



**ASIC**

Australian Securities &  
Investments Commission

Commonwealth of Australia Gazette

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# ASIC Gazette

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Notices under Corporations Act 2001

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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](http://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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**ASIC**

Australian Securities & Investments Commission

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## **ASIC Corporations (Amendment) Instrument 2017/6**

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I, Grant Moodie, delegate of the Australian Securities and Investments Commission, make the following legislative instrument.

Date            24 August 2017

  
Grant Moodie

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*ASIC Corporations (Amendment) Instrument 2017/6*

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## **Part 1—Preliminary**

### **1 Name of legislative instrument**

This is the *ASIC Corporations (Amendment) Instrument 2017/6*.

### **2 Commencement**

This instrument commences on the later of:

- (a) the date of its gazettal; and
- (b) the day after it is registered on the Federal Register of Legislation.

Note: The register may be accessed at [www.legislation.gov.au](http://www.legislation.gov.au).

### **3 Authority**

This instrument is made:

- (a) under paragraph 911A(2)(l) and subsections 283GA(1), 601QA(1), 655A(1), 741(1), 926A(2), 992B(1) and 1020F(1) of the *Corporations Act 2001*; and
- (b) for purposes of subsection 257B(7) and item 14(b) of the table in section 611 of the *Corporations Act 2001*.

### **4 Schedule**

Each instrument that is specified in a Schedule to this instrument is amended as set out in the applicable items in the Schedule.

## Schedule 1—Amendments

### ASIC Class Order [CO 08/10]

#### 1 Paragraph 11 (definition of *approved foreign market*)

Omit the definition, substitute:

*approved foreign market* has the meaning given by section 9 of the Act.

Note: The definition of *approved foreign market* is notionally inserted by  
*ASIC Corporations (Definition of Approved Foreign Market)*  
*Instrument 2017/669*.

### ASIC Class Order [CO 12/752]

#### 2 Section 4 (definition of *approved foreign market* in subsection 912AB(13))

Omit the definition, substitute:

*approved foreign market* has the meaning given by section 9.

Note: The definition of *approved foreign market* is notionally inserted by  
*ASIC Corporations (Definition of Approved Foreign Market)*  
*Instrument 2017/669*.

### ASIC Class Order [CO 13/655]

#### 3 Section 4 (definition of *approved foreign market* in subsection 601GAD(10))

Omit the definition, substitute:

*approved foreign market* has the meaning given by section 9.

Note: The definition of *approved foreign market* is notionally inserted by  
*ASIC Corporations (Definition of Approved Foreign Market)*  
*Instrument 2017/669*.

### ASIC Class Order [CO 13/760]

#### 4 Section 4 (definition of *approved foreign market* in subsection 912AA(11))

Omit the definition, substitute:

*approved foreign market* has the meaning given by section 9.

Note: The definition of *approved foreign market* is notionally inserted by  
*ASIC Corporations (Definition of Approved Foreign Market)*  
*Instrument 2017/669*.

**ASIC Class Order [CO 13/761]****5 Section 4 (definition of *approved foreign market* in subsection 912AC(12))**

Omit the definition, substitute:

*approved foreign market* has the meaning given by section 9.

Note: The definition of *approved foreign market* is notionally inserted by *ASIC Corporations (Definition of Approved Foreign Market) Instrument 2017/669*.

**ASIC Class Order [CO 14/1000]****6 Table A, column 1 (definition of *eligible financial market*)**

Omit paragraphs (b) to (p), substitute:

(b) an approved foreign market (see section 9 of the Act).

Note: The definition of *approved foreign market* is notionally inserted by *ASIC Corporations (Definition of Approved Foreign Market) Instrument 2017/669*.

***ASIC Corporations (Foreign Rights Issues) Instrument 2015/356*****7 Section 4 (definition of *approved foreign market*)**

Omit the definition, substitute:

*approved foreign market* has the meaning given by section 9 of the Act.

Note: The definition of *approved foreign market* is notionally inserted by *ASIC Corporations (Definition of Approved Foreign Market) Instrument 2017/669*.

***ASIC Corporations (Foreign Scrip Bids) Instrument 2015/357*****8 Section 4 (definition of *approved foreign market*)**

Omit the definition, substitute:

*approved foreign market* has the meaning given by section 9 of the Act.

