



Register of ASX Listing Rule Waivers

16 to 31 October 2022

The purpose of this register is to record when ASX has exercised its discretion and granted a waiver from the ASX Listing rules. Waivers are published bi-monthly and include information such as :

- Organisation**
- Rule Number**
- Decision Details**
- Basis for Decision**

**For all product enquiries, please contact:
- Customer Service Centre on 131 279**

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Register of ASX Listing Rule Waivers

Rule Number	1.1 condition 12
Date	27/10/2022
ASX Code	CRD
Listed Company	CONRAD ASIA ENERGY LTD.
Waiver Number	WLC220190-001
Decision	Based solely on the information provided, ASX Limited ('ASX') grants Conrad Asia Energy Ltd (the 'Company') a waiver from listing rule 1.1 condition 12 to the extent necessary to permit the Company to have on issue 3,844,616 performance rights ('Performance Rights') to be issued to the directors and employees of the Company with an exercise price of less than \$0.20 on condition that the material terms and conditions of the Performance Rights are clearly disclosed in the Company's initial public offering prospectus ('Prospectus').
Basis For Decision	<p>Underlying Policy If an entity seeking admission to the official list has options or performance rights on issue, the exercise price for each underlying security must be at least 20 cents in cash. This rule supports listing rule 2.1 condition 2 which requires the issue price or sale price of all securities for which an entity is seeking quotation (except options) upon admission to the official list to be at least 20 cents in cash. These requirements together support the integrity of the ASX market, as they demonstrate that the entity's ordinary securities have a minimum value suitable for a listed entity.</p> <p>Present Application In the present case, the number of Performance Rights represent approximately 1.3% and 2.4% (respectively) of the ordinary shares on issue at the time of the Company's admission on an undiluted basis based on minimum subscription. The Performance Rights are fixed in number and are being issued to directors and employees of the Company for the purpose of remuneration and will only convert on satisfactory performance of the relevant milestones. Therefore the Performance Rights are unlikely to have any impact on the trading price of the Company's shares. It is considered that the existence of Performance Rights will not undermine the existence of the 20 cent rule in the circumstances. The waiver is granted on the condition that the material terms and conditions of the Performance Rights are clearly disclosed in the Company's prospectus.</p>

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Register of ASX Listing Rule Waivers

Rule Number	1.1 condition 12
Date	25/10/2022
ASX Code	OMA
Listed Company	OMEGA OIL & GAS LIMITED
Waiver Number	WLC220192-001
Decision	Based solely on the information provided, ASX Limited ('ASX') grants Omega Oil & Gas Limited ('OMA') a waiver from Listing Rule 1.1 Condition 12 to the extent necessary to permit the Company to issue 6,949,968 performance rights that each convert, upon the satisfaction of certain milestones, to OMA's ordinary shares on a 1:1 basis to Lauren Bennett and Regie Estabillo, the Managing Director/Chief Executive Officer and Chief Operating Officer (respectively) of OMA, as performance incentives ('Performance Securities') with a nil exercise price on the condition that that the material terms and conditions of the Performance Rights are clearly disclosed in OMA's initial public offering prospectus.
Basis For Decision	<p>Underlying Policy If an entity seeking admission to the official list has options or performance rights on issue, the exercise price for each underlying security must be at least 20 cents in cash. This rule supports Listing Rule 2.1 Condition 2 which requires the issue price or sale price of all securities for which an entity is seeking quotation (except options) upon admission to the official list to be at least 20 cents in cash. These requirements together support the integrity of the ASX market, as they demonstrate that the entity's ordinary securities have a minimum value suitable for a listed entity.</p> <p>Present Application In the present case, the number of Performance Securities once exercised into shares will represent 5.00% of the ordinary shares on issue at the time of OMA's admission on an undiluted basis. The Performance Securities are fixed in number and will be held by the Managing Director/Chief Executive Officer and Chief Operating Officer and are therefore unlikely to have any impact on the trading price of OMA's shares. The Performance Securities will convert into ordinary shares in OMA on a 1:1 basis on the achievement of measurable gas to surface subject to certain quantity and quality parameters and VWAP-related milestones. It is considered that the existence of Performance Securities will not undermine the existence of the 20 cent rule in the circumstances. The waiver is granted on the condition that the full terms and conditions of the Performance Securities are clearly disclosed in the Prospectus.</p>

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Register of ASX Listing Rule Waivers

