

WAIVERS AND IN-PRINCIPLE ADVICE

<p>The purpose of this Guidance Note</p>	<ul style="list-style-type: none"> To assist listed entities and entities applying for admission to the official list of ASX to understand how ASX deals with applications for waivers of, and requests for in-principle advice in relation to, the Listing Rules.
<p>The main points it covers</p>	<ul style="list-style-type: none"> ASX's power to waive a Listing Rule The decision-making principles that ASX applies when considering a waiver application How to apply for a waiver The usual timetable for waiver decisions The publication of waiver decisions In-principle advice on the application of a listing rule to a particular situation or on ASX's preparedness to grant a particular waiver
<p>Related materials you should read</p>	<ul style="list-style-type: none"> Guidance Note 1 <i>Applying for Admission – ASX Listings</i> Guidance Note 4 <i>Foreign Entities Listing on ASX</i> Guidance Note 29 <i>Applying for Admission – ASX Debt Listings</i> Guidance Note 30 <i>Applying for Quotation of Additional Securities</i>

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Important notice: ASX has published this Guidance Note to assist listed entities to understand and comply with their obligations under the Listing Rules. Nothing in this Guidance Note necessarily binds ASX in the application of the Listing Rules in a particular case. In issuing this Guidance Note, ASX is not providing legal advice and listed entities should obtain their own advice from a qualified professional person in respect of their obligations. ASX may withdraw or replace this Guidance Note at any time without further notice to any person.

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1. Introduction

This Guidance Note is published to assist listed entities and entities applying for admission to the official list of ASX Limited (ASX) to understand how ASX deals with applications for waivers of, and requests for in-principle advice in relation to, the Listing Rules.

2. ASX's waiver powers

Listing Rule 18.1 empowers ASX at any time to waive a Listing Rule, or part of a Listing Rule, unless the rule specifies that ASX will not waive it. ASX may do so on conditions. If conditions are imposed on a waiver, all of the conditions must be complied with for the waiver to be effective.¹

ASX may vary or withdraw a waiver at any time.²

ASX may do these things on the application of an entity or of its own accord.

3. The principles applied by ASX when considering waiver requests

As acknowledged in the introduction to the Listing Rules:

"The Listing Rules necessarily cast a wide net. However, ASX does not want to inhibit legitimate commercial transactions that do not undermine the principles on which the Listing Rules are based."

In deciding whether or not to grant, and what conditions ought to be imposed on, a waiver, ASX will have regard to the following principles:

- to justify the waiver, the applicant must demonstrate that it will suffer commercial detriment or other disadvantage if the waiver is not granted;
- ASX must be satisfied that granting the waiver is not inconsistent with:
 - ASX's statutory obligations as a licensed market operator;
 - the principles on which the Listing Rules are based (as outlined in the introduction to the Listing Rules); or

¹ Listing Rule 18.1.1.

² Listing Rule 18.3.

- the policy underlying the particular rule sought to be waived,
and that it will not adversely affect the reputation, integrity or efficiency of the ASX market.

Waivers will not be granted retrospectively.

Where appropriate, ASX may impose an expiry date on a waiver. This affords ASX an opportunity to review the ongoing need for, and desirability of, continuing the waiver.

4. Standard vs non-standard waivers

ASX has streamlined processes and requirements for requests for standard waivers compared to requests for non-standard waivers.

A list of standard waivers appears in the annexure to this Guidance Note. These are waivers that have been granted on numerous occasions by ASX and that ASX considers are not inconsistent with the principles on which the Listing Rules are based or the policy underlying the particular rule in question. ASX will generally grant a standard waiver upon request and without requiring detailed submissions in support of the application.

A non-standard waiver is any other form of waiver that does not appear in the list in the annexure to this Guidance Note.

ASX reserves the right to treat an application as a non-standard waiver notwithstanding that the waiver sought appears in the list of standard waivers in the annexure if, in ASX's view, the circumstances of the particular application warrant this treatment. This may require the applicant to provide additional information and detailed submissions in support of the application.

5. Preliminary discussions with ASX on non-standard waivers

Before submitting a formal application for a non-standard waiver of the Listing Rules, ASX recommends that applicants first discuss the matter with ASX Listings Compliance:

- in the case of a listed entity, at its home branch; or
- in the case of an entity applying for admission to the official list, at the ASX branch where the entity has lodged, or intends to lodge, its application for admission.

