

## Chapter 19

### Interpretation and definitions

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#### Interpretation

##### Principles on which the listing rules are based

19.1 The listing rules are based on the principles set out in the Introduction.

Introduced 01/07/96

##### Entity must comply with spirit, intention and purpose etc of rules

19.2 An entity must comply with the listing rules as interpreted:

- in accordance with their spirit, intention and purpose;
- by looking beyond form to substance; and
- in a way that best promotes the principles on which the listing rules are based.

Introduced 01/07/96 Origin: Foreword

Note: The principles on which the listing rules are based embody their intention and purpose. See the Introduction.

##### Governing law

19.2A The listing agreement is governed by the laws of New South Wales.

Introduced 01/07/00

##### Submission to jurisdiction

19.2B ASX and an entity do each of the following.

19.2B.1 Irrevocably submit to the non-exclusive jurisdiction of the courts of New South Wales and to the courts of appeal from the courts of New South Wales.

19.2B.2 Irrevocably waive any immunity or any objection to any action in the courts of New South Wales and the courts of appeal from the courts of New South Wales.

19.2B.3 Irrevocably waive any claim that any action has been brought in an inconvenient forum or to the courts of New South Wales and the courts of appeal from the courts of New South Wales not having jurisdiction.

Introduced 01/07/00

## **Expressions used in the Corporations Act**

- 19.3 Expressions that are not specifically defined in the listing rules, but are given a particular meaning in the Corporations Act, have the same meaning in the listing rules.

Introduced 01/07/96 Origin: Definitions Amended 30/09/01

- 19.3.1 A reference to a law, ASX's constituent documents, ASX's operating rules, ASX's listing rules, ASX Settlement's operating rules, ASX Clear's operating rules or the operating rules of an +approved CS facility is a reference to the provision as:

- amended;
- re-enacted;
- modified by administrative act; or
- affected by a subordinate instrument.

Example: An ASIC exemption or modification modifies the application of the Corporations Act.

Example: The Corporations Regulations affect the Corporation Act.

Introduced 01/07/96 Amended 11/03/04, 03/05/04, 01/08/10 Origin: Definitions

## **Conduct**

- 19.4 An act or omission by an entity includes an act or omission caused directly or indirectly by the entity.

Introduced 01/07/96

Example: A company that causes a subsidiary to take an action is taking the action indirectly.

## **Calculation of time**

- 19.5 When a listing rule requires something to be done by a day that is not a +business day, the thing must be done by the preceding +business day.

Introduced 01/07/96

- 19.6 References to time are to local time, unless another time is specified.

Introduced 01/07/96

## **References to currency**

- 19.6A A reference to "\$", "dollar" or "cent" is to Australian currency unless denominated otherwise.

Introduced 01/08/12

## **References to quoted securities**

- 19.6B Except in rule 8.2, a reference to quoted +securities or to +securities being quoted by ASX includes, where CDIs have been issued over an entity's securities, the +securities over which the CDIs have been issued.

Introduced 19/12/16

## **Notice to an entity by ASX**

- 19.7 A document is to be treated as being given to an entity if it is left at, or is sent by post, fax or e-mail to, the address, fax number or e-mail address:

- in the entity's application for admission; or
- given to ASX by the entity or used in correspondence with ASX by the entity.

This rule does not prevent a document being given to an entity in any other way permitted by law.

Introduced 01/07/96 Origin: Listing Rule 3J(34) Amended 01/01/03

Example: Laws regarding service of documents.

19.7.1 The time that the document is to be treated as being given to an entity is as follows.

- If it is delivered, the time of delivery.
- If it is posted, on the second +business day after posting.
- If it is faxed, when it is received. A successful fax transmission report is sufficient proof of the time of receipt.
- If it is e-mailed, when it is received.

Introduced 01/07/96 Origin: Listing Rule 3J(34) Amended 01/01/03

### **Procedural defects**

19.8 A procedural defect does not invalidate a decision of ASX. If the defect may result in substantial injustice, an entity may ask ASX to review its decision.

Introduced 01/07/96

### **History, notes etc are not part of the listing rules**

19.9 The following are not part of the listing rules.

- The Tables of Contents.
- The Explanatory notes.
- The Introduction (except the principles on which the listing rules are based).
- The history, notes, examples and cross references set out beneath particular rules.
- The Index.
- Guidance Notes.

Introduced 01/07/96

### **How an entity tells ASX**

19.10 If a listing rule requires an entity to tell ASX something, the entity must tell ASX in writing.

Introduced 01/07/96

19.11 [Deleted]

Introduced 01/07/96 Origin: Definitions Deleted 13/03/00

### **Accounts**

19.11A If a listing rule requires an entity to give ASX +accounts, the following rules apply.

- (a) If the entity controls an entity within the meaning of section 50AA of the Corporations Act or is the holding company of an entity, required by any law, regulation, rule or accounting standard, or if ASX requires, the +accounts must be consolidated +accounts.

Note: As at 13/3/2000 section 50AA of the Corporations Act says that an entity controls a second entity if the first entity has the capacity to determine the outcome of decisions about the second entity's financial and operating policies, and in determining whether the first entity has this capacity, the practical influence that it can exert and any practice or pattern of behaviour affecting the second entity's financial or operating policies is to be taken into account. A holding company has another body corporate as a subsidiary. See sections 9 and 46.

- (b) The +accounts must be prepared to Australian accounting standards. If the entity is a +foreign entity the +accounts may be prepared to other standards agreed by ASX.
- Note: ASX will agree, for example, to the use of International Financial Reporting Standards by a foreign entity.
- (c) If the listing rule requires audited +accounts, the audit must be conducted in accordance with Australian auditing standards by a registered company auditor. If the entity is a +foreign entity, the audit may be conducted in accordance with other standards agreed by ASX and may be conducted by an overseas equivalent of a registered company auditor.
- (d) If the listing rule requires +accounts to be reviewed, the review must be conducted in accordance with Australian auditing standards. If the entity is a +foreign entity, the review may be conducted in accordance with other standards agreed by ASX. Unless the listing rule says an independent accountant may conduct the review, it must be conducted by a registered company auditor (or, if the entity is a +foreign entity, an overseas equivalent of a registered company auditor).
- (e) If there is a +directors' declaration that relates to the +accounts, the +directors' declaration must be given to ASX with the +accounts.
- (f) If there is a +directors' report that relates to the period covered by the +accounts, the +directors' report must be given to ASX with the +accounts.