Note: The definition of *approved foreign market* is notionally inserted by *ASIC Corporations (Definition of Approved Foreign Market) Instrument 2017/669*.

**9 Section 4 (definition of *eligible foreign country*)**

Omit the definition, substitute:

***eligible foreign country*** means a country in which an ***approved foreign market*** is being operated.

Note: The definition of ***approved foreign market*** is notionally inserted by *ASIC Corporations (Definition of Approved Foreign Market) Instrument 2017/669*.

***ASIC Corporations (Foreign Securities—Publishing Notices) Instrument 2015/359***

**10 Section 5 (definition of *approved foreign market* in subsection 734(7B))**

Omit the subsection, substitute:

(7B) For the purposes of subsection (7A), ***approved foreign market*** has the meaning given by section 9.

Note: The definition of ***approved foreign market*** is notionally inserted by *ASIC Corporations (Definition of Approved Foreign Market) Instrument 2017/669*.

***ASIC Corporations (Foreign Small-Scale Offers) Instrument 2015/362***

**11 Section 4 (definition of *approved foreign market*)**

Omit the definition, substitute:

***approved foreign market*** has the meaning given by section 9 of the Act.

Note: The definition of ***approved foreign market*** is notionally inserted by *ASIC Corporations (Definition of Approved Foreign Market) Instrument 2017/669*.

***ASIC Corporations (Managed investment product consideration) Instrument 2015/847***

**12 Section 5 (definition of *approved foreign market* in subsection 601GAA(15))**

Omit the definition, substitute:

***approved foreign market*** has the meaning given by section 9.

Note: The definition of ***approved foreign market*** is notionally inserted by *ASIC Corporations (Definition of Approved Foreign Market) Instrument 2017/669*.

***ASIC Corporations (Minimum Bid Price) Instrument 2015/1068*****13 Section 5 (definition of *approved financial market* in subsection 621(4B))**

Omit the definition, substitute:

***approved financial market*** means:

- (a) a prescribed financial market; and
- (b) an approved foreign market (see section 9).

Note: The definition of ***approved foreign market*** is notionally inserted by *ASIC Corporations (Definition of Approved Foreign Market) Instrument 2017/669*.

***ASIC Corporations (Approved Foreign Financial Markets) Instrument 2015/1071*****14 Section 1 (name of legislative instrument)**

Omit “*ASIC Corporations (Approved Foreign Financial Markets) Instrument 2015/1071*”, substitute “*ASIC Corporations (Approved Foreign Markets—Buy-backs and Takeovers) Instrument 2015/1071*”.

**15 Section 4 (definition of *eligible financial market*)**

Omit

**16 Section 4 (definitions)**

Insert in the appropriate alphabetical order:

***approved foreign market*** has the same meaning as in section 5 of *ASIC Corporations (Definition of Approved Foreign Market) Instrument 2017/669*.

**17 Section 5 (on-market buy-back on an overseas financial market)**

Omit “eligible financial market”, substitute “approved foreign market”.

**18 Section 6 (acquisition through a foreign listed company)**

Omit “eligible financial market”, substitute “approved foreign market”.

***ASIC Corporations (Consents to Statements) Instrument 2016/72*****19 Section 5 (definition of *approved financial market* in subsection 636(3D))**

Omit the definition, substitute:

***approved financial market*** means:

- (a) a prescribed financial market;
- (b) an approved foreign market (see section 9);
- (c) Chicago Board of Trade (also known as CBOT);
- (d) Commodities Exchange (also known as COMEX);
- (e) Euronext.liffe;
- (f) ICE Futures Canada;
- (g) ICE ENDEX;
- (h) ICE Futures Europe;
- (i) ICE Futures Singapore;
- (j) ICE Futures U.S.;
- (k) London Metal Exchange;
- (l) NASDAQ PHLX (also known as PHLX);
- (m) NASDAQ Futures (also known as NFX); and
- (n) New York Mercantile Exchange (also known as NYMEX).

Note: The definition of ***approved foreign market*** is notionally inserted by *ASIC Corporations (Definition of Approved Foreign Market) Instrument 2017/669*.