ASX Listings Compliance will be able to provide general advice on the waiver process and a preliminary view on:

- the likelihood of a particular waiver being granted;
- the likely timetable for a decision on a waiver application, given the nature and complexity of the application and the current workloads within ASX Listings Compliance; and
- whether it is appropriate for the applicant to request in-principle advice on the waiver application (see below) ahead of making the formal waiver application.

6. Applications for waivers

An application for a waiver must be in writing and submitted by the applicant or a professional adviser or representative acting on behalf of the applicant. It should be addressed to ASX Listings Compliance:

- in the case of a listed entity, at the home branch of the listed entity; or
- in the case of an entity applying for admission to the official list, at the ASX branch where the entity has lodged, or intends to lodge, its application for admission.

The application should be clearly marked "Not for public release".³

In the case of a standard waiver, the application should include a brief explanation of the transaction, event or circumstance giving rise to the need for the waiver and identify the specific waiver in the annexure to this Guidance Note which is being sought.

In the case of a non-standard waiver, unless the applicant has already received in-principle advice that ASX will grant the waiver,⁴ the application should include:

- the specific Listing Rule or Rules to be waived;⁵
- an explanation of the transaction, event or circumstance giving rise to the need for the waiver;
- the reason for requesting the waiver, including an explanation of the commercial ramifications if the waiver is not granted;
- where applicable, the start and end date of the requested waiver;
- if the waiver relates to an issue of securities, the entity's capital structure before and after the issue of securities; and
- if the waiver relates to a transaction involving related parties, full details of the relationships between the parties and the listed entity.

In the case of a non-standard waiver, this information should be provided in sufficient detail to enable ASX to fully assess the application and to be satisfied that giving the waiver requested is consistent with the principles on which the Listing Rules are based and will not compromise the underlying policy of the rule or rules in question. ASX may reject or defer consideration of an application for a non-standard waiver that does not include this information in sufficient detail.

The onus is on the applicant for a non-standard waiver to establish that there is a sufficiently strong commercial case to justify the granting of the waiver and that granting the waiver:

- is consistent with the statutory obligations imposed on ASX as a licensed market operator;
- will not undermine the principles on which the Listing Rules are based or the policy underlying the particular rule sought to be waived; and
- will not otherwise adversely affect the reputation of the markets ASX operates, to the detriment of listed entities and investors alike.

In this regard, it is helpful if the application for a non-standard waiver identifies any previous waiver decisions that have been made by ASX in analogous circumstances, together with an explanation as to why those particular decisions are considered relevant to the application.⁶ In saying this, however, it should be noted that waivers are granted on a case-by-case basis and the fact that ASX has granted a waiver in circumstances which the applicant considers analogous to its own does not guarantee that ASX will grant a similar waiver to the applicant.

³ Listing Rule 15.6.

⁴ In which case, the application for the waiver can simply reference the in-principle advice received from ASX and confirm that the facts outlined in the request for the in-principle advice have not changed (see "In-principle advice" below).

⁵ ASX will not accept an application for a waiver from "any applicable" Listing Rules or from the Listing Rules generally.

⁶ Users of ASX Online – Listed Entities can search a database of ASX Listing Rule waivers going back to 1 January 2004. To access the search function, you must log on to ASX Online – Listed Entities. In the drop down menu under "Listing Rules", select "Search ASX Waivers Registry". You can search by rule number, ASX code, company name or period (or a combination of these).

Copies of previous waiver decisions by ASX can also be viewed in the waivers register. To access the waivers register, click on the "Waivers" tab at <http://www.asx.com.au/regulation/rules/asx-listing-rules.htm>.

7. Reasons for decision

Following its consideration of an application for a waiver, ASX will inform the applicant in writing of its decision on whether or not to grant the waiver and the basis for that decision.

If the waiver is granted, the decision will set out the details of the waiver granted, including any applicable conditions.

In the case of a standard waiver, the basis for decision will typically state that the waiver granted is a standard one granted upon request under this Guidance Note and nothing more.

In the case of a non-standard waiver, the basis for decision will set out the underlying policy behind the Listing Rule that is being waived and why it is considered that the waiver does not offend that policy. This may include excerpts from the materials in support of the application provided by the applicant.

