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11 June 2013

Australian Securities and Investments Commission
Mr Oliver Harvey
Senior Executive Leader, Financial Market Infrastructure
Level 5, 100 Market Street
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ASX Market Announcements Office
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

Investor Presentation

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

Attached is a copy of ASX's investor presentation in relation to ASX's Announcement: "ASX Announces \$553 Million Pro Rata Accelerated Renounceable Entitlement Offer and Increased Investment in its Clearing Houses".

A handwritten signature in black ink, appearing to read 'Amanda Harkness', written in a cursive style.

Amanda J Harkness
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Disclaimer

This investor presentation (Presentation) has been prepared by ASX Limited (ABN 98 008 624 691) (ASX Limited). This Presentation has been prepared in relation to a pro rata accelerated institutional, tradeable retail entitlement offer of new ASX Limited ordinary shares (New Shares), to be made to eligible institutional shareholders of ASX Limited (Institutional Entitlement Offer) and eligible retail shareholders of ASX Limited (Retail Entitlement Offer), under section 708AA of the *Corporations Act 2001* (Cth) (Corporations Act) as modified by Australian Securities and Investments Commission (ASIC) Class Order 08/35 and other relief (together, the Entitlement Offer).

Summary information

This Presentation contains summary information about ASX Limited, its subsidiaries and their activities which is current as at the date of this Presentation. The information in this Presentation is of a general nature and does not purport to be complete nor does it contain all the information which a prospective investor may require in evaluating a possible investment in ASX Limited or that would be required in a prospectus or product disclosure statement prepared in accordance with the requirements of the Corporations Act.

The historical information in this Presentation is, or is based upon, information that has been lodged with ASIC acting in place of the Australian Securities Exchange (ASX) in its role as operator of a securities exchange (Market Operator) and released on ASX's Market Announcements Platform. This Presentation should be read in conjunction with ASX Limited's other periodic and continuous disclosure announcements which are available at www.asxgroup.com.au or www.asx.com.au.

Not an offer

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The retail offer booklet for the Retail Entitlement Offer will be available following its lodgement with the Market Operator. Any eligible retail shareholder who wishes to participate in the Retail Entitlement Offer should consider the retail offer booklet in deciding to apply under that offer. Anyone who wishes to apply for New Shares under the Retail Entitlement Offer will need to apply in accordance with the instructions contained in the retail offer booklet and the entitlement and application form.

This Presentation does not constitute investment or financial product advice (nor tax, accounting or legal advice) or any recommendation to acquire entitlements or New Shares and does not and will not form any part of any contract for the acquisition of entitlements or New Shares.

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Disclaimer

Not investment advice

Each recipient of this Presentation should make its own enquiries and investigations regarding all information in this Presentation including but not limited to the assumptions, uncertainties and contingencies which may affect future operations of ASX Limited and the impact that different future outcomes may have on ASX Limited.

This Presentation has been prepared without taking account of any person's individual investment objectives, financial situation or particular needs. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own investment objectives, financial situation and needs and seek legal, accounting and taxation advice appropriate to their jurisdiction. ASX Limited is not licensed to provide financial product advice in respect of ASX Limited shares.

Cooling off rights do not apply to the acquisition of ASX Limited shares.

Investment risk

An investment in ASX Limited shares is subject to known and unknown risks, some of which are beyond the control of ASX Limited. ASX Limited does not guarantee any particular rate of return or the performance of ASX Limited nor does it guarantee any particular tax treatment. Investors should have regard to the risk factors outlined in this Presentation when making their investment decision.

Financial data

All dollar values are in Australian dollars (A\$ or AUD) unless otherwise stated. Investors should note that this Presentation contains pro forma financial information. The pro forma financial information and past information provided in this Presentation is for illustrative purposes only and is not represented as being indicative of ASX Limited's views on its future financial condition and/or performance.

The pro forma financial information has been prepared by ASX Limited in accordance with the measurement and recognition requirements, but not the disclosure requirements, of applicable accounting standards and other mandatory reporting requirements in Australia. Investors should also note that the pro forma financial information does not purport to be in compliance with Article 11 of Regulation S-X of the rules and regulations of the U.S. Securities and Exchange Commission.

Investors should be aware that certain financial data included in this presentation are 'non-GAAP financial measures' under Regulation G of the U.S. Securities Exchange Act of 1934, as amended. These measures include EBITDA and underlying NPAT. The disclosure of such non-GAAP financial measures in the manner included in the Presentation may not be permissible in a registration statement under the U.S. Securities Act. These non-GAAP financial measures do not have a standardised meaning prescribed by Australian Accounting Standards and therefore may not be comparable to similarly titled measures presented by other entities, and should not be construed as an alternative to other financial measures determined in accordance with Australian Accounting Standards. Although ASX Limited believes these non-GAAP financial measures provide useful information to users in measuring the financial performance and condition of its business, investors are cautioned not to place undue reliance on any non-GAAP financial measures included in this Presentation.

This Presentation contains forecast financial information which has been prepared and presented in accordance with the measurement and recognition principles prescribed in Australia which differs in certain respects from U.S. GAAP. The forecast financial information was not prepared with a view toward complying with the published guidelines of the U.S. Securities and Exchange Commission or guidelines established by the American Institute of Certified Public Accountants (AICPA) with respect to the preparation and presentation of prospective financial information. The forecast financial information does not include presentation and disclosure of all information required by the AICPA guidelines on prospective or pro forma financial information. The forecast financial information may be materially different if it was prepared in accordance with U.S. GAAP. The forecast financial information is highly subjective and should not be relied upon as being necessarily indicative of future results. It has also not been audited.

Disclaimer

Future performance

This Presentation contains certain 'forward looking statements'. Forward looking statements can generally be identified by the use of forward looking words such as, 'expect', 'anticipate', 'likely', 'intend', 'should', 'could', 'may', 'predict', 'plan', 'propose', 'will', 'believe', 'forecast', 'estimate', 'target', 'outlook', 'guidance' and other similar expressions within the meaning of securities laws of applicable jurisdictions and include, but are not limited to, the outcome and effects of the Entitlement Offer and the use of proceeds. You are cautioned not to place undue reliance on forward looking statements. The statements, opinions and estimates in this Presentation are based on assumptions and contingencies subject to change without notice, as are statements about market and industry trends, projections, guidance and estimates.

The forward looking statements contained in this Presentation are not guarantees or predictions of future performance and involve known and unknown risks and uncertainties and other factors, many of which are beyond the control of ASX Limited, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct. Refer to the 'Key Risks' section of this Presentation for a summary of certain general and ASX Limited specific risk factors that may affect ASX Limited. There can be no assurance that actual outcomes will not differ materially from these forward-looking statements. A number of important factors could cause actual results, achievements or performance to differ materially from the forward looking statements, including the risk factors set out in this Presentation. Investors should consider the forward looking statements contained in this Presentation in light of those disclosures. The forward looking statements are based on information available to ASX Limited as at the date of this Presentation.

Except as required by law or regulation (including the ASX Listing Rules), ASX Limited undertakes no obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward looking statements.

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Investors should note that past performance, including past share price performance and pro forma historical information in this Presentation, is given for illustrative purposes only and cannot be relied upon as an indicator of (and provides no guidance as to) future ASX Limited performance including future share price performance. The pro forma historical information is not represented as being indicative of ASX Limited's views on its future financial condition and/or performance.

Disclaimer

Disclaimer

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The underwriter and its advisers, affiliates, related bodies corporate, directors, officers, partners, employees and agents make no recommendations as to whether you or your related parties should participate in the Entitlement Offer nor do they make any representations or warranties to you concerning the Entitlement Offer, and you represent, warrant and agree that you have not relied on any statements made by the underwriter, or its advisers, affiliates, related bodies corporate, directors, officers, partners, employees or agents in relation to the Entitlement Offer and you further expressly disclaim that you are in a fiduciary relationship with any of them.

Statements made in this Presentation are made only as the date of this Presentation. The information in this Presentation remains subject to change without notice. ASX Limited reserves the right to withdraw the Entitlement Offer or vary the timetable for the Entitlement Offer without notice.

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Executive summary

- Entitlement offer
- Use of proceeds and rationale
- Financial update
- Summary of key risks
- Q&A

Appendices

- i. Key risks
- ii. International selling restrictions
- iii. Restrictions on eligibility to exercise and trade entitlements
- iv. Contacts

Executive summary

Equity raising	<ul style="list-style-type: none">• Fully underwritten pro rata accelerated renounceable entitlement offer to raise gross proceeds of approximately \$553 million• Entitlements offered on a 2 for 19 basis at \$30.00 per share (approximately 18.4 million new shares) to eligible shareholders<ul style="list-style-type: none">– implies a 15.0% discount to the Theoretical Ex-Rights Price (TERP)¹• Shares issued under the Entitlement Offer will be entitled to receive the final dividend for the year ending 30 June 2013
Use of proceeds	<ul style="list-style-type: none">• Proceeds will be used to:<ul style="list-style-type: none">– contribute \$200 million additional equity to ASX Clear (Futures) – the clearing facility and central counterparty for all futures, options on futures and ASX listed CFDs– replace the existing \$250 million unsecured, non-recourse debt facility of ASX Clearing Corporation (a wholly owned subsidiary of ASX Limited) with equity capital– fund current and future growth initiatives and support other licensed subsidiaries of ASX
Rationale for the Entitlement Offer	<ul style="list-style-type: none">• ASX expects that the investment of additional equity in ASX Clear (Futures) will enable it to meet emerging international capital standards for central clearing counterparties, which are anticipated to be higher than previous standards• Proactive investment in ASX's clearing houses will provide Australia's financial markets with robust infrastructure and strengthen the position of ASX Clear (Futures) to compete on a global basis

Notes:

1. Theoretical Ex-Rights Price (TERP) is the theoretical price at which ASX shares should trade immediately after the ex-date for the Entitlement Offer. TERP is a theoretical calculation only: the actual price at which ASX's shares will trade immediately after the ex-date will depend on many factors and may not be equal to TERP. TERP is calculated with reference to ASX's closing share price on Friday 7 June 2013.

