



ASIC
Australian Securities &
Investments Commission

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RIGHTS OF REVIEW

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

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19-0230

**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 (Act)*.

Title

2. This instrument is ASIC Instrument 19-0230.

Commencement

3. This instrument commences on 9 July 2019.

Declarations

4. Chapters 6 and 6C of the Act apply to OptiComm Ltd ACN 117 414 776 (*OptiComm*) 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 OptiComm 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 OptiComm as if section 671B were modified or varied by, omitting “.” in paragraph (7)(c) (as notionally inserted by ASIC Class Order [CO 13/520]), inserting:

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

Where this instrument applies

7. This instrument applies in relation to relevant interests OptiComm has in securities of OptiComm (*Escrowed Securities*) merely because OptiComm has entered into one or more escrow arrangements or deeds (each an *Escrow*

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Arrangement) with each *Security Holder* in connection with the proposed admission of OptiComm's securities to the official list of the Australian Securities Exchange (*ASX*) where each Escrow Arrangement:

- (a) does not restrict the exercise of voting rights attaching to, the Escrowed Securities;
- (b) in the case of a takeover bid (including a 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 an Escrow Arrangement have accepted into the bid; and
 - (ii) requires that the Escrowed Securities be returned to escrow if the bid does not become unconditional;
- (c) allows the Escrowed Securities to be transferred or cancelled as part of a merger by way of compromise or arrangement under Part 5.1 of the Act;
- (d) terminates on the date that is no later than 24 months from the date on which the Company is admitted to the official list of the ASX; and
- (e) is substantially in the same form as the draft agreement provided to ASIC on 28 February 2019.

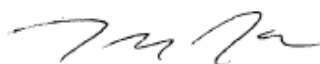
Interpretation

8. In this instrument *Security Holder* means any of the following persons who hold shares in the Company:
- i. Opnet Pty Ltd ACN 126 409 989 as trustee for The Opnet Trust;
 - ii. Asoon Holdings Pty Ltd ACN 103 222 224 as trustee for The Cross Family Trust;
 - iii. AFL Telecommunications Australia Pty Ltd ACN 104 136 629;
 - iv. Diamantina Superannuation Pty Ltd ACN 602 848 555 as trustee for David Redfern Superannuation Fund;
 - v. Hatt Perth Pty Ltd ACN 120 112 334 as trustee for the Odgen Family Super Fund;
 - vi. Skua Investments Pty Ltd ACN 131 298 041 as trustee for The Scaramouche Equities Trust;
 - vii. Bretton Pty Ltd ACN 010 623 695 as trustee for The Walker Superannuation Fund;

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- viii. Hill-Smith Holdings Pty Ltd ACN 008 210 740 as trustee for Matthew Hill-Smith Superannuation Fund;
- ix. Cassiobury Pty Ltd ACN 166 442 888 as trustee for Donnington No 2 Superannuation Fund;
- x. Phillip Ashley Smith as trustee for The Philindy Super Fund;
- xi. Elizabeth Adriana Potts as trustee for the EAP Trust;
- xii. James Valentine Corser and Maria Corser as trustees for Corser Superannuation Fund;
- xiii. Allan Brackin Retirement Fund Pty Ltd ACN 068 287 383 as trustee for Allan Brackin Retirement Fund;
- xiv. Trevor Maloney and Margaret Maloney as trustees for T and M Maloney Super Fund;
- xv. Kaccam Pty Ltd ACN 120 136 898 as trustee for the Nicholson Family Trust;
- xvi. Martin Stockley as trustee for The Stockley Family Trust;
- xvii. Linda Kathryn Gorry as trustee for The Argyle Trust;
- xviii. Geoffrey William Aldridge;
- xix. Martin Stockley as trustee for The Stockley Family Trust;
- xx. Phillip Ashley Smith;
- xxi. Phillip Ashley Smith as trustee for The Philindy Super Fund;
- xxii. Timothy James Hamilton; and
- xxiii. Stephen John Davies.

Dated this 9th day of July 2019



Signed by Terence Kouts
as a delegate of the Australian Securities and Investments Commission

19-0657

**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraph 911A(2)(l) — Amendment**

Enabling legislation

1. The Australian Securities and Investments Commission makes this instrument under paragraph 911A(2)(l) of the *Corporations Act 2001*.