17-0495

**ASIC**

Australian Securities &amp; Investments Commission

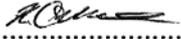
**Australian Securities & Investments Commission  
Corporations Act 2001 Section 915B**

**Notice of Cancellation of an Australian Financial Services Licence**

**TO:** The Royal Bank of Scotland plc ("the AFS Licensee")  
ARBN 101 464 528  
Level 12  
3 Spring Street  
SYDNEY NSW 2000

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels AFS Licence Number 241114 held by the AFS Licensee with effect from the date on which this notice is given to the AFS Licensee.

Dated this 31 August 2017.

Signed  .....

Kim Demarte, a delegate of the Australian Securities and Investments Commission

17-0656

**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION*****Superannuation Industry (Supervision) Act 1993***  
**Subsection 130F(2)****DISQUALIFICATION ORDER**

To: Kathleen Whittle  
Suite 17 Level 2 37-43 Alexander St Crows Nest NSW 2065  
Approved SMSF auditor registration number 100130425

Under s130F(2) of the *Superannuation Industry (Supervision) Act 1993* the Australian Securities and Investments Commission disqualifies Kathleen Whittle from being an approved SMSF auditor with effect from 12 July 2017.

Dated this 5<sup>th</sup> day of July 2017

Signed:  .....

Scott Rea  
Delegate of the Australian Securities and Investments Commission



ASIC

Australian Securities &amp; Investments Commission

17-0662

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

**Notice of Cancellation of an Australian Financial Services Licence**

TO: Healthy Finances Pty Limited  
ACN 091 874 314 ("the Licensee")  
52 Middle Harbour Road  
Lindfield NSW 2070

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 240026 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 29 August 2017

Signed  .....

Kim Demarte  
A delegate of the Australian Securities and Investments Commission



ASIC

Australian Securities &amp; Investments Commission

17- 0741

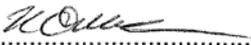
**Australian Securities and Investments Commission  
Corporations Act 2001 Section 915B**

**Notice of Cancellation of an Australian Financial Services Licence**

TO: COAST WEALTH SERVICES PTY LTD  
ACN 162 206 966("the Licensee")  
PO BOX 6090  
MAROOCHYDORE BC QLD 4558

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 435639 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 25 August 2017

Signed  .....

Kim Demarte  
A delegate of the Australian Securities and Investments Commission

17-0772

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 17-0772

**Commencement**

3. This instrument commences on 24 July 2017.

**Declaration**

Part 7.9 of the Act applies to AMP Capital Funds Management Limited (**AMPCFM**) ACN 159 557 721 in its capacity as the responsible entity of Wholesale Cash Management Trust ARSN 090 715 236 and National Mutual Funds Management Ltd. (**NMFM**) ACN 006 787 720 in its capacity as the responsible entity of the Wholesale Global Equity - Growth Fund ARSN 091 554 371, the Wholesale Australian Equity - Value Fund ARSN 091 554 513 and the Wholesale Global Equity - Value Fund ARSN 098 445 464.

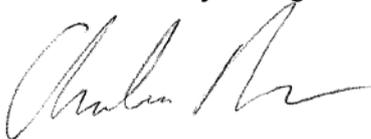
as if section 1017D were modified or varied by inserting after 1017D(3):

- “(3E) Despite anything in this section, for a managed investment product, a periodic statement, other than in relation to the reporting period mentioned in paragraph 1017D(2)(d), must be given as soon as practicable, and, in any event, must be given within:
- (a) 6 months after the end of the reporting period to which it relates; or
  - (b) if the responsible entity of the registered scheme to which the managed investment product relates has published a notice on its website that, in respect of the scheme, it will provide the relevant periodic statement within a specified period of at least 1 month and no less than 6 months of the end of the reporting period to which it relates, that specified period.
- (3F) Despite anything in this section a reporting period ends on 30 June unless on and after 1 October 2017:

17-0772

- (a) the issuer of the product has published on their website the returns of each investment option, other than any investment option which relates wholly to a particular financial product quoted on an Australian licensed market or an approved foreign exchange as defined in paragraph 1.2A.02(2) of the regulations, offered by the product for the one-year, five-year and ten-year periods ending 30 June that ended not more than 15 months previously; and
- (b) each periodic statement for the product, other than for a reporting period ending when the holder ceased to hold the product, states to the effect that one-year, five-year and ten-year returns to 30 June for each investment option, other than any investment option which relates wholly to a particular financial product quoted on an Australian licensed market or an approved foreign exchange as defined in paragraph 1.2A.02(2) of the regulations, are made available via a direct link to the relevant section of the issuer's website or a link to a section of the issuer's website which has a prominent direct link to the relevant section of the issuer's website that would be easy for a person seeking the information to find.
- (3G) A notice given under paragraph (3E)(b) may not be revoked and may not be amended to increase the period specified."