If the waiver is not granted, the decision will state that fact and the reason why the waiver has been refused. For example, this might be because the applicant has not made out a sufficiently strong commercial case to justify the grant of the waiver or because ASX considers that granting the waiver would undermine the underlying policy reason for the Listing Rule sought to be waived.

8. Timetable for decision

ASX aims to advise an applicant for a waiver of its decision:

- if the application seeks a standard waiver or waivers only, within 10 business days of accepting the application; or
- otherwise, within 20 business days of accepting the application.

If an applicant for a waiver does not provide the information mentioned above with its application or subsequently requests additional or different waivers, ASX may not be able to meet these timeframes.

It should be noted that the time it takes ASX to process an application for a waiver is very much a function of the quality and completeness of the application. The better and more complete an application, the more quickly and efficiently ASX is likely to be able to process it. ASX therefore encourages applicants for waivers to engage professional advisers who are experienced in ASX matters and to seek their advice and assistance in preparing their waiver application.

9. Publication of waivers

The Listing Rules require that waivers granted by ASX are published from time to time.⁷ The publication of waivers facilitates the transparency of decisions made by ASX.

Details of waivers granted are usually published on the ASX website twice monthly in the form of a waivers register.⁸ The waivers register includes the name of the entity which received the waiver, the terms and conditions of the waiver and brief reasons why it was granted.

ASX is also required to report all waivers of the Listing Rules it grants to the Australian Securities and Investments Commission ("ASIC") under a memorandum of understanding between ASIC and ASX.

If the timing of public disclosure of a waiver is cause for concern (for example, for reasons of commercial sensitivity), an applicant for a waiver should consider seeking in-principle advice (see below) in the first instance and then making a formal application for the waiver at a more appropriate time.

⁷ Listing Rule 18.1.2.

⁸ See the "Waivers" tab at <http://www.asx.com.au/regulation/rules/asx-listing-rules.htm>.

For privacy reasons, the names of individuals who are involved in or affected by a waiver will not generally be published in the waivers register, unless the information is in the public domain. References to such individuals will usually be replaced by "Person A" or something similarly anonymous.

10. Applications for in-principle advice by applicants seeking a listing

Entities applying for admission to the official list as an ASX listing should note the guidance in section 2.2 of Guidance Note 1 *Applying for Admission – ASX Listings* on when and how to apply to ASX for in-principle advice.

As mentioned in that Guidance Note, if it is anticipated that there may be issues about an entity's suitability for admission to the official list, it should strongly consider applying to ASX for in-principle advice on the application of Listing Rule 1.1 condition 1 and Listing Rule 1.19 before it goes to the effort and expense of lodging an application for admission.

In this context, the in-principle advice will be a statement in writing from ASX either that:

- (a) based on the facts known at the time, ASX is not aware of any reason that would cause the applicant not to have a structure and operations suitable for a listed entity for the purposes of Listing Rule 1.1 condition 1 or that would cause ASX to exercise its discretion to refuse admission to the official list under Listing Rule 1.19; or
- (b) if ASX is aware of any such reasons, those reasons.

It should be noted that receipt of positive advice under paragraph (a) above is not a guarantee that the entity will be admitted to the official list – it must still meet all of the requirements for admission and quotation set out in Chapters 1 and 2 of the Listing Rules. However, by obtaining such advice, the entity can have a high degree of certainty⁹ that there are unlikely to be any fundamental hurdles to its application for admission to the official list under either Listing Rule 1.1 condition 1 or Listing Rule 1.19.

Similarly, if an entity applying for admission to the official list has any material concerns about how a particular Listing Rule might apply to it after it is listed or about ASX's preparedness to grant a waiver of a particular Listing Rule, the entity should strongly consider applying to ASX for in-principle advice from ASX on that issue before it goes to the effort and expense of lodging an application for admission.

In this context, the in-principle advice will be a statement in writing expressing ASX's view on the application of a Listing Rule to, or on ASX's preparedness to grant a waiver of a Listing Rule in, a particular situation. By obtaining such advice, the entity can have a high degree of certainty¹⁰ about ASX's position on the issue and reflect that in its transaction structuring and in its listing documentation.

In either case above, the application for in-principle advice should be addressed to ASX Listings Compliance at the ASX branch where the entity intends to lodge its application for admission to the official list. If the entity is wanting to receive a decision on the application for in-principle advice ahead of filing its application for admission, it should lodge the application for in-principle advice at least 4 weeks prior to the date on which it intends to lodge its application for admission.

