

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 21-0627.

**Commencement**

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

**Exemption**

4. My Food Bag Group does not have to comply with Part 6D.2 or 6D.3 of the Act (other than sections 736 and 738) for an offer for issue of shares under a purchase plan.

**Where this exemption applies**

5. This exemption applies where My Food Bag Group meets the requirements and conditions of LI 2019/547 except for:
  - (a) all references to \$30,000 in the definition of “purchase plan”, subparagraph 5(b)(i) and section 8 (wherever occurring) of LI 2019/547; and
  - (b) paragraph 7(f) of LI 2019/547, andwould meet the requirements and conditions of LI 2019/547 if:
  - (c) In LI 2019/547, all references to \$30,000 (wherever occurring) were omitted and substituted with “NZ\$50,000; and
  - (d) in section 7 of LI 2019/547 paragraph (f) was omitted and substituted with:

“(f) the issuer has either:

- (i) not more than 30 days before the offer, given a notice to ASX that complies with subsection 708A(6), 708A(12J) as notionally inserted by ASIC Instrument 21-0627 or 1012DA(6) of the Act in relation to an issue of shares or interests in the class made otherwise than under a purchase plan; or

(ii) within the 24 hours before the offer is made, given a notice to the relevant market operators for the issue that:

(A) states that the issuer reasonably believes the notice complies with clause 20 of Schedule 8 of the *Financial Markets Conduct Regulations 2014* of New Zealand; and

(B) the notice states, in addition to any requirement of the *Financial Markets Conduct Regulations 2014* of New Zealand at the time the notice is given, that:

(I) the issuer will make offers to issue shares under a purchase plan without disclosure to investors under Part 6D.2; and

(II) the notice is being given in accordance with this instrument; and

(III) as at the date of the notice, the issuer has complied with its obligations under rule 1.15.2 of the listing rules of ASX Limited.”

## Declaration

6. Chapter 6D of the Act applies in relation to My Food Bag Group as if the following provisions were modified or varied as follows:

(a) in section 708A:

(i) in paragraph (1)(a) omit “(12G) or (12H),” and substitute “(12G), (12H) or (12J),”;

Note: ASIC Corporations (Non-Traditional Rights Issues) 2016/84 notionally inserted section 708A(12A) of the Act, ASIC Corporations (Sale Offers: Securities Issued on Conversion of Convertible Notes) 2016/82 notionally inserted section 708A(12C) of the Act and ASIC Corporations (Regulatory Capital Securities) Instrument 2016/71 notionally inserted section 708A (12G) and (12H) of the Act.

(ii) in paragraph (1A)(a) omit “(5),” and substitute “(5) or (12J),” and

(iii) after subsection (12I) insert:

“*Sale offers of quoted securities: NZ foreign exempt listed body—case 8*

(12J) The sale offer of securities in a New Zealand foreign exempt listed body does not need disclosure to investors under this Part if:

- (a) the relevant securities are in a class of securities that were quoted securities at all times in the following period:
  - (i) if this section applies because of subsection (1)—  
3 months before the day on which the relevant securities were issued; or
  - (ii) if this section applies because of subsection (1A)—  
3 months before the day on which the relevant securities were sold by the controller; and
- (b) trading in the class of securities on a prescribed financial market on which they were quoted was not suspended for more than a total of 5 days during:
  - (i) if this section applies because of subsection (1) – the shorter of the period during which the class of securities were quoted, and the period of 12 months before the day on which the relevant securities were issued; or
  - (ii) if this section applies because of subsection (1A) – the shorter of the period during which the class of securities were quoted, and the period of 12 months before the day on which the relevant securities were sold by the controller; and
- (c) either:
  - (i) if this section applies because of subsection (1)—the body gives the relevant market operators for the body a notice that the body reasonably believes complies with clause 20 of Schedule 8 of the *Financial Markets Conduct Regulations 2014* of New Zealand before the sale offer is made; or
  - (ii) if this section applies because of subsection (1A)—both the body, and the controller, gives the relevant market operators for the body a notice that the body and the controller reasonably believe complies with clause 20 of Schedule 8 of the *Financial Markets Conduct Regulations 2014* of New Zealand before the sale offer is made; and
- (d) the notice given under paragraph (c) states, in addition to any requirements of the *Financial Markets Conduct Regulations 2014* of New Zealand at the time the notice is given, that:

- (i) if this section applies because of subsection (1)—the body issued the relevant securities without disclosure to investors under this Part; or
- (ii) if this section applies because of subsection (1A)—the controller sold the securities without disclosure to investors under this Part; and
- (iii) the notice is being given under paragraph 708A(12J) as notionally inserted by instrument 21-0627;
- (iv) as at the date of the notice, the body has complied with its obligations under rule 1.15.2 of the listing rules of ASX Limited.

In this subsection:

***New Zealand foreign exempt listed body*** means a body that is:

- (a) listed on the financial market operated by NZX Limited; and
- (b) listed on the financial market operated by ASX Limited as a foreign exempt listing.

***relevant market operator*** means both ASX Limited and NZX Limited.”.

(b) in section 708AA after paragraph (2)(f) insert:

“(2A) In this section, relevant market operator means both ASX Limited and NZX Limited”; and

(c) omit subsections 708AA(7) to (11), and substitute:

“(7) For a New Zealand foreign exempt listed body, a notice complies with this subsection if:

- (a) the body reasonably believes the notice complies with clause 20 of Schedule 8 of the *Financial Markets Conduct Regulations 2014* of New Zealand; and
- (b) the notice states, in addition to any requirements of the *Financial Markets Conduct Regulations 2014* of New Zealand at the time the notice is given, that:
  - (i) the body will offer the relevant securities for issue without disclosure under this Part;

- (ii) the notice is being given under paragraph (2)(f); and
- (iii) as at the date of the notice, the body has complied with its obligations under rule 1.15.2 of the listing rules of ASX Limited.

In this subsection:

***New Zealand foreign exempt listed body*** means a body that is:

- (a) listed on the financial market operated by NZX Limited; and
- (b) listed on the financial market operated by ASX Limited as a foreign exempt listing.”
- (d) in subsection 708AA(12) as notionally inserted by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 omit subsection (a) and substitute:
  - “(a) any information that would be excluded information under clause 20(5) of Schedule 8 of the *Financial Markets Conduct Regulations 2014* of New Zealand (as that clause exists on the date the notice is given) and that would need to be included in the notice if the notice had been given at that time and that has not been included in the notice or otherwise provided to the relevant market operator, or”

## Interpretation

7. In this instrument:

**My Food Bag Group** means My Food Bag Group Limited (New Zealand Company Number 6113607, ARBN 646 807 301), a body incorporated under the *Companies Act 1993* of New Zealand;

**LI 2019/547** means *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*; and

**Relevant market operators** means both ASX Limited and NZX Limited.

Dated this 7<sup>th</sup> day of July 2021



Signed by Ali Latash  
as a delegate of the Australian Securities and Investments Commission