



# **Register of ASX Listing Rule Waivers**

**1 to 15 February 2024**

**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**

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## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	1.1 condition 12
<b>Date</b>	9/02/2024
<b>ASX Code</b>	DOR
<b>Listed Company</b>	DORIEMUS PLC
<b>Waiver Number</b>	WLC240007-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Doriemus plc (to be renamed 'Asian Battery Minerals plc') (the 'Company'), in connection with the proposed acquisition of all the issued shares in Asian Battery Minerals Limited (the 'Proposed Acquisition') and a proposed capital raising via a public offer at A \$0.05 per CDI to raise up to A\$6,000,000 (the 'Capital Raising'), a waiver from listing rule 1.1 condition 12 to the extent necessary to permit the Company to issue the following options, post a consolidation of capital at a ratio of 43:50:</p> <p>1.1. 364,500,000 options (182,250,000 exercisable at \$0.10, 91,125,000 exercisable at \$0.125 and 91,125,000 exercisable at \$0.15) expiring on or before the date 4 years from the date of issue;</p> <p>1.2. 11,564,533 options exercisable at \$0.10 and expiring on or before the date 4 years from the date of issue;</p> <p>(together the 'Transaction Options') and 18,000,000 performance rights subject ('Performance Rights') to the following conditions:</p> <p>1.3. the full terms of this waiver and the terms and conditions of the Transaction Options and performance rights are disclosed to the market and disclosed in the notice of meeting pursuant to which the Company will seek the approval of the Company's shareholders to issue the Transaction Options in conjunction with the approval obtained under Listing Rule 11.1.2 for the proposed acquisition of all the issued shares in Asian Battery Minerals Limited (the 'Proposed Acquisition'); and</p> <p>1.4. the full terms and conditions of the Transaction Options and performance rights are clearly disclosed in the Company's prospectus to be issued in respect of the proposed capital raising via a public offer at A\$0.05 per CDI to raise up to A\$6,000,000 ('Prospectus') ('Capital Raising').</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>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><b>Present Application</b></p> <p>The Company intends to seek re-admission to the Official List by re-complying with Chapters 1 and 2 of the ASX listing rules. The existence and issue of the Transaction Options and Performance Rights will be specifically approved by shareholders in conjunction with the approval obtained under listing rule 11.1.2 in respect of the Capital Raising and Proposed Acquisition. ASX is otherwise satisfied that the Company's proposed capital structure following the completion of the Capital Raising and Proposed Acquisition will be</p>

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suitable for a listed entity. The waiver is granted on the condition that the full terms and conditions of the Transaction Options and Performance Rights are clearly disclosed in the Prospectus. It is noted the Company has received a Listing Rule 6.1 confirmation in respect of the Performance Rights.

