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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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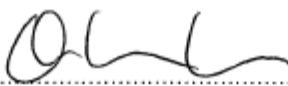
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18-0827

**Australian Market Licence (Commodity Exchange, Inc.) 2018***Corporations Act 2001*

I, OLIVER HARVEY, Senior Executive Leader, Australian Securities and Investments Commission grant this Licence under subsection 795B(2) of the *Corporations Act 2001* (the **Act**) and impose conditions on this Licence under s796A(1) of the Act.

Dated 27 September 2018

Signed 

as a delegate of the Minister under section 1101J of the Act

1. **Name of Licence**

This Licence is the *Australian Market Licence (Commodity Exchange, Inc.) 2018*.

2. **Commencement**

This Licence commences when it is granted.

3. **Definitions**

In this Licence:

Act means the *Corporations Act 2001*.

Australian-based market means a financial market:

- (a) the principal place of operation of which is in Australia; and
- (b) that is operated by a person whose principal place of business is located in Australia.

Australian participant means a person in Australia who is a participant.

Market means the financial market that COMEX, as a 'designated contract market' under the *Commodity Exchange Act 1936* (US), is authorised by the U.S. Commodity Futures Trading Commission to operate in the United States of America.

COMEX means Commodity Exchange, Inc. (ARBN 622 016 193).

reporting period means each period of 6 months, ending on 30 June or 31 December, during which the market is operated in this jurisdiction.

Note: The following expressions used in this Notice are defined in the Act:

- ASIC (section 9)
- Australian financial services licence (section 761A)
- derivative (section 761D)
- financial market (section 767A)
- participant (section 761A)

4. **Grant of licence**

This Licence is granted to COMEX under subsection 795B(2) of the Act and authorises COMEX to operate the market in this jurisdiction.

5. **Class of financial products**

The class of financial products that can be dealt with on the market under this Licence is derivatives.

6. **Clearing and settlement arrangements**

Clearing and settlement arrangements for transactions effected through the market under this Licence must be provided by Chicago Mercantile Exchange, Inc.

7. **Australian participants to be licensed**

COMEX must require an Australian participant to hold an Australian financial services licence that permits trade in products of the same kind as those that can be dealt with on the market unless the Australian participant is exempt under Australian law from the requirement to hold such a licence in relation to participation in the market.

8. **Australian participants to notify of suspension or cancellation of Australian financial services licence or trading permission**

COMEX must require an Australian participant to notify COMEX as soon as practicable if:

- (a) the participant's Australian financial services licence is suspended or cancelled; or
- (b) the participant's permission to trade in products dealt with on the market is suspended or cancelled.

9. **Disclosure by participants to Australian clients**

- (1) Before a participant accepts the first order from a client in Australia to deal on the market, COMEX must require the participant to disclose to the client the significant differences between trading derivatives on the market and trading derivatives on an Australian-based market.
- (2) The matters that must be disclosed include, but are not limited to the following:
 - (a) COMEX's principal place of business is located in the United States of America;
 - (b) the market is regulated primarily under the regulatory regime of the United States of America;
 - (c) the rights and remedies of, and compensation arrangements for, investors who acquire products offered on the market may differ from the rights and remedies of, and compensation arrangements for, investors who acquire products offered on an Australian-based market; and

- (d) Australian investors who acquire products offered on the market may be subject to the effects of changes in currency exchange rates.

10. Reporting

COMEX must give the following information to ASIC within 30 days after the end of each reporting period:

- (a) for each kind of contract that can be traded on the market:
 - (i) the total trade volume for the reporting period; and
 - (ii) the total trade volume originating from Australian participants for the reporting period;
- (b) the proportion of worldwide trading volume on the market for the reporting period that was conducted by Australian participants; and
- (c) the current name and business address in Australia of each Australian participant.

11. Submission to jurisdiction

COMEX must submit to the non-exclusive jurisdiction of the Australian courts in actions brought by ASIC in relation to the market.

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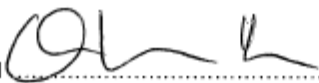


**Australian Market Licence (New York Mercantile Exchange, Inc.)
2018**

Corporations Act 2001

I, OLIVER HARVEY, Senior Executive Leader, Australian Securities and Investments Commission grant this Licence under subsection 795B(2) of the *Corporations Act 2001* (the **Act**) and impose conditions on this Licence under s796A(1) of the Act.

Dated 27 September 2018

Signed 

as a delegate of the Minister under section 1101J of the Act

1. **Name of Licence**

This Licence is the *Australian Market Licence (New York Mercantile Exchange, Inc.) 2018*.

2. **Commencement**

This Licence commences when it is granted.

3. **Definitions**

In this Licence:

Act means the *Corporations Act 2001*.

Australian-based market means a financial market:

- (a) the principal place of operation of which is in Australia; and
- (b) that is operated by a person whose principal place of business is located in Australia.

Australian participant means a person in Australia who is a participant.

Market means the financial market that NYMEX, as a 'designated contract market' under the *Commodity Exchange Act 1936* (US), is authorised by the U.S. Commodity Futures Trading Commission to operate in the United States of America.