⁹ Any advice that ASX provides in this regard will be expressed to be non-binding and based on the facts known at the time. It may be given subject to conditions and will usually be expressed to apply for a limited time only. If the entity omits or misrepresents material facts in its application for in-principle advice, or if other material facts come to light after ASX provides its advice, ASX may withdraw or change its advice. Regardless of any view expressed in ASX's advice, ASX will retain its absolute discretion under Listing Rule 1.19 not to admit the applicant to the official list, which it can exercise at any time. Among other reasons, this is because the full range of issues with an entity's application for admission to the official list will often not be apparent until the entity lodges its admission application with its listing prospectus, PDS or information memorandum.

¹⁰ Any advice that ASX provides in this regard will be expressed to be non-binding and based on the facts known at the time. It may be given subject to conditions and will usually be expressed to apply for a limited time only. If the entity omits or misrepresents material facts in its application for in-principle advice, or if other material facts come to light after the advice is provided, ASX may withdraw or change its advice.

ASX charges a fixed fee of \$5,000 (plus GST) for providing in-principle advice in advance of, and in connection with, an application for admission to the official list.¹¹ Payment must be made at the time of lodging the application for in-principle advice with ASX.¹² ASX will not commence working on an application for in-principle advice until the fee has been paid.

11. Applications for in-principle advice by listed entities

In an appropriate case, ASX may be prepared to give in-principle advice to a listed entity on the application of a Listing Rule to a particular situation or on ASX's preparedness to grant a particular waiver. The former can be helpful in working out whether or not a waiver is required. The latter can be helpful in managing any timing issues around the granting and publication of waiver decisions.

Any in-principle advice given by ASX will be expressed as a non-binding statement of ASX's intent based on the facts known at the time. It may be given subject to conditions and will usually be expressed to apply for a limited time only (typically 3 months). It is treated by ASX as a confidential communication and is not released by ASX to the market.

An application by a listed entity for in-principle advice should be addressed to ASX Listings Compliance at the entity's home branch and clearly marked "Not for public release".¹³

ASX does not charge a fixed fee for providing in-principle advice to a listed entity.¹⁴

12. The form and contents of an application for in-principle advice

There is a prescribed form for use by an entity that is considering applying for admission to the official list and that wishes to receive in-principle advice on its suitability for admission under Listing Rule 1.1 condition 1 and Listing Rule 1.19 ahead of lodging its application for admission. An editable version of that form can be downloaded from the ASX website at:

www.asx.com.au/regulation/compliance/compliance-downloads.htm.

The entity must provide all of the applicable information referred to in that form in sufficient detail to enable ASX to form a view on the suitability of the entity for admission to the official list. ASX may reject or defer consideration of an application for in-principle advice that does not include all of the required information in sufficient detail.

There is no prescribed form for other types of application for in-principle advice. A letter from the entity or its advisers detailing the advice sought and providing the information set out below will suffice.

¹¹ See Listing Rule 16.7 and Schedule 3 of Guidance Note 15A *Schedule of ASX Listing Fees*. If the listing proceeds, this amount will be set off against the entity's initial listing fee. ASX does not charge a fee for an application for in-principle advice that is made at the same time as, or after, an entity has lodged an Appendix 1A, 1B or 1C application for admission to the official list and paid its initial listing fee in connection with that application.

¹² Payment can be made either by cheque made payable to ASX Operations Pty Ltd or by electronic funds transfer to the following account:
Bank: National Australia Bank
Account Name: ASX Operations Pty Ltd
BSB: 082 057
A/C: 494728375
Swift Code (Overseas Customers): NATAAU3302S

If payment is made by electronic funds transfer, the entity should email its remittance advice to ar@asx.com.au or fax it to (612) 9227-0553, describing the payment as "fee for in-principle advice" and including the name of the applicant, the home branch (ie Sydney, Melbourne or Perth) where the entity intends to lodge its application and the amount paid.

¹³ Listing Rule 15.6.

¹⁴ Although if the application raises novel or complex issues which, in ASX's estimation, will require, or has required, more than 10 hours' time by a Listings Compliance adviser or advisers to review, ASX may charge a time-based fee for each hour that ASX estimates that Listings Compliance advisers will be, or were, involved in reviewing the application in excess of 10 hours. ASX may charge this fee before or after undertaking the work involved. See Guidance Note 15A *Schedule of ASX Listings Fees*.