Title

2. This instrument is ASIC Instrument [19/0657].

Commencement

3. This instrument commences on gazettal.

Amendment

4. ASIC Instrument [04/0090] is amended as follows:

- (a) omit "National Electricity Market Management Company Ltd", substitute "Australian Energy Market Operator Limited";

- (b) omit the definition of *settlement residue distribution agreement*, substitute:

"*National Electricity Rules* has the same meaning as in the National Electricity Law set out in the Schedule to the *National Electricity (South Australia) Act 1996* (SA)).

settlement residue distribution agreement has the same meaning as in clause 3.18.1(b) of the National Electricity Rules as at the date of this instrument."

Dated

10/7/2019



Signed by Nathan Bourne
as delegate of the Australian Securities and Investments Commission



ASIC

Australian Securities & Investments Commission

19-0706

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Langford & Co Pty Ltd
ACN 100 522 861 ("the Licensee")
10 Giblett Ave
Thornleigh NSW 2120

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 476973 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 9 July 2019

Signed 

Floyd Williams
A delegate of the Australian Securities and Investments Commission



ASIC

Australian Securities & Investments Commission

19-0733

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Brightstar Logistics Pty Limited
58 111 399 572 ("the Licensee")
Level 5 607 Bourke Street
MELBOURNE VIC 300

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 492948 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 9 July 2019

Signed

Floyd Williams
A delegate of the Australian Securities and Investments Commission



ASIC

Australian Securities & Investments Commission

19-0734

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

Notice of Cancellation of an Australian Financial Services Licence

TO: My Personal CFO Pty Ltd
65 056 866 561 ("the Licensee")
Dalzell Partners
Unit 34 Level 1 Cleveland House
120 Bloomfield Street
CLEVELAND QLD 4163

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 234592 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 9 July 2019

Signed

Floyd Williams
A delegate of the Australian Securities and Investments Commission

19-0745

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 8 July 2019.

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION**IN THE MATTER OF WAYNE SAMAN**

To: Wayne Saman

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

TAKE NOTICE that under paragraphs 920A(1)(d), 920A(1)(e) and 920A(1)(f), and section 920B, of the Corporations Act 2001, the Australian Securities and Investments Commission prohibits Wayne Saman permanently from providing any financial services.

Dated this 28th day of June 2019

Signed:

Graeme Darcy Plath

Delegate of the Australian Securities and Investments Commission

Your attention is drawn to s920C and s1311 of the Corporations Act 2001 that provide that a person commits an offence if they engage in conduct that breaches a banning order that has been made against them (Penalty \$2,750 or imprisonment for 6 months or both).

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

Title

2. This instrument is ASIC Instrument 19-0750.

Commencement

3. This instrument commences on 11 July 2019.

Disclosure relief

4. Culture Amp Pty Ltd ACN 138 600 987 (*Culture Amp*) does not have to comply with Part 6D.2, 6D.3 or Part 7.9 of the Act in relation to an offer of an eligible product to an eligible participant under the 2019 LTIP.
5. Solium Nominees (Australia) Pty Ltd ACN 600 142 541 (*TrusteeCo*), in its capacity as trustee of the Culture Amp Employee Share Trust, does not have to comply with Part 6D.2, 6D.3 or Part 7.9 of the Act, in relation to the offer of a unit in underlying eligible products that it holds in connection with the 2019 LTIP to an eligible participant.
6. A holder of an underlying eligible product that makes a sale offer of that product within 12 months after the issue of the product does not have to comply with Part 6D.2, 6D.3 or Part 7.9 of the Act in relation to the sale offer where the product was issued or otherwise granted to an eligible participant under the 2019 LTIP.

Personal advice given by advisers

7. An eligible product offered under the 2019 LTIP 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 2019 LTIP is not covered by this instrument.

Licensing, hawking and other incidental relief*General advice*

8. Culture Amp does not have to comply with subsection 911A(1) of the Act in relation to

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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 2019 LTIP.

Dealing

9. Culture Amp or TrusteeCo does 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 2019 LTIP:
- (a) issuing the eligible product;
 - (b) dealing in the eligible product where any acquisition by purchase or disposal of the eligible product by Culture Amp or TrusteeCo 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.

Custodial or depositary services

10. Culture Amp or TrusteeCo does 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 2019 LTIP:
- (a) a custodial or depositary service in relation to the eligible product where the body performs their duties in good faith and has sufficient resources to perform those duties;
 - (b) dealing in the eligible product in the course of providing a custodial or depositary service covered by paragraph (a).

Hawking

11. Culture Amp or TrusteeCo does not have to comply with section 736 or 992A 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 2019 LTIP.