NYMEX means New York Mercantile Exchange, Inc. (ARBN 113 929 436).

reporting period means each period of 6 months, ending on 30 June or 31 December, during which the market is operated in this jurisdiction.

Note: The following expressions used in this Notice are defined in the Act:

- ASIC (section 9)
- Australian financial services licence (section 761A)
- derivative (section 761D)
- financial market (section 767A)
- participant (section 761A)

4. **Grant of licence**

This Licence is granted to NYMEX under subsection 795B(2) of the Act and authorises NYMEX to operate the market in this jurisdiction.

5. **Class of financial products**

The class of financial products that can be dealt with on the market under this Licence is derivatives.

6. **Clearing and settlement arrangements**

Clearing and settlement arrangements for transactions effected through the market under this Licence must be provided by Chicago Mercantile Exchange, Inc.

7. **Australian participants to be licensed**

NYMEX must require an Australian participant to hold an Australian financial services licence that permits trade in products of the same kind as those that can be dealt with on the market unless the Australian participant is exempt under Australian law from the requirement to hold such a licence in relation to participation in the market.

8. **Australian participants to notify of suspension or cancellation of Australian financial services licence or trading permission**

NYMEX must require an Australian participant to notify NYMEX as soon as practicable if:

- (a) the participant's Australian financial services licence is suspended or cancelled; or
- (b) the participant's permission to trade in products dealt with on the market is suspended or cancelled.

9. **Disclosure by participants to Australian clients**

- (1) Before a participant accepts the first order from a client in Australia to deal on the market, NYMEX must require the participant to disclose to the client the significant differences between trading derivatives on the market and trading derivatives on an Australian-based market.
- (2) The matters that must be disclosed include, but are not limited to the following:
 - (a) NYMEX's principal place of business is located in the United States of America;
 - (b) the market is regulated primarily under the regulatory regime of the United States of America;
 - (c) the rights and remedies of, and compensation arrangements for, investors who acquire products offered on the market may differ from the rights and remedies of, and compensation arrangements for, investors who acquire products offered on an Australian-based market; and

- (d) Australian investors who acquire products offered on the market may be subject to the effects of changes in currency exchange rates.

10. **Reporting**

NYMEX must give the following information to ASIC within 30 days after the end of each reporting period:

- (a) for each kind of contract that can be traded on the market:
 - (i) the total trade volume for the reporting period; and
 - (ii) the total trade volume originating from Australian participants for the reporting period;
- (b) the proportion of worldwide trading volume on the market for the reporting period that was conducted by Australian participants; and
- (c) the current name and business address in Australia of each Australian participant.

11. **Submission to jurisdiction**

NYMEX must submit to the non-exclusive jurisdiction of the Australian courts in actions brought by ASIC in relation to the market.

18-0843

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 18-0843.

Commencement

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

Exemption

4. Invion Limited ACN 094 730 417 (*Invion*) does not have to comply with Parts 6D.2 and 6D.3 of the Act for an offer of securities in Chronic Airway Therapeutics Limited ACN 628 608 113 (*CAT*) to shareholders of Invion.

Declaration

5. Chapter 6D of the Act applies to shareholders of CAT as if section 707 were modified or varied by omitting subsections 707(3), (4), (5) and (6).

Where this instrument applies

6. The exemption in paragraph 4 applies to invitations by Invion to its shareholders to vote at a general meeting on a capital reduction of Invion and an in-specie transfer of ordinary shares in CAT to the shareholders of Invion (*Demerger Proposal*), in accordance with a notice of meeting that:
 - (a) is in substantially the same form as the draft notice of meeting given to ASIC on 24 September 2018; and
 - (b) includes a statement:
 - (i) describing the need for, and effect of, the relief contained in this instrument as it applies to shareholders; and
 - (ii) that the notice of meeting is in substantially the same form as the draft notice of meeting given to ASIC on 24 September 2018.

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7. The declaration in paragraph 5 applies where:

- (a) a CAT shareholder makes an offer of their ordinary shares in CAT (*Shares*) for sale;
- (b) the Shares were transferred to the CAT shareholder pursuant to the Demerger Proposal referred to in paragraph 6; and
- (c) the offer is not made within 12 months of a sale or transfer of the Shares by a person, other than Invion, who:
 - (i) controls CAT;
 - (ii) would have been required by subsection 707(2) of the Act to give disclosure to investors under Part 6D.2 of the Act but for section 708 or 708A of the Act; and
 - (iii) did not give disclosure to investors under Part 6D.2 of the Act because of section 708 or 708A of the Act.

Dated this 24th day of September 2018



Signed by Henry Brunskill
as a delegate of the Australian Securities and Investments Commission

18-0844

**Australian Securities and Investments Commission
Corporations Act 2001 – Subsections 601QA(1), 741(1), 926A(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), 926A(2), 992B(1) and 1020F(1) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 18-0844.

Commencement

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

Nature of this instrument

4. This instrument is an individual relief instrument, as referred to in paragraphs 28A to 28D of ASIC Class Order [CO 14/1000].