Where the entity is seeking in-principle advice on the application of a Listing Rule to a particular situation, the application should include:

- the specific Listing Rule or Rules in relation to which the advice is sought;¹⁵
- an explanation of the transaction (including diagrams where appropriate) or other event or circumstance about which the advice is sought;
- if the advice relates to an issue of securities, the entity's capital structure before and after the issue of securities; and
- if the advice relates to a transaction involving related parties, full details of the relationships between the parties and the listed entity.

Where the entity is seeking in-principle advice on ASX's preparedness to grant a waiver of a Listing Rule, the application should include the same information as mentioned in section 6 above required in an application for a waiver of that rule.

In each case, this information should be provided in sufficient detail to enable ASX to fully assess the matter and to be satisfied that giving the advice requested is consistent with the underlying policy of the Listing Rule or Rules in question. ASX may reject or defer consideration of an application for in-principle advice that does not include this information in sufficient detail.

It should be noted that if ASX indicates in its in-principle advice that it is prepared to grant a particular waiver, the applicant will need to lodge a formal written request for the waiver in due course that references the in-principle advice received from ASX and confirms that the facts outlined in the request for the in-principle advice have not changed.

¹⁵ ASX will not accept an application for in-principle advice to be given in respect of "any applicable" Listing Rules or the Listing Rules generally.

Annexure: Standard waiver requests

The following waivers are considered “standard” and will generally be granted by ASX upon request unless there is something unusual in the circumstances:

- a waiver from Listing Rule 6.23.2 to permit an entity to cancel unquoted options or performance rights for consideration without the approval of the holders of ordinary securities, where the cancellation is pursuant to:
 - a takeover bid; or
 - a merger effected by way of a scheme of arrangement,that in either case is required to comply with the Corporations Act;
- a waiver from Listing Rule 6.23.4 to permit an entity to amend the terms of options without the approval of the holders of ordinary securities, where the amendment is solely to enable the entity to satisfy its obligation to issue shares upon the exercise of the options through an employee share trust arrangement under which the trustee may either subscribe for new shares, purchase existing shares on-market and/or allocate unallocated shares previously acquired by the trustee;
- a waiver from Listing Rule 6.24 to permit an entity not to send the notices required by paragraph 6.1 of Appendix 6A in relation to quoted options about to expire, where the options are substantially out of the money (that is, where the current market price for the underlying security is less than 50% of the option exercise price and the highest market price at which the underlying security has traded on ASX in the last 6 months is less than 75% of the option exercise price);
- a waiver from Listing Rule 7.1 to permit an entity, without the approval of the holders of ordinary securities, to issue securities to existing security holders¹⁶ under a securities purchase plan (SPP) where:
 - ASIC Class Order 09/425 would otherwise have applied to the offer of securities under the SPP but for the fact that the entity's securities have been suspended from quotation on ASX for more than a total of 5 days during the shorter of: (a) the period during which the class was quoted; and (b) the period of 12 months before the day on which the offer is made; and
 - consequently, the entity is issuing a prospectus or PDS in connection with the offer,¹⁷together with a concurrent waiver from Listing Rule 10.11 to permit directors and their associates to participate in the SPP on the same terms as other shareholders without the approval of the holders of ordinary securities under that rule;¹⁸
- where an entity is seeking approval under Listing Rule 7.1 to an issue of securities under an SPP to which Exception 15 of Listing Rule 7.2 would otherwise have applied but for the fact that the number of securities to be issued under the SPP is greater than 30% of the number of fully paid ordinary securities already on issue or because the issue price of the securities is less than 80% of the average market price for securities in that class, a waiver from Listing Rule 7.3.8 to permit a resolution in a notice of meeting approving the issue of securities under the SPP not to include a voting exclusion statement that excludes the votes of any person who may participate in the SPP or any associate of such a person, provided:

¹⁶ This waiver does not extend to an issue of securities to any underwriter of the SPP in that capacity.

¹⁷ This waiver effectively treats the offer under the SPP on the same basis as an offer falling within Exception 15 of Listing Rule 17.2. Where this waiver is granted, the offer of shares under the SPP is treated for the purposes of Listing Rule 7.1 as having been made under an exception in Listing Rule 7.2.