Rule Number	1.8 condition 7
Date	19/10/2022
ASX Code	CPL
Listed Company	CSL FINANCE PLC
Waiver Number	WLC220184-001
Decision	Based solely on the information provided, ASX Limited ('ASX') grants CSL Finance Plc ('Issuer') a waiver from Listing Rule 1.8 condition 7 to the extent necessary that the Issuer need not satisfy the requirement to register as a foreign company carrying on business in Australia under the Corporations Act.
Basis For Decision	<p>Underlying Policy An entity admitted as a debt issuer which is a foreign entity must be registered as a foreign company under the Corporations Act. This requirement supports the listing rule requirements.</p> <p>Present Application The securities of the Issuer being quoted are wholesale debt securities. Section 601CD(2) of the Corporations Act only requires a foreign company that offers debentures to retail investors to be registered under the Corporations Act. The Issuer's debt securities programme only permits the offer of wholesale debt securities and accordingly the Issuer's issue of debt securities does not constitute carrying on business in Australia. The Issuer is not required to be registered under the Corporations Act, nor will it seek registration as a foreign company whilst admitted to the ASX official list. However, various relevant provisions of the Corporations Act will apply to the Issuer and the debt securities, notwithstanding that it is not registered. It is therefore considered appropriate that the waiver is granted.</p>

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Register of ASX Listing Rule Waivers

Rule Number	1.8 condition 11
Date	19/10/2022
ASX Code	CPL
Listed Company	CSL FINANCE PLC
Waiver Number	WLC220184-002
Decision	Based solely on the information provided, ASX Limited ('ASX') grants CSL Finance Plc ('Issuer') a waiver from Listing Rule 1.8 condition 11 to the extent necessary that the Issuer's securities need not satisfy CHES requirements on condition that ASX is satisfied with the settlement arrangements that exist in relation to the Notes to be quoted on ASX.
Basis For Decision	<p>Underlying Policy An entity the securities of which are to be quoted must ensure that the requirements of a clearing and settlement (CS) facility relating to an entity's securities are satisfied, except if the entity is incorporated in a jurisdiction where the entity's securities cannot be approved under the operating rules of a CS facility. This supports orderly settlement of securities quoted on the ASX market.</p> <p>Present Application The securities of the Issuer being quoted are wholesale debt securities. The securities of the Issuer are to be settled outside of CHES via The Depository Trust Company. It is considered appropriate to grant a waiver on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.</p>

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Register of ASX Listing Rule Waivers

Rule Number	1.8 condition 11
Date	19/10/2022
ASX Code	POC
Listed Company	PROGRESS 2022-1 TRUST
Waiver Number	WLC220185-001
Decision	Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Trustee Company Limited ('Issuer') in its capacity as trustee of the Progress 2022-1 Trust ('Trust') a waiver from Listing Rule 1.8 condition 11 to the extent necessary that the Issuer's securities need not satisfy CHES requirements on condition that ASX is satisfied with the settlement arrangements that exist in relation to the Notes to be quoted on ASX.
Basis For Decision	<p>Underlying Policy An entity the securities of which are to be quoted must ensure that the requirements of a clearing and settlement (CS) facility relating to an entity's securities are satisfied, except if the entity is incorporated in a jurisdiction where the entity's securities cannot be approved under the operating rules of a CS facility. This supports orderly settlement of securities quoted on the ASX market.</p> <p>Present Application The securities of the Issuer being quoted are wholesale debt securities. The securities of the Issuer are to be settled outside of CHES via Austraclear. It is considered appropriate to grant a waiver on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.</p>

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Register of ASX Listing Rule Waivers

Rule Number	2.1 condition 3
Date	19/10/2022
ASX Code	CPL
Listed Company	CSL FINANCE PLC
Waiver Number	WLC220184-003
Decision	Based solely on the information provided, ASX Limited ('ASX') grants CSL Finance Plc ('Issuer') a waiver from Listing Rule 2.1 condition 3 to the extent necessary that the Issuer's securities need not satisfy CHES requirements on condition that ASX is satisfied with the settlement agreements that exist in relation to the notes quoted on ASX.
Basis For Decision	<p>Underlying Policy An entity the securities of which are to be quoted must ensure that the requirements of a clearing and settlement (CS) facility relating to an entity's securities are satisfied, except if the entity is incorporated in a jurisdiction where the entity's securities cannot be approved under the operating rules of a CS facility. This supports orderly settlement of securities quoted on the ASX market.</p> <p>Present Application The securities of the Issuer being quoted are wholesale debt securities. The securities of the Issuer are to be settled outside of CHES via The Depository Trust Company. It is considered appropriate to grant a waiver on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX</p>

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Register of ASX Listing Rule Waivers