Disclosure relief*Offers made under an employee incentive scheme*

5. The Company or a related body corporate that makes an offer under an employee incentive scheme covered by this instrument does not have to comply with Part 6D.2, 6D.3 or Part 7.9 of the Act in relation to the offer.

Subsequent sale offers

6. A person that makes a sale offer of an underlying eligible 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 the sale offer where:
 - (a) the product was issued or otherwise granted:
 - (i) to an eligible participant under an employee incentive scheme; or
 - (ii) to a trustee in connection with an employee incentive scheme; and
 - (b) the person has no reason to believe the employee incentive scheme is not covered by this instrument.
7. A person that makes a sale offer of a financial 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 the sale offer where:

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- (a) the product was issued by reason of the exercise or vesting of an eligible product issued or otherwise granted to:
 - (i) an eligible participant under an employee incentive scheme; or
 - (ii) to a trustee in connection with an employee incentive scheme; and
- (b) the person has no reason to believe the employee incentive scheme is not covered by this instrument.

Licensing, hawking and other incidental relief*General advice*

8. The Company or a related body corporate that makes an offer under an employee incentive scheme covered by this instrument and, in relation to the offer, provides a financial service consisting of general advice in connection with the offer, does not have to comply with subsection 911A(1) of the Act in relation to the advice.

Dealing

9. The Company or a related body corporate that provides any of the following financial services in relation to an offer in connection with an employee incentive scheme covered by this instrument does not have to comply with subsection 911A(1) of the Act in relation to the financial service:
- (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 13 of this instrument or paragraph 28C of ASIC Class Order [CO 14/1000].

Custodial or depository services

10. The Company or a related body corporate that provides any of the following financial services in connection with an employee incentive scheme covered by this instrument does not have to comply with subsection 911A(1) of the Act in relation to the financial service:
- (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;

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- (b) dealing in the eligible product in the course of providing a custodial or depository service covered by paragraph (a).

Hawking

11. The Company or a related body corporate that makes 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 an employee incentive scheme covered by this instrument does not have to comply with section 736, 992A or 992AA of the Act.

Advertising

12. The Company or a related body corporate that advertises, or publishes a statement that is reasonably likely to induce eligible participants to acquire, an eligible product under an employee incentive scheme covered by this instrument does not have to comply with section 1018A of the Act in relation to the advertisement or publication.

Incidental managed investment scheme

13. The Company or a related body corporate that operates a managed investment scheme only by reason of operating a contribution plan in connection with an employee incentive scheme covered by this instrument does not have to comply with section 601ED of the Act in relation to the operation of that managed investment scheme.

Conditions*Notice of reliance*

14. The Company or a related body corporate making an offer in connection with a particular employee incentive scheme must give ASIC a notice of reliance.

Note: A notice of reliance can cover a particular employee incentive scheme that is intended to operate for many years. A new notice of reliance will be required to be given to ASIC if the Company or a related body corporate establishes a new employee incentive scheme.

15. The Company or a related body corporate may give ASIC the notice of reliance at any time before the body first relies on this instrument in relation to the particular employee incentive scheme but, in any event, must give ASIC the notice of reliance no later than 1 month after the day the body first relies on this instrument in relation to the particular employee incentive scheme.

Disclosure

16. The Company or a related body corporate that makes an offer under an employee incentive scheme must ensure that the offer is made in, or is accompanied by, an offer document.

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Offers of overlying eligible products

17. If the Company, a related body corporate or a trustee makes an offer of an overlying eligible product under an employee incentive scheme, the Company or the related body corporate must ensure that, if the overlying eligible product is not able to be traded on an eligible financial market, the offer is for no more than nominal monetary consideration.

Note: This paragraph 17 does not prohibit an offer for more than nominal monetary consideration of an underlying eligible product held or to be held by a trustee under a trust in relation to which the eligible participant acquires or will acquire a unit in the underlying eligible product because it is or will be held by the trustee under the trust.

5% issue limit

18. The Company or a related body corporate that makes an offer covered by 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) an employee incentive scheme or like scheme of the Company or a related body corporate, where offers were covered by this instrument or an individual instrument made by ASIC in terms similar to this instrument; or
 - (ii) an employee incentive scheme or employee share scheme of the Company or a related body corporate, where the offers were covered by ASIC Class Order [CO 14/1000] or an individual instrument made by ASIC in terms similar to that class order.

Trusts

19. The Company or a related body corporate that makes an offer of an underlying eligible product under an employee incentive scheme in relation to which a trustee holds or will hold the underlying eligible products must ensure:
- (a) the activities of the trustee of the trust in that capacity are limited to employee incentive schemes of the Company or the related body corporate (whether or not the other employee incentive schemes are covered by this instrument);
 - (b) the trustee maintains written records on the administration of the trust including, in the case of underlying eligible products being held for a specified eligible participant on an allocated basis, written records that

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identify the underlying eligible products held on an allocated basis for the specified eligible participant;

Note: The written records in relation to underlying eligible products held on an allocated basis may take the form of a sub-register administered by or on behalf of the trustee.