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	1.8 condition 8(b)
<b>Date</b>	14/02/2024
<b>ASX Code</b>	LT9
<b>Listed Company</b>	LA TROBE FINANCIAL CAPITAL MARKETS TRUST 2022-2
<b>Waiver Number</b>	WLC230298-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Corporate Trust Limited in its capacity as trustee of the La Trobe Financial Capital Markets Trust 2022-2 ('Issuer') a waiver from Listing Rule 1.8 condition 8(b) to the extent necessary to permit the Trust to be a special purpose trust constituted solely for the purpose of conducting a securitisation transaction but not solely for the purpose of issuing the class or classes of debt securities to be quoted on ASX.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 1.8 condition 8(b) requires a trust to be a special purpose trust constituted solely for the purpose of issuing the class or classes of debt securities to be quoted on ASX. This is an investor protection mechanism which reduces the number of potential claimants on the assets of the trust, primarily preserving them for the benefit of holders of the quoted debt securities.</p> <p><b>Present Application</b> Although the La Trobe Financial Capital Markets Trust 2022-2 ('Trust') is not a special purpose trust created solely for the purpose of issuing the classes of debt securities for which quotation is sought, it is a special purpose trust constituted for the purpose of conducting a securitisation transaction under which the Issuer acquired a pool of mortgage loan receivables originated by La Trobe Financial Services Pty Ltd using funds raised by the Issuer by issuing multiple classes of debt securities (including the two classes of debt securities being quoted). The Issuer has no operating activities and its business is limited by the trust deed and related documentation for the securitisation transaction. The Issuer undertakes under the transaction documents not to apply the assets of the Trust to meet the liabilities of any other trust, not to aggregate or set-off the liabilities of the Trust with any other trust and not to incur indebtedness other than as permitted or contemplated by the transaction documents. The securities of the Issuer being quoted are wholesale debt securities and their terms of issue and ranking relative to other classes of securities of the Issuer (including classes not being quoted) were disclosed in an information memorandum. The debt securities have been assigned high "investment grade" ratings by two reputable credit rating agencies, providing comfort that the debt securities are subject to very low credit risk and the agencies have assessed the Trust by reference to the "bankruptcy remote" or "insolvency remote" criteria applied by those rating agencies when considering securitisation structures. These rating agency criteria are concerned with seeking to ensure that securitised assets are completely independent from the originator of the securitisation transaction and isolated from the effects of the originator's insolvency. Given these factors, ASX considers that there are sufficient safeguards in place for the holders of the Notes, despite the Trust not being a special purpose trust created solely for the purpose of issuing the classes of debt securities being quoted.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	1.8 condition 8(b)
<b>Date</b>	14/02/2024
<b>ASX Code</b>	PA3
<b>Listed Company</b>	PANORAMA AUTO TRUST 2023-3
<b>Waiver Number</b>	WLC230299-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Corporate Trust Limited in its capacity as trustee of the Panorama Auto Trust 2023-3 ('Issuer') a waiver from Listing Rule 1.8 condition 8(b) to the extent necessary to permit the Trust to be a special purpose trust constituted solely for the purpose of conducting a securitisation transaction but not solely for the purpose of issuing the class or classes of debt securities to be quoted on ASX.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 1.8 condition 8(b) requires a trust to be a special purpose trust constituted solely for the purpose of issuing the class or classes of debt securities to be quoted on ASX. This is an investor protection mechanism which reduces the number of potential claimants on the assets of the trust, primarily preserving them for the benefit of holders of the quoted debt securities.</p> <p><b>Present Application</b> Although the Panorama Auto Trust 2023-3 ('Trust') is not a special purpose trust created solely for the purpose of issuing the class of debt securities for which quotation is sought, it is a special purpose trust constituted for the purpose of conducting a securitisation transaction under which the Issuer acquired a pool of vehicle lease receivables originated by Angle Auto Finance Pty Ltd, using funds raised by the Issuer by issuing multiple classes of debt securities (including the class of debt security being quoted). The Issuer's business is limited by the trust deed and related documentation for the securitisation transaction. The Issuer undertakes under the transaction documents not to: commingle the collateral of the Trust with any of its other assets or the assets of any other person; to create or allow another interest in any collateral or sell, assign, transfer or otherwise dispose, or part with possession of, any collateral or any interest in any collateral; and not to incur any financial indebtedness/liabilities in respect of the Trust other than as permitted or contemplated by the transaction documents.</p> <p>The securities of the Issuer being quoted are wholesale debt securities and their terms of issue and ranking relative to other classes of securities of the Issuer (including classes not being quoted) were disclosed in an information memorandum. The debt securities have been assigned high "investment grade" ratings by two reputable credit rating agencies, providing comfort that the debt securities are subject to very low credit risk and the agencies have assessed the Trust by reference to the "bankruptcy remote" or "insolvency remote" criteria applied by those rating agencies when considering securitisation structures. These rating agency criteria are concerned with seeking to ensure that securitised assets are completely independent from the originator of the securitisation transaction and isolated from the effects of the originator's insolvency.</p> <p>Given these factors, ASX considers that there are sufficient safeguards in place for the holders of the Notes to be quoted, despite the Trust not being a special purpose trust created solely for the purpose of issuing the class of debt securities being quoted.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	1.8 condition 11
<b>Date</b>	14/02/2024
<b>ASX Code</b>	LT9
<b>Listed Company</b>	LA TROBE FINANCIAL CAPITAL MARKETS TRUST 2022-2
<b>Waiver Number</b>	WLC230298-002
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Corporate Trust Limited in its capacity of trustee of the La Trobe Financial Capital Markets Trust 2022-2 ('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.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> 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><b>Present Application</b> 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