Rule Number	2.1 condition 3
Date	19/10/2022
ASX Code	POC
Listed Company	PROGRESS 2022-1 TRUST
Waiver Number	WLC220185-002
Decision	Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Trustee Company Limited ('Issuer') in its capacity as trustee of the Progress 2022-1 Trust ('Trust') a waiver from Listing Rule 2.1 condition 3 to the extent necessary that the Issuer's securities need not satisfy CHES requirements on condition that ASX is satisfied with the settlement agreements that exist in relation to the notes quoted on ASX.
Basis For Decision	<p>Underlying Policy An entity the securities of which are to be quoted must ensure that the requirements of a clearing and settlement (CS) facility relating to an entity's securities are satisfied, except if the entity is incorporated in a jurisdiction where the entity's securities cannot be approved under the operating rules of a CS facility. This supports orderly settlement of securities quoted on the ASX market.</p> <p>Present Application The securities of the Issuer being quoted are wholesale debt securities. The securities of the Issuer are to be settled outside of CHES via Austraclear. It is considered appropriate to grant a waiver on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.</p>

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Rule Number	7.3.4
Date	28/10/2022
ASX Code	NZS
Listed Company	NEW ZEALAND COASTAL SEAFOODS LIMITED
Waiver Number	WLC220191-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants to New Zealand Coastal Seafoods Limited (the 'Company') a waiver from Listing Rule 7.3.4 to the extent necessary to permit the Company to in its notice of meeting (the 'Notice') seeking shareholder approval for the issue of up to 375,000,000 deferred consideration shares ('Deferred Consideration Securities') to be issued on the earlier of the date which is the date set out for the achievement of the relevant milestone or such earlier date as that milestone is actually satisfied (the 'Milestone') as consideration under a binding acquisition agreement between the Company and the vendors of PXY Pty Ltd and Nine Ocean Fishery Pty Ltd (together the 'Target') to acquire 100% of the issued capital of the Target ('Acquisition'), not to state that the Deferred Consideration Securities will be issued no later than 3 months from the date of the shareholder meeting ('Meeting'), on the following conditions:</p> <p>1.1 The Deferred Consideration Securities are to be issued immediately upon satisfaction of the relevant Milestones and in any event no later than:</p> <p>1.1.1 30 September 2024 in respect of the Tranche 1 Deferred Consideration Securities; and</p> <p>1.1.2 30 September 2025 in respect of the Tranche 2 Deferred Consideration Securities.</p> <p>1.2 The Milestones must not be varied.</p> <p>1.3 The maximum number of Deferred Consideration Securities to be issued is capped at 375,000,000.</p> <p>1.4 Adequate details regarding the dilutionary effect of the Deferred Consideration Securities on the Company's capital structure is included in the Notice.</p> <p>1.5 For any annual reporting period during which any of the Deferred Consideration Securities have been issued or any of them remain to be issued, the Company's annual report sets out the number of Deferred Consideration Securities issued in that annual reporting period, the number of Deferred Consideration Securities that remain to be issued and the basis on which the Deferred Consideration Securities may be issued.</p> <p>1.6 In any half year or quarterly report for a period during which any of the Deferred Consideration Securities have been issued or remain to be issued, the Company must include a summary statement of the number of Deferred Consideration Securities issued during the reporting period, the number of Deferred Consideration Securities that remain to be issued and the basis on which the Deferred Consideration Securities may be issued.</p> <p>1.7 The Notice contains the full terms and conditions of the Deferred Consideration Securities as well as the conditions of this waiver.</p>
Basis For Decision	<p>Underlying Policy</p> <p>Listing Rule 7.3.4 requires a notice of meeting with a resolution to approve the issue of equity securities to state that the securities will be issued within 3 months of the date of the shareholders' meeting. Listing Rule 7.3.4 ensures that an issue of equity securities is made within a reasonably short time after the ordinary security holders approve the issue, so that there is less possibility that the circumstances of the entity may change by the time that the issue is</p>

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made in such a way that they are different from those that the ordinary security holders may reasonably have had in contemplation at the time of giving their approval.

Where a listed entity has entered into a commercial transaction which calls for the issue of securities as consideration at future times that necessarily will fall longer than 3 months after the date of a shareholders' meeting, ASX's policy is to permit entities to seek shareholder approval for the issue of all the securities that may be issued under that transaction over the various phases, provided that the milestones to be achieved which trigger the obligation to issue the securities are appropriate to the entity and the transaction in all the circumstances, and adequate information can be given to shareholders about the future issues of securities. This allows the entity and the counterparty to the agreement to have commercial certainty about the ability of the entity to issue securities as the counterparty performs its obligations, while maintaining the principle that shareholders must give their informed consent to future issues of securities.