Advertising

12. Culture Amp or TrusteeCo does 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 2019 LTIP.

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Conditions*Contribution plans and loans not permitted*

13. Culture Amp must ensure that the terms of the 2019 LTIP, so far as they apply to an offer under the 2019 LTIP that is made in reliance on this instrument to eligible participants in this jurisdiction:

- (a) do not involve a contribution plan; and
- (b) do not involve a loan to the eligible participant to acquire eligible products.

Disclosure

14. Culture Amp must ensure that, in relation to an offer of an eligible product to an eligible participant under the 2019 LTIP:

- (a) the offer is made in, or is accompanied by, an offer document; and
- (b) the offer document is accompanied by:
 - (i) a summary of the most recent independent valuation, that includes the conclusion, valuation methodologies used, and an explanation regarding the reasonable basis for such conclusion; and
 - (ii) a copy of a directors' solvency resolution made no earlier than 1 month before the making of the offer; and
 - (iii) a copy of a directors' valuation resolution made no earlier than 12 months before the making of the offer and being the most recent directors' valuation resolution; and
- (b) if requested by an eligible participant at any time during the period the eligible participant is participating in the 2019 LTIP, or remains subject to the terms of the 2019 LTIP, the eligible participant is given, within 4 months after making the request:
 - (i) a copy of the most recent annual report; and
 - (ii) a summary of the most recent independent valuation, that includes the conclusion, valuation methodologies used, and an explanation regarding the reasonable basis for such conclusion.

Terms of offer

15. Culture Amp must ensure that offers made in reliance on this instrument:

- (a) are not made to more than 20 eligible participants in any 12 month period;

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- (b) to any eligible participant are not greater than \$20,000 in aggregate value in any 12-month period, calculated by reference to the most recent directors' valuation resolution; and
- (c) no more than nominal monetary consideration is required to be provided by the eligible participant:
 - (i) to receive the eligible products; or
 - (ii) for the incentive rights to vest;
- (d) if the eligible offer is or includes an offer of options or incentive rights and more than nominal monetary consideration is required to be provided by the eligible participant in order for the options to become exercisable or for the incentive rights to vest—the options do not become exercisable, and the incentive rights do not vest, unless:
 - (i) both of the following are satisfied:
 - (A) fully paid voting shares or units in fully paid voting shares of the body are in a class of shares that have been able to be traded on any of the eligible financial markets specified in column 1 of Table A of ASIC Class Order [CO 14/1000] for a period of at least 3 months;
 - (B) trading in that class of shares was not suspended for more than a total of 5 days during:
 - (I) if the class of shares have been able to be traded for a period of at least 12 months—the most recent period of 12 months during which the class of shares have been able to be traded;
 - (II) if the class of shares have been able to be traded for a period of less than 12 months—that period; or
 - (ii) a valuation document which is dated no earlier than 1 month before it is given, is given to eligible participants no later than 14 days prior to exercise or vesting.

20% issue limit

16. Culture Amp must, at the time of making an offer of an eligible product under the 2019 LTIP, 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 Culture Amp that have been or may be issued in any of the circumstances covered by the following paragraphs will not exceed 20% of the total number of underlying eligible products in that class on issue:

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- (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 2019 LTIP; and
 - (ii) an ASIC exempt arrangement of a similar kind to the 2019 LTIP.

Trust

17. TrusteeCo must ensure, in relation to underlying eligible products that it holds as trustee of the Culture Amp Employee Share Trust in connection with the 2019 LTIP:
- (a) its activities in its capacity as trustee are limited to the 2019 LTIP and any other employee incentive scheme of Culture Amp;
 - (b) it maintains written records on the administration of the Culture Amp Employee Share Trust including, in the case of underlying eligible products being held for a specified eligible participant on an allocated basis, written records that identify the underlying eligible products held on an allocated basis for the specified eligible participant;
 - (c) it does not levy any fees or charges for administering the Culture Amp Employee Share 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) it 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) it does not hold more than 20% of the voting shares in Culture Amp where such holdings relate to employee incentive schemes of Culture Amp or a wholly-owned subsidiary in reliance on this instrument or ASIC Class Order [CO 14/1001].

ASIC power to request documents

18. Culture Amp or TrusteeCo 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 under the 2019 LTIP that is made in reliance on this instrument.