Dated this 24<sup>th</sup> day of August 2017



Signed by Charles Rann  
as a delegate of the Australian Securities and Investments Commission

17-0774

**Australian Securities and Investments Commission  
Corporations Act 2001 – Paragraph 741(1)(b) –Declaration**

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 17-0774.

**Commencement**

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

**Declaration**

4. Chapter 6D of the Act applies to an offer for sale of ordinary shares in Bubs Australia Limited ACN 060 094 742 (the **Company**) as if subsection 708A(5)(b) of the Act were modified by deleting the words "during the shorter of the period during which the class was quoted, and the period of 12 months being the date on which the offer is made" and substituting the words "during the period from the date of its reinstatement to official quotation on the Australian Securities Exchange on 3 January 2017 up to the day on which the offer is made".

**Where this declaration applies**

5. The declaration applies to an offer for sale of ordinary shares in the Company where:
  - (a) the ordinary shares were issued on or around 7 September 2017:
    - i. to sophisticated and professional investors under an offer which did not require disclosure under Part 6D.2 of the Act because of subsection 708(8) or subsection 708(11) of the Act; or
    - ii. under an offer made through a financial services license which did not require disclosure under Part 6D.2 of the Act because of subsection 708(10) of the Act; and
  - (b) the Company has given ASX Limited ACN 008 624 691 a notice under subsection 708A(5)(e) of the Act which complies with subsection 708A(6) of the Act.

Dated this 28<sup>th</sup> day of August 2017



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

[17-0775]

**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 [17-0775].

**Commencement**

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

**Declarations**

4. Chapters 6 and 6C of the Act apply to RightCrowd Limited ACN 108 411 427 (the *Company*) 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 person does not have a relevant interest in securities merely because, under an escrow agreement entered into by the person, the person applies restrictions on the disposal of the securities by the holder.”.
5. Chapters 6 and 6C of the Act apply to the Company 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 the Company as if section 671B were modified or varied by omitting “.” in paragraph (7)(c) (as notionally inserted by ASIC Class Order [CO 13/520]), and inserting:

“; or  
(d) subsection 609(13A) (securities subject to escrow arrangement).”.

**Where the instrument applies**

7. This instrument applies in relation to relevant interests the Company has in securities of the Company (*Escrowed Securities*) merely because the Company has entered into one or more lock-up or escrow agreements or deeds (each an *Escrow Arrangement*) with any one or more of the Security Holders in connection with the proposed admission of

[17-0775]

the Company's securities to the official list of the Australian Securities Exchange where each 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 each Security Holder to accept into the takeover bid where holders of at least half of the bid class securities that are not subject to escrow 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 two years after the date the Company and the Security Holders entered into the Escrow Arrangement; and
- (e) is substantially in the same form as the deed provided to ASIC on 15 August 2017.

### Interpretation

8. In this instrument

**Security Holders** means Advanced Marketing Technologies Pty Ltd ACN 059 900 971 as trustee for Chatfield Family Trust

Dated this 25<sup>th</sup> day of August 2017



Signed by Kyle Wright  
as a delegate of the Australian Securities and Investments Commission



**ASIC**

Australian Securities & Investments Commission

**17-0781**

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

**Notice of Cancellation of an Australian Financial Services Licence**

TO: Marq Services Management Pty. Ltd.  
ACN 158 541 363 ("the Licensee")  
Level 3  
10 Bond Street  
SYDNEY NSW 2000

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 422492 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 29 August 2017

Signed 

Kim Demarte  
A delegate of the Australian Securities and Investments Commission

17-0782

**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 17-0782.

**Commencement**

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

**Where this instrument applies**

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

**Disclosure relief***Offers made under the Plan*

5. 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.

*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, hawking and other incidental relief***General advice*

**17-0782**

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.

*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; and
  - (c) dealing in an interest in a managed investment scheme covered by paragraph 11 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.