Present Application

Subject to shareholder approval, the Company is proposing to issue a maximum of 375,000,000 Deferred Consideration Securities as part consideration for the 100% acquisition of the issued capital of the Target to be issued upon the achievement of the Milestones and in any event no later than 30 September 2024 in respect of the Tranche 1 Deferred Consideration Securities and 30 September 2025 in respect of the Tranche 2 Deferred Consideration Securities (dates which allow the Company sufficient time to complete its audit of its financial statements for the relevant financial years to verify that the Milestones have been met). Shareholders will therefore know the maximum dilution at the time of voting on the resolution. There is a sufficient degree of certainty so that shareholders are able to give their informed consent to the issue of the Deferred Consideration Securities. The extension of time requested by the Company is within ASX precedent for similar waivers.

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Register of ASX Listing Rule Waivers

Rule Number	7.3.9
Date	19/10/2022
ASX Code	AWJ
Listed Company	AURIC MINING LIMITED
Waiver Number	WLC220187-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Auric Mining Limited (the 'Company') a waiver from Listing Rule 7.3.9 to the extent necessary to permit the Company, in its notice of meeting to approve the issue of up to 8,680,556 options with an exercise price of \$0.015 and an expiry date of 31 March 2024 to shareholders who participated in the Company's security purchase plan ('SPP') on a one option for every two shares basis, not to include a voting exclusion statement that excludes the votes of persons who may participate in the SPP, on the following conditions:</p> <p>1.1 that the SPP is not underwritten, or if it is underwritten, the Company excludes any votes cast in favour of that resolution by any proposed underwriter or sub-underwriter of the SPP; and</p> <p>1.2 that the Company excludes any votes cast in favour of that resolution by any investor who may receive shares under any SPP shortfall.</p>
Basis For Decision	<p>Underlying Policy Listing Rule 7.3.9 requires a resolution for the purposes of Listing Rule 7.1 to have a voting exclusion statement excluding votes of security holders who may participate in the issue, as they may receive a benefit from the passing of the resolution that will not accrue to security holders that do not participate in the issue. The policy of excluding the votes of security holders who may participate in the issue is not applicable where the nature of the issue is such that all eligible security holders may participate on an equal basis. In such cases and the exclusion of security holders entitled to participate would mean that no votes could be counted. With such issues there is also limited scope for an individual holder to gain a disproportionate advantage from the passing of the resolution.</p> <p>Present Application The Company is conducting an SPP pursuant to ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547. Separate to the SPP the Company is offering shareholders who participate in the SPP one attaching option for every two shares subscribed for under the SPP. The ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 does not provide relief for an offer of unquoted securities under a securities purchase plan. Accordingly, the Company is proposing to seek, at a general meeting, shareholder approval for the purposes of Listing Rule 7.1 for the issue of the options. As the issue of the shares and options being undertaken is one in which all shareholders may participate on an equal basis, and for which there is an exception from the requirement for shareholder approval in Listing Rule 7.2 for the issue of the shares, but which is not available to the Company for the issue of attaching options, there is no need to exclude the votes of shareholders entitled to participate in the issue.</p>

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Register of ASX Listing Rule Waivers

Rule Number	8.2
Date	19/10/2022
ASX Code	CPL
Listed Company	CSL FINANCE PLC
Waiver Number	WLC220184-004
Decision	Based solely on the information provided, ASX Limited ('ASX') grants CSL Finance Plc ('Issuer') a waiver from Listing Rule 8.2 to the extent necessary such that the Issuer need not provide an issuer sponsored subregister as long as the waiver of Listing Rule 2.1 condition 3 operates.
Basis For Decision	<p>Underlying Policy An entity is to provide an issuer sponsored subregister for securities except where Listing Rule 8.2.1 allows for a certificated subregister. An entity in a jurisdiction where securities cannot be approved under the operating rules of a clearing and settlement (CS) facility must provide an issuer sponsored subregister for CDIs. These arrangements support orderly settlement of securities quoted on the ASX market.</p> <p>Present Application This is a companion waiver to the waivers from Listing Rule 1.8 condition 11 and Listing Rule 2.1 condition 3 granted to the Issuer.</p>

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Register of ASX Listing Rule Waivers