<b>Rule Number</b>	1.8 condition 11
<b>Date</b>	14/02/2024
<b>ASX Code</b>	PA3
<b>Listed Company</b>	PANORAMA AUTO TRUST 2023-3
<b>Waiver Number</b>	WLC230299-002
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Corporate Trust Limited in its capacity as trustee of the Panorama Auto Trust 2023-3 ('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.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> 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><b>Present Application</b> 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

<b>Rule Number</b>	2.1 condition 2
<b>Date</b>	9/02/2024
<b>ASX Code</b>	DOR
<b>Listed Company</b>	DORIEMUS PLC
<b>Waiver Number</b>	WLC240007-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Doriemus plc (to be renamed 'Asian Battery Minerals plc') (the 'Company'), in connection with the proposed acquisition of all the issued shares in Asian Battery Minerals Limited (the 'Proposed Acquisition') and a proposed capital raising via a public offer at A \$0.05 per CDI to raise up to A\$6,000,000 (the 'Capital Raising'), a waiver from Listing Rule 2.1 condition 2 to the extent necessary to permit the Company to issue CDIs at an issue price of AUD\$0.05 ('Capital Raising Shares'), subject to the following conditions:</p> <p>1.1 the issue price of the Capital Raising Shares is not less than A \$0.02 per share;</p> <p>1.2 the terms of this waiver are disclosed to the market and, along with the terms and conditions of the Capital Raising Shares, are clearly disclosed in the notice of meeting pursuant to which the Company will seek the approval required under Listing Rule 11.1.2 for the Proposed Acquisition and in the prospectus to be issued in respect of the Capital Raising;</p> <p>1.3 the Company's shareholders approve the issue price of the Capital Raising Shares in conjunction with the approval obtained under Listing Rule 11.1.2 in respect of the Proposed Acquisition; and</p> <p>1.4 The Company completes a consolidation of its capital structure in conjunction with the recompliance such that its securities are consolidated at a ratio that will be sufficient, based on the lowest price at which the Company's securities traded over the 20 trading days prior to the Company's suspension, to achieve a market value for its securities of not less than \$0.02 each.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 2.1 condition 2 requires that the issue or sale price of all securities that an entity, at the time of its application for admission to the official list, seeks to have quoted must be at least 20 cents. The requirement demonstrates that the entity can raise funds at a price, or that its securities have a minimum value, suitable for a listed entity.</p> <p><b>Present Application</b> The Company intends to seek reinstatement to the Official List by re-complying with Chapters 1 and 2 of the Listing Rules. The Company will be seeking shareholder approval for the issue of the Capital Raising Shares at \$0.05, which is not less than \$0.02. ASX is otherwise satisfied that the Company's proposed capital structure following undertaking a consolidation of capital at a ratio of 43:50 and the Capital Raising is suitable for a listed entity. Accordingly, the Company's circumstances fall within the policy for granting the 2 cent waiver.</p>

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## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	2.1 condition 3
<b>Date</b>	14/02/2024
<b>ASX Code</b>	LT9
<b>Listed Company</b>	LA TROBE FINANCIAL CAPITAL MARKETS TRUST 2022-2
<b>Waiver Number</b>	WLC230298-003
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Corporate Trust Limited in its capacity as trustee of the La Trobe Financial Capital Markets Trust 2022-2 ('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.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> 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><b>Present Application</b> 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