¹⁸ This concurrent waiver effectively treats the offer under the SPP on the same basis as an offer falling within Exception 8 of Listing Rule 10.12.

- the SPP is not underwritten; or
- if the SPP is underwritten, the entity excludes any votes cast on the resolution by any proposed underwriter or sub underwriter of the SPP,

and, where the resolution is passed by the holders of ordinary securities, a concurrent waiver from Listing Rule 10.11 to permit directors and their associates to participate in the SPP on the same terms as other shareholders without the approval of the holders of ordinary securities under that rule;¹⁹

- a waiver from Listing Rule 7.1 to permit an entity to issue securities pursuant to an underwriting agreement for the entity's dividend or distribution reinvestment plan ("DRP") in respect of the next upcoming DRP only without obtaining security holder approval, provided:
 - the underwritten securities are issued not later than 15 business days after the dividend/distribution payment date;
 - related parties and their associates do not act as underwriter or sub-underwriters to the DRP unless they obtain prior security holder approval under Listing Rule 10.11;
 - the DRP does not contain a limit on security holder participation; and
 - any securities issued in accordance with the instructions of the underwriter or sub-underwriter are issued at a price equal to or greater than the price at which other securities under the DRP are issued;
- a waiver from Listing Rule 7.9 to permit an entity to issue securities without the approval of the holders of ordinary securities within a period of 3 months after it has been notified in writing that a person is making, or proposes to make, a takeover for securities in the entity, where the bidder has announced that it no longer intends to proceed with or has withdrawn the bid;
- a waiver from Listing Rule 7.9 to permit an entity to issue securities without the approval of the holders of ordinary securities within a period of 3 months after it has been notified in writing that a person is making, or proposes to make, a takeover for securities in the entity, where the bidder provides written consent to the issue of the securities;
- a waiver from Listing Rule 7.16 to permit an entity to issue options where the total number of options on issue will not be more than 105% of the total number of underlying securities on issue;
- a waiver from Listing Rule 7.25 to allow an entity to reorganise its capital pursuant to an equal reduction of capital that has been approved by the holders of ordinary securities and that will be completed in accordance with the provisions of the Corporations Act, even if it is likely to reduce the trading price of the entity's main class of securities to an amount less than 20 cents;
- a waiver from Listing Rule 7.39 to permit the auction of forfeited shares to be held at:
 - an ASX office other than the entity's home branch; or
 - any other place within the capital city of an Australian State or Territory which investors can conveniently attend;
- a waiver from Listing Rule 7.40 to permit an entity not to send the notices required by paragraph 2 (bonus issues), 3 (non-renounceable pro rata issues) or 4 (renounceable pro rata issues) of Appendix 7A in relation to option holders, where the options are substantially out of the money (that is, where the current market price for the underlying security is less than 50% of the option exercise price and the highest market price

¹⁹ Again, this concurrent waiver effectively treats the offer under the SPP on the same basis as an offer falling within Exception 8 of Listing Rule 10.12.

at which the underlying security has traded on ASX in the last 6 months is less than 75% of the option exercise price);

- a waiver from Listing Rule 9.7 to permit restricted securities to be transferred where:
 - there is no change in beneficial ownership; and
 - the transferee (and, where applicable, any controller of the transferee) enters into a new restriction agreement²⁰ on the same terms and conditions as the transferor had entered into and the securities remain restricted for the balance of the escrow period;
- where:
 - ASX has exercised its power under Listing Rule 11.1.3 to require an entity to meet the requirements in chapters 1 and 2 in relation to a particular transaction; and
 - the entity is proposing an issue of securities as part of, or in conjunction with, that transaction that requires the approval of the holders of ordinary securities under Listing Rule 10.11,

a waiver from Listing Rule 10.13.3 to permit the notice of meeting with the resolution to approve the issue of securities to state that the securities will be issued at the same time as other securities to be issued under a prospectus or PDS that the entity has issued or is proposing to issue as part of, or in conjunction with, that transaction, rather than within one month after the date of the meeting;