Interpretation

19. In this instrument:
- (a) **2019 LTIP** means the Culture Amp Pty Ltd Long Term Incentive Plan (2019 – AU only), which is comprised in documents being substantially in the same form

as provided to ASIC on 21 May 2019;

annual report means a financial report, directors' report and auditor's report on the financial report of Culture Amp in relation to a financial year and which complies with the requirements of Part 2M.3 of the Act;

- (a) as if Culture Amp were a large proprietary company; or
- (b) as if Culture Amp were a public company.

ASIC exempt arrangement of a similar kind, in relation to the 2019 LTIP, means an arrangement covered or previously covered by ASIC Class Order [CO 14/1001] or an instrument expressed to apply to Culture Amp and which grants or granted similar relief to the relief granted by this instrument;

casual employee, in relation to Culture Amp or a wholly-owned subsidiary, 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;

contractor, in relation to Culture Amp or a wholly-owned subsidiary, 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 plan means a plan under which an eligible participant may make monetary contributions towards the acquisition of underlying eligible products from one or more of the following:

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

directors' solvency resolution means a resolution of the directors of Culture Amp that there are reasonable grounds to believe that Culture Amp will be able to pay its debts as and when they become due and payable;

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directors' valuation resolution means a resolution of the directors of Culture Amp which relates to a valuation of Culture Amp or its eligible products, and is used to determine the value of an offer of eligible products to an eligible participant;

eligible participant, in relation to Culture Amp or a wholly-owned subsidiary, means a person specified in column 2 of Table A;

eligible product means a financial product of Culture Amp specified in column 2 of Table A;

employee incentive scheme means an arrangement under which offers of financial products of an unlisted body are made by the body or a wholly-owned subsidiary of the body to persons that is designed to support interdependence between the body and those persons for their long-term mutual benefit;

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

independent valuation means an independent expert's report, prepared annually, that contains an opinion on the value of shares in the same class as the shares to which the incentive rights offered under the 2019 LTIP relate;

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

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;

offer document, in relation to an offer of eligible products under the 2019 LTIP, 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) on the cover page of the offer document, in a box and in a minimum font size of 14 points—prominent statements to the following effect:
 - (i) the eligible products offered under this document may or may not have any value that is capable of being realised by the eligible participant;
 - (ii) whether the eligible products have any value that is capable of being realised by the eligible participant will depend on future events which may or may not occur;
- (b) prominent statements to the effect that:
 - (i) any advice given by Culture Amp in relation to eligible products offered under the 2019 LTIP 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;
 - (iii) eligible participants may, at any time during the operation of the 2019 LTIP make a request to be given, without charge:
 - (A) a copy of the most recent annual report; and
 - (B) a summary of the most recent independent valuation;

- (iv) eligible participants may, at any time during the operation of the 2019 LTIP, make a request to inspect a copy of the most recent independent valuation;
- (c) either:
 - (i) a copy of the terms of the 2019 LTIP; or
 - (ii) a summary of the terms of the 2019 LTIP together with a statement that, on request and at no charge and within a reasonable time, the body will provide an eligible participant with a copy of the terms of the 2019 LTIP;
- (d) either:
 - (i) a copy of the trust deed under which TrusteeCo will hold underlying eligible products in connection with the 2019 LTIP; or
 - (ii) 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, Culture Amp will provide an eligible participant with a copy of the trust deed;
- (e) an explanation of the methodology used or adopted by the directors of Culture Amp for the purposes of the directors' valuation resolution;
- (f) the identity of Culture Amp and the nature of the eligible products offered under the 2019 LTIP;
- (g) a description of Culture Amp's business;
- (h) the nature of the risks involved in investing in eligible products offered under the 2019 LTIP; and
- (i) a copy of the most recent annual report.

prospective participant, in relation to an offer of an eligible product under the 2019 LTIP, means a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming covered by one of paragraphs (a) to (d) of column 2 of Table A;

trustee means a body that holds or will hold underlying eligible products on trust for the following persons in connection with the 2019 LTIP:

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

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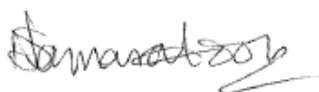
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underlying eligible product means an eligible product specified in paragraph (a) in column 1 of Table A;

valuation document, in relation to an offer of options or incentive rights, means:

- (a) a current disclosure document for an offer of shares in the same class as the shares to which the options or rights relate;
 - (b) an independent expert's report that contains an opinion on the value of a share in the same class as the shares to which the options or rights relate;
 - (c) a copy of an executed agreement under which shares in the same class as to shares in which the options or rights relate are to be acquired on arm's length terms by a third party that is not an associate of the body and which specifies the value of a share in that class;
- (b) an offer of eligible products to an eligible participant under the 2019 LTIP 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 Culture Amp, by way of making it available on a website and notifying the intended recipient that it is available on the website).