Rule Number	8.2
Date	19/10/2022
ASX Code	POC
Listed Company	PROGRESS 2022-1 TRUST
Waiver Number	WLC220185-003
Decision	Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Trustee Company Limited ('Issuer') in its capacity as trustee of the Progress 2022-1 Trust a waiver from Listing Rule 8.2 to the extent necessary such that the Issuer need not provide an issuer sponsored subregister as long as the waiver to listing rule 2.1, condition 3 operates.
Basis For Decision	<p>Underlying Policy An entity is to provide an issuer sponsored subregister for securities except where Listing Rule 8.2.1 allows for a certificated subregister. An entity in a jurisdiction where securities cannot be approved under the operating rules of a clearing and settlement (CS) facility must provide an issuer sponsored subregister for CDIs. These arrangements support orderly settlement of securities quoted on the ASX market.</p> <p>Present Application This is a companion waiver to the waiver from Listing Rule 1.8 condition 11 and Listing Rule 2.1 condition 3 granted to the Issuer.</p>

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Register of ASX Listing Rule Waivers

Rule Number	8.10
Date	19/10/2022
ASX Code	CPL
Listed Company	CSL FINANCE PLC
Waiver Number	WLC220184-005
Decision	Based solely on the information provided, ASX Limited ('ASX') grants CSL Finance Plc ('Issuer') a waiver from Listing Rule 8.10 to allow the Issuer to refuse to register transfers of notes from the date which is 15 calendar days before an interest payment date or the maturity date of the notes, on condition that ASX is satisfied with the settlement arrangements that exist in relation to the notes to be quoted on ASX.
Basis For Decision	<p>Underlying Policy An entity must not interfere with registration of a transfer document relating to quoted securities, subject to a number of exceptions set out in that rule. This supports the principle that quoted securities should be freely transferable. The rule also inhibits the ability of an issuer to cause disruption to the settlement cycle.</p> <p>Present Application The securities of the Issuer being quoted are wholesale debt securities. The securities of the Issuer are to be settled outside of CHESS via The Depository Trust Company. The Issuer is required to close the register of a series of debt securities from the close of 15 calendar days prior to an interest payment date or the maturity date. This enables the register to be up to date on an interest payment date or maturity date for that series of debt securities. The waiver is granted as this is a common arrangement for these types of securities.</p>

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Register of ASX Listing Rule Waivers

Rule Number	8.10
Date	19/10/2022
ASX Code	POC
Listed Company	PROGRESS 2022-1 TRUST
Waiver Number	WLC220185-004
Decision	Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Trustee Company Limited ('Issuer') in its capacity as trustee of the Progress 2022-1 Trust a waiver from Listing Rule 8.10 to allow the Issuer to refuse to register transfers of notes from the date which is eight calendar days before an interest payment date or the maturity date of the notes, on condition that ASX is satisfied with the settlement arrangements that exist in relation to the notes to be quoted on ASX.
Basis For Decision	<p>Underlying Policy An entity must not interfere with registration of a transfer document relating to quoted securities, subject to a number of exceptions set out in that rule. This supports the principle that quoted securities should be freely transferable. The rule also inhibits the ability of an issuer to cause disruption to the settlement cycle.</p> <p>Present Application The securities of the Issuer being quoted are wholesale debt securities. The securities of the Issuer are to be settled outside of CHES via Austraclear. The Issuer is required to close the register of a series of debt securities from the close of eight calendar days prior to an interest payment date or the maturity date. This enables the register to be up to date on an interest payment date or maturity date for that series of debt securities. The waiver is granted as this is a common arrangement for these types of securities.</p>

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Register of ASX Listing Rule Waivers

Rule Number	8.21
Date	19/10/2022
ASX Code	CPL
Listed Company	CSL FINANCE PLC
Waiver Number	WLC220184-006
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants CSL Finance Plc ('Issuer') a waiver from Listing Rule 8.21 to the extent necessary to permit the Issuer to not do the following:</p> <p>1.1 in respect of transactions settled outside of CHESSE, mark transfer forms in the manner required by Appendix 8A; and</p> <p>1.2 in respect of transactions that are settled within The Depository Trust Company, send confirmation of a change of address to a securityholder at their old address.</p>
Basis For Decision	<p>Underlying Policy An entity must comply with Appendix 8A which outlines the time limits for CHESSE requirements in order to maintain an orderly market and support the ASX Settlement Operating Rules. This supports the integrity of the ASX market.</p> <p>Present Application The securities of the Issuer being quoted are wholesale debt securities. The likely holders of the debt securities are institutional investors. The waiver is granted to the extent that transactions are settled outside CHESSE.</p>

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Register of ASX Listing Rule Waivers

