the IPO.

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Cessation

7. This exemption shall remain effective, unless otherwise revoked, until the date on which the Prospectus is lodged with ASIC.

Interpretation

In this instrument:

Eligible Participants means:

- (a) current shareholders of the Company; and
- (b) registered users, and healthcare providers who use, or entered into an arrangement with the Company to use, the Company's online appointments bookings platforms.

IPO means the initial public offering of Shares to occur under the Prospectus.

Priority Offer means an offer where Eligible Participants may pre-register on the Company's website to obtain a copy of the Prospectus once it is lodged with ASIC.

Prospectus means the prospectus proposed to be lodged by the Company with ASIC in respect of the IPO in compliance with Chapter 6D of the Act.

Shares means fully paid ordinary shares in the Company.

Dated this 27th day of March 2015



Signed by Sarah-Jane Farlow
as a delegate of the Australian Securities and Investments Commission

15-0282

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 15-0282.

Commencement

3. This instrument commences on 27 March 2015.

Exemption

4. Pepper Australia Pty Ltd ACN 094 317 665 (*Pepper*) does not have to comply with subsection 734(2) of the Act.

Where this instrument applies

5. Subject to paragraph 6, this instrument applies to the following information communicated by Pepper to Employees:
 - (a) information about the ways in which employees may participate in the Initial Public Offer;
 - (b) details of any employee share plan, employee option plan or employee incentive plan under which offers to employees may be made at or about the same time as the Initial Public Offer;
 - (c) information about the timetable for the Initial Public Offer, including updates to the timetable for the Initial Public Offer;
 - (d) information alerting them to impending announcements about the Initial Public Offer;
 - (e) information relating to:
 - (i) changes which may be made to the structure and administration of Pepper or a related body corporate at or about the same time as the Initial Public Offer; and
 - (ii) the appointment of management, executive officers and directors of Pepper or a related body corporate.

15-0282

Conditions

6. This exemption does not apply if, in communicating any of the information set out in paragraph 5 of this instrument, Pepper communicates any advantages, benefits or merits of the Initial Public Offer.

Cessation

7. This exemption shall remain effective, unless otherwise revoked, until the earlier of:
- (a) date on which Pepper or a related body corporate lodges a prospectus for the Initial Public Offer with ASIC; or
 - (b) 30 June 2015.

Interpretation

8. In this instrument:

Employees means employees of Pepper or a related body corporate; and

Initial Public Offer means the proposed initial public offer of fully paid ordinary shares in Pepper or a related body corporate.

Dated this 27th day of March 2015



Signed by Kwan Leung
as a delegate of the Australian Securities and Investments Commission

15-0285

Australian Securities and Investments Commission
Corporations Act 2001 — Subsections 601QA(1), 741(1), 911A(2), 992B(1),
and 1020F(1) — Exemptions

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 15-0285.

Commencement

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

Disclosure relief

4. The Specified Persons do not have to comply with Part 6D.2, 6D.3 or Part 7.9 of the Act in relation to an offer of an eligible product to an eligible participant under the Plan.
5. A holder of an underlying eligible product that makes a sale offer of that product within 12 months after the issue of the product does not have to comply with Part 6D.2, 6D.3 or Part 7.9 of the Act in relation to an offer of an eligible product to an eligible participant under the Plan.

Personal advice given by advisers

6. An eligible product offered under the Plan is exempt from section 1012A of the Act to the extent that section requires a person to give a Product Disclosure Statement for an eligible product to an eligible participant, provided the person has no reason to believe the Plan is not covered by this instrument.

Licensing relief*General advice*

7. The Specified Persons do not have to comply with subsection 911A(1) of the Act in relation to the provision of a financial service consisting of general advice in connection with an offer of an eligible product to an eligible participant under the Plan.

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Dealing

8. The Specified Persons do not have to comply with subsection 911A(1) of the Act in relation to the provision of any of the following financial services in relation to an offer of an eligible product to an eligible participant in connection with the Plan:
- (a) issuing the eligible product;
 - (b) dealing in the eligible product where any acquisition by purchase or disposal of the eligible product by the Company or a related body corporate occurs either:
 - (i) through a financial services licensee; or
 - (ii) outside this jurisdiction and through a person which is licensed or otherwise authorised to deal in financial products of that kind in the relevant place;
 - (c) dealing in an interest in a managed investment scheme covered by paragraph 12 of this instrument.