Introduced 01/07/97 Amended 13/03/00, 01/07/00, 30/09/01, 19/12/16

## Trusts

19.11B The listing rules apply to the responsible entity of a trust so that the responsible entity has an obligation to ensure that the trust complies with the listing rules.

Introduced 30/09/01 Origin: rule 13.6

## References to Australian Stock Exchange Limited

19.11C All references to 'Australian Stock Exchange Limited' in the listing rules, guidance notes, appendices, circulars, notices, bulletins, explanatory memoranda and other communications issued or made by ASX under the listing rules are as and from 5 December 2006 taken to be references to 'ASX Limited'.

Introduced 20/07/07

## Definitions

19.12 The following expressions have the meanings set out below.

Introduced 01/07/96 Origin: Definitions

<b>Expressions</b>	<b>meanings</b>
1C	denotes the +low estimate scenario of +contingent resources. Introduced 01/12/13
2C	denotes the +best estimate scenario of +contingent resources. Introduced 01/12/13
3C	denotes the +high estimate scenario of +contingent resources. Introduced 01/12/13

1P	<p>is equivalent to +proved reserves. It denotes a +low estimate scenario of +petroleum reserves.</p> <p>Introduced 01/12/13</p>
2P	<p>is equivalent to the sum of +proved reserves plus +probable reserves. It denotes the +best estimate scenario of +petroleum reserves.</p> <p>Introduced 01/12/13</p>
3P	<p>is equivalent to the sum of +proved reserves plus +probable reserves plus +possible reserves. It denotes the +high estimate scenario of +petroleum reserves.</p> <p>Introduced 01/12/13</p>
accelerated pro rata issue	<p>a +pro rata issue undertaken in accordance with the timetable in paragraph 5, paragraph 6 or paragraph 7 of Appendix 7A or another timetable approved by ASX and which commences with a trading halt.</p> <p>Introduced 14/04/14</p>
Accounts	<p>(a) statement of financial position;</p> <p>Note: statement of financial position may be referred to as balance sheet in certain jurisdictions.</p> <p>(b) statement of comprehensive income;</p> <p>Note: statement of comprehensive income may be referred to as profit and loss statement in certain jurisdictions.</p> <p>(c) statement of cash flows;</p> <p>(d) statement of changes in equity;</p> <p>Note: statement of changes in equity may be referred to as statement of retained earnings in certain jurisdictions.</p> <p>(e) notes to the statement of financial position, statement of comprehensive income, statement of cash flows and statement of changes in equity required by any law, regulation, rule or accounting standard;</p> <p>(f) disclosures in relation to the statement of financial position, statement of comprehensive income, statement of cash flows and statement of changes in equity required by any law, regulation, rule or accounting standard;</p> <p>(g) any other information necessary to give a true and fair view of the financial position and performance of the entity required by any law, regulation, rule or accounting standard.</p> <p>Introduced 01/07/00 Amended 17/12/10</p> <p>Note: As at 1/7/2004 in the case of an entity which is required to comply with sections 295 and 303 of the Corporations Act, accounts include the documents referred to in sections 295(1) and 303(1) of the Law, except the directors' declaration about the statements and notes.</p> <p>Cross reference: rule 19.11A.</p>

acquire	<p>to acquire or agree to acquire directly or through another +person by any means, including the following.</p> <ul style="list-style-type: none"><li>• Granting or exercising an option.</li><li>• Enforcing collateral and taking an asset.</li><li>• Increasing an economic interest.</li><li>• Acquiring part of an asset.</li></ul>
annual report	<p>includes +accounts. However, it does not include a concise report.</p> <p>Introduced 01/07/96 Amended 01/07/97, 01/07/98, 01/07/00</p>
approved CS facility	<p>a +CS facility approved by ASX that provides clearing and/or settlement functions to ASX.</p> <p>Introduced 03/05/04</p> <p>Note: ASX Clear is an approved CS facility for clearing and ASX Settlement is an approved CS facility for settlement.</p>
approved CS facility's subregister	<p>in relation to ASX Settlement means +CHESS and in relation to any other +approved CS facility means any subregister system operated by the +approved CS facility for the purpose of clearing and settling transactions in securities.</p> <p>Introduced 03/05/04</p>
ASIC	<p>Australian Securities and Investments Commission.</p> <p>Introduced 01/09/96 Amended 01/09/99</p>
asset-backed securities	<p>+debt securities backed by assets which, at the time of the +debt securities' issue, are evidenced by agreements and intended to produce funds to be applied towards interest payments due on the +securities or repayment of principal on maturity, and includes +property-backed securities.</p> <p>Introduced 24/10/05</p>
associate	<p>save as set out below, a person (the second person) is an associate of another person (the primary person) in relation to a listed entity if, and only if, one or more of the following paragraphs applies:</p> <ul style="list-style-type: none"><li>(a) the second person is:<ul style="list-style-type: none"><li>(i) an entity the primary person controls; or</li><li>(ii) an entity that controls the primary person; or</li><li>(iii) an entity that is controlled by an entity that controls the primary person;</li></ul></li><li>(b) the second person is a person with whom the primary person has, or proposes to enter into, a relevant agreement for the purpose of controlling or influencing the composition of the listed entity's board or the conduct of the listed entity's affairs;</li><li>(c) the second person is a person with whom the primary person is acting, or proposing to act, in concert in relation to the listed entity's affairs.</li></ul> <p>Note: "Entity" has the same meaning as in section 9 of the Corporations Act</p> <p>If the listed entity is a managed investment scheme a reference to controlling or influencing the composition of the listed entity's board is taken to be a reference to controlling or influencing:</p>

- (a) if the scheme is a registered scheme--whether a particular company becomes or remains the scheme's responsible entity; or
- (b) if the scheme is not a registered scheme--whether a particular person is appointed, or remains appointed, to the office (by whatever name it is known) in relation to the scheme that corresponds most closely to the office of responsible entity of a registered scheme.