Executive summary

Financial update

- Unaudited results for the 11 months to 31 May 2013
 - revenue: \$562.0 million
 - EBITDA: \$429.5 million
 - statutory and underlying NPAT: \$318.7 million
- ASX expects to report statutory and underlying NPAT of approximately \$346 million for the year ending 30 June 2013
 - 2H FY2013 statutory and underlying NPAT expected to be approximately \$175 million, up 5.7% on 2H FY2012 underlying NPAT
 - assumes no material change in market activity levels and no material counterparty default or other material adverse events in ASX's business activities for the remainder of the financial year¹
- Adjusted for the Entitlement Offer and other significant changes, pro forma 31 December 2012 equity of \$3,591.1 million²
- ASX intends to pay out 90% of 2H FY2013 underlying NPAT as a FY2013 final dividend
 - based on the expected statutory and underlying NPAT for 2H FY2013 and the expanded number of shares on issue, ASX expects the FY2013 final dividend to be approximately \$0.81 per share
- The DRP will not be activated for the FY2013 final dividend

Notes:

1. Note investors should refer to the Key Risks set out in Appendix i.
2. See page 26 for details of the pro forma impact of the Entitlement Offer and other significant changes.

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Overview of the Entitlement Offer¹

Offer size	<ul style="list-style-type: none"> Fully underwritten 2 for 19 pro rata accelerated renounceable entitlement offer with retail entitlements trading² to raise approximately \$553 million Approximately 18.4 million new ASX shares (New Shares) to be issued (10.5% of existing issued capital)
Offer Price	<ul style="list-style-type: none"> \$30.00 per New Share, representing a: <ul style="list-style-type: none"> – 16.3% discount to last closing price of \$35.84 per share; – 15.0% discount to TERP³
Institutional offer	<ul style="list-style-type: none"> Institutional Entitlement Offer open to eligible institutional shareholders from 9am, Tuesday 11 June 2013 to 11am, Wednesday 12 June 2013 Institutional entitlements not taken up and entitlements of ineligible institutional shareholders will be placed into the institutional shortfall bookbuild to be conducted 4.30pm, Wednesday 12 June 2013 to 11am, Thursday 13 June 2013
Retail offer	<ul style="list-style-type: none"> Retail Entitlement Offer open to eligible retail shareholders in Australia and New Zealand from Monday 17 June 2013 to Friday 5 July 2013 Retail entitlements trade on market from Friday, 14 June 2013 to Friday 28 June 2013² Retail entitlements not taken up and entitlements of ineligible retail shareholders will be placed into the retail shortfall bookbuild to be conducted on Wednesday 10 July 2013
Ranking	<ul style="list-style-type: none"> New Shares will rank equally with existing shares from the date of allotment, including the right to receive the final dividend for the year ended 30 June 2013
Record date	<ul style="list-style-type: none"> 7:00pm on Friday 14 June 2013
Underwriting	<ul style="list-style-type: none"> Fully underwritten

Notes:

1. All times refer to Australian Eastern Standard Time. Dates and times are indicative only and are subject to change.
2. Refer to page 50 for restrictions on eligibility criteria to trade and exercise entitlements.
3. Theoretical Ex-Rights Price (TERP) is the theoretical price at which ASX shares should trade immediately after the ex-date for the Entitlement Offer. TERP is a theoretical calculation only: the actual price at which ASX's shares will trade immediately after the ex-date will depend on many factors and may not be equal to TERP. TERP is calculated with reference to ASX's closing share price on Friday 7 June 2013.

Key dates¹

Event	Date
Trading halt commences	Tuesday, 11 June 2013
Institutional Entitlement Offer	Tuesday, 11 June 2013 (9am) – Wednesday, 12 June 2013 (11am)
Institutional shortfall bookbuild	Wednesday, 12 June 2013 (4.30pm) – Thursday, 13 June 2013 (11am)
Trading halt lifted, existing shares recommence trading	Friday, 14 June 2013
Retail entitlements commence trading on deferred settlement basis	Friday, 14 June 2013
Record date	Friday, 14 June 2013 (7pm)
Retail Entitlement Offer opens	Monday, 17 June 2013
Retail Entitlement Offer booklet despatched, retail entitlements allotted	Thursday, 20 June 2013
Retail entitlements commence trading on normal settlement basis	Friday, 21, June 2013
Settlement of Institutional Entitlement Offer	Friday, 21 June 2013
Allotment of Institutional Entitlement Offer	Monday, 24 June 2013
Retail entitlements trading on market ends	Friday, 28 June 2013
New shares under Retail Entitlement Offer commence trading on deferred settlement basis	Monday, 1 July 2013
Retail Entitlement Offer closes	Friday, 5 July 2013 (5pm)
Retail shortfall bookbuild	Wednesday, 10 July 2013
Settlement of Retail Entitlement Offer	Monday, 15 July 2013
Allotment of Retail Entitlement Offer	Tuesday, 16 July 2013
Despatch of holding statements	Tuesday, 16 July 2013
New shares under Retail Entitlement Offer commence trading on a normal settlement basis	Wednesday, 17 July 2013
Retail Premium (if any) despatched	Thursday, 18 July 2013

Notes: 1. All times refer to Australian Eastern Standard Time. Dates and times are indicative only and are subject to change.

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Use of proceeds

Sources of funds (\$ millions)		Uses of funds (\$ millions)	
Proceeds of the Entitlement Offer (net of costs)	539 ¹	Investment in ASX Clear (Futures)	200
		Repay non-recourse debt facility	250
		General corporate purposes	89 ¹
Total	539		539

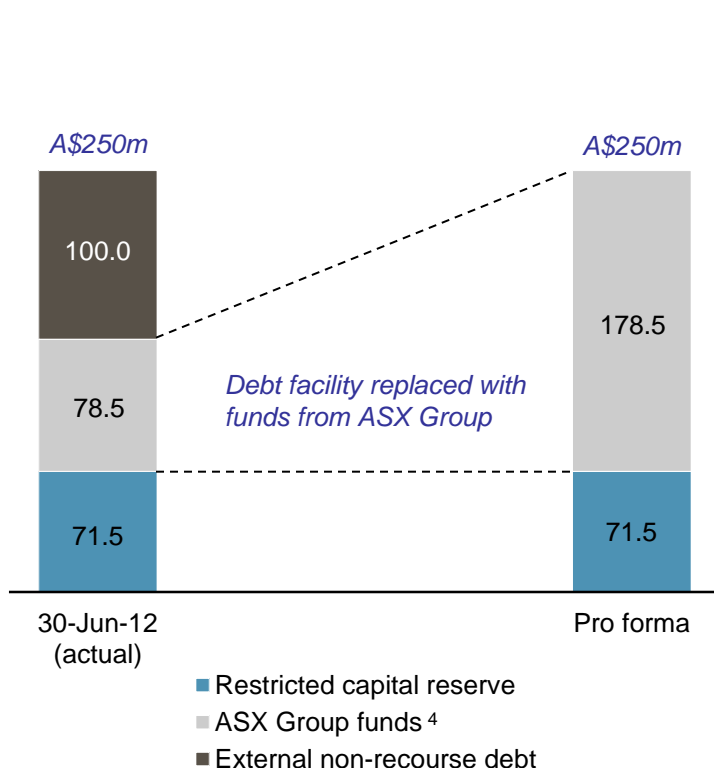
- ❑ Materially strengthens the capital position of both of ASX's clearing houses
 - further strengthens Australia's central clearing infrastructure
 - eliminates refinancing risk and increases financial flexibility
 - better positions ASX to compete on a global basis
- ❑ Post the Entitlement Offer, ASX Group will have an additional \$289 million in cash
 - \$200 million committed to ASX Clear (Futures)
 - \$89 million of cash available for general corporate purposes

Notes:

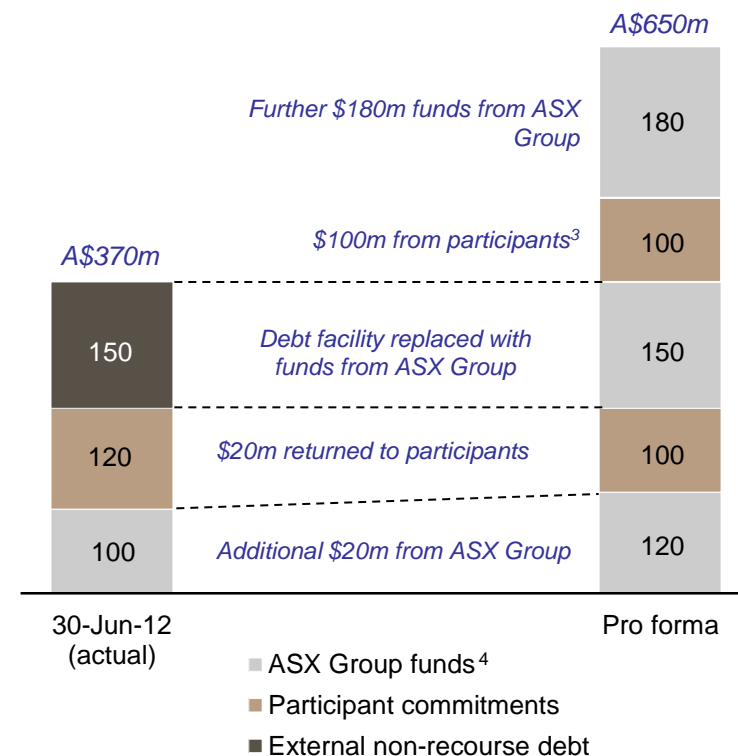
1. Does not include expected tax benefit of \$4.1 million

Clearing house funded financial resources

ASX Clear default fund (\$ millions)¹
(over and above participants' collateral)



ASX Clear (Futures) default fund (\$ millions)²
(over and above participants' collateral)



Order of application

Notes:

- ASX Clear is Australia's clearing facility and central counterparty for ASX listed securities, including cash market securities and predominantly equity-related derivatives (comprising exchange traded options and futures).
- ASX Clear (Futures) is the clearing facility and central counterparty for all futures, options and ASX listed CFDs in interest rate, equity, energy and commodity products that are traded on ASX Trade24.
- On launch of the OTC derivatives clearing service, OTC participant commitments will initially be less than \$100m and will increase as participants are admitted.
- ASX Group funds include equity and subordinated debt.

- **ASX expects that the investment of additional equity in ASX Clear (Futures) will enable it to meet emerging international capital standards for central clearing counterparties**
 - ASX's clearing houses comply with RBA's Financial Stability Standards (FSS) which today require 'Cover 1' financial resources – the ability of the CCP to withstand the default of the clearing participant (and its affiliates) to which it has the largest credit exposure
 - Under anticipated EU regulations, 'Cover 2' is expected to apply to ASX Clear (Futures) – this requires CCP financial resources to withstand the default of the two clearing participants (and their affiliates) to which it has the largest credit exposures
 - Cover 2 is expected to require total funds in ASX Clear (Futures) of \$650 million, with \$450 million provided by ASX and \$200 million to be provided by clearing participants
 - Australia's FSS may need to be changed to obtain positive equivalence by the European Commission with regard to Cover 2 for ASX Clear (Futures)
 - ASX Clear (Futures) will apply to the European Securities and Markets Association (ESMA) for recognition to enable continued services to EU clearing participants. Application is due by 15 September 2013. Once lodged ESMA has 9 months to make a decision. Until an ESMA decision is made ASX Clear (Futures) can continue to provide clearing services to EU clearing participants
 - No requirement for ASX Clear to address EU Cover 2

- ❑ **Proactively strengthens ASX's clearing infrastructure in a globally competitive environment**
 - robust financial infrastructure to support Australia's financial markets
 - more attractive clearing counterparty for global customers
 - positions ASX for growth in both OTC clearing and futures clearing against an emerging international regulatory agenda which is expected to require Cover 2 financial resources

- ❑ **Strong support for investment program from Australian investors and ASX clients**
 - OTC derivatives clearing – 7 foundation customers, with foundation program re-opened
 - client clearing – 9 asset managers, with approximately \$750 billion under management, support design effort
 - collateral management – 12 foundation customers

- ❑ **Post the Entitlement Offer, ASX expects that its clearing houses will be sufficiently capitalised to satisfy reasonably foreseeable market growth and regulatory outcomes**
 - no immediate requirement for ASX's clearing participants to commit additional funds beyond commitments already made

International regulatory framework

- ❑ The regulatory framework for Central Clearing Counterparties (CCPs) is continuing to evolve, with potential consequences for ASX's CCPs – in particular ASX Clear (Futures)

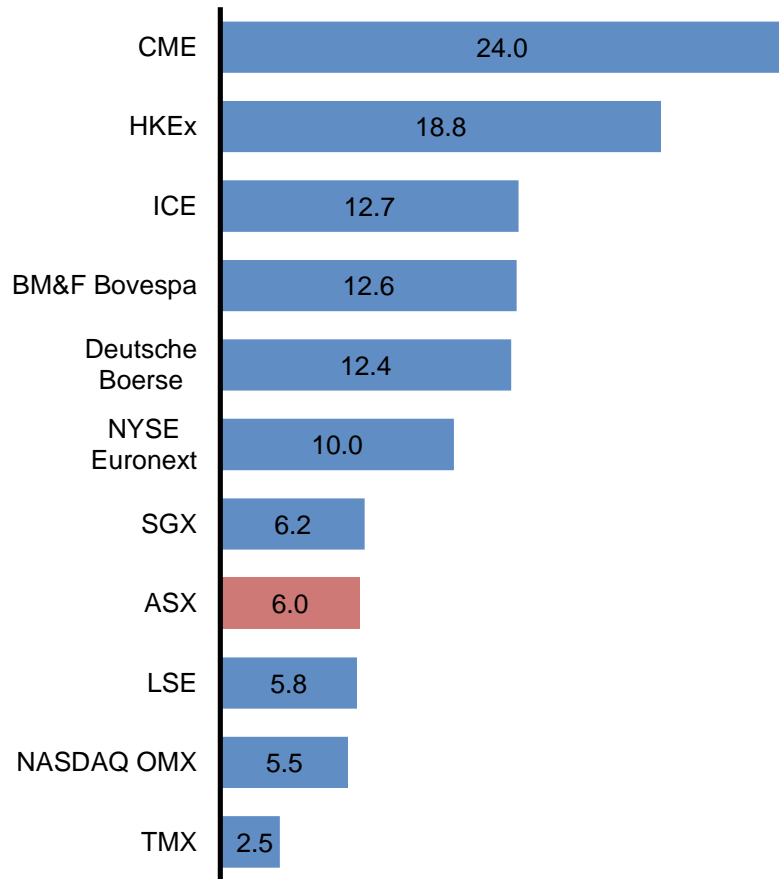
	European Union (EU)	USA
Why compliance is relevant to ASX	<ul style="list-style-type: none"> Local branches of EU banks can only continue to use ASX Clear (Futures) if it is recognised by the European Securities and Markets Authority (ESMA) 	<ul style="list-style-type: none"> ASX Clear (Futures) will need registration or exemption from US Derivative Clearing Organisation (DCO) requirements to clear swaps¹ to US Persons¹ or where there is sufficient US nexus
Preconditions for ASX to comply	<ul style="list-style-type: none"> The European Commission (EC) assesses the Australian regulatory framework for CCPs as "materially equivalent" in terms of soundness and efficiency of supervision A positive assessment of "materially equivalent" may require: <ul style="list-style-type: none"> RBA's Financial Stability Standards to be changed with regard to "Cover 2" ESMA to impose a Cover 2 condition on ASX Clear (Futures) Further conditions as set out in the EC memo of 13 May 2013 	<ul style="list-style-type: none"> Extension of dealer-to-dealer clearing to client clearing Development of comprehensive rules, documentation, policies, processes and procedures Resolution of conflicts between: <ul style="list-style-type: none"> DCO rules and requirements; and requirements of Australian regulators (APRA, ASIC, RBA) for ASX and its clearing members (e.g. Australian banks) Currently DCO requirement to meet "Cover 2" does not apply
Next steps & timing	<ul style="list-style-type: none"> ASX Clear (Futures) to lodge recognition application with ESMA by 15 September 2013 ESMA has 9 months from lodgement to make a decision EC "material equivalence" assessment runs in parallel with ESMA recognition 	<ul style="list-style-type: none"> ASX implementation of Australian client clearing CFTC clarification of registration and exemption requirements and processes ASX development of DCO rules, documentation, policies, processes and procedures Formal DCO application

Notes:

1. As defined by the US Commodities Futures Trading Commission.

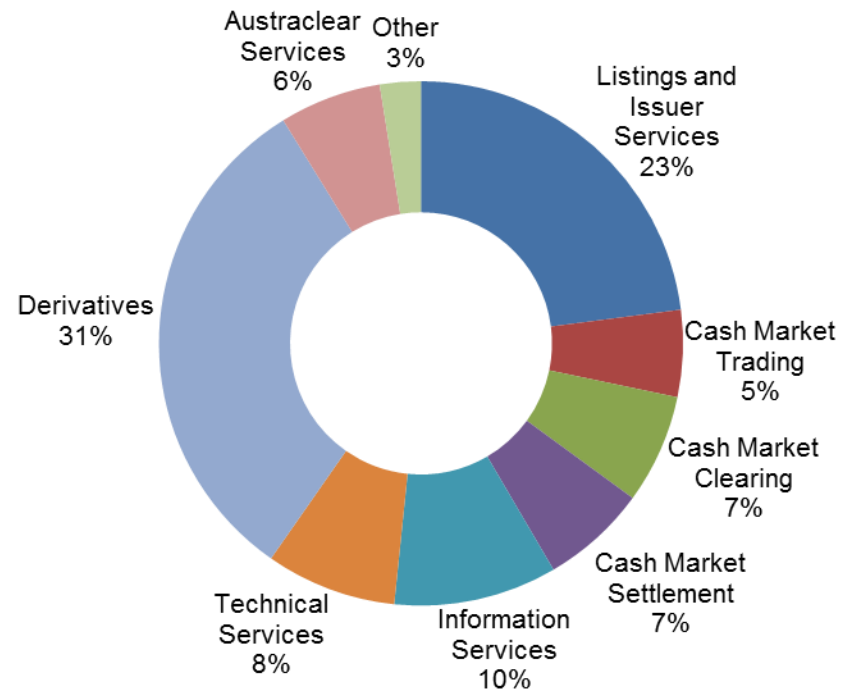
Strength of ASX business model

Market Capitalisation at 7 June 2013 (US\$bn)



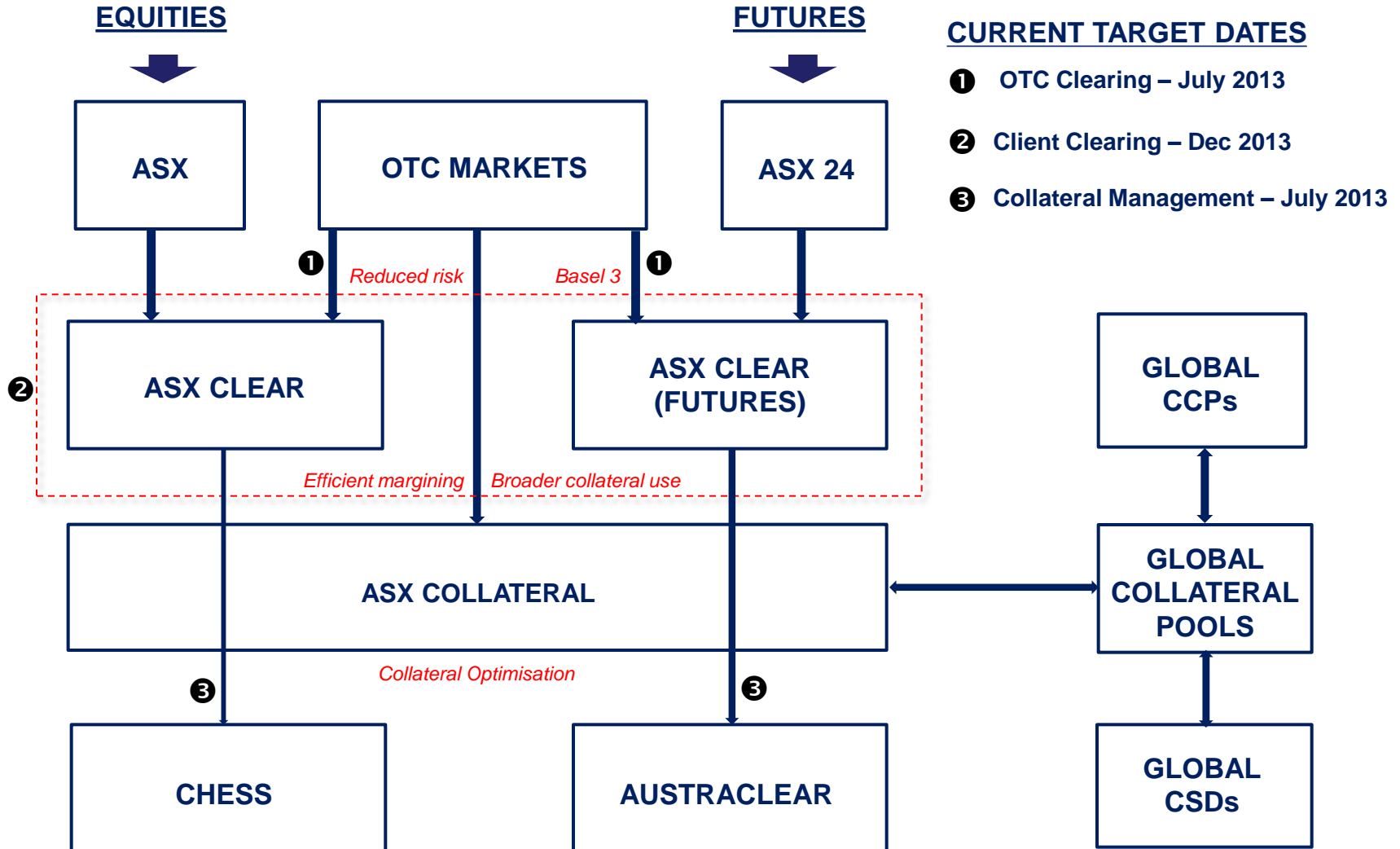
Source: Datastream

ASX revenue mix for 11 months to 31 May 2013



Source: ASX Limited

Post-Trade Services Innovation



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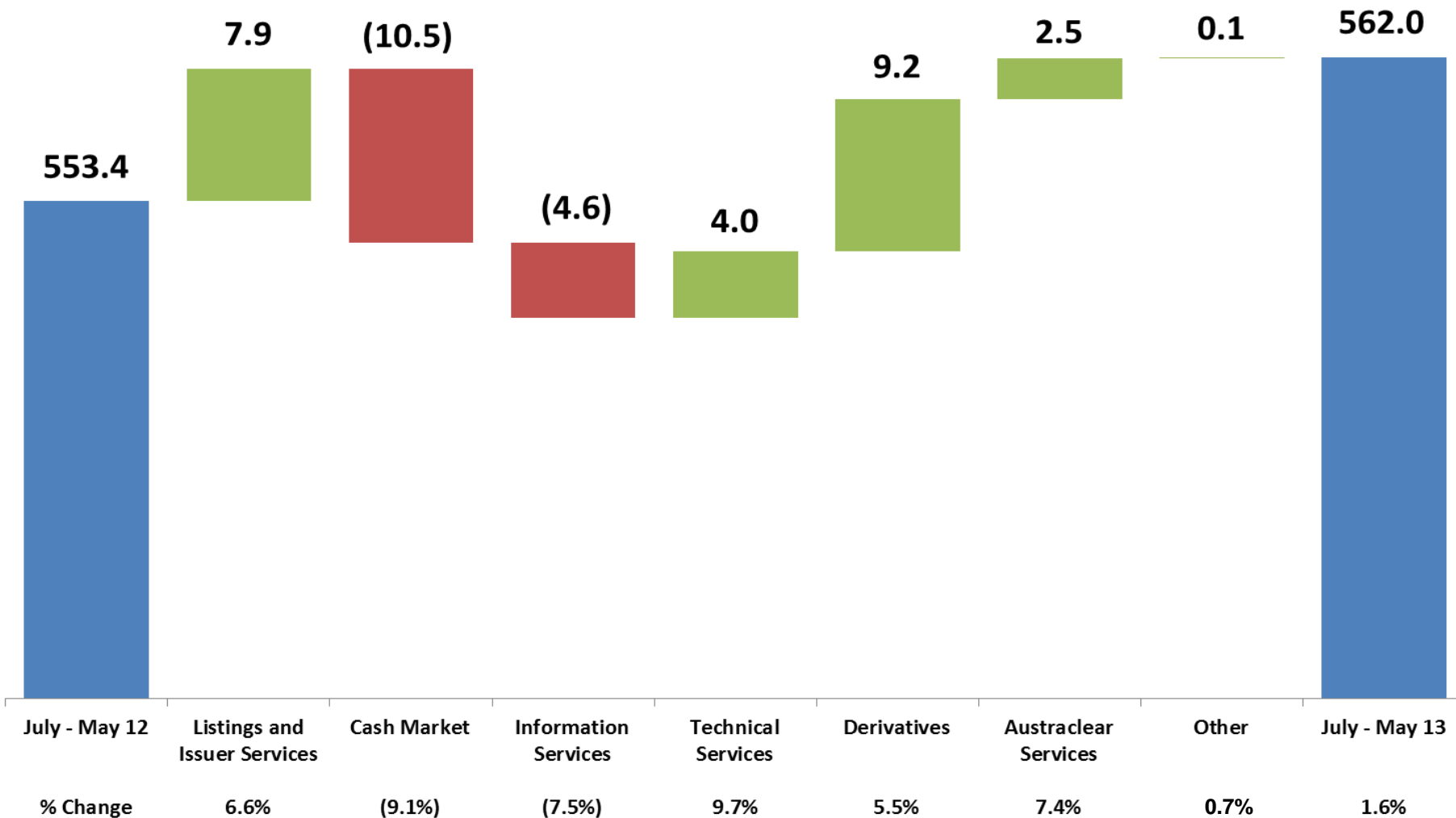
Financial update

(A\$ million)	9 months to March 2013 (unaudited)	11 months to 31 May 2013 (unaudited)	FY13 guidance ¹
Operating Revenue	457.1	562.0	
Cash Operating Expenses	107.5	132.5	
EBITDA	349.6	429.5	
Depreciation and Amortisation	22.9	27.8	
EBIT	326.7	401.7	
Interest and Dividend	42.5 ²	50.4 ²	
Profit Before Tax	369.2	452.1	
Income Tax Expense	(108.5)	(133.4)	
Underlying Net Profit	260.7	318.7	~346
Significant Items After Tax	0.0	0.0	
Statutory Net Profit	260.7	318.7	~346

Notes:

1. Subject to no material change in market activity levels and no material counterparty defaults or other material adverse events in ASX's business activities for the remainder of the financial year.
2. Includes \$9.4 million in dividends received from ASX's investment in IRESS Limited. No dividend expected in quarter to 30 June 2013.