Custodial or depository services

9. The Specified Persons do not have to comply with subsection 911A(1) of the Act in relation to the provision of any of the following financial services in relation to an offer of an eligible product to an eligible participant in connection with the Plan:
- (a) a custodial or depository service in relation to the eligible product where the body performs their duties in good faith and has sufficient resources to perform those duties; and
 - (b) dealing in the eligible product in the course of providing a custodial or depository service covered by paragraph (a).

Hawking

10. The Specified Persons do not have to comply with sections 736, 992A or 992AA of the Act in relation to making an offer of an eligible product to an eligible participant in the course of, or because of, an unsolicited meeting or telephone call held or made in connection with the Plan.

Advertising

11. The Specified Persons do not have to comply with section 1018A of the Act in relation to an advertisement or publication that advertises, or publishes a statement that is reasonably likely to induce eligible participants to acquire, an

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eligible product under the Plan.

Managed investment scheme

12. The Specified Persons do not have to comply with section 601ED of the Act in relation to the operation of a managed investment scheme relating to offers of eligible products to eligible participants in connection with the Plan.

Conditions

Disclosure

13. The Company and its related bodies corporate must each ensure that an offer of an eligible product to an eligible participant under the Plan is made in, or is accompanied by, an offer document.

5% issue limit

14. A Specified Person making an offer of an eligible product under the Plan to an eligible participant in reliance on this instrument must, at the time of making the offer, have reasonable grounds to believe that the number of underlying eligible products in a class of underlying eligible products that form part of the issued capital of the Company that have been or may be issued in any of the circumstances covered by the following paragraphs will not exceed 5% of the total number of underlying eligible products in that class on issue:

- (a) underlying eligible products that may be issued under the offer;
- (b) underlying eligible products issued or that may be issued as a result of offers made at any time during the previous 3 year period under:
 - (i) the Plan; or
 - (ii) an ASIC exempt arrangement of a similar kind to the Plan.

Loans

15. A Specified Person making an offer of an eligible product under the Plan to an eligible participant that involves a loan from the Company or a related body corporate to the eligible participant to acquire the product must ensure that under the terms of the loan:

- (a) no fees or interest is payable; and
- (b) either:
 - (i) the lender has no recourse against the participant in relation to the repayment of the loan; or

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- (ii) the recourse of the lender against the participant in relation to the repayment of the loan is limited to forfeiture of the eligible products issued or transferred to, or held on behalf of, the participant in connection with the scheme.

FCPE structure

16. The Company must ensure that:

- (a) the Manager maintains written records on the administration of the FCPE including written records that identify the underlying eligible products held on an allocated basis for the specified eligible participant;
- (b) the Manager and the Custodian do not levy any fees or charges for administering the FCPE that are payable directly by any eligible participant or out of the assets of the FCPE, other than reasonable disbursements including brokerage and tax levied or incurred in connection with the FCPE or fees and charges otherwise provided for in the Rules as authorised under the laws of France;
- (c) the Manager does not, at its own discretion, exercise any voting rights attaching to any of the underlying eligible products held in the FCPE; and
- (d) the FCPE does not hold more than 5% of the voting shares or voting interests in the Company where such holdings relate to employee incentive schemes of the Company or a related body corporate in reliance on this instrument.

Regulation

- 17. The Specified Persons must at all times comply with the Rules.
- 18. The Manager and Custodian must at all times be approved by the Relevant Agency or as otherwise required by French law.
- 19. The FCPE and Plan must at all times:
 - (a) be approved and regulated by the Relevant Agency; and
 - (b) be authorised under and comply with the laws of France.
- 20. Except where required by the laws of France, the Rules must not be modified or varied in any material respect that would adversely affect the rights and interests of eligible participants, unless ASIC gives prior written notice to the Company that it does not object to the modification or variation.

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21. The Company must notify ASIC as soon as practicable and in any event within 15 business days from the date it knew or should reasonably have known of the following notifiable matters:
- (a) any significant change to the authorisation granted by the Relevant Agency relating to the operation of the FCPE, including any exemptions or other relief granted to any of the Specified Persons; and
 - (b) the details of each significant investigation, disciplinary or enforcement action against any of the Specified Persons.

FCPE annual financial statements

22. The FCPE annual financial statements must be audited annually.
23. If requested by an eligible participant at any time during the period the eligible participant is participating in the Plan, the Company must provide and make available at the registered office or principal place of business of Freyssinet Australia, during normal business hours or such other time as is agreed with the eligible participant:
- (a) the most recent FCPE annual financial statements and accompanying auditors' report;
 - (b) a copy of the Rules;
 - (c) a copy of the offer document; and
 - (d) a response to any other reasonable request for information.