<b>Rule Number</b>	2.1 condition 3
<b>Date</b>	14/02/2024
<b>ASX Code</b>	PA3
<b>Listed Company</b>	PANORAMA AUTO TRUST 2023-3
<b>Waiver Number</b>	WLC230299-003
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Corporate Trust Limited in its capacity as trustee of the Panorama Auto Trust 2023-3 ('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.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> 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><b>Present Application</b> 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

<b>Rule Number</b>	8.2
<b>Date</b>	14/02/2024
<b>ASX Code</b>	LT9
<b>Listed Company</b>	LA TROBE FINANCIAL CAPITAL MARKETS TRUST 2022-2
<b>Waiver Number</b>	WLC230298-004
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Corporate Trust Limited in its capacity as trustee of the La Trobe Financial Capital Markets Trust 2022-2 ('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 to Listing Rule 2.1 condition 3 operates.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>            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><b>Present Application</b>            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

<b>Rule Number</b>	8.2
<b>Date</b>	14/02/2024
<b>ASX Code</b>	PA3
<b>Listed Company</b>	PANORAMA AUTO TRUST 2023-3
<b>Waiver Number</b>	WLC230299-004
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Corporate Trust Limited in its capacity as trustee of the Panorama Auto Trust 2023-3 ('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 to Listing Rule 2.1, condition 3 operates.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>            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><b>Present Application</b>            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

<b>Rule Number</b>	8.10
<b>Date</b>	14/02/2024
<b>ASX Code</b>	LT9
<b>Listed Company</b>	LA TROBE FINANCIAL CAPITAL MARKETS TRUST 2022-2
<b>Waiver Number</b>	WLC230298-005
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Corporate Trust Limited in its capacity as trustee of the La Trobe Financial Capital Markets Trust 2022-2 ('Issuer') a waiver from Listing Rule 8.10 to allow the Issuer to refuse to register transfers of notes from the date which is 5 business 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.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> 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><b>Present Application</b> 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 5 business 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

<b>Rule Number</b>	8.10
<b>Date</b>	14/02/2024
<b>ASX Code</b>	PA3
<b>Listed Company</b>	PANORAMA AUTO TRUST 2023-3
<b>Waiver Number</b>	WLC230299-005
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Corporate Trust Limited in its capacity as trustee of the Panorama Auto Trust 2023-3 ('Issuer') a waiver from Listing Rule 8.10 to allow the Issuer to refuse to register transfers of notes from the date which is five business 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.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> 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><b>Present Application</b> 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 one business day 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

<b>Rule Number</b>	8.21
<b>Date</b>	14/02/2024
<b>ASX Code</b>	LT9
<b>Listed Company</b>	LA TROBE FINANCIAL CAPITAL MARKETS TRUST 2022-2
<b>Waiver Number</b>	WLC230298-006
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Corporate Trust Limited in its capacity as trustee of the La Trobe Financial Capital Markets Trust 2022-2 ('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 CHESSE, mark transfer forms as required by Appendix 8A; or</p> <p>1.2 in respect of transactions settled in Austraclear, send confirmation of a change of the address to a security holder at their address.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> 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><b>Present Application</b> 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