Revenue growth 11 months to 31 May 2013



Notes:

1. All amounts are in \$ millions

Update on market activity levels

	11 months to May 2013	11 months to May 2012
Listings and Issuer Services		
New listed entities admitted	74	92
Total listed entities (at end of month)	2,186	2,222
Initial capital raised (\$million)	\$7,562	\$8,491
Secondary capital raised includes scrip for scrip (\$million)	\$34,045	\$35,791
Total capital raised (\$million)	\$41,607	\$44,282
Number of CHESS Holding Statements issued	10,354,414	10,441,229
Cash Markets		
Total cash market trades	156,751,587	152,393,880
Average daily cash market trades	672,754	654,051
Cash Market Value		
Open trading (\$billion)	\$584.859	\$669.486
Auctions trading (\$billion)	\$133.305	\$134.044
Centre Point (\$billion)	\$33.526	\$17.807
Trade reporting (\$billion)	\$202.256	\$280.870
Total cash market value (\$billion)	\$953.946	\$1,102.207
Average daily value (\$billion)	\$4.094	\$4.731
Average value per trade (\$)	\$6,086	\$7,233
Velocity of cash market trading* (value traded is annualised on the year-to-date number)	85%	98%
ASX share of on-market trading	94.9%	99.2%
*Velocity includes value traded on all venues as a percentage of total market capitalisation		

Source: ASX Activity Reports and ASX records

Update on market activity levels

	11 months to May 2013	11 months to May 2012
ASX Derivatives		
Total Equity Options & Index Futures & Options	144,975,193	150,999,577
Average daily contracts	622,211	648,067
ASX 24 Derivatives		
Futures – Total contracts	97,417,588	90,026,128
Options on Futures – Total contracts	3,914,918	2,676,477
Total Futures & Options on Futures contracts	101,332,506	92,702,605
Average daily contracts – futures and options	431,202	394,479
Austraclear		
Total transactions	1,427,111	1,468,051
Holding balance – period end (\$billion)	1,397.8	1,322.9
Technical Services		
No. of ASX Net Connections - period end	110	129
No. of ASX Net Service Feeds - period end	355	272
No. of Australian Liquidity Centre service connections - period end	408	122
No. of Cabinets hosted - period end	120	87
No. of ASX Gateways / Liquidity Cross Connects - period end	326	380
No. of ASX 24 Gateways / Liquidity Cross Connects - period end	478	498
Collateral Balances (at end of month)		
Margins held on balance sheet – ETOs & Index Options (\$billion)	0.4	0.3
Margins held on balance sheet – Futures & Options (\$billion)	3.6	2.5
Collateral held off balance sheet (equities and guarantees) (\$billion)	4.0	3.9

Source: ASX Activity Reports and ASX records

Illustrative pro forma financial impacts

- The table below provides an overview of the pro forma financial impact on ASX's underlying NPAT had the Entitlement Offer taken place at 1 July 2012
- The information is illustrative only and is based on a number of assumptions and estimates set out below

<i>\$ millions</i>		Assumptions
FY13 underlying NPAT guidance	~\$346	
Full year interest saving on the \$250m debt facility	\$13.8	YTD FY13, interest cost has been ~5.5%
Full year interest return on \$289m of incremental cash	\$10.4	YTD FY13, ASX has earned ~3.6% on its cash
Tax impact on above @ 30%	(\$7.3)	
Pro forma FY13 underlying NPAT guidance	~\$362.9	
Shares on issue post Entitlement Offer	193.6 million	

- Given the timing of the Entitlement Offer with respect to the end of ASX's financial year, the impact on FY2013 statutory reported EPS will be immaterial

Pro forma impact on ASX balance sheet

\$ millions	31 Dec 2012	Significant Movements Post 31 Dec 2012 ¹	Impact of the Entitlement Offer ²	Pro forma 31 Dec 2012
Assets				
Cash and funds on deposit	3,097.3	(55.0)	289.3	3,331.6
Other current assets	1,480.8	–	–	1,480.8
Total current assets	4,578.1	(55.0)	289.3	4,812.4
Non-current assets				
Intangible assets	2,325.3	55.0	–	2,380.3
Other non-current assets	264.6	-	–	264.6
Total non-current assets	2,589.9	55.0	–	2,644.9
Total assets	7,168.0	–	289.3	7,457.3
Liabilities and equity				
Total current liabilities	3,737.6	–	–	3,737.6
Non-current liabilities				
Borrowings	250.0	–	(250.0)	–
Other non-current liabilities	132.7	–	(4.1)	128.6
Total non-current liabilities	382.7	–	(254.1)	128.6
Total liabilities	4,120.3	–	(254.1)	3,866.2
Net assets	3,047.7		543.4	3,591.1
Equity				
Issued capital	2,483.2	–	543.4	3,026.6
Retained earnings and reserves	564.5	–	–	564.5
Total equity	3,047.7	–	543.4	3,591.1

Notes:

1. Significant movement relates to the acquisition of d-cyphaTrade Limited on 31 May 2013. A provisional amount of \$55 million has been allocated to intangible assets. A final assessment of the purchase price allocation, the fair value of assets and liabilities acquired and any earnings impact is yet to be undertaken.
2. An amount of \$553 million is assumed to be raised by the Entitlement Offer. Costs of the Entitlement Offer estimated at \$13.7 million have been deducted from equity, net of expected tax benefit of \$4.1 million.

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Summary of key risks

- ❑ **The Entitlement Offer and the New Shares will be subject to a number of risks including:**
 - Risks associated with the operation of clearing facilities, such as:
 - clearing default, credit and liquidity risk
 - investment of cash collateral held
 - regulatory risks to the clearing houses
 - Risks associated with ASX operations, such as:
 - impact of economic environment on market activity levels
 - operational and technology risk in provision of these services
 - regulatory risks to the market operator
 - risks associated with ASX's supervisory role in relation to the ASX Listing Rules
 - Risks associated with the global exchange sector, such as:
 - increased or additional competition
 - changes to regulatory requirements including separate default funds for OTC and Futures or increased regulatory capital requirements
 - Risks associated with an investment in equity capital, such as those relating to general economic and market factors
- ❑ **See Appendix i for details of key risks**

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ASX Limited
ABN 98 008 624 691



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❑ Clearing default risk

- Our clearing house subsidiaries, ASX Clear Pty Limited and ASX Clear (Futures) Pty Limited act as the central counterparty for transactions entered into by their clearing participants. These entities have credit exposure to those clearing participants, who may encounter economic difficulties, which could result in bankruptcy and failure. We enforce minimum financial and operational criteria for participant eligibility, require participants to provide collateral, hold pre-funded financial resources and maintain established risk policies and procedures to ensure that the counterparty risks are properly monitored and pro-actively managed. However, none of these measures provides absolute assurance against experiencing financial losses from defaults by our counterparties on their obligations. No guarantee can be given that the collateral provided will at all times be sufficient.

❑ Investment of cash collateral held

- In addition to our own cash, we hold a substantial amount of cash lodged by clearing participants and invest these assets in accordance with our guidelines in order to have the cash available to return to clearing participants when required to meet clearing participant default liquidity requirements, and provide a return on the funds invested. Our clearing houses have an obligation to return margin payments and guarantee fund contributions to clearing participants once the relevant clearing member's exposure to the clearing house no longer exists. If the investment principal amount decreases in value, our clearing houses will be liable for the shortfall.