Redemption of eligible products

24. Freyssinet Australia must accept notices, correspondence and service of process on behalf of each of the Specified Persons at its registered office or principal place of business.
25. Freyssinet Australia must forward any notice received from an eligible participant in connection with the Plan, including a notice relating to the buy-back or redemption of eligible products as provided for in the Rules, to the Manager without delay.
26. The Company must notify ASIC within 5 business days of:
- (a) suspension or termination of the buy-back arrangements or redemption facilities of eligible products in the FCPE; or
 - (b) suspension of the quotation of the underlying eligible products of the Company on the eligible financial market.

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27. The Company must maintain, at the registered office or principal place of business of Freyssinet Australia, a register of eligible participants who are participating in the Plan that includes details of:
- (a) the names and addresses of each eligible participant;
 - (b) the extent of the holding of each eligible participant;
 - (c) the date at which the name of each eligible participant was entered in the register; and
 - (d) the date at which any eligible participant's interest ceased.

ASIC power to request documents

28. A Specified Person must, if requested by ASIC and in accordance with the request, make available to ASIC the offer document and all other accompanying information or documents given to eligible participants in connection with an offer that is made in reliance on this instrument, including:
- (a) records relating to the issue or sale of and the buy-back or redemption of eligible products in the FCPE to or from eligible participants; and
 - (b) if any document is not in English, a translation of that document into English which must be a certified translation if requested by ASIC.

Interpretation

29. In this instrument:

able to be traded has the meaning given by section 761A of the Act.

Company means VINCI S.A., a body registered in France and listed on the eligible financial market.

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

eligible financial market means the financial market specified in column 1 of Table A and, unless a contrary intention appears, is limited to the main board of that market.

eligible participant means, in relation to the Company or a related body corporate, a person specified in column 3 of Table A who is a resident in this jurisdiction.

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eligible product means a financial product of the Company specified in column 2 of Table A.

employee incentive scheme means an arrangement under which a listed body or a related body corporate makes offers of financial products of the listed body to persons that is designed to support interdependence between the body and those persons for their long-term mutual benefit.

FCPE means the Castor International FCPE approved by the Relevant Agency on 4 September 2002 or the Castor International Relais 2015 approved by the Relevant Agency on 27 October 2014, and its successor FCPEs that are formed on a temporary basis in order to make offers of eligible products to eligible participants under the Plan, governed by the Rules.

FCPE annual financial statement means the books of account maintained in respect of the activities of the FCPE (including the statement of assets and liabilities, balance sheet, income statement, together with the related notes) prepared in accordance with French accounting standards and the laws of France.

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

Freyssient Australia means Freyssinet Australia Pty Ltd ACN 002 617 736.

general advice has the meaning given by section 766B of the Act.

Manager means the independent management company of the FCPE from time to time (presently Amundi, a body registered in the Paris Trade and Companies Registry, France under number 437 574 452), which, by way of contract with the Company, acts for or on behalf of the Company in connection with an offer to an eligible participant under the Plan.

offer, in relation to an eligible product, has a meaning affected by sections 700, 702 and 1010C of the Act and includes:

- (a) an offer to issue the eligible product;
- (b) an issue or grant of the eligible product;
- (c) an offer to transfer the eligible product;
- (d) a transfer of the eligible product; and
- (e) an offer to arrange for the issue or transfer of the eligible product.

offer document, in relation to an offer of eligible products under the Plan, means a document which includes, or is accompanied by, the following information, statements and explanations worded and presented in a clear, concise and effective manner:

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- (a) prominent statements to the effect that:
 - (i) any advice given by any Specified Person in relation to eligible products offered under the Plan does not take into account an eligible participant's objectives, financial situation and needs;
 - (ii) eligible participants should consider obtaining their own financial product advice from a person who is licensed by ASIC to give such advice; and
 - (iii) the FCPE and Plan are regulated by the laws of France, and those laws differ from Australian laws;
- (b) either:
 - (i) a copy of the Rules; or
 - (ii) a summary of the Rules together with a statement that, at any time during the operation of the Plan, eligible participants may make a request to be given, without charge and within a reasonable time, a copy of the Rules;
- (c) general information about the risks of acquiring and holding an eligible product being offered under the Plan;
- (d) the acquisition price in Australian dollars or, where the acquisition price is to be worked out in the future under a formula, an explanation of how an eligible participant could calculate the acquisition price of the eligible products in Australian dollars were that formula applied at the date of the offer;
- (e) an explanation of how an eligible participant could, from time to time, ascertain the market price in Australian dollars of an underlying eligible product;
- (f) where the offer to an eligible participant under the Plan involves a loan from a Specified Person to an eligible participant to acquire the eligible product – a copy of the terms of the loan which includes the conditions, obligations and risks associated with the loan;
- (g) as the FCPE and the Plan are regulated by the laws of France, a brief description of the legal and practical effect (if any) this may have on the rights and ability of an eligible participant domiciled in Australia to make any claim or enforce any right arising out of or in connection with the offer of an eligible product;