- (c) the trustee does not levy any fees or charges for administering the trust that are payable directly by any eligible participant or out of the assets of the trust, other than reasonable disbursements including brokerage and tax levied or incurred in connection with the trust;
- (d) if the trustee is the Company or an associate of the Company—the trustee does not, at its own discretion, exercise any voting rights attaching to any of the underlying eligible products that it holds on trust; and
- (e) the trustee, either alone or together with one or more other trustees, does not hold more than 5% of the voting shares or voting interests in the Company calculated by reference to all employee incentive schemes or like schemes of the Company or a related body corporate in relation to which offers were covered by this instrument, ASIC Class Order [CO 14/1000] or an individual instrument made, on or after the commencement of this instrument, by ASIC in terms similar to this instrument.

Contribution plans

20. The Company or a related body corporate that makes an offer under an employee incentive scheme that involves a contribution plan:
- (a) must not allow an eligible participant to participate in the contribution plan unless the eligible participant has agreed in writing to the terms of the contribution plan;
 - (b) must not allow an eligible participant to participate in the contribution plan to acquire an underlying eligible product that is not able to be traded on an eligible financial market;

Note: This subparagraph (b) does not prohibit an eligible participant from participating in a contribution plan to acquire an underlying eligible product held or to be held by a trustee under a trust in relation to which the eligible participant acquires or will acquire a unit in the underlying eligible product because it is or will be held by the trustee under the trust.

- (c) must ensure that any contributions (other than contributions in the form of future gross (before-tax) salary or wages or from a loan from the Company or a related body corporate to an eligible participant) under the terms of the contribution plan which are to be used but have not yet been used to acquire underlying eligible products are held by or on behalf of the Company or a related body corporate on trust for eligible participants, in an account with an Australian ADI that is used solely in connection with employee incentive schemes of the Company or a related body corporate (whether or not the other employee incentive schemes are covered by this instrument), whether the account is maintained in this jurisdiction or elsewhere;

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- (d) must ensure that if underlying eligible products have been acquired by the trustee for a specified eligible participant on an allocated basis using contributions made by the eligible participant under a contribution plan, the eligible participant has the right to:

- (i) exercise, or to direct the trustee of the underlying eligible products to exercise on their behalf, any voting rights attaching to the underlying eligible products; and
- (ii) receive income deriving from the underlying eligible products, including dividends and distributions;

Note: The right to receive dividends or distributions may be subject to terms that the dividends or distributions are to be applied to repay a loan from the Company or a related body corporate to the eligible participant in connection with the employee incentive scheme.

- (e) unless the eligible participant (or a person covered by one of the subparagraphs in subparagraph 23(3)) has already acquired the eligible products under the employee incentive scheme—must ensure that an eligible participant may, by giving a notice to the Company or a related body corporate, discontinue their participation in the contribution plan, the discontinuance to take effect no more than 45 days after the giving of the notice; and
- (f) must ensure that if an eligible participant has discontinued their participation in the contribution plan, any contributions (other than contributions in the form of future gross (before-tax) salary or wages or from a loan from the Company or a related body corporate to an eligible participant) under the terms of the contribution plan that have not been used to acquire underlying eligible products, are repaid to or as directed by the participant as soon as practicable after the participant has discontinued their participation in the contribution plan (such repayment including any accumulated interest (if any), less any tax).

Loans

21. The Company or a related body corporate making an offer of an eligible product under an employee incentive scheme that involves a loan from the Company or a related body corporate to an eligible participant to acquire the product:
- (a) must ensure that the loan is not provided to acquire options or incentive rights; and
 - (b) must ensure that under the terms of the loan:
 - (i) no fees or interest is payable; and
 - (ii) either:
 - (A) the lender has no recourse against the participant in relation to the

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repayment of the loan; or

- (B) 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.

ASIC power to request documents

- 22. The Company or a related body corporate 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 the offer made in reliance on this instrument.

Interpretation

- 23. In this instrument:

- (1) *able to be traded* has the meaning given by section 761A of the Act;

associate has the meaning given by Division 2 of Part 1.2 of the Act (except sections 12 and 16);

casual employee, in relation to the Company or a related body corporate, means an individual who is, or might reasonably be expected to be, engaged to work the number of hours that are the pro-rata equivalent of 40% or more of a comparable full-time position with the body;

Company means Westpac Banking Corporation ACN 007 457 141.

contractor, in relation to the Company or a related body corporate, means:

- (a) an individual with whom the body has entered into a contract for the provision of services under which the individual performs work for the body; or
 - (b) a company with whom the body has entered into a contract for the provision of services under which an individual, who is a director of the company or their spouse, performs work for the body;

where the individual who performs the work under or in relation to the contract is, or might reasonably be expected to be, engaged to work the number of hours that are the pro-rata equivalent of 40% or more of a comparable full-time position with the body;

contribution, in relation to a contribution plan, does not include:

- (a) nominal monetary consideration; or
 - (b) a monetary contribution as consideration for an issue, transfer or grant of an eligible product to the eligible participant without undue delay

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(including a monetary contribution made to exercise an eligible product or cause an eligible product to vest);

contribution plan means a plan under which an eligible participant may make monetary contributions to acquire eligible products, whether made before or after the acquisition, from one or more of the following:

- (a) gross (before-tax) wages or salary;
- (b) net (after-tax) wages or salary;
- (c) other monies;

eligible financial market means a 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, in relation to the Company or a related body corporate, means a person specified in column 3 of Table A;

eligible product, in relation to the Company, means a financial product specified in column 2 of Table A;

employee incentive scheme means an arrangement under which eligible products of the Company are offered to eligible participants;

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;

incentive right means a conditional right:

- (a) to acquire underlying eligible products;
- (b) to be paid a cash amount that is ultimately determined by reference to (wholly or in part):
 - (i) the price or value at a given time of the underlying eligible product to which the right relates;
 - (ii) a change in the price or value over a given period of the underlying eligible product to which the right relates;
 - (iii) the amount or value of dividends or distributions paid or payable in relation to the underlying eligible product to which the right relates; or
 - (iv) a change in the amount or value over a given period of time of dividends or distributions paid or payable in relation to the underlying eligible product to which the right relates; or

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- (c) to acquire or to be paid a combination of underlying eligible products and a cash amount as determined in accordance with paragraph (b);

nominal monetary consideration means monetary consideration of a token or trivial amount;

notice of reliance, in relation to a particular employee incentive scheme, means a written notice in a form approved in writing by ASIC for the purposes of ASIC Class Order CO 14/1000;

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;
- (e) an offer to arrange for the issue or transfer of the eligible product;

but does not include an issue, grant or transfer of an underlying eligible product made by reason of the exercise or vesting of an overlying eligible product in circumstances where an offer to issue or transfer the overlying eligible product had been previously made.

offer document, in relation to an offer of eligible products under an employee incentive scheme, 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:

- (a) prominent statements to the effect that:
 - (i) any advice given by the Company in relation to eligible products offered under the employee incentive scheme does not take into account an eligible participant's objectives, financial situation and needs; and
 - (ii) eligible participants should consider obtaining their own financial product advice from a person who is licensed by ASIC to give such advice;
- (b) either:
 - (i) a copy of the terms of the employee incentive scheme; or
 - (ii) a summary of the terms of the scheme together with a statement that, on request and at no charge and within a reasonable time, the

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Company will provide an eligible participant with a copy of the terms of the scheme;

- (c) general information about the risks of acquiring and holding an eligible product being offered under the employee incentive scheme;
- (d) if a trustee will hold underlying eligible products for specified eligible participants on an allocated basis in connection with the employee incentive scheme and those eligible participants will have the right to:
 - (i) exercise, or direct the trustee to exercise on their behalf, any rights (including voting rights) attaching to the underlying eligible products; or
 - (ii) receive income deriving from the underlying eligible products, including dividends or distributions,

then either — a copy of the trust deed or a summary of the terms of the trust deed together with a statement that, on request and at no charge and within a reasonable time, the Company will provide an eligible participant with a copy of the trust deed;

- (e) if the employee incentive scheme involves a contribution plan—either:
 - (i) a copy of the contribution plan; or
 - (ii) a summary of the terms of the contribution plan together with a statement that, on request and at no charge and within a reasonable time, the Company will provide an eligible participant with a copy of the terms of the contribution plan;
- (f) if the employee incentive scheme involves a loan from the Company or a related body corporate to an eligible participant to acquire the product—a copy of the terms of the loan;
- (g) the acquisition price of the eligible products 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;
- (h) an explanation of how an eligible participant could, from time to time, ascertain the market price of the underlying eligible products in Australian dollars;

overlying eligible product means an eligible product specified in any of paragraphs (g) to (i) in column 2 of Table A;

prospective participant, in relation to an offer of an eligible product under an employee incentive scheme, means a person to whom the offer is made but

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who can only accept the offer if an arrangement has been entered into that will result in the person becoming covered by paragraph (a), (c), (d) or (e) of column 3 of Table A;

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

stapled security means two or more eligible products which, under the terms on which each is traded, must be transferred together;

trustee means a body that holds or will hold underlying eligible products on trust for the following persons in connection with an employee incentive scheme:

- (a) eligible participants generally on an unallocated basis; or
- (b) one or more specified eligible participants on an allocated basis;

underlying eligible product means an eligible product specified in any of paragraphs (a) to (f) in column 2 of Table A;

- (2) if the Company is a registered scheme:
 - (i) the conferral of relief on the Company is taken to be the conferral of relief on the responsible entity of the scheme;
 - (ii) a requirement imposed on the Company is taken to be a requirement imposed on the responsible entity of the scheme;
 - (iii) a reference to occupying a position or role with the Company is taken to be a reference to occupying a position or role with the responsible entity of the scheme;
- (3) an offer of eligible products to an eligible participant under an employee incentive scheme on terms that the eligible participant may renounce the offer in favour of a person covered by one of the following sub-subparagraphs 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;
- (4) an employee incentive scheme, employee share scheme, or like scheme, is **covered by** an instrument to the extent that offers are made, or other conduct is carried out, in reliance on the instrument;
- (5) for the avoidance of doubt, a document or other writing to be given in

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connection with this instrument may be given by electronic means (including, in the case of a document or other writing to be given by the Company or a related body corporate in reliance 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 24th day of September 2018



signed by Stella Lee
as a delegate of the Australian Securities and Investments Commission

18-0844

Table A

Column 1 Eligible Financial Market	Column 2 Eligible product	Column 3 Eligible participant
(a) ASX (also known as the Australian Securities Exchange)	<p>(a) a fully paid share of the Company that is in a class of shares able to be traded on an eligible financial market;</p> <p>(b) a beneficial interest in a fully paid share of the Company where the interest is in a class of interests that is able to be traded on an eligible financial market;</p> <p>(c) a fully paid share of the Company in relation to which both of the following apply:</p> <p>(i) a beneficial interest in a share of that class are in a class of interests that is able to be traded on an eligible financial market;</p> <p>(ii) the share is convertible into the beneficial interest without charge or for a nominal fee;</p> <p>(d) a beneficial interest in a fully paid share of the Company in relation to which both of the following apply:</p> <p>(i) the fully paid share is in a class of shares that is able to be traded on an eligible financial market;</p> <p>(ii) the beneficial interest is convertible into the share without charge or for a nominal fee;</p> <p>(e) a fully paid stapled security of the Company that is in a class of stapled securities that is able to be traded on ASX;</p> <p>(f) where the Company is a registered scheme—an interest in the Company that is in a class of interests that is able to be traded on ASX;</p> <p>(g) a unit in a financial product mentioned in paragraphs (a) to (f);</p> <p>(h) an option to acquire, by way of issue or transfer, a financial product mentioned in paragraphs (a) to (f);</p> <p>(i) an incentive right granted in relation to a financial product mentioned in paragraphs (a) to (f),</p> <p>where in each case in relation to a product mentioned in paragraphs (a) to (f) that is in a class of products that is able to be traded on an</p>	<p>(a) a full-time or part-time employee (including an executive director);</p> <p>(b) a person who was a full time or part-time employee (including an executive director) during the relevant financial year to which the award of eligible products relates – even if that person is no longer an employee at the time an eligible product is due to be issued to them;</p> <p>(c) a non-executive director;</p> <p>(d) a contractor;</p> <p>(e) a casual employee;</p> <p>(f) a prospective participant.</p>

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Column 1 Eligible Financial Market	Column 2 Eligible product	Column 3 Eligible participant
	<p>eligible financial market:</p> <p>(j) the product is in the same class as financial products which were able to be traded on the relevant 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>(k) the class of products were not suspended for more than a total of 5 days during the shorter of the period during which the class of products 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>	

18/0855

**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraphs 926A(2)(a) and 992B(1)(a) — Exemption**

Enabling Legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 926A(2)(a) and 992B(1)(a) of the *Corporations Act 2001* (*the Act*).

Title

2. This instrument is ASIC Instrument [18/0855].

Commencement

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

Exemptions

4. Deutsche Bank Aktiengesellschaft (ARBN 064 165 162) (**Deutsche Bank**) is exempt from paragraph 984B(1)(a) of the Act to the extent that paragraph requires Deutsche Bank to hold property to which Division 3 of Part 7.8 of the Act applies on trust for the benefit of a person (*the client*) who is entitled to it.
5. Deutsche Bank is exempt from subsection 912AAC(2) of the Act as notionally inserted by ASIC Class Order [CO 13/1410].

Where exemptions apply

6. The exemption in paragraph 4 of this instrument applies where:
 - a. Deutsche Bank is an Australian ADI; and
 - b. the property consists of securities; and
 - c. the client is a wholesale client; and
 - d. Deutsche Bank holds the property under the terms of a prime brokerage agreement between Deutsche Bank and the client; and
 - e. Deutsche Bank and the client have agreed in writing that Deutsche Bank does not hold the property on trust for the client.

18/0855

7. The exemption in paragraph 5 of this instrument applies where the property is held under an arrangement in relation to which the exemption in paragraph 4 of this instrument applies.

Interpretation

8. In this instrument:

prime brokerage agreement means a written agreement under which Deutsche Bank makes all of the following services available to the client:

- a. taking money on deposit and making advances of money in the ordinary course of its banking business as an Australian ADI; and
- b. disposing of securities to the client subject to an arrangement to reacquire the same or similar securities from the client at a later time; and
- c. custodial or depository services.

securities has the meaning given by subsection 92(1) of the Act.

wholesale client has the meaning given by subsection 761G(4) of the Act.

Dated this 26th day of September 2018



Signed by Natalie Boulizos
as a delegate of the Australian Securities and Investments Commission

18-0860

NOTICE UNDER SECTION 920E OF THE CORPORATIONS ACT 2001

Notice is given under section 920E of the Corporations Act 2001 that the Australian Securities and Investments Commission has made a banning order in the terms set out below, which order took effect on 14 September 2018.

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

IN THE MATTER OF BENJAMIN FREDERICK GARRY FLETCHER

SECTIONS 920A AND 920B
OF THE CORPORATIONS ACT 2001

To: Benjamin Frederick Garry Fletcher

BANNING ORDER UNDER SECTIONS 920A AND 920B
OF THE CORPORATIONS ACT 2001

TAKE NOTICE that under sections 920A(1) and 920B(2) of the Corporations Act 2001 the Australian Securities and Investments Commission prohibits **BENJAMIN FREDERICK GARRY FLETCHER** from providing any financial services permanently.

Dated this 13th day of August 2018

Signed: 

Christine Croft
Delegate of the Australian Securities and Investments Commission

Your attention is drawn to section 920C(2) of the Corporations Act 2001 which provides that a person must not engage in conduct which breaches a banning order that has been made against the person. Contravention of section 920C(2) is an offence.

18 - 0861

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

Notice of Suspension of Australian Financial Services Licence

To: LM Investment Management Limited ACN 077 208 461
C/- FTI Consulting
Level 20
345 Queen Street
BRISBANE QLD 4000

TAKE NOTICE that under s915B(3)(b) of the Corporations Act 2001 (**Act**), the Australian Securities and Investments Commission (**ASIC**) hereby suspends Australian financial services licence number 220281 held by LM Investment Management Limited ACN 077 208 461 (**Licensee**) until 31 March 2020.

Under s915H of the Act, ASIC specifies that the licence continues in effect as though the suspension had not happened for the purposes of the provisions of the Act specified in Schedule B regarding the matters specified in Schedule A.

Schedule A

The provision by the Licensee of financial services which are reasonably necessary for, or incidental, to the transfer to a new responsible entity, investigating or preserving the assets and affairs of, or winding up of,:

1. LM Cash Performance Fund ARSN 087 304 032;
2. LM First Mortgage Income Fund ARSN 089 343 288;
3. LM Currency Protected Australian Income Fund ARSN 110 247 875;
4. LM Institutional Currency Protected Australian Income Fund ARSN 122 052 868;
5. LM Australian Income Fund ARSN 133 497 917;
6. LM Australian Structured Products Fund ARSN 149 875 669.

Schedule B

- (a) The provisions of Chapter 5C;
- (b) The provisions of Chapter 7, other than the provisions in Parts 7.2, 7.3, 7.4 and 7.5.

Dated this 26 September 2018

Signed



Graeme Darcy Plath, a delegate of the Australian Securities and Investments Commission

18-0864

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 18-0864.

Commencement

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

Declaration

4. Chapter 5C of the Act applies to Clarence Property Corporation Limited ACN 094 710 942 in its capacity as the responsible entity of Westlawn Property Trust ARSN 095 611 804 (the *scheme*) and Epiq Lennox Property Trust ARSN 626 201 974 (the *other scheme*) as if the following provisions of that Chapter were modified or varied:

- (a) after section 601FE insert:

“601FEA Modification of duties: stapled securities

- (1) This section applies to a registered scheme where the interests in the scheme and interests in another registered scheme are components of stapled securities.
- (2) For the purposes of paragraphs 601FC(1)(c) and 601FD(1)(c), an obligation to act in the best interests of the members of the scheme is an obligation to act in the best interests of the members of the scheme having regard to their interests as members of both schemes.
- (3) For the purposes of paragraphs 601FC(1)(e), 601FD(1)(d) and 601FD(1)(e), and subsection 601FE(1), an obligation to not make use of information, or not make improper use of position, in order to cause detriment to the members of the scheme is an obligation not to do those things in order to cause detriment to the members of the scheme having regard to their membership of both schemes.”;

- (b) after subsection 208(2) as notionally inserted by section 601LC, insert:

“(2A) Member approval is not required for the giving of a financial benefit and the benefit need not be given within 15 months if all the following conditions are satisfied:

18-0864

- (a) the benefit either:
 - (i) is given out of the scheme property of a registered scheme; or
 - (ii) could endanger the scheme property;
 - (b) all of the interests in the scheme and all of the interests in another registered scheme are components of stapled securities;
 - (c) the benefit is given by:
 - (i) the responsible entity of the scheme; or
 - (ii) an entity that the responsible entity controls; or
 - (iii) an agent of, or person engaged by, the responsible entity;
 - (d) the benefit is given to:
 - (i) an entity wholly owned, whether directly or indirectly, by the scheme; or
 - (ii) the other scheme or an entity that is wholly owned, whether directly or indirectly, by the other scheme; or
 - (iii) an entity wholly owned, whether directly or indirectly, jointly by the scheme and the other scheme.
- (2B) For the purposes of this section:
- (a) an entity is wholly owned by another entity if all of the shares or interests (as applicable) in the first-mentioned entity are held by, or held by a nominee for (in the case of the second-mentioned entity being a company), or form part of the trust property of (in the case of the second-mentioned entity being a trust), the second-mentioned entity or a wholly owned entity of it; and
 - (b) a reference to the giving of a benefit to an entity which is a trust is a reference to the giving of a benefit to the trustee of the trust so as to form part of the trust property of the trust or for the benefit of the trust beneficiaries.”;

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- (c) insert after section 601PC:

“601PD Stapled securities

For the purposes of this Chapter:

stapled securities means two or more financial products including at least one interest in a registered scheme where:

- (a) under the terms on which each of the products are to be traded, they must be transferred together; and
- (b) there are no financial products in the same class as those financial products which may be transferred separately.”.