□ Regulatory risks to the market operator and clearing houses

Regulation affecting our business

- We operate in a highly regulated environment and are subject to extensive regulation. As the operator of licensed markets and clearing and settlement facilities, we are regulated by ASIC and the Reserve Bank of Australia (RBA). As a matter of public policy, the regulation to which we are subject is designed to safeguard the integrity of the securities and other financial markets and to protect the interests of investors.
- As holders and operators of clearing and settlement facilities, we are required to comply with the Financial Stability Standards set by the RBA. The RBA may change the Financial Stability Standards and require the clearing houses to hold a higher level of capital or require ASX to provide more capital to the clearing houses.
- ASIC and RBA are vested with broad enforcement powers, including powers to censure, fine, prohibit us from engaging in some of our operations or suspend or revoke one or more of our market licenses and clearing and settlement licenses or to suspend or limit our operations or services for periods of time due to factors that may extend beyond regulatory compliance and which could include systems or operational issues experienced by regulatory agencies or third parties. In the case of actual or alleged noncompliance with regulatory requirements, we could be subject to investigations and administrative or judicial proceedings that may result in substantial penalties, including revocation of licenses. Any such investigation or proceeding, whether successful or unsuccessful, would result in substantial costs and diversions of resources and could adversely affect our business, financial condition and operating results. Furthermore, action by any of our regulators requiring us to limit or otherwise change our operations, or prohibiting us from engaging in certain activities, could materially adversely affect our business, financial condition and operating results.
- Any potential rules concerning market access, algorithmic (high-frequency) trading, alternative trading systems (such as dark pools), and other market structure issues could change the competitive landscape and have a material impact on our business.
- As the scope of our business expands, we may also become subject to oversight by other regulators. In addition, there has been and may continue to be increasing demand for more regulation and stricter oversight, which could cause excessive regulatory burdens. Our ability to comply with applicable laws and rules will largely depend on our establishment and maintenance of appropriate systems and procedures, as well as our ability to attract and retain qualified personnel.

□ Regulatory risks to the market operator and clearing houses

Regulation of market participants

- We rely on members of our trading community to maintain markets and add liquidity, and in general, our business depends in part on the roles and activities conducted by market participants.
- Our market participants operate in a highly regulated industry. ASIC, APRA and other regulatory authorities could impose regulatory changes that could adversely impact the ability of our market participants to use our markets. Regulatory changes could result in the loss of a significant number of market participants or a reduction in trading activity on our markets and this could materially adversely affect our business, financial condition and operating results.

□ Impact of economic environment on market activity

- Our business, financial condition and operating results are highly dependent on the levels of market activity on our exchanges and in particular upon the volume of financial instruments traded, the number of listed issuers, the number of new listings, the number of traders in the market and similar factors. Among other things, we are dependent upon the relative attractiveness of securities and derivatives traded on our exchange, and the relative attractiveness of the exchanges as a place to trade any such securities and derivatives as compared to other exchanges and other trading vehicles. We have no direct control over these variables. Instead the variables are influenced by economic, political and market conditions in Australia and elsewhere in the world that are beyond our control.
- General economic conditions affect the overall level of trading activity for derivatives and securities and new listings in securities markets, which directly impact our operating results. A significant portion of our revenue depends, either directly or indirectly, on transaction-based fees that, in turn, depend on our ability to attract and maintain order flow. Adverse economic conditions may result in a decline in trading volume and demand for market data and a deterioration of the economic welfare of our listed companies, which may adversely affect our revenues and future growth.
- We also generate a significant portion of our revenues from listing fees. Poor economic conditions, industry-specific circumstances, capital market trends, the mergers and acquisitions environment and regulatory requirements may also negatively impact new listings by reducing the number or size of securities offerings, or subsequent equity issues by listed entities.
- Global market conditions have been difficult and volatile in recent years. While volatile markets can generate increased transaction volumes, prolonged poor economic conditions can adversely affect trading volumes and the demand for market data, and can lead to slower collections of accounts receivable as well as increased counterparty risk.
- Other factors may influence the level of market activity including:
 - terrorism and war;
 - concerns over inflation;
 - changes in government monetary policy;
 - the availability of short-term and long-term funding and capital;
 - the availability of alternative investment opportunities;
 - legislative and regulatory changes;
 - perceived attractiveness, or lack of attractiveness of Australian capital markets; and
 - unforeseen market closures or other disruptions in trading.
- If levels of trading are adversely affected by any of these factors then our business, financial condition and results could also be materially adversely affected.

Key risks

□ Operational and technology risk in provision of services

- Our business depends on the performance, integrity and reliability of complex computer and communications systems. Heavy use of our platforms and systems during peak trading times or at times of unusual market volatility could cause our systems to operate slowly or even to fail for periods of time. If our systems cannot expand to cope with increased demand or otherwise fail to perform, we could experience unanticipated disruptions in service, slower response times and delays in the introduction of new products and services. Our systems capacity requirements could grow significantly in the future as a result of a variety of factors. Our failure to maintain systems or to ensure sufficient capacity may also result in trade outages, lower trading volumes, financial losses, decreased customer service and satisfaction, regulatory sanctions and disruption to our reporting functions.
- Systems failures could be caused by, among other things, periods of insufficient capacity or network bandwidth, power or telecommunications failures, acts of God or war, terrorism, human error, natural disasters, fire, sabotage, hardware or software malfunctions or defects, complications experienced in connection with system upgrades, computer viruses, intentional acts of vandalism and similar events over which we have little or no control.
- Our systems may be adversely affected by failures of third party systems and other trading systems, as a result of which we may be required to suspend trading activity in particular securities or, under certain circumstances, unwind trades.
- If we cannot expand system capacity and performance to handle increased demand and any increased regulatory requirements, or if our systems otherwise fail to perform and we experience disruptions in service, slower response times or delays in introducing new products and services, then we could incur reputational damage, regulatory sanctions, litigation, loss of trading share, loss of trading volume and loss of revenues, any of which could materially adversely affect our business, financial condition and operating results.
- We rely on third parties for certain technology and other services. For example, we rely on the technology platforms provided by third parties to deliver services such as OTC clearing and collateral management. We also rely on a number of third party proprietary interfaces and protocols to enable our clients to connect to us. If any of these third parties experience difficulties, materially change their business relationship with us or are unable for any reason to perform their obligations, this could materially adversely affect our business, financial condition and operating results and our reputation.

□ Risks of not properly supervising compliance with ASX Operating Rules

- We have responsibility for monitoring and enforcing compliance with the ASX Operating Rules (including the Listing Rules). This function is performed on behalf of ASX by ASX Compliance which is a separate subsidiary with responsibility for performing the oversight role of supervising listed entities. In some circumstances, there may be a conflict of interest between these regulatory responsibilities and the interests of ASX. ASX has a conflict handling framework in place to ensure that relevant compliance and enforcement decisions under its various Operating Rules (including its Listing Rules) are made by ASX Compliance without inappropriate intervention or interference by other business units within ASX. However, any failure to diligently and fairly exercise our regulatory responsibilities could significantly harm our reputation, prompt regulatory scrutiny and materially adversely affect our business, financial condition and operating results.

□ Competition

- We face competition domestically and internationally for listings and trading of cash equities, exchange-traded funds, structured products, futures, options and other derivatives and clearing services. We expect competition in our industry to intensify. Increased competition from existing and new competitors could cause us to experience a decline in our share of listing, trading and/or clearing and settlement activity or impact the prices that we charge for these services or both. If some of our competitors acquire, are acquired by or merge with other exchange groups, this could negatively impact our ability to compete with these parties given their increased financial and operational scale.
- Recent trends towards the liberalisation and globalisation of world capital markets have resulted in greater mobility of capital, greater international participation in local markets and more competition among markets in different geographical areas. As a result, global competition among listing venues, trading markets, other execution venues and clearing houses has increased.
- Our current and prospective competitors are numerous and include both traditional and non-traditional trading venues. These include regulated markets, alternative trading systems, market makers, banks, brokers and other financial market participants. Some of these competitors are among our largest customers or are owned by our customers. We also face significant and growing competition from financial institutions that have the ability to divert trading volumes from us. For example, banks and brokers may assume the role of principal and act as counterparty to orders originating from their customers, thus “internalising” order flow that would otherwise be transacted on one of our exchanges. Banks and brokers may also enter into bilateral trading arrangements by matching their order flows, depriving our exchanges of potential trading volumes. We may face competition from new entrants into our markets, as well as from existing market participants such as banks and liquidity providers who sponsor new initiatives.
- We may face competitive disadvantages if we do not receive necessary regulatory approvals for new business initiatives. If we fail to compete successfully, our business, financial condition and operating results may be materially adversely affected.
- Exchange traded markets are undergoing a period of profound structural change. We are conscientious in evaluating our strategic and competitive options in that environment. In the future, we may make acquisitions and enter into partnerships, joint ventures and other strategic investments or alliances, some of which may be material. We cannot give any assurance that we will complete any business combination, acquisition, partnership, joint venture or strategic investment or alliance that we announce. Completion of these transactions is usually subject to regulatory approvals, over which we have limited or no control.