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*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 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:

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- (a) no fees or interest is payable; and
- (b) the eligible participant is not liable to pay the lender for an amount greater than the cumulative value of the eligible products, issued or transferred to, or held on behalf of, the participant in connection with the scheme, at the time the loan is repayable.

*FCPE structure*

16. The Company must take all reasonable steps to 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, as otherwise provided for in the Rules, or as the Company reasonably believes are 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;
- (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;
- (e) the FCPE and Plan, at all times, are approved and regulated by the Relevant Agency; and
- (f) the Custodian complies with the laws of France.

*Regulation*

- 17. The Specified Persons must, at all times, comply with the Rules.
- 18. The Manager must, at all times, be approved by the Relevant Agency.
- 19. The Rules must not be modified or varied in any material respect that would adversely affect the rights and interests of eligible participants, unless:

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- (a) the Company reasonably believes that such modification or variation is required by the laws of France; or
  - (b) ASIC gives prior written notice to the Company that it does not object to the modification or variation.
20. 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*

21. The FCPE annual financial statements must be audited annually.
22. 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 Capgemini 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*

23. Capgemini 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.
24. Capgemini 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.

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25. 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.
26. The Company must maintain, at the registered office or principal place of business of Capgemini 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**

27. 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**

28. In this instrument:

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

*Capgemini Australia* means Capgemini Australia Pty Limited (ACN 092 284 314).

*Company* means Capgemini SE, a body registered in France and listed on the eligible financial market.

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**Custodian** means the custodian of the FCPE from time to time (presently *Caceis Bank*, a body registered in France), which, by way of contract, 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.

**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 Fonds Commun de Placement d'Entreprise called "ESOP Capgemini", through its compartment *ESOP Classic 2017*, approved by the *Autorité des Marchés Financiers* (the *AMF*) in June 2017, approved by the AMF on 13 June 2017, 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.

**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.

**offer document**, in relation to an offer of eligible products under the Plan, means a document which includes, or is accompanied by, the following

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information, statements and explanations worded and presented in a clear, concise and effective manner:

- (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) 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;
- (e) 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;
- (f) 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;

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- (g) 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;
- (h) 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; and
- (i) an explanation of how an eligible participant could, from time to time, ascertain the market price in Australian dollars of an underlying eligible product.

**Plan** means the Capgemini Group Employee Share Savings 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 28 July 2017.

**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 *Capgemini Group Employee Share Savings Plan* and the rules of the *ESOP Capgemini 2017* FCPE dated on or around 17 April 2009, 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.

29. In this instrument:

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- (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 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).

Dated this 29<sup>th</sup> day of August 2017



Signed by Paul Collins  
as a delegate of the Australian Securities and Investments Commission

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**Table A**

| Column 1<br><b>Eligible financial market</b> | Column 2<br><b>Eligible product</b>   | Column 3<br><b>Eligible participant</b>  |
|--|---|--|
| 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),<br/>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> |

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**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 17-0783.

**Commencement**

3. This instrument commences on 30 August 2017.

**Declarations**

4. Chapters 6 and 6C of the Act apply to Titan Minerals Limited ACN 117 790 897 (the *Company*) 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 the Company 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 arrangements);"

6. Chapter 6C of the Act applies to the Company as if section 671B were modified or varied by omitting "." in paragraph (7)(c) (as notionally inserted by ASIC Class Order [CO 13/520]), and inserting:

"or

(d) subsection 609(13A) (securities subject to escrow arrangements)."

**Where this instrument applies**

7. This instrument applies in relation to relevant interests the Company has in up to 505,000,000 securities of the Company (*Escrowed Securities*) merely because it has entered into one or more escrow agreements or deeds (each an *Escrow Arrangement*)

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with a Security Holder in connection with the recapitalisation proposal set out in its Prospectus where each 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 each Security Holder to accept into the takeover bid where holders of at least half of the bid class securities that are not subject to escrow 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 12 months from the date on which the Escrowed Securities are issued; and
- (e) is substantially in the same form provided to ASIC on 25 August 2017.

#### Interpretation

8. In this instrument:

**Prospectus** means the prospectus lodged by the Company with ASIC on 18 August 2017.

**Security Holder** means any of the following persons who hold shares in the Company:

- (a) Andina Resources Limited (ACN 137 601 159);
- (b) SilverStream SEZC;
- (c) Cranley Consulting Pty Ltd (ACN 131 501 427);
- (d) Reegan Anthony Buswell as trustee for the Has Been's Investment Trust;
- (e) DCF Capital, L.L.C.