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- (h) an explanation of the nature of any special risks associated with cross-border investing, such as risks arising from foreign taxation requirements, foreign currency or time differences; and
- (i) details of how the Rules provide for any fees or charges for administering the FCPE that are payable directly by any eligible participant or out of the assets of the FCPE.

Plan means the VINCI International Group Savings and Share Ownership Plan, incorporating the Plan in respect of which the FCPE is established pursuant to the Rules, which is substantially in the same form as provided to ASIC on 10 March 2015.

related body corporate has the meaning given in section 50 of the Act.

Relevant Agency means the Autorité des Marchés Financiers, the French Market Authority.

Rules means the rules of the Castor International FCPE approved by the Relevant Agency on 9 June, as amended from time to time, and the rules of the Castor International Relais 2015, and the rules of its successor FCPEs that are formed on a temporary basis, each as approved by the Relevant Agency and as amended from time to time.

Specified Persons means:

- (a) the Company;
- (b) the related bodies corporate of the Company;
- (c) the Custodian;
- (d) the Manager; and
- (e) any person who, by way of contract between the person and the Company, acts for or on behalf of the Company in connection with an offer of an eligible product to an eligible participant under the Plan.

underlying eligible product means an eligible product specified in paragraph (a) in column 2 of Table A.

30. In this instrument:

- (a) except where otherwise stated, references to provisions are to provisions of the Act; and
- (b) an offer of eligible products to an eligible participant under the Plan on terms that the eligible participant may renounce the offer in favour of a

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person covered by one of the following paragraphs is to be treated as an offer of eligible products to the eligible participant:

- (i) an immediate family member of the eligible participant;
 - (ii) a company whose members comprise no persons other than the eligible participant or immediate family members of the participant;
 - (iii) a corporate trustee of a self-managed superannuation fund (within the meaning of the *Superannuation Industry (Supervision) Act 1993*) where the eligible participant is a director of the trustee;
- (c) for the avoidance of doubt, a document or other writing to be given in connection with this instrument may be given by electronic means (including, in the case of a document or other writing to be given by a person relying on this instrument, by way of making it available on a website and notifying the intended recipient that it is available on the website).

Where this instrument applies

31. This instrument applies to offers of eligible products to eligible participants under the Plan made within 5 years of the commencement of this instrument.

Dated this 31st day of March 2015



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

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Table A

Column 1 Eligible financial market	Column 2 Eligible product	Column 3 Eligible participant
Euronext Paris	<p>(a) a fully-paid share of the Company that is in a class of shares able to be traded on the eligible financial market;</p> <p>(b) unit in a financial product mentioned in (a);</p> <p>(c) a financial product that relates to a financial product mentioned in (a), where in relation to a product mentioned in paragraph (a);</p> <p>(d) the share is in the same class as shares which were able to be traded on the eligible financial market at all times in the 3 months before the day the offer document is first given to an eligible participant; and</p> <p>(e) the class of shares were not suspended for more than a total of 5 days during the shorter of the period during which the class of shares were able to be traded, and the period of 12 months before the day the offer document is first given to an eligible participant.</p>	<p>(a) a full-time or part-time employee (including an executive director);</p> <p>(b) a non-executive director.</p>

CORPORATIONS ACT 2001

Section 601CL(4)

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

Dated this second day of April 2015

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company**ARBN**

ALTAMIRA INFORMATION SL

152 800 229

SPECIALIZED AUSTRALASIA PTE. LTD.

141 710 634

CORPORATIONS ACT 2001

Subsection 601PB(2)

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

Dated this second day of April 2015

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Scheme

ARSN

GOLDMAN SACHS INTERNATIONAL FUND

089 912 934

MACQUARIE CPS TRUST

129 962 358

MULTI-STRATEGY FUND

104 751 135

MULTI-STRATEGY FUND IDPS

114 217 622

OPUS DEVELOPMENT FUND 1

115 279 797

RETAIL MULTI-STRATEGY FUND

104 764 883