Rule Number	8.21
Date	19/10/2022
ASX Code	POC
Listed Company	PROGRESS 2022-1 TRUST
Waiver Number	WLC220185-005
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Trustee Company Limited ('Issuer') in its capacity as trustee of the Progress 2022-1 Trust a waiver from Listing Rule 8.21 to the extent necessary to permit the Issuer to not do the following:</p> <p>1.1 in respect of transactions settled outside CHESSE, mark transfer forms as required by Appendix 8A; or</p> <p>1.2 in respect of transactions settled in Austraclear, send confirmations of a change of address to a security holder at their address.</p>
Basis For Decision	<p>Underlying Policy An entity must comply with Appendix 8A which outlines the time limits for CHESSE requirements in order to maintain an orderly market and support the ASX Settlement Operating Rules. This supports the integrity of the ASX market.</p> <p>Present Application The securities of the Issuer being quoted are wholesale debt securities. The likely holders of the debt securities are institutional investors. The waiver is granted to the extent that transactions are settled outside CHESSE.</p>

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Register of ASX Listing Rule Waivers

Rule Number	10.11
Date	19/10/2022
ASX Code	AWJ
Listed Company	AURIC MINING LIMITED
Waiver Number	WLC220187-002
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Auric Mining Limited (the 'Company') a waiver from Listing Rule 10.11 to the extent necessary to permit the directors of the Company and their associates to participate in the Company's security purchase plan ('SPP') that includes an attaching options offer, without shareholder approval under that rule subject to the following conditions:</p> <p>1.1 shareholders of the Company approve the issue of free attaching options to the SPP; and</p> <p>1.2 directors and their associates are offered shares and options under the SPP on the same terms as other shareholders.</p>
Basis For Decision	<p>Underlying Policy Listing Rule 10.11 requires listed entities to obtain the prior approval of security holders for an issue of equity securities to related parties. This rule is directed at preventing related parties from obtaining securities on advantageous terms and increasing their holding proportionate to the holdings of other security holders, without the prior consent of the ordinary security holders. The rule protects ordinary security holders' interests by supplementing the related party provisions of the Corporations Act (and any related party provisions applying to foreign entities under relevant legislation). A number of exceptions from the requirement for prior security holder approval are permitted under Listing Rule 10.12, including where securities are issued under a securities purchase plan.</p> <p>Present Application Exception 4 of Listing Rule 10.12 exempts related party participation in security purchase plans from the requirement for prior ordinary security holder approval because it is a type of issue that offers participation to all existing security holders in a way that, while not pro rata, is made on equal terms and is considered to be fair. The Company is conducting an SPP pursuant to ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547. Separate to the SPP the Company is offering shareholders who participate in the SPP one attaching option for every two shares subscribed for under the SPP. The ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 does not provide relief for an offer of unquoted securities under a securities purchase plan and therefore the issue of the options does not satisfy the criteria of Listing Rule 10.12 exception 4. Accordingly, the Company is proposing to seek, at a general meeting, shareholder approval for the purposes of listing rule 7.1 for the issue of the options. As the issue of the options being undertaken is one in which all shareholders may participate on an equal basis, including related parties and those to which fall within the definition of a Listing Rule 10.11 party, it is considered that the related party participation in this offer is consistent with the policy basis of Exception 4 of Listing Rule 10.12.</p>

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Register of ASX Listing Rule Waivers

Rule Number	10.11
Date	21/10/2022
ASX Code	BOQ
Listed Company	BANK OF QUEENSLAND LIMITED.
Waiver Number	WLC220188-001
Decision	<p>1. Based solely on the information provided, in relation to a proposed offer by Bank of Queensland Limited (the 'Company') of fully paid mandatorily convertible subordinated perpetual debt securities in the form of unsecured notes ('Capital Notes 3') (the 'Offer'), ASX Limited grants a waiver from Listing Rule 10.11 to the extent necessary to permit directors of the Company and their associates to participate in the issue of Capital Notes 3 without shareholder approval, on the following conditions.</p> <p>1.1 The number of the Capital Notes 3 which may be issued to directors and their associates collectively is no more than 0.2% of the total number of Capital Notes issued under the Offer.</p> <p>1.2 The participation of the directors and their associates in the Offer is on the same terms and conditions as applicable to other subscribers for the Capital Notes 3.</p> <p>1.3 The Company releases the terms of the waiver to the market when it announces the Offer.</p> <p>1.4 When the Capital Notes 3 are issued, the Company announces to the market the total number of the Capital Notes 3 issued to directors and their associates in aggregate.</p>
Basis For Decision	<p>Underlying Policy Listing Rule 10.11 requires the approval of security holders to issue securities to a related party. This rule is directed at preventing a related party from obtaining securities on advantageous terms and increasing their holding proportionate to other holders. Only unassociated security holders' votes are counted where such approval is sought. This protects security holders' interests by supplementing the related party provisions of the Corporations Act (and whatever related party provisions apply to foreign entities).</p> <p>Present Application The Company is offering convertible notes under a prospectus offer. The Company directors and their associates (who are related parties of the Company) will participate in the public offer on the same terms as unassociated investors. A waiver is granted to permit the directors and their associates to collectively participate in the offer subject to an aggregate cap of no more than 0.2% of the securities issued. The participation of natural person related parties in a public offer subject to this cap is a de minimis departure from the principle that no equity securities may be issued to a related party without shareholder approval other than under an exception in Listing Rule 10.12. The terms of the waiver are to be disclosed to the market.</p>