Dated this 30<sup>th</sup> day of August 2017



Signed by Michelle Cobb  
as a delegate of the Australian Securities and Investments Commission

CORPORATIONS ACT 2001  
Section 601CL(5)

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

Dated this first day of September 2017

Rosanne Bell  
DELEGATE OF  
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Company**

**ARBN**

REDEMPTION BLOOD OF JESUS CHRIST WORLD OUTREACH  
MINISTRIES AND CHRIST NEW CREATION FELLOWSHIP  
CHURCH INC.

158 619 142

CORPORATIONS ACT 2001  
Section 601CL(4)

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

Dated this first day of September 2017

Rosanne Bell  
DELEGATE OF  
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

| <b>Name of Company</b>   | <b>ARBN</b> |
|--|-------------|
| BAM INFRACONSULT B.V.  | 165 083 045 |
| COLOUR AND FIT PTY LIMITED   | 616 283 231 |
| GRANITE GLOBAL SERVICES GMBH   | 612 076 105 |
| KOZA TRADING LIMITED   | 606 545 135 |
| MAN OM-IP VISION LIMITED   | 124 305 737 |
| PROF. DR. LEOPOLD MULLER-DIPL.-ING. ADAM HERETH ING.-<br>BURO FUR TUNNEL- UND FELSBAU GMBH | 158 475 739 |
| REPSOL EXPLORACION, SA   | 158 939 756 |
| TEACHERS PERSONAL INVESTORS SERVICES, INC.   | 138 353 723 |

CORPORATIONS ACT 2001  
Section 601CC(3)

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

Dated this first day of September 2017

Rosanne Bell  
DELEGATE OF  
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Company**

**ARBN**

SADS AUSTRALIA INC.

154 214 132

CORPORATIONS ACT 2001  
Subsection 601PB(2)

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

Dated this first day of September 2017

Rosanne Bell  
DELEGATE OF  
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

| <b>Name of Scheme</b>                         | <b>ARSN</b> |
|---|-------------|
| CONCEPT ONE THE INDUSTRY SUPER FUND CASH FUND | 166 218 097 |

CORPORATIONS ACT 2001  
Subsection 601PA(3)

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

Dated this first day of September 2017

Rosanne Bell  
DELEGATE OF  
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Scheme**

MONEYPLACE LENDING PLATFORM

**ARSN**

608 733 660

Corporations Act 2001  
Subsection 164(3)

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

**CARAWINE RESOURCES PTY LTD**

ACN 611 352 348 will change to a public company limited by shares. The new name will be CARAWINE RESOURCES LIMITED  
ACN 611 352 348.

**ESTABLISH PROPERTY GROUP LTD**

ACN 603 472 948 will change to a proprietary company limited by shares. The new name will be ESTABLISH PROPERTY GROUP PTY LTD  
ACN 603 472 948.

**READCLOUD PTY LTD** ACN 136 815 891 will change to a public company limited by shares. The new name will be READCLOUD LIMITED  
ACN 136 815 891.

**THE HYDRATION PHARMACEUTICALS**

**COMPANY PTY LTD** ACN 620 385 677 will change to a public company limited by shares. The new name will be THE HYDRATION PHARMACEUTICALS COMPANY LIMITED  
ACN 620 385 677.

**ENERGY PANDA SOLUTIONS LTD**

ACN 618 769 690 will change to a proprietary company limited by shares. The new name will be ENERGY PANDA SOLUTIONS PTY LTD  
ACN 618 769 690.

**NETREGISTRY GROUP LIMITED**

ACN 128 050 019 will change to a proprietary company limited by shares. The new name will be NETREGISTRY GROUP PTY LIMITED  
ACN 128 050 019.

**REAL ESTATE AGENT SELECT PTY LTD**

ACN 064 189 457 will change to a public company limited by shares. The new name will be REAL ESTATE AGENT SELECT LIMITED  
ACN 064 189 457.

**WESTPAC ADMINISTRATION 2 LIMITED**

ACN 066 601 250 will change to a proprietary company limited by shares. The new name will be WESTPAC ADMINISTRATION 2 PTY LIMITED  
ACN 066 601 250.