- ❑ **Risk that our clearing houses may not comply with international regulatory regimes or may require further capital in order to comply**
 - The international regulatory requirements continue to change. It is possible that regulators change some of the standards that dictate the amount and composition of capital our clearing houses are required to hold in order to comply with international regulatory requirements. The international regulatory agencies could prescribe the amount of capital we provide to our clearing houses as well as the amount to be provided by clearing participants.
 - Compliance with international regulatory requirements is based on a number of factors. Whilst we may have sufficient capital in our clearing houses, we may not comply with other standards. A number of these other standards remain uncertain and may be subject to change.
 - The international regulatory requirements and how they are applied by regulators continue to evolve and change. A material change could mean that our clearing houses do not comply with international standards (or how they are applied by regulators) or that they are required to hold more capital in order to comply. For example, there may be a requirement in future for ASX Clear (Futures) to have separate default funds for exchange traded derivatives and OTC derivatives with separate capital structures. While the exact impact of such a requirement is unknown, it is possible that this would require an additional capital contribution from us to set up a separate default fund.
 - If additional large users of OTC or exchange traded derivatives become direct clearing participants, this may increase the level of capital that ASX Clear (Futures) is required to hold in order to comply with international regulatory regimes.

❑ Risks associated with investment in equity capital

- There are general risks associated with investments in equity capital. The trading price of our shares may fluctuate with movements in equity capital markets in Australia and internationally. This may result in the market price for the New Shares being less or more than the Offer Price. Generally applicable factors which may affect the market price of shares include: general movements in Australian and international stock markets; investor sentiment; Australian and international economic conditions and outlook, changes in interest rates and the rate of inflation; changes in government regulation and policies; announcement of new technologies; and geo-political instability, including international hostilities and acts of terrorism. No assurances can be given that the New Shares will trade at or above the Offer Price. None of us, our Board or any other person guarantees the market performance of the New Shares.

❑ Risk of dividends not being paid

- The payment of dividends is announced at the time of release of our half year and full year results as determined by the Board from time to time at its discretion, dependent on the profitability and cash flow of our business. While we have a stated dividend policy, circumstances may arise where we are required to reduce or cease paying dividends for a period of time.

□ Risks associated with renouncing entitlements under the Entitlement Offer

- Prices obtainable for retail entitlements may rise and fall over the entitlement trading period. If you sell your retail entitlements at one stage in the retail entitlement trading period, you may receive a higher or lower price than a shareholder who sells their entitlements at a different stage in the retail entitlement trading period or through the retail shortfall bookbuild. If you are a shareholder and renounce your entitlement by doing nothing under the Entitlement Offer, there is no guarantee that any value will be received for your renounced entitlement through the bookbuild process. The ability to sell entitlements under a bookbuild and the ability to obtain any value for them will be dependent upon various factors, including market conditions. Further, the bookbuild price may not be the highest price available, but will be determined having regard to a number of factors, including having binding and bona fide offers which, in the reasonable opinion on the underwriters, will, if accepted result in otherwise acceptable allocations to clear the entire book. To the maximum extent permitted by law, we, our underwriters and any of our or their respective related bodies corporate, affiliates, directors, officers, employees or advisers, will not be liable, including for negligence, for any failure to procure applications for New Shares or any proceeds for entitlements offered under the bookbuild at prices in excess of the offer price or at all. There is no guarantee that there will be a viable market during, or on any particular day in, the retail entitlement trading period, on which to sell retail entitlements on market. You should note that if you sell, or do not take up, all or part of your entitlement, then your percentage shareholding will be diluted by not participating to the full extent in the Entitlement Offer and you will not be exposed to future increases or decreases in our share price in respect of the New Shares which could have been issued to you had you taken up all of your entitlement. The tax consequences from selling entitlements or from doing nothing may be different. Before selling entitlements or choosing to do nothing in respect of entitlements, you should seek independent tax advice and may wish to refer to the tax disclosure contained in the retail offer booklet which will provide further information on potential taxation implications for Australian shareholders.

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International selling restrictions

This document does not constitute an offer of entitlements (Entitlements) or New Shares of the Company in any jurisdiction in which it would be unlawful. Entitlements and New Shares may not be offered or sold in any country outside Australia except to the extent permitted below.

Canada (British Columbia, Ontario and Quebec provinces)

This document constitutes an offering of Entitlements and New Shares only in the Provinces of British Columbia, Ontario and Quebec (the Provinces) and to those persons to whom they may be lawfully distributed in the Provinces, and only by persons permitted to sell such securities. This document is not, and under no circumstances is to be construed as, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons that are "accredited investors" within the meaning of NI 45-106 – *Prospectus and Registration Exemptions*, of the Canadian Securities Administrators.

No securities commission or similar authority in the Provinces has reviewed or in any way passed upon this document, the merits of the Entitlements or the New Shares or the offering of such securities and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of Entitlements or New Shares or the resale of such securities. Any person in the Provinces lawfully participating in the Entitlement Offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the Entitlements or the New Shares in the Provinces must be made in accordance with applicable Canadian securities laws which may require resales to be made in accordance with exemptions from dealer registration and prospectus requirements.

The Company, and the directors and officers of the Company, may be located outside Canada, and as a result, it may not be possible for Canadian purchasers to effect service of process within Canada upon the Company or its directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada, and as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.

Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board.

Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.

Statutory rights of action for damages and rescission

Securities legislation in certain of the Provinces may provide purchasers with, in addition to any other rights they may have at law, rights of rescission or to damages, or both, when an offering memorandum that is delivered to purchasers contains a misrepresentation. These rights and remedies must be exercised within prescribed time limits and are subject to the defenses contained in applicable securities legislation. Prospective purchasers should refer to the applicable provisions of the securities legislation of their respective Province for the particulars of these rights or consult with a legal adviser.

International selling restrictions

The following is a summary of the statutory rights of rescission or to damages, or both, available to purchasers in Ontario. In Ontario, every purchaser of the Entitlements or the New Shares purchased pursuant to this document (other than (a) a "Canadian financial institution" or a "Schedule III bank" (each as defined in NI 45-106), (b) the Business Development Bank of Canada or (c) a subsidiary of any person referred to in (a) or (b) above, if the person owns all the voting securities of the subsidiary, except the voting securities required by law to be owned by the directors of that subsidiary) shall have a statutory right of action for damages and/or rescission against the Company if this document or any amendment thereto contains a misrepresentation. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against the Company. This right of action for rescission or damages is in addition to and without derogation from any other right the purchaser may have at law. In particular, Section 130.1 of the *Securities Act* (Ontario) provides that, if this document contains a misrepresentation, a purchaser who purchases the Entitlements and the New Shares during the period of distribution shall be deemed to have relied on the misrepresentation if it was a misrepresentation at the time of purchase and has a right of action for damages or, alternatively, may elect to exercise a right of rescission against the Company, provided that:

- (a) the Company will not be liable if it proves that the purchaser purchased such securities with knowledge of the misrepresentation;
- (b) in an action for damages, the Company is not liable for all or any portion of the damages that the Company proves does not represent the depreciation in value of such securities as a result of the misrepresentation relied upon; and
- (c) in no case shall the amount recoverable exceed the price at which such securities were offered.

Section 138 of the *Securities Act* (Ontario) provides that no action shall be commenced to enforce these rights more than:

- (a) in the case of any action for rescission, 180 days after the date of the transaction that gave rise to the cause of action; or
- (b) in the case of any action, other than an action for rescission, the earlier of (i) 180 days after the purchaser first had knowledge of the fact giving rise to the cause of action or (ii) three years after the date of the transaction that gave rise to the cause of action.

These rights are in addition to and not in derogation from any other right the purchaser may have.

Certain Canadian income tax considerations. Prospective purchasers of the Entitlements and the New Shares should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding, or disposition of such securities as any discussion of taxation related matters in this document is not a comprehensive description and there are a number of substantive Canadian tax compliance requirements for investors in the Provinces.

Language of documents in Canada. Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of these securities (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. *Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.*

China

The information in this document does not constitute a public offer of the Entitlements or the New Shares, whether by way of sale or subscription, in the People's Republic of China (excluding, for purposes of this paragraph, Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan). The Entitlements and the New Shares may not be offered or sold directly or indirectly in the PRC to legal or natural persons other than directly to "qualified domestic institutional investors".

International selling restrictions

European Economic Area – Belgium, Denmark, Germany, Luxembourg and Netherlands

The information in this document has been prepared on the basis that all offers of Entitlements and New Shares will be made pursuant to an exemption under the Directive 2003/71/EC (Prospectus Directive), as amended and implemented in Member States of the European Economic Area (each, a Relevant Member State), from the requirement to produce a prospectus for offers of securities.

An offer to the public of Entitlements and New Shares has not been made, and may not be made, in a Relevant Member State except pursuant to one of the following exemptions under the Prospectus Directive as implemented in that Relevant Member State:

- to any legal entity that is authorized or regulated to operate in the financial markets or whose main business is to invest in financial instruments;
- to any legal entity that satisfies two of the following three criteria: (i) balance sheet total of at least €20,000,000; (ii) annual net turnover of at least €40,000,000 and (iii) own funds of at least €2,000,000 (as shown on its last annual unconsolidated or consolidated financial statements);
- to any person or entity who has requested to be treated as a professional client in accordance with the EU Markets in Financial Instruments Directive (Directive 2004/39/EC, MiFID); or
- to any person or entity who is recognised as an eligible counterparty in accordance with Article 24 of the MiFID.

France

This document is not being distributed in the context of a public offering of financial securities (*offre au public de titres financiers*) in France within the meaning of Article L.411-1 of the French Monetary and Financial Code (*Code monétaire et financier*) and Articles 211-1 et seq. of the General Regulation of the French *Autorité des marchés financiers* (AMF). The Entitlements and the New Shares have not been offered or sold and will not be offered or sold, directly or indirectly, to the public in France.