Dated this 11th day of July 2019



Signed by Nayanisha Samarakoon
as a delegate of the Australian Securities and Investments Commission

Table A

Column 1 Eligible product	Column 2 Eligible participant
(a) a fully paid ordinary share of Culture Amp;	(a) a full-time or part-time employee (including an executive director);
(b) a unit in a financial product mentioned in paragraph (a);	(b) a non-executive director;
(c) an option to acquire, by way of issue or transfer, a financial product mentioned in paragraph (a);	(c) a contractor;
(d) an incentive right granted in relation to a financial product mentioned in paragraph (a).	(d) a casual employee;
	(e) a prospective participant.



Australian Government

Takeovers Panel

19-0751

CORPORATIONS ACT
SECTION 657A
DECLARATION OF UNACCEPTABLE CIRCUMSTANCES

AGUIA RESOURCES LIMITED

CIRCUMSTANCES

1. Aguia Resources Limited is an ASX listed company (ASX code: AGR) (**Aguia**).
2. Shareholders of Aguia and their relevant interests as at 11 April 2019 include:
 - (a) Mr David Buckland, through his controlled entity Baobab Holdings Pty Ltd (**D. Buckland**) – 3.35%
 - (b) Mr Peter Curtis, in his personal capacity (**P. Curtis**) – 0.11%
 - (c) Henderson International Pty Limited (**Henderson**) – 2.15%
 - (d) Ms Christine McGrath, through her controlled entity Houtskar Pty Ltd (**C. McGrath**) – 0.64%
 - (e) Mr Richard McGrath, through his controlled entities Coopster Pty Limited and Kemosabe Capital Limited (**Kemosabe**) (together, **R. McGrath**) – 1.53% and
 - (f) Mr David Shearwood, in his personal capacity and David Shearwood and Harry Shearwood as trustees for the David K. Shearwood DIY Superannuation Fund (**Shearwood Trust**) (together, **Shearwood Parties**) – 4.80%.
3. On or about 11 April 2019, Kemosabe, Henderson and the Shearwood Trust (the **Requisitioning Shareholders**) gave a notice under s249D¹ to requisition a meeting of Aguia shareholders to consider resolutions to remove five of the current directors of Aguia and appoint four new directors nominated by the Requisitioning Shareholders (**First requisition meeting**). Two of the new directors nominated by the Requisitioning Shareholders were Ms Christine McGrath and Mr David Shearwood.
4. On 8 May 2019, the Requisitioning Shareholders gave a second notice under s249D to remove four of the current directors of Aguia (**Second requisition meeting**). The First requisition meeting (which now only deals with the resolutions to appoint directors) is scheduled for 11 June 2019 and the Second requisition meeting is scheduled for 17 June 2019.
5. The Panel considers that structural links and correspondence establishes that the following persons are associated for the purpose of controlling or influencing the composition of the board of Aguia (s12(2)(b)) and/or are acting in concert in relation

¹ References are to the *Corporations Act 2001* (Cth) unless otherwise indicated.

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to the affairs of Agua for the purpose of controlling or influencing the board of Agua (s12(2)(c)):

- (a) Messrs Richard McGrath, David Shearwood and Peter Curtis.
 - (b) The Requisitioning Shareholders.
 - (c) The Requisitioning Shareholders and Messrs Richard McGrath, David Shearwood and Peter Curtis.
 - (d) Mr David Buckland and Messrs Richard McGrath, David Shearwood and Peter Curtis.
 - (e) Ms Christine McGrath and Messrs Richard McGrath, David Shearwood and Peter Curtis.
6. As a result of the various associations between the persons listed in paragraph 5, the following persons' voting power in Agua shares has increased as set out below.

Person	Voting power
D. Buckland	9.76%
P. Curtis	12.50%
Henderson	8.46%
C. McGrath	7.00%
R. McGrath	12.50%
Shearwood Parties	12.50%

7. In contravention of s671B, no substantial holder notice has been given disclosing the above voting powers in Agua and the various associations in relation to Agua.

EFFECT

8. As a result of the failure to disclose their association, Agua shareholders are not aware that the persons listed in paragraph 5 are associates for the purpose of controlling or influencing the composition of the Agua board ahead of the requisitioned meetings.