<b>Rule Number</b>	8.21
<b>Date</b>	14/02/2024
<b>ASX Code</b>	PA3
<b>Listed Company</b>	PANORAMA AUTO TRUST 2023-3
<b>Waiver Number</b>	WLC230299-006
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Corporate Trust Limited in its capacity as trustee of the Panorama Auto Trust 2023-3 ('Issuer') a waiver from Listing Rule 8.21 to the extent necessary to permit the Company 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 confirmation of a change of address to a security holder at their address.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> 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><b>Present Application</b> 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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<b>Rule Number</b>	10.1
<b>Date</b>	12/02/2024
<b>ASX Code</b>	JAY
<b>Listed Company</b>	JAYRIDE GROUP LIMITED
<b>Waiver Number</b>	WLC240008-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Jayride Group Limited (the 'Company') a waiver from Listing Rule 10.1 to the extent necessary to permit the Company to grant security over the assets of the Company (the 'Security'), in favour of Thorney Technologies Ltd, Mr Rod Cuthbert and Mr Rod Bishop (the 'Noteholders'), to secure the Company's obligations under convertible notes to be issued to the Noteholders, without obtaining shareholder approval, on the following conditions:</p> <p>1.1 the Company releases an announcement to the market that provides:</p> <p>1.1.1 the material terms of the transaction and of the waiver from Listing Rule 10.1; and</p> <p>1.1.2 a description of the reasons why the entity has chosen to obtain the financial accommodation from the Noteholders rather than a lender that is not a Listing Rule 10.1 party and the steps the board has taken to satisfy itself that the transaction is being entered into on arm's length terms and is fair and reasonable from the perspective of the holders of the Company's ordinary securities;</p> <p>1.2 the Security documents expressly provide that:</p> <p>1.2.1 the Security is limited to the funds due under the financial accommodation;</p> <p>1.2.2 the Security will be discharged when the funds due under the financial accommodation have been repaid in full;</p> <p>1.2.3 in the event the Security is enforced, the assets can only be disposed of to any of the Noteholders or an associate of the Noteholders if the disposal is first approved by the entity's security holders under Listing Rule 10.1; and</p> <p>1.2.4 otherwise, if the holder of the Security exercises, or appoints a receiver, receiver and manager or analogous person to exercise, any power of sale under the Security, the assets must be sold to an unrelated third party on arm's length commercial terms and the net proceeds of sale distributed to the Noteholders in accordance with their legal entitlements;</p> <p>1.3 any variation to the terms of the financial accommodation or the Security which:</p> <p>1.3.1 advantages any of the Noteholders in a material respect;</p> <p>1.3.2 disadvantages the entity in a material respect; or</p> <p>1.3.3 is inconsistent with the terms of the waiver, must be subject to security holder approval under Listing Rule 10.1; and</p> <p>1.4 for each year while they remain on foot, a summary of the material terms of the financial accommodation and the Security is included in the related party disclosures in the Company's audited annual accounts.</p>
<b>Basis For Decision</b>	<p>Underlying Policy</p> <p>Listed entities are required to obtain the approval of security holders for an acquisition or disposal of a substantial asset from or to a person in a position to exercise influence over the entity. The votes of security holders who are parties to the transaction, and their associates, are not counted. Listed entities are required to obtain an independent expert's report on the fairness and reasonableness of the transaction and to send it to security holders to accompany the</p>

## Register of ASX Listing Rule Waivers

notice of security holders' meeting. This rule protects security holders from a value-shifting transaction with a person in a position of influence being undertaken by a listed entity without the disinterested security holders having approved that transaction with the benefit of full information. The rule supplements the related party provision of the Corporations Act 2001 (Cth) (or, in the case of foreign entities, the related party provisions of the law of their home jurisdiction).

### Present Application

The use of all of the Company's assets as collateral constitutes the disposal of a "substantial asset" for the purposes of Listing Rule 10.2. The Company is granted a waiver from Listing Rule 10.1, in accordance with section 8.4 of Guidance Note 24, to enable it to have in place the Security over its assets in favour of the holders of convertible notes, subject to a number of conditions, including that the security documents provide that in the event the Security is exercised, neither the Listing Rule 10.1 parties or any of their associates are entitled to acquire the assets without the Company first complying with any applicable Listing Rules, including Listing Rule 10.1. This condition provides a sufficient safeguard against value-shifting to the Listing Rule 10.1 parties.

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