A +related party of a natural person is to be taken to be an associate of the natural person unless the contrary is established.

However, a person is not an associate of another person merely because of one or more of the following:

- (a) one gives advice to the other, or acts on the other's behalf, in the proper performance of the functions attaching to a professional capacity or a business relationship;
- (b) one, a client, gives specific instructions to the other, whose ordinary business includes dealing in financial products, to acquire financial products on the client's behalf in the ordinary course of that business;
- (c) one had sent, or proposes to send, to the other an offer under a takeover bid for shares held by the other;
- (d) one has appointed the other, otherwise than for valuable consideration given by the other or by an associate of the other, to vote as a proxy or representative at a meeting of members, or of a class of members, of the listed entity.

Introduced 01/07/14 Amended 01/12/17

Note: One way in which a related party of a natural person may seek to establish that it is not an associate of the natural person is for the natural person or related party in question to give a statutory declaration or some other form of certification to the listed entity to that effect. The listed entity should take this and any other information known to it into account when forming a view as to whether or not the related party is in fact an associate of the natural person.

ASX	ASX Limited. Amended 20/07/07
ASX Corporate Governance Council	The Corporate Governance Council established by ASX on 1 August 2002. Introduced 01/01/03
ASX market	the market for trading in securities operated in Australia by ASX. Introduced 01/07/14
Australian company	a body corporate that is formed or established in Australia. Introduced 19/12/16
Australian entity	an +Australian company or an +Australian trust. Introduced 19/12/16

Australian trust	<p>either:</p> <p>(a) a registered managed investment scheme; or</p> <p>(b) a trust that is formed or established in Australia and that is not required to be registered as a managed investment scheme by virtue of section 601ED(2) of the Corporations Act.</p> <p>Introduced 19/12/16</p>
aware	<p>an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity.</p> <p>Introduced 01/07/96 Origin: Listing Rule 3A(1) Amended 01/07/98, 30/09/01, 01/05/13</p>
best estimate	<p>is the best estimate of the quantity that will actually be recovered from an accumulation by an *oil and gas project. It is the most realistic assessment of recoverable quantities if only a single result were reported. When probabilistic methods are used, there should be at least a 50% probability (P50) that the quantities actually recovered will equal or exceed the best estimate.</p> <p>Introduced 01/12/13</p>
BOEs	<p>barrels of oil equivalent.</p> <p>Introduced 01/12/13</p>
bonus issue	<p>a *pro rata issue of *securities to holders of *ordinary securities for which no consideration is payable by them.</p>
business day	<p>Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.</p>
cash formula	<p><i>In the case of *ordinary securities,</i></p> <p>N = <math>(CP / IPO) \times E</math></p> <p>N = the number of shares or units <i>not</i> subject to escrow.</p> <p>CP = the total cash paid for the *ordinary securities that would otherwise be subject to escrow, divided by the number of *securities issued to the *person.</p> <p>IPO = the price paid in any initial public offering at the time the entity applies for admission, or if there is no public offering, the price agreed by ASX.</p> <p>E = the number of *ordinary securities that would otherwise be subject to escrow.</p> <p><i>In the case of options which have the same terms as options offered with *ordinary securities under any initial public offering at the time the entity applies for admission,</i></p> <p>O = <math>N \times F</math></p> <p>O = the number of options <i>not</i> subject to escrow.</p> <p>N = the number of shares or units <i>not</i> subject to escrow.</p>



	<p>F = the number of options per +ordinary security offered under the initial public offering.</p> <p>Introduced 01/07/98</p>
CDIs	<p>the meaning in Section 2 of the ASX Settlement Operating Rules.</p> <p>Introduced 01/09/99 Amended 11/03/04</p> <p>Note: The ASX Settlement Operating Rules state:</p> <p>CDI “stands for CHESD Depository Interest and means a unit of beneficial ownership in a Principal Financial Product, registered in the name of the Depository Nominee and includes:</p> <ul style="list-style-type: none"><li>(a) CUFS; and</li><li>(b) Dis”.</li></ul> <p>CUFS “stands for CHESD Units of Foreign Financial Products and means a unit of beneficial ownership in a Financial Product of a Foreign Issuer, registered in the name of the Depository Nominee”.</p> <p>DI “stands for Depository Interest and means a unit of beneficial ownership in a Financial Product which is not a Financial Product of a Foreign Issuer, registered in the name of the Depository Nominee”.</p>
certificated subregister	<p>that part of an entity’s register for a +class of its +securities that is administered by the entity and records certificated holdings of +securities in that +class.</p> <p>Note: The register may be of shares, options or other securities.</p>
CHESD	<p>the meaning in Section 2 of the ASX Settlement Operating Rules.</p> <p>Amended 11/03/04, 01/08/10</p> <p>Note: The ASX Settlement Operating Rules say that CHESD stands for the Clearing House Electronic Subregister System and means the System established and as operated by:</p> <ul style="list-style-type: none"><li>(a) ASX Clear for the purpose of clearing Cash Market Transactions and Cash CCP Transactions; and;</li><li>(b) ASX Settlement for the purpose of settling transactions in Approved Financial Products, Transferring Financial Products and registers of Transfers.; and</li></ul> <p>ASX Clear means ASX Clear Pty Ltd (ABN 48 001 314 503)</p> <p>ASX Settlement means ASX Settlement Pty Ltd (ABN 49 008 504 532)</p>
CHESD approved	<p>means an Approved Financial Product under Section 8 of the ASX Settlement Operating Rules.</p> <p>Amended 11/03/04</p> <p>Note: Approved Financial Product means a Financial Product approved by ASX Settlement in accordance with Section 8 of the ASX Settlement Operating Rules.</p> <p>ASX Settlement means ASX Settlement Pty Ltd (ABN 49 008 504 532)</p>
CHESD subregister	<p>that part of an entity’s register for a +class of +CHESD approved securities that is administered by +ASX Settlement and records uncertificated holdings of +securities in that +class.</p> <p>Amended 11/03/04</p> <p>Note: The register may be of shares, options or other securities that are CHESD approved.</p>