CONCLUSION

9. It appears to the Panel that the circumstances are unacceptable:
- (a) having regard to the purposes of Chapter 6 set out in s602
 - (b) in the alternative, because they gave rise to a contravention of s671B.

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10. The Panel considers that it is not against the public interest to make a declaration of unacceptable circumstances. It has had regard to the matters in section 657A(3).

DECLARATION

The Panel declares that the circumstances constitute unacceptable circumstances in relation to the affairs of Agua Resources Limited.



Tania Mattei
Counsel

with authority of Bruce Cowley
President of the sitting Panel
Dated 31 May 2019



Australian Government

Takeovers Panel

19-0752

**CORPORATIONS ACT
SECTION 657D
ORDER**

AGUIA RESOURCES LIMITED

The Panel made a declaration of unacceptable circumstances on 31 May 2019.

THE PANEL ORDERS

1. By no later than two business days from the date of these orders, each of the Associated Parties must provide to Aguia Resources Limited and the ASX a substantial holder notice in a form acceptable to the Panel (such draft substantial holder notice to be provided to the Panel for its review no later than one business day from the date of these orders), disclosing:
 - (a) all the information required by a Form 603 in respect of each of the Associated Parties and their respective associates and
 - (b) the existence and nature of the association between the Associated Parties.

Interpretation

2. In these orders the following terms apply.

Associated Parties

- a) Messrs Richard McGrath, David Shearwood and Peter Curtis
- b) The Requisitioners
- c) The Requisitioners and Messrs Richard McGrath, David Shearwood and Peter Curtis
- d) Mr David Buckland and Messrs Richard McGrath, David Shearwood and Peter Curtis
- e) Ms Christine McGrath and Messrs Richard McGrath, David Shearwood and Peter Curtis

Requisitioners

Kemosabe Capital Pty Ltd, Henderson International Pty Ltd and Messrs David and Harry Shearwood (in their capacity as the trustees of the David K. Shearwood DIY Superannuation Fund)

Tania Mattei
Counsel

with authority of Bruce Cowley
President of the sitting Panel
Dated 31 May 2019

CORPORATIONS ACT 2001
Section 601CL(5)

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

Dated this twelfth day of July 2019

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARBN

BROCADE TECHNOLOGY GMBH

128 487 427

CONTINENTAL WIRE CLOTH LLC

164 029 494

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 twelfth day of July 2019

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARBN

DIGITAL FOUNDRY PTE. LTD.

609 207 776

FARSTAD SHIPPING LIMITED

121 598 114

FXPRO GLOBAL MARKETS LTD.

625 812 599

GENPACT SERVICES LLC

119 535 349

UNIVERSAL DRILLING & CUTTING EQUIPMENT LIMITED

618 778 519

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 twelfth day of July 2019

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company	ARSN
CONCEPT ONE THE INDUSTRY SUPER FUND ASSERTIVE FUND	166 218 382
CONCEPT ONE THE INDUSTRY SUPER FUND BALANCED FUND	166 218 211
CONCEPT ONE THE INDUSTRY SUPER FUND CONSERVATIVE FUND	166 218 300
MERCER GLOBAL NATURAL RESOURCES FUND	141 046 451
TIKI VILLAGE TIMESHARE TRUST	096 228 634

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.

APIL WINGATE LIMITED ACN 167 578 823 will change to a proprietary company limited by shares. The new name will be APIL WINGATE PTY LTD ACN 167 578 823.

COCU METALS LTD ACN 617 263 475 will change to a proprietary company limited by shares. The new name will be COCU METALS PTY LTD ACN 617 263 475.

JOUST AUSTRALIA LIMITED ACN 625 596 250 will change to a proprietary company limited by shares. The new name will be JOUST AUSTRALIA PTY LTD ACN 625 596 250.

CLINTRIAL REFER LTD ACN 634 220 867 will change to a proprietary company limited by shares. The new name will be CLINTRIAL REFER PTY LTD ACN 634 220 867.

GRAPHENE TECHNOLOGY SOLUTIONS PTY LTD ACN 629 889 550 will change to a public company limited by shares. The new name will be GRAPHENE TECHNOLOGY SOLUTIONS LTD ACN 629 889 550.

PANACEBIS HOLDINGS AUSTRALIA LTD ACN 627 618 866 will change to a proprietary company limited by shares. The new name will be PANACEBIS HOLDINGS AUSTRALIA PTY LTD ACN 627 618 866.