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Register of ASX Listing Rule Waivers

Rule Number	10.11
Date	17/10/2022
ASX Code	CBA
Listed Company	COMMONWEALTH BANK OF AUSTRALIA.
Waiver Number	WLC220189-001
Decision	<p>1. Based solely on the information provided, in relation to a proposed issue of perpetual, subordinated, unsecured notes ('PERLS XV') (the 'Offer'), and a proposed reinvestment offer to holders of PERLS VII in conjunction with the Offer by Commonwealth Bank of Australia ('CBA'), ASX Limited ('ASX') grants CBA a waiver from Listing Rule 10.11 to the extent necessary to permit the directors of CBA and their associates to participate in the Offer, and to be issued PERLS XV without shareholder approval, on the following conditions.</p> <p>1.1 The number of PERLS XV which may be issued to directors and their associates collectively is no more than 0.2% of the total number of PERLS XV issued under the Offer, and the participation of the directors and their associates in the Offer is on the same terms and conditions as applicable to other subscribers for PERLS XV.</p> <p>1.2 CBA releases the terms of the waiver to the market when it announces the Offer.</p> <p>1.3 When PERLS XV are issued, CBA announces to the market the total number of PERLS XV issued to directors and their associates in aggregate under the Offer.</p>
Basis For Decision	<p>Underlying Policy Listed entities are required to obtain the prior approval of security holders for an issue of equity securities to related parties. This rule is directed at preventing related parties from obtaining securities on advantageous terms and increasing their holding proportionate to the holdings of other security holders, without the prior consent of the ordinary security holders. The rule protects ordinary security holders' interests by supplementing the related party provisions of the Corporations Act.</p> <p>Present Application CBA is proposing to make an offer of PERLS XV under a prospectus. Directors and their associates propose to participate in the public offer on the same terms as unassociated investors. A waiver is granted to permit the directors (and their associates) to participate in the offer subject to an aggregate cap of 0.2% of the PERLS XV issued. The participation of related parties who are natural persons in a public offer that is subject to this cap represents a de minimus departure from the principle that no equity securities may be issued to a related party without shareholder approval other than under an exception in Listing Rule 10.12. The terms of the waiver must be disclosed to the market.</p>

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Register of ASX Listing Rule Waivers

Rule Number	14.7
Date	21/10/2022
ASX Code	MDC
Listed Company	MEDLAB CLINICAL LIMITED
Waiver Number	WLC220194-001
Decision	<p>1. Based solely on the information provided, in connection with the proposed dual listing of Medlab Clinical Limited (the 'Company') on NASDAQ, ASX Limited ('ASX') grants the Company a waiver from Listing Rule 14.7 to the extent necessary to permit the Company to issue up to 4,000,000 securities ('Placement Securities') as part of its initial public offering ('IPO'), later than 3 months after the date of shareholder approval obtained on 28 July 2022, on the following conditions:</p> <p>1.1 the Placement Securities are issued in accordance with the terms set out in the Company's notice of meeting for the extraordinary general meeting held on 28 July 2022;</p> <p>1.2 the issue of the Placement Securities occurs no later than 27 January 2023;</p> <p>1.3 the Company updates the market as to the reason for the delay; and</p> <p>1.4 the terms of the waiver are released to the market immediately.</p>
Basis For Decision	<p>Underlying Policy</p> <p>If a notice of meeting states that an entity will do something that the listing rules require it to do, the entity must do that thing. This supports the integrity of listing rule requirements that forbid a listed entity from taking a particular action unless it has obtained the prior approval of ordinary security holders, and require the giving to security holders of specific information about the proposed action in order for such approval to be validly obtained.</p> <p>Present Application</p> <p>Listing Rule 14.7 ensures that an issue of securities approved by security holders conforms to the terms on which security holder approval for the issue was obtained. However, ASX has generally been prepared to grant waivers where the requested extension is short, where the circumstances of the company have not materially changed, where the transactions are complex and involve longer than usual delays (whether due to regulatory approvals or otherwise) or when unforeseen complications arise. The waiver has been requested in connection with an IPO to facilitate a proposed dual listing on NASDAQ. The IPO will be conducted following approval from the Securities Exchange Commission and NASDAQ which has, in turn, delayed the issue of the Placement Securities. The requested extension of 3 months is not excessive and the maximum degree of dilution is known. The additional complexity and surrounding circumstances are sufficiently compelling to grant a waiver of Listing Rule 14.7. The waiver is granted on the condition that the securities are issued in accordance with the terms set out in the notice of meeting, the securities are issued by no later than 27 January 2023, the Company updates the market as to the reasons for the delay and the terms of the waiver are released to the market.</p>