This document and any other offering material relating to the Entitlements and the New Shares have not been, and will not be, submitted to the AMF for approval in France and, accordingly, may not be distributed (directly or indirectly) to the public in France. Such offers, sales and distributions have been and shall only be made in France to qualified investors (*investisseurs qualifiés*) acting for their own account, as defined in and in accordance with Articles L.411-2-II-2, D.411-1, L.533-16, L.533-20, D.533-11, D.533-13, D.744-1, D.754-1 and D.764-1 of the French Monetary and Financial Code and any implementing regulation.

Pursuant to Article 211-3 of the General Regulation of the AMF, investors in France are informed that the Entitlements and the New Shares cannot be distributed (directly or indirectly) to the public by the investors otherwise than in accordance with Articles L.411-1, L.411-2, L.412-1 and L.621-8 to L.621-8-3 of the French Monetary and Financial Code.

International selling restrictions

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies Ordinance (Cap. 32) of Hong Kong (the Companies Ordinance), nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the SFO). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the Entitlements and the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO).

No advertisement, invitation or document relating to the Entitlements and the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Entitlements and the New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted Entitlements or New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Entitlement Offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

Ireland

The information in this document does not constitute a prospectus under any Irish laws or regulations and this document has not been filed with or approved by any Irish regulatory authority as the information has not been prepared in the context of a public offering of securities in Ireland within the meaning of the Irish Prospectus (Directive 2003/71/EC) Regulations 2005, as amended (the Prospectus Regulations). The Entitlements and the New Shares have not been offered or sold, and will not be offered, sold or delivered directly or indirectly in Ireland by way of a public offering, except to "qualified investors" as defined in Regulation 2(l) of the Prospectus Regulations.

Japan

The Entitlements and the New Shares have not been and will not be registered under Article 4, paragraph 1 of the Financial Instruments and Exchange Law of Japan (Law No. 25 of 1948), as amended (the FIEL) pursuant to an exemption from the registration requirements applicable to a private placement of securities to Qualified Institutional Investors (as defined in and in accordance with Article 2, paragraph 3 of the FIEL and the regulations promulgated thereunder). Accordingly, the Entitlements and the New Shares may not be offered or sold, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan other than Qualified Institutional Investors. Any Qualified Institutional Investor who acquires Entitlements or New Shares may not resell them to any person in Japan that is not a Qualified Institutional Investor, and acquisition by any such person of Entitlements or New Shares is conditional upon the execution of an agreement to that effect.

International selling restrictions

Korea

The Company is not making any representation with respect to the eligibility of any recipients of this document to acquire the Entitlements or the New Shares under the laws of Korea, including, without limitation, the Foreign Exchange Transaction Act and regulations thereunder. These securities have not been, and will not be, registered under the Financial Investment Services and Capital Markets Act of Korea (FSCMA) and therefore may not be offered or sold (directly or indirectly) in Korea or to any resident of Korea or to any persons for re-offering or resale in Korea or to any resident of Korea (as defined under the Foreign Exchange Transaction Act of Korea and its enforcement decree), except as permitted under the applicable laws and regulations of Korea.

Accordingly, the Entitlements and the New Shares may not be offered or sold in Korea other than (i) to "qualified professional investors" (as defined in the FSCMA) or (ii) in other circumstances that do not constitute an offer to the public within the meaning of the FSCMA.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Securities Act 1978 (New Zealand).

The Entitlements and the New Shares in the Entitlement Offer are not being offered to the public in New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the Entitlement Offer is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

Other than in the Entitlement Offer, New Shares may be offered and sold in New Zealand only to:

- persons whose principal business is the investment of money or who, in the course of and for the purposes of their business, habitually invest money; or
- persons who are each required to (i) pay a minimum subscription price of at least NZ\$500,000 for the securities before allotment or (ii) have previously paid a minimum subscription price of at least NZ\$500,000 for securities of the Company (initial securities) in a single transaction before the allotment of such initial securities and such allotment was not more than 18 months prior to the date of this document.

Norway

This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act of 2007.

The Entitlements and the New Shares may not be offered or sold, directly or indirectly, in Norway except to "professional clients" (as defined in Norwegian Securities Regulation of 29 June 2007 no. 876 and including non-professional clients having met the criteria for being deemed to be professional and for which an investment firm has waived the protection as non-professional in accordance with the procedures in this regulation).

International selling restrictions

Singapore

This document and any other materials relating to the Entitlements and the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Entitlements and New Shares, may not be issued, circulated or distributed, nor may the Entitlements and New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the SFA), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) a "relevant person" (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the Entitlements or the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire Entitlements or New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Sweden

This document has not been, and will not be, registered with or approved by Finansinspektionen (the Swedish Financial Supervisory Authority). Accordingly, this document may not be made available, nor may the Entitlements or the New Shares be offered for sale in Sweden, other than under circumstances that are deemed not to require a prospectus under the Swedish Financial Instruments Trading Act (1991:980) (Sw. lag (1991:980) om handel med finansiella instrument). Any offering of Entitlements or New Shares in Sweden is limited to persons who are "qualified investors" (as defined in the Financial Instruments Trading Act). Only such investors may receive this document and they may not distribute it or the information contained in it to any other person.

Switzerland

The Entitlements and the New Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange (SIX) or on any other stock exchange or regulated trading facility in Switzerland. This document has been prepared without regard to the disclosure standards for issuance prospectuses under art. 652a or art. 1156 of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under art. 27 ff. of the SIX Listing Rules or the listing rules of any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the Entitlements and the New Shares may be publicly distributed or otherwise made publicly available in Switzerland. These securities will only be offered to regulated financial intermediaries such as banks, securities dealers, insurance institutions and fund management companies as well as institutional investors with professional treasury operations.

Neither this document nor any other offering or marketing material relating to the Entitlements and the New Shares have been or will be filed with or approved by any Swiss regulatory authority. In particular, this document will not be filed with, and the offer of Entitlements and New Shares will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA).

This document is personal to the recipient only and not for general circulation in Switzerland.

International selling restrictions

United Arab Emirates

Neither this document nor the Entitlements and the New Shares have been approved, disapproved or passed on in any way by the Central Bank of the United Arab Emirates, the Emirates Securities and Commodities Authority or any other governmental authority in the United Arab Emirates, nor has the Company received authorization or licensing from the Central Bank of the United Arab Emirates, the Emirates Securities and Commodities Authority or any other governmental authority in the United Arab Emirates to market or sell the Entitlements or the New Shares within the United Arab Emirates. No marketing of any financial products or services may be made from within the United Arab Emirates and no subscription to any financial products or services may be consummated within the United Arab Emirates. This document does not constitute and may not be used for the purpose of an offer or invitation. No services relating to the Entitlements or the New Shares, including the receipt of applications and/or the allotment or redemption of such securities, may be rendered within the United Arab Emirates by the Company.

No offer or invitation to subscribe for Entitlements or New Shares is valid in, or permitted from any person in, the Dubai International Financial Centre.

United Kingdom

Neither the information in this document nor any other document relating to the Entitlement Offer has been delivered for approval to the Financial Services Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (FSMA)) has been published or is intended to be published in respect of the Entitlements or the New Shares. This document is issued on a confidential basis to "qualified investors" (within the meaning of section 86(7) of FSMA) in the United Kingdom, and these securities may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of FSMA) received in connection with the issue or sale of the Entitlements or the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (FPO), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together, relevant persons). The investments to which this document relates are available only to, and any invitation, offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

United States

This document may not be released or distributed in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

Agenda

- Executive summary
- Entitlement offer
- Use of proceeds and rationale
- Financial update
- Summary of key risks
- Q&A

Appendices

- i. Key risks
- ii. International selling restrictions
- iii. Restrictions on eligibility to exercise and trade entitlements
- iv. Contacts

Restrictions on eligibility to exercise or trade entitlements

- ❑ The entitlements may only be exercised by eligible shareholders, persons with addresses in Australia or New Zealand and certain categories of investors in Canada, France, Germany, Hong Kong, China, Ireland, Japan, Korea, the Netherlands, Norway, Singapore, Sweden, Denmark, Luxembourg, Belgium, Switzerland, United Arab Emirates and the United Kingdom. Persons in the United States and persons acting for the account or benefit of a person in the United States will not be eligible to purchase or trade entitlements on market, or take up or exercise entitlements purchased on market or transferred from another person. It is the responsibility of purchasers of entitlements to inform themselves of the eligibility criteria for exercise. If holders of entitlements after the end of the trading period do not meet the eligibility criteria, they will not be able to exercise the entitlements. In the event that holders are not able to take up their entitlements, those entitlements will be sold into the retail shortfall bookbuild and holders may receive no value for them. Further details on restrictions on eligibility criteria to exercise entitlements will be included in the retail offer booklet to be lodged with the Market Operator on or about Monday, 17 June 2013.

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Contacts

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from 8.30am to 5.30pm (Sydney time) Monday to Friday