- where an entity is seeking approval under Listing Rule 10.14 to the issue of share performance rights to a director or an associate of a director pursuant to an employee incentive plan, a waiver from Listing Rule 10.15.2 or 10.15A.2 (as applicable) to the extent necessary to permit the entity's notice of meeting to describe the method by which the number of share performance rights to be acquired will be calculated and not to state a maximum number of share performance rights that may be acquired by the director or associate;
- where:
 - ASX has exercised its power under Listing Rule 11.1.3 to require an entity to meet the requirements in chapters 1 and 2 in relation to a particular transaction;
 - the entity is proposing an issue of securities as part of, or in conjunction with, that transaction that requires the approval of the holders of ordinary securities under:
 - Listing Rule 7.1 and the notice of meeting includes the statement required by Listing Rule 7.3.2 that the securities will be issued no later than three months after the date of the meeting; or
 - Listing Rule 10.11 and the notice of meeting includes the statement required by Listing Rule 10.13.3 that the securities will be issued not more than one month after the date of the meeting; and
 - the entity's securities are suspended from quotation under Listing Rule 11.3 pending compliance with chapters 1 and 2,

a waiver from Listing Rule 14.7 to permit the securities to be issued outside the three month and one month period respectively, provided that:

²⁰ The restriction agreement must be in accordance with Appendix 9A or as ASX decides in a particular case: see Listing Rule 9.2.

- the securities are issued on the same terms and conditions as approved by the holders of ordinary securities and before the suspension is lifted;²¹ and
- the circumstances of the entity have not changed materially since the holders of ordinary securities approved the issue of securities;
- where:
 - an entity's securities are suspended from official quotation following the appointment of an administrator to the entity's business, property and affairs;
 - creditors of the entity have agreed to the restructure and recapitalisation of the entity pursuant to a deed of company arrangement and the entity is proposing an issue of securities as part of, or in conjunction with, that proposal that requires the approval of the holders of ordinary securities under:
 - Listing Rule 7.1 and the notice of meeting includes the statement required by Listing Rule 7.3.2 that the securities will be issued no later than three months after the date of the meeting; or
 - Listing Rule 10.11 and the notice of meeting includes the statement required by Listing Rule 10.13.3 that the securities will be issued not more than one month after the date of the meeting; and
 - the entity's securities remain suspended from quotation pending compliance with Listing Rules 12.1 and 12.2,

a waiver from Listing Rule 14.7 to permit the securities to be issued outside the three month and one month period respectively, provided that:

- the securities are issued on the same terms and conditions as approved by the holders of ordinary securities and before the suspension is lifted; and
- the circumstances of the entity have not changed materially since the holders of ordinary securities approved the issue of securities;
- a waiver from Listing Rule 14.7 to permit the entity not to comply with the voting exclusion statement in its notice of meeting that has been sent to security holders, in relation to a resolution to ratify an issue or approve a proposed issue of securities for the purposes of the Listing Rules so that the votes of security holders who participated or propose to participate in the issue may be counted, if and to the extent only that those holders ("Nominee Holders") are acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of beneficiaries who did not or will not participate in the issue, on the following conditions:
 - the beneficiaries provide written confirmation to the Nominee Holders that they did not participate in the issue or will not participate in the proposed issue (as the case may be), nor are they an associate of a person who participated in the issue or will participate in the proposed issue (as the case may be);
 - the beneficiaries direct the Nominee Holders how to vote on the resolution;
 - the Nominee Holders do not exercise discretion in casting a vote on behalf of the beneficiaries; and
 - the terms of the waiver are immediately released to the market;

²¹ Any issue of security that is proposed as part of, or in conjunction with, a transaction to which ASX has determined Listing Rule 11.1.3 applies, must not be completed until the entity has satisfied all of the requirements of Chapters 1 and 2 of the Listing Rules and any other requirements imposed by ASX for re-instatement of the entity's securities to quotation.

- a waiver from Listing Rule 14.11 to permit a voting exclusion statement relating to a resolution to ratify an issue or approve a proposed issue of securities for the purposes of the Listing Rules to state that an entity need not disregard a vote if it is cast by a holder (“Nominee Holder”) acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, on the following conditions:
 - the beneficiary provides written confirmation to the Nominee Holder that they did not participate in the issue or will not participate in the proposed issue (as the case may be), nor are they an associate of a person who participated in the issue or will participate in the proposed issue (as the case may be);
 - the beneficiary has directed the Nominee Holder how to vote on the resolution; and
 - the Nominee Holder does not exercise discretion in casting a vote on behalf of the beneficiary.²²

²² A waiver from Listing Rule 14.11 in this context should be applied for, and is usually granted, prior to the relevant notice of meeting being finalised and sent to security holders.