Where this declaration applies

5. This declaration applies where each interest in the scheme must, under the terms upon which it is to be traded, only be transferred with each interest in the other scheme.

Dated this 27th day of September 2018



Signed by
Flora Lee

As a delegate of the Australian Securities and Investments Commission

18-0865

**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraph 926A(2)(a) — Amendment**

Enabling legislation

1. The Australian Securities and Investments Commission makes this instrument under paragraph 926A(2)(a) of the *Corporations Act 2001*.

Title

2. This instrument is ASIC Instrument [18-0865].

Commencement

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

Amendment

4. ASIC Instrument [17-0503] is amended as follows:

- (a) in subparagraph 4, omit

"28 September 2018";

substitute

"30 September 2019".

Dated this 28th day of September 2018.



Signed by Andrew Duffy
as a delegate of the Australian Securities and Investments Commission

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 twenty-seventh day of September 2018

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company	ARBN
ADROIT CREATIONS LIMITED	608 384 103
ARMED WORKWEAR AUSTRALASIA LIMITED	151 090 916
ARRIA NLG LIMITED	612 763 621
ASSEMBLE INTERNATIONAL LIMITED	607 853 083
AUCKLAND VENTILATION SERVICES LIMITED	614 986 319
CAREER ENGAGEMENT GROUP LIMITED	608 827 318
CLOUD HOUSE (AUST) LTD	607 371 899
CONTINUOUS IMPROVEMENT NEW ZEALAND LIMITED	609 384 232
CRANE & SONS LIMITED	163 260 875
CRIPPZ LIMITED	162 026 897
DAIRY SOLUTIONZ (NZ) LIMITED	606 533 162
DCLR LIMITED	610 422 627
EXEED AUSTRALIA LIMITED PARTNERSHIP	611 614 969
EXOTIC TOURS PTY LIMITED	611 389 194

FLOW IMPORTS LIMITED	608 588 067
GIBBSTON VALLEY WINES LIMITED	613 844 563
HALLNSTEIN BROTHERS AUSTRALIA LIMITED	613 811 902
HALO BUSINESS INTELLIGENCE LIMITED	159 252 230
HUSTLER EQUIPMENT AUSTRALIA LIMITED	608 705 424
IBEX (NZ) PTY LIMITED	612 550 697
INCISIVE SOFTWARE LIMITED	100 497 461
JOCOSE DEVELOPMENTS LIMITED	607 609 218
LIQUID LAUNDROMATS NZ LIMITED	610 529 238
METALFORM (DANNEVIRKE) LIMITED	160 816 553
MINDFULNESS WORKS AUS LIMITED	613 174 931
M86 SECURITY NZ LIMITED	119 230 536
NANYANG ENVPAP PTE. LTD.	610 395 321
O'CALLAGHAN MEDICAL SERVICES LIMITED	607 341 748
PACIFIC CONSUMABLES LIMITED	612 528 720
PC REVOLUTION LIMITED	608 024 942
PDV CONSULTANTS LIMITED	613 128 699
POLISHED CONCRETE SERVICES LIMITED	607 629 041
PRECISION UNIVERSAL LP	149 844 137
PROMAPP SOLUTIONS LIMITED	606 814 260
QUICKCOUNT LIMITED	612 932 108
RETICMANAGER LIMITED	608 292 226
RICHMOND BLUE LIMITED	610 217 082
SESION TEQUILA LIMITED	611 983 914
SIMON BEIRNE LIMITED	612 368 895
SLEEPCENTER BEDS NEW ZEALAND LIMITED	613 601 531
STELLAR MACHINERY LIMITED	612 291 915
STONEBATHS LIMITED	611 916 664

STRATA NETWORKS AUSTRALIA LIMITED	167 330 761
SYNERGY HEALTH INTERNATIONAL LIMITED	607 340 787
TEROTEK (NZ) LIMITED	135 144 919
THE ROAD TRIP OZ PTY LTD	611 938 357
TT SERVICES NEW ZEALAND LIMITED	165 150 747
WINE EXPORT MARKETERS INT. LIMITED	607 160 029

CORPORATIONS ACT 2001

Section 601CL(5)

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

Dated this twenty-seventh day of September 2018

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

CAPGEMINI TECHNOLOGY SERVICES INDIA LIMITED

ARBN

102 523 713

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 twenty-seventh day of September 2018

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Scheme

HEALTHY LIFESTYLE FUND

ARSN

607 699 687

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.

COUNTRY CLUB LIVING PTY LTD

ACN 628 805 729 will change to a public company limited by shares. The new name will be COUNTRY CLUB LIVING LIMITED ACN 628 805 729.

NIGHTINGALE HOUSING LTD ACN 609 876 879 will change to a proprietary company limited by shares. The new name will be NIGHTINGALE HOUSING PTY LTD ACN 609 876 879.

MARINE PRODUCE AUSTRALIA LIMITED

ACN 091 805 480 will change to a proprietary company limited by shares. The new name will be MARINE PRODUCE AUSTRALIA PTY LTD ACN 091 805 480.