

15th December 2025

ASX Limited
39 Bridge Street
Sydney NSW 2000
PO Box H224 Australia
Square NSW 1215

Attention: Andrew Campion

Dear Andrew,

SUBJECT: PUBLIC CONSULTATION ON SHAREHOLDER APPROVAL REQUIREMENTS UNDER THE ASX LISTING RULES

Thank you for the opportunity to provide feedback on the consultation paper on 'Shareholder approval of dilutive acquisitions and changes in admission status'. Our comments below respond to the questions raised in the paper:

1. Should security holder approval be required for a change in admission category from ASX Listing to ASX Foreign Exempt Listing?

Yes, changing to an ASX Foreign Exempt Listing could result in a company following less strict rules from another exchange, which could weaken shareholder protections. If a company is dual-listed on the ASX, it should not bypass Australian rules that protect shareholders, and shareholder approval should be required to ensure that shareholder rights are not undermined.

2. Are there any significant unintended consequences or other risks that this change raises that have not been considered in this consultation paper? If so, are there ways that these risks may be satisfactorily addressed while still proceeding with the proposed change?

Solaris does not believe that there are significant unintended consequences that have not been considered in the consultation paper.

3. Should security holder approval be required for a voluntary delisting by a dual listed entity on ASX?

Solaris believes that voluntary delisting of a dual listed entity should be subject to shareholder approval – this would depend on the original place of listing and the length of time that the company has been dual-listed.

4. If security holder approval is required, should this apply only to a dual listed entity that was first listed on ASX, but not to an entity that was listed on a foreign exchange before listing on ASX?

It should definitely apply to dual listed entities that were first listed on the ASX, and should potentially apply to companies that have a long standing dual listing even with an initial foreign exchange listing.

5. If security holder approval is required, should this be by ordinary resolution? Should a special resolution rather than an ordinary resolution continue to be required if the entity's ordinary securities are not readily able to be traded on another exchange?

Solaris agrees with the ASX's thoughts that there should continue to be a requirement for approval by special resolution for the delisting of an entity with securities that are not, and will not be, readily able to be traded on another exchange.

6. Are there any significant unintended consequences or other risks that this change raises that have not been considered in this consultation paper? If so, are there ways that these risks may be satisfactorily addressed while still proceeding with the proposed change.

No

7. Should the current limit on issues of securities without approval under exceptions 6 and 7 in Listing Rule 7.2 be reduced?

Yes, we believe it is unreasonable that ASX listed entities are able to issue a large amount of securities as part of domestic or foreign mergers and acquisitions without a shareholder vote. This type of transaction allows an ASX listed entity to significantly dilute and change the existing shareholder base, and (in the case of foreign mergers and acquisitions) take steps to shift the listing jurisdiction, thereby fundamentally altering shareholder rights¹.

8. If the limit is reduced, should this be to 75%, 50%, 25% or another amount?

Solaris supports a reduction in the limit from 100% to 25% of ordinary securities on issue at the date of announcement of the transaction.

9. Should the current limit (the reverse takeover limit) be kept for entities outside the S&P/ASX 300 and with no more than \$300 million market capitalisation (the same group of entities as for Listing Rule 7.1A)?

We believe all entities should be treated uniformly.

¹ Source – Investor letter to ASX Limited 16th April 2025

10. Do you think that reducing the limit on issues of securities without approval under exceptions 6 and 7 in Listing Rule 7.2 would make it more difficult for listed bidders to compete in and execute takeovers and mergers? If so, what problems would it create?

Potentially it could make poor transactions more difficult to execute, however we anticipate that fair and equitable transactions would gain approval.

11. What do you think may be the direct and indirect costs of the introduction of a lower limit on issues under exceptions 6 and 7? Would these costs be outweighed by the potential benefits?

It is difficult to determine actual costs, however we believe the benefits are represented by giving the shareholders the ability to vote against transactions that are not beneficial to the long-term value of their shareholding.

12. Do you think that exceptions 6 and 7 should be strictly limited to issues under takeovers and mergers conducted under Australian law, with no waivers provided to extend them to takeovers and mergers conducted under the laws of foreign jurisdictions?

If the 25% limit is introduced this question is irrelevant.

13. Are there any other significant unintended consequences or other risks that this change raises that have not been considered in this consultation paper? If so, are there ways that these risks may be satisfactorily addressed while still proceeding with the proposed change?

None

We appreciate the opportunity to contribute our views as part of this consultation process.

Yours faithfully,



Michael Bell
Chief Investment Officer
Solaris Investment Management Limited