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Register of ASX Listing Rule Waivers

Rule Number	15.16(c)
Date	25/10/2022
ASX Code	HCF
Listed Company	H&G HIGH CONVICTION LIMITED
Waiver Number	WLC220186-002
Decision	Based solely on the information provided, ASX Limited ('ASX') grants H&G High Conviction Limited (the 'Company') a waiver from listing rule 15.16(c) to the extent necessary to permit H&G Investment Management Limited (the 'Manager') to act as its manager in accordance with the terms of the investment management agreement ('IMA') to be entered into between the Company and the Manager, for a period of 10 years from the date of the IMA.
Basis For Decision	<p>Underlying Policy Listing rule 15.16 sets out that management agreements for investment entities (except a pooled development fund) must provide that: (a) the manager may only end the management agreement if it has given at least three months' notice; (b) if the term of the agreement is fixed, it must not be for more than 5 years; and (c) if the agreement is extended past five years, it will end on three months' notice after an ordinary resolution is passed to end it. This rule ensures that the manager gives adequate notice to the entity before terminating its management agreement and that a manager of an investment entity is not entrenched for a period longer than five years without providing security holders of the entity the opportunity to require the management agreement to be terminated. This gives security holders the power to end the management arrangement after a reasonable fixed term, and prevents the entrenchment of managers.</p> <p>Present Application This is a companion waiver to the waiver from listing rule 15.16(b) which allows the Company to end the IMA on 3 months' notice after shareholders pass an ordinary resolution to terminate the IMA subsequent to an initial term of 10 years, rather than 5 years.</p>

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Register of ASX Listing Rule Waivers

Rule Number	15.16(b)
Date	25/10/2022
ASX Code	HCF
Listed Company	H&G HIGH CONVICTION LIMITED
Waiver Number	WLC220186-001
Decision	Based solely on the information provided, ASX Limited ('ASX') grants H&G High Conviction Limited (the 'Company') a waiver from listing rule 15.16(b) to the extent necessary to permit H&G Investment Management Limited (the 'Manager') to act as its manager in accordance with the terms of the investment management agreement ('IMA') to be entered into between the Company and the Manager, for a period of 10 years from the date of the IMA.
Basis For Decision	<p>Underlying Policy Listing rule 15.16 sets out that management agreements for investment entities (except a pooled development fund) must provide that: (a) the manager may only end the management agreement if it has given at least three months' notice; (b) if the term of the agreement is fixed, it must not be for more than 5 years; and (c) if the agreement is extended past five years, it will end on three months' notice after an ordinary resolution is passed to end it. This rule ensures that the manager gives adequate notice to the entity before terminating its management agreement and that a manager of an investment entity is not entrenched for a period longer than five years without providing security holders of the entity the opportunity to require the management agreement to be terminated. This gives security holders the power to end the management arrangement after a reasonable fixed term, and prevents the entrenchment of managers.</p> <p>Present Application The Company has applied for admission to the official list of ASX as an investment entity. The Company has entered into an IMA with the Manager (details of which are disclosed in the Company's initial public offering document) which will have an initial term of 10 years. After this initial term, the Company must end the IMA on 3 months' notice after shareholders pass an ordinary resolution to terminate the IMA. The Manager is not entrenched beyond the initial term of 10 years. An initial term of 10 years provides an appropriate balance between the desire of managers to protect their products for long enough to recoup their initial investment and the right of security holders to end a management agreement after a reasonable fixed term.</p>

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