child entity	<p>(a) in relation to a body corporate, each of the following:</p> <ul style="list-style-type: none"><li>• an entity which is controlled by the body corporate within the meaning of section 50AA of the Corporations Act.</li></ul> <p style="margin-left: 40px;">Note: As at 13/3/2000 section 50AA of the Corporations Act says that an entity controls a second entity if the first entity has the capacity to determine the outcome of decisions about the second entity's financial and operating policies, and in determining whether the first entity has this capacity the practical influence that it can exert and any practice or pattern of behaviour affecting the second entity's financial or operating policies is to be taken into account.</p> <ul style="list-style-type: none"><li>• an entity which is a subsidiary of the body corporate.</li></ul> <p style="margin-left: 40px;">Note: A holding company has another body corporate as a subsidiary. See sections 9 and 46.</p> <p>(b) in relation to a trust, an entity that is a +child entity of the responsible entity under paragraph (a).</p> <p>(c) [Deleted]</p> <p style="margin-left: 20px;">Introduced 01/07/96 Amended 01/07/98, 13/03/00, 30/09/01, 24/10/05</p>
Chi-X market	<p>the market for trading in securities operated in Australia by Chi-X Australia Pty Ltd.</p> <p>Introduced 01/07/14</p>
class	<p>+Securities are in the same class only if the same rights and obligations attach to them. Differences arising from the requirements of the listing rules relating to +restricted securities are to be ignored.</p> <p>Example: Partly paid securities are in a different class to fully paid securities. Fully paid securities that rank equally except for the next dividend or distribution are in the same class (but may be traded separately until they merge with the other shares in the class). Fully paid ordinary securities classified as restricted securities are in the same class as fully paid ordinary securities that are not classified as restricted securities.</p>
classified asset	<p>(a) an interest in a mining exploration area or an oil and gas exploration area or similar tenement or interest;</p> <p>(b) an interest in intangible property that is substantially speculative or unproven, or has not been profitably exploited for at least 3 years, and which entitles the entity to develop, manufacture, market or distribute the property;</p> <p>(c) an interest in an asset which, in ASX's opinion, cannot readily be valued;</p> <p>(d) an interest in an entity the substantial proportion of whose assets (held directly, or through a controlled entity) is property of the type referred to in paragraphs (a), (b) and (c).</p> <p>Introduced 01/07/96 Amended 01/07/98, 01/12/13</p>
clearing account	<p>the meaning in Section 2 of the ASX Settlement Operating Rules.</p> <p>Amended 11/03/04</p> <p>Note: The ASX Settlement Operating Rules state that a clearing account is either an accumulation account (a holder record maintained in CHESS by a settlement participant to facilitate settlement of transactions in Approved Financial Products with clients who are not participants) or a settlement account (a holder record maintained in CHESS by a participant to facilitate settlement in Approved Financial Products with other participants).</p>

closed period	fixed periods specified in the +trading policy when an entity's +key management personnel are prohibited from trading in the entity's securities. Introduced 01/01/11
closing market price	in relation to particular securities on a particular day, the published closing price for those securities on the +ASX market on that day. Introduced 01/07/14
company announcements office	Deleted 01/05/13
competent person	the meaning in Appendix 5A (JORC Code). Introduced 01/09/99 Origin: rule 5.10 Amended 01/12/13
contingent resources	those quantities of +petroleum estimated, as of a given date, to be potentially recoverable from known accumulations by application of development +oil and gas projects, but which are not currently considered to be commercially recoverable due to one or more contingencies. Introduced 01/12/13
contingent resources holdings	aggregate of the economic interests in +contingent resources of an +entity and its +child entities. Introduced 01/12/13
controller	a +person who, in ASX's opinion, has a substantial interest in the equity of the holder of, or a substantial economic interest in, +restricted securities; and each intermediate entity through which that interest occurs.
convertible	includes exercisable.
convertible securities	+securities which are +convertible by the holder, or otherwise by their terms of issue, into +equity securities. Introduced 01/07/96 Amended 31/03/04 Note: convertible securities includes options.
convertible debt security	an unsecured note or debenture that is an +equity security because it is a +convertible security.
corporate action	the meaning in Section 2 of the ASX Settlement Operating Rules. Amended 11/03/04 Note: In the ASX Settlement Operating Rules a corporate action is: (a) action taken by an Issuer of Financial Products for the purpose of giving an Entitlement to Holders of a class of the Issuer's Financial Products; (b) action taken by a Principal Issuer for the purpose of giving an Entitlement in respect of Principal Financial Products held by a Depository Nominee to Holders of CDIs; and (c) in relation to Section 13, action taken by an Issuer of Participating International Financial Products for the purposes of giving an Entitlement in respect of Participating International Products, held by a Depository Nominee.

corporate governance statement	<p>the statement referred to in rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the +ASX Corporate Governance Council during a particular reporting period.</p> <p>Introduced 01/07/14</p> <p>This definition applies in respect of financial years ending on or after 30 June 2015.</p>
CS facility	<p>the meaning in section 768A of the Corporations Act.</p> <p>Introduced 03/05/04</p>
CUFS	<p>Deleted 11/03/04</p>
debt security	<p>(a) an unsecured note, except one +convertible to a share or +unit;</p> <p>(b) a debenture, except one +convertible to a share or +unit;</p> <p>(c) any +security that ASX decides to classify as a debt security;</p> <p>(d) but not a +security ASX decides to classify as an +equity security.</p>
deferred settlement	<p>a settlement in which the obligation to settle on a trade date plus 2 +business days (T+2) basis is deferred until the time following the +issue date that ASX fixes.</p> <p>Introduced 01/07/96 Amended 01/02/99, 07/03/16</p>
directors' declarations	<p>A declaration by directors (in the case of a trust, the directors of the responsible entity) that is required by any law, rule or accounting standard and states either of the following.</p> <ul style="list-style-type: none"><li>• That the statement of financial position, statement of comprehensive income and statement of cash flows, together with the notes and other disclosures and information, comply with a law, rule or accounting standard and give a fair and true view of the financial position and performance of the entity.</li><li>• That, in the opinion of the directors (in the case of a trust, the directors of the responsible entity), there are reasonable grounds to believe that the entity will be able to pay its debts as and when they become due and payable.</li></ul> <p>Introduced 01/07/00 Amended 24/10/05, 01/01/12</p>
directors' report	<p>A report by directors (in the case of a trust, the directors of the responsible entity) that is required by any law, rule or accounting standard to include a review of operations during the period reported on.</p> <p>Introduced 01/07/00 Amended 24/10/05</p> <p>Note: As at 01/07/00 in the case of an entity which is required to comply with Chapter 2M of the Corporations Act, directors' report includes the documents referred to in sections 298(1) and 306 of the Law.</p>
disclosure document	<p>includes a supplementary or replacement disclosure document</p> <p>Introduced 19/12/16</p>
dispose	<p>to dispose or agree to dispose directly or through another +person by any means, including the following.</p>

- Granting or exercising an option.
- Using an asset as collateral.
- Decreasing an economic interest.
- Disposing of part of an asset.

Example: A listed company holds all the shares in Company A, which holds all the shares in company B. Company B holds restricted securities. If company A sells 51% of the shares in company B the listed company has disposed of the restricted securities.

dividend or distribution plan any plan which gives holders of +securities the opportunity to accept +securities in place of dividend, distribution or interest payments (either partly or wholly).

eligible entity an +entity which, as at the date of the relevant special resolution under rule 7.1A:

- (a) is not included in the S&P/ASX300 Index; and
- (b) has a +market capitalisation (excluding +restricted securities and +securities quoted on a +deferred settlement basis) equal to or less than the +prescribed amount.

Introduced 01/08/12 Amended 04/03/13

employee incentive scheme

- (a) a scheme for the issue or +acquisition of +equity securities in the entity to be held by, or for the benefit of, participating employees or non-executive directors of the entity or a related entity or their associates; or
- (b) a scheme which, in ASX's opinion, is an employee incentive scheme.

Introduced 01/07/96 Amended 30/09/01, 01/07/14

Note: The fact that an employee incentive scheme may also provide for the participation of consultants and contractors, as well as employees and non-executive directors, does not prevent it from being an employee incentive scheme for the purposes of the Listing Rules.

Cross reference: Definition of terms of the scheme.

entity

- (a) an entity that has applied for admission to, or is admitted to, the +official list.
- (b) in Appendices 4C, 4D, 4E and 4F the meaning in the Australian Accounting Standards.

Introduced 01/07/96 Amended 01/07/00, 01/01/03, 17/12/10

Note: At 01/01/10, Australian Accounting Standard AASB 101 says that an entity is any legal, administrative or fiduciary arrangement, organisational structure or other party (including a person) having the capacity to deploy scarce resources in order to achieve objectives.

equity interests the sum of paid up capital, reserves, and accumulated profits or losses, disregarding redeemable preference share capital and outside equity interests, as shown in the consolidated financial statements.

equity security

- (a) a share;
- (b) a +unit;
- (c) a right to a share or +unit or option;
- (d) an option over an issued or unissued +security;

	(e) a +convertible security;
	(f) any +security that ASX decides to classify as an equity security;
	(g) but not a +security ASX decides to classify as a +debt security.
exploration	includes geophysical surveys. Introduced 01/12/13
exploration results	the meaning in Appendix 5A (JORC Code). Introduced 01/12/13
exploration target	the meaning in Appendix 5A (JORC Code). Introduced 01/12/13
extraction	includes developing the infrastructure to extract +minerals or +petroleum (as the case may be). Introduced 01/12/13
feasibility study	the meaning in Appendix 5A (JORC Code). Introduced 01/12/13
financial documents	Introduced 01/07/98 Amended 01/09/99 Deleted 01/07/00
foreign company	a body corporate that is not formed or established in Australia. Introduced 19/12/16
foreign entity	a +foreign company or a +foreign trust. Introduced 19/12/16
foreign estimate	an estimate of quantity and grade of mineralisation that was prepared using a mineral resources classification and reporting standard from another jurisdiction prior to an +entity acquiring, or entering into an agreement to acquire, an interest in a +mining tenement that contains the deposit, and which the +entity has not verified as +mineral resources or +ore reserves in accordance with Appendix 5A (JORC Code). Introduced 01/12/13
foreign trust	a trust or similar overseas entity that is not formed or established in Australia and that is not a registered managed investment scheme. Introduced 19/12/16
free float	the percentage of the +main class of +securities of an entity that: (a) are not +restricted securities or subject to +voluntary escrow; and (b) are held by +non-affiliated security holders. Introduced 19/12/16

high estimate	<p>an optimistic estimate of the quantity that will actually be recovered from an accumulation by an *oil and gas project. When probabilistic methods are used, there should be at least a 10% probability (P10) that the quantities actually recovered will equal or exceed the high estimate.</p> <p>Introduced 01/12/13</p>
HIN	<p>Introduced 01/07/96 Deleted 01/07/97</p>
historical estimate	<p>an estimate of quantity and grade of mineralisation that is based on information and supporting documentation that was prepared prior to the introduction of Appendix 5A (JORC Code) and which an *entity has not verified as *mineral resources or *ore reserves in accordance with Appendix 5A (JORC Code).</p> <p>Introduced 01/12/13</p>
holding lock	<p>the meaning in Section 2 of the ASX Settlement Operating Rules.</p> <p>Amended 11/03/04</p> <p>Note: The ASX Settlement Operating Rules state that a holding lock is a facility that prevents Financial Products from being deducted from, or entered into, a Holding pursuant to a Transfer or Conversion.</p>
home branch	<p>the branch of ASX designated to an entity by ASX as the entity's home branch for administrative purposes.</p>
hydrocarbon	<p>a compound of the elements hydrogen and carbon, in either liquid or gaseous form. Natural gas and petroleum are mixtures of hydrocarbons.</p>
hydrocarbon reserves	<p>Deleted 01/12/13</p>
identified mineral resources	<p>Introduced 01/07/96 Deleted 01/09/99</p>
indicated mineral resources	<p>the meaning in Appendix 5A (JORC Code).</p> <p>Introduced 01/12/13</p>
inferred mineral resources	<p>the meaning in Appendix 5A (JORC Code).</p> <p>Introduced 01/12/13</p>
information	<p>for the purposes of Listing Rules 3.1 3.1B, information includes:</p> <ul style="list-style-type: none"><li>(a) matters of supposition and other matters that are insufficiently definite to warrant disclosure to the market; and</li><li>(b) matters relating to the intentions, or likely intentions, of a person.</li></ul> <p>Introduced 01/05/13</p>
information memorandum	<p>includes a supplementary or replacement information memorandum</p> <p>Introduced 19/12/16</p>

investment entity	<p>an entity which, in ASX's opinion, is an entity to which both of the following apply.</p> <ul style="list-style-type: none"><li>• Its activities or the principal part of its activities consist of investing (directly or through a child entity) in listed or unlisted +securities or derivatives.</li><li>• Its objectives do not include exercising control over or managing any entity, or the business of any entity, in which it invests.</li></ul> <p>Introduced 01/07/96 Amended 01/09/99, 02/11/15</p> <p>Note: In deciding whether an entity is an investment entity ASX will normally have regard to factors including the extent of board representation, the size of the holdings, the investment period and the amount of cash held by the entity.</p>
issue date	<p>the date that the +securities are entered into a +certificated subregister or an +uncertificated subregister.</p> <p>Introduced 04/03/13</p> <p>Note: This date may be prescribed by ASX.</p>
issuer sponsored subregister	<p>that part of an entity's register for a +class of +CHES approved securities that is administered by the entity (and not ASX Settlement) and records uncertificated holdings of +securities.</p> <p>Amended 11/03/04</p> <p>Note: The register may be of shares, options or other securities that are CHES approved.</p>
key management personnel	<p>the meaning in Accounting Standard AASB 124 Related Party Disclosure.</p> <p>Introduced 01/01/11</p>
lease fuel	<p>oil and/or gas used for field and processing plant operations.</p> <p>Introduced 01/12/13</p>
low estimate	<p>a conservative estimate of the quantity that will actually be recovered from an accumulation by an +oil and gas project. When probabilistic methods are used, there should be at least a 90% probability (P90) that the quantities actually recovered will equal or exceed the low estimate.</p> <p>Introduced 01/12/13</p>
main class	<p>+ordinary securities of the entity (if +ordinary securities are not to be quoted, the +class of +securities designated by ASX).</p> <p>Note: rules relating to main class are not applicable to an ASX Debt Listing.</p>
market announcements office	<p>the office designated by ASX as its market announcements office.</p> <p>Introduced 01/05/13</p>
market capitalisation	<p>the number of securities in the main class on issue multiplied by the price decided by ASX.</p> <p>Introduced 01/09/99 Amended 24/10/05</p> <p>Note: Where an entity is undertaking a material capital raising, ASX will normally use the offer price under the prospectus or PDS for that capital raising to calculate the entity's market capitalisation. ASX may, however, use a different price to determine market capitalisation if the entity is not undertaking a material capital raising or if ASX</p>



is concerned that the offer price under the prospectus or PDS does not fairly reflect the value of its main class of securities.

market participant	<p>the meaning in the ASX Operating Rules.</p> <p>Introduced 03/05/04 Amended 01/08/10</p>
market price	<p>Amended 01/01/12 Deleted 01/07/14</p>
marketable parcel	<p>the meaning in the procedures of the ASX Operating Rules.</p> <p>Amended 11/03/04, 17/12/10</p> <p>Note: The meaning of "marketable parcel" in the ASX Operating Rules Procedures is, in relation to:</p> <ol style="list-style-type: none"><li>1. Equity Securities (but not rights to subscribe for Equity Securities or options over Equity Securities), a parcel of securities of not less than \$500 based on:<ol style="list-style-type: none"><li>(a) the closing price on a Trading Platform, if the Equity Securities are quoted; or</li><li>(b) the price paid on issue if the Equity Securities are unquoted; and</li></ol></li><li>2. Rights to subscribe for Equity Securities, a parcel of rights which, if taken up in full, would result in a parcel of Equity Securities which would not be less than \$500 based on:<ol style="list-style-type: none"><li>(a) the closing price on a Trading Platform of the Equity Securities at the time of purchase of the rights, if the Equity Securities are quoted; or</li><li>(b) the total application moneys payable in relation to the exercise of the rights, if the Equity Securities are unquoted;</li></ol></li><li>3. Options over unissued Equity Securities, a parcel of options which, if exercised in full, would result in a parcel of Equity Securities which would not be less than \$500 based on:<ol style="list-style-type: none"><li>(a) the closing price on a Trading Platform of the Equity Securities at the time of purchase of the options, if the Equity Securities are quoted; or</li><li>(b) the total moneys payable on the exercise of the options, if the Equity Securities are unquoted;</li></ol></li><li>4. Loan Securities other than redeemable preference shares with a fixed and certain date for redemption, 1 security with a face value of not less than \$100; and</li><li>5. Warrants, a parcel of Warrants where the value of the Underlying Instruments equals or exceeds \$500.</li></ol>
material mining project	<p>in relation to an +entity, a +mining project which meets the following criteria:</p> <ol style="list-style-type: none"><li>(a) the +entity or a +child entity has an economic interest in the +mining project (whether alone or jointly with others); and</li><li>(b) that interest is, or is likely to be, material in the context of the overall business operations or financial results of the +entity and its +child entities (on a consolidated basis).</li></ol> <p>Introduced 01/12/13</p>
material oil and gas project	<p>in relation to an +entity, an +oil and gas project which meets the following criteria:</p> <ol style="list-style-type: none"><li>(a) the +entity or a +child entity has an economic interest in the +oil and gas project (whether alone or jointly with others); and</li><li>(b) that interest is, or is likely to be, material in the context of the overall business operations or financial results of the +entity and its +child entities (on a consolidated basis).</li></ol> <p>Introduced 01/12/13</p>

McfGEs	thousand cubic feet of gas equivalent. Introduced 01/12/13
measured mineral resources	the meaning in Appendix 5A (JORC Code). Introduced 01/12/13
mineral resources	the meaning in Appendix 5A (JORC Code). Amended 01/09/99, 01/12/13
mineral resources and ore reserves holdings	aggregate economic interests in mineral resources and +ore reserves of an +entity and its +child entities. Introduced 01/12/13
minerals	means all solid minerals, including diamonds, other gemstones, industrial minerals and coal but does not include +petroleum. Introduced 01/12/13
mining entity	a +mining exploration entity or a +mining producing entity.
mining exploration entity	an +entity: (a) whose main undertaking consists of +exploration for +minerals; or (b) which has been advised by ASX that it is a mining exploration entity for the purposes of the ASX Listing Rules. Amended 01/12/13
mining producing entity	an +entity: (a) whose main undertaking consists of the +extraction of +minerals; or (b) which has been advised by ASX that it is a mining producing entity for the purposes of the listing rules. Introduced 01/07/96 Amended 01/07/97, 01/12/13
mining project	a project to explore for or extract +minerals from a +mining tenement or tenements. Introduced 01/12/13  Note: the boundaries of what constitutes a +mining project will often be determined by commercial considerations, including development decisions and budget allocations. A +mining project may constitute the development of a single mine, or an incremental development in a producing mine, or the integrated development of a group of several mines and associated facilities with common ownership.
mining tenement	any right to explore for or extract +minerals in a given place. Amended 01/12/13
net tangible asset backing	for the purpose of rule 4.12 in relation to a +class of +securities,

$$\frac{(A - I - L)}{N}$$

A = total assets. In calculating this, the value of investments at the end of the month are calculated at “net market value” (that is, the amount which could be expected to be received from the disposal of an asset in an orderly market after deducting costs expected to be incurred in realising the proceeds of the disposal). The value of investments, except quoted +securities of listed entities, is calculated at cost or valuation. Valuation must not exceed the recoverable amount.

Note: The net market value definition is taken from Australian Accounting Standard AASB 1023.

I = intangible assets.

L = total liabilities ranking ahead of, or equally with, claims of that +class of +securities. In calculating this, total liabilities include each of the following.

- Provisions for tax on realised income and gains.
- Provisions for tax on estimated unrealised income and gains. Alternatively, the entity may disclose the net tangible asset backing per +security before and after providing for the estimated tax on unrealised income and gains.
- Provisions for declared, but unpaid, dividends or distributions if the +securities are still quoted on a basis that includes the dividend or distribution on the date on which the net tangible asset backing is reported.
- Provisions for unpaid management fees earned.

Example: Liabilities ranking ahead of, or equally with, fully paid ordinary shares in a parent entity will include all liabilities, preference share entitlements, and outside equity interests.

N = total number of +securities on issue in that +class. In calculating this, partly paid +securities which are in that +class when paid up are taken into account by assuming that the unpaid amount is paid.

Amended 01/07/14

non-affiliated security holders

+security holders who are not:

- (a) a related party of the entity;
- (b) an associate of a related party of the entity; or
- (c) a person whose relationship to the entity or a person referred to in (a) or (b) above is such that, in ASX’s opinion, they should be treated as affiliated with the entity.

Introduced 19/12/16

notifiable interest of a director

(a) *in relation to a company*, the following.

- (i) Relevant interest within the meaning of section 9 of the Corporations Act in +securities of the company or a related body corporate.

Note: This limb of the definition is equivalent to section 205G(1)(a) of the Corporations Act.

- (ii) Interests in contracts to which the director is a party or under which the director is entitled to a benefit, and that confer a right to call for or deliver shares in, debentures of, or interests in a managed investment

scheme made available by, the company or a related body corporate.

Note: This limb of the definition is equivalent to section 205G(1)(b) of the Corporations Act.

- (b) *in relation to a trust*, relevant interest within the meaning of section 9 of the Corporations Act in +securities of the trust.

Introduced 30/09/01

official list

official list of entities that ASX (in the case of ASX, the +ASIC) has admitted and not removed.

Introduced 01/07/96 Amended 01/07/98, 01/09/99

oil and gas entity

an +oil and gas exploration entity or an +oil and gas producing entity.

Introduced 01/12/13

oil and gas exploration entity

an +entity:

- (a) whose main undertaking consists of +exploration for +petroleum; or
- (b) which has been advised by ASX that it is an oil and gas exploration entity for the purposes of the listing rules.

Introduced 01/12/13

oil and gas producing entity

an +entity:

- (a) whose main undertaking consists of the +extraction of +petroleum; or
- (b) which has been advised by ASX that it is an oil and gas producing entity for the purposes of the listing rules.

Introduced 01/12/13

oil and gas project

a project to explore for or extract +petroleum from a +petroleum tenement or tenements.

Introduced 01/12/13

Note: the boundaries of what constitutes an +oil and gas project will often be determined by commercial considerations, including development decisions and budget allocations. An +oil and gas project may constitute the development of a single reservoir or field, or an incremental development in a producing field, or the integrated development of a group of several fields and associated facilities with common ownership. +SPE PRMS defines 'project'.

on-market buy-back

Introduced 01/07/96 Deleted 01/09/99

operating profit (loss)

the profit (loss) for the relevant period resulting from the operations of the entity or group during the period of a kind carried on regularly to achieve the objectives of the entity or group.

ordinary securities

ordinary shares or ordinary +units (if an entity does not have ordinary shares or ordinary +units, the +class of +securities designated by ASX).

ore reserves

the meaning in Appendix 5A (JORC Code).

Amended 01/09/99, 01/12/13

overseas home exchange	the place of an entity's primary listing (if the entity is not required to comply with the rules of that exchange or market as a domestic entity, the exchange or market designated by ASX).
participating organisation	Introduced 01/06/96 Amended 11/03/02 Deleted 03/05/04
PDS	means a Product Disclosure Statement (as defined in Chapter 7 of the Corporations Act) and includes a supplementary or replacement Product Disclosure Statement.  Introduced 19/12/16
person	includes an individual, body corporate, body politic, firm, association, authority or other entity.
petroleum	a naturally occurring mixture consisting of hydrocarbons in the gaseous, liquid or solid phase. Petroleum may also contain non hydrocarbon compounds. Common examples of non hydrocarbon compounds included in petroleum are carbon dioxide, nitrogen, hydrogen sulphide and sulphur.  Introduced 01/12/13
petroleum reserves	those quantities of *petroleum anticipated to be commercially recoverable by application of development projects to known accumulations from a given date forward under defined conditions. Petroleum reserves must satisfy four criteria: they must be discovered, recoverable, commercial and remaining based on the development project(s) applied.  Introduced 01/12/13
petroleum reserves holdings	aggregate economic interests in *petroleum reserves of an *entity and its *child entities.  Introduced 01/12/13
petroleum resources	all quantities of *petroleum (recoverable and unrecoverable) naturally occurring on or within the Earth's crust, discovered and undiscovered, plus those quantities already produced. It includes all types of *petroleum whether currently considered 'conventional' or 'unconventional'.  Introduced 01/12/13
petroleum tenement	any right to explore for or extract *petroleum in a given place.  Introduced 01/12/13
pooled development fund	a pooled development fund under the Pooled Development Funds Act 1992 (Commonwealth).  Introduced 01/09/99
possible hydrocarbon reserves	Deleted 01/12/13
possible reserves	those additional *petroleum reserves which analysis of geoscience and engineering data indicate are less likely to be recoverable than *probable reserves. The total quantities ultimately recovered from the project have a low probability to exceed the sum of *proved reserves plus *probable reserves plus *possible reserves (*3P). When probabilistic methods are used, there should be at least a 10%

	probability that the actual quantities recovered will equal or exceed the +3P estimate. Introduced 01/12/13
pre-hydrocarbon reserve stage	Deleted 01/12/13
preliminary feasibility study	the meaning in Appendix 5A (JORC Code). Introduced 01/12/13
prescribed amount	the amount determined by ASX to be the maximum +market capitalisation (excluding +restricted securities and +securities quoted on a +deferred settlement basis) that an +entity may have and be eligible to seek approval of the holders of its +ordinary securities by special resolution passed at an annual general meeting to have the additional capacity to issue +equity securities under rule 7.1A. Introduced 01/08/12 Amended 04/03/13 Note: The prescribed amount on commencement of rule 7.1A is \$300 million.
probable hydrocarbon reserves	Deleted 01/12/13
probable ore reserves	the meaning in Appendix 5A (JORC Code). Introduced 01/12/13
probable reserves	those additional +petroleum reserves which analysis of geoscience and engineering data indicate are less likely to be recovered than +proved reserves but more certain to be recovered than +possible reserves. It is equally likely that actual remaining quantities recovered will be greater than or less than the sum of the estimated +proved reserves plus +probable reserves (+2P). When probabilistic methods are used, there should be at least a 50% probability that the actual quantities recovered will equal or exceed the +2P estimate. Introduced 01/12/13
production target	a projection or forecast of the amount of +minerals to be extracted from a particular +mining tenement or tenements for a period that extends past the current year and the forthcoming year. Introduced 01/12/13
profit from continuing operations	+operating profit: (a) before tax; and (b) disregarding items that are revenue or other credits to profits which result from an activity that has been or is to be discontinued, unless ASX decides otherwise. Introduced 01/07/96 Amended 01/07/00
prohibited period	means: i. any +closed period; or ii. additional periods when an entity's +key management personnel are prohibited from trading, which are imposed by the entity from time to time when the company is considering matters which are subject to Listing Rule 3.1A. Introduced 01/01/11

promoter	<p>(a) a +person who has had a material involvement in, or who has provided a service to the entity or to a +related party of the entity in relation to, either of the following.</p> <ul style="list-style-type: none"><li>• The entity's promotion or listing; or</li><li>• The entity's initial public offering.</li></ul> <p>(b) unless ASX decides otherwise, a +substantial holder in the entity, if the person and the person's +associates have a relevant interest in at least 10% of the voting +securities at any time in the 12 months before the date of the application for admission to the +official list.</p> <p>(c) a +person whose relationship with the entity or a +person referred to in (a) or (b) above is, in ASX's opinion, such that the +person should be considered to be a promoter of the entity.</p> <p>Introduced 01/07/98 Amended 13/03/00, 01/07/00, 01/07/14</p>
property-backed securities	<p>+debt securities which are directly secured, in whole or in part, over real property or other tangible assets.</p> <p>Introduced 24/10/05</p>
property trust	<p>a trust that has investment of its funds in real estate as its main object.</p>
pro rata issue	<p>an issue which has been offered to all holders of +securities in a +class on a pro rata basis, including without limitation a +rights issue. An issue is not precluded from being a pro rata issue for purposes of the listing rules because holders are excluded from the issue under rule 7.7.1 or are allowed to subscribe for a greater number of securities than their entitlement under rule 7.11.4.</p> <p>Note: A bonus issue is a type of pro rata issue (see definition of bonus issue).</p> <p>The terms of the securities in the class to which the offer to participate in the pro rata issue is made must entitle the holder of the securities to receive offers of securities. The terms of options usually do not permit an option holder to participate in offers of securities without having exercised the option.</p> <p>Cross reference: Listing Rule 6.20.</p> <p>Amended 14/04/14</p>
prospective resources	<p>those quantities of +petroleum which are estimated, as of a given date, to be potentially recoverable from undiscovered accumulations.</p> <p>Introduced 01/12/13</p>
prospectus	<p>includes a supplementary or replacement prospectus.</p> <p>Introduced 19/12/16</p>
proved hydrocarbon reserves	<p>Deleted 01/12/13</p>
proved reserves	<p>those quantities of +petroleum, which by analysis of geoscience and engineering data, can be estimated with reasonable certainty to be commercially recoverable, from a given date forward, from known reservoirs and under defined economic conditions, operating methods, and government regulations. If deterministic methods are used, the term reasonable certainty is intended to express a high degree of confidence that the quantities will be recovered. When probabilistic methods are used, there should be at least a 90%</p>

	<p>probability that the quantities actually recovered equal or exceed the estimate.</p> <p>Introduced 01/12/13</p>
qualified petroleum reserves and resources evaluator	<p>a person is a qualified petroleum reserves and resources evaluator if he or she:</p> <p>(a) has obtained a bachelors or advanced degree in petroleum engineering, geology, geophysics or other discipline of engineering or physical science;</p> <p>(b) has a minimum of five years practical experience in *petroleum engineering, *petroleum production geology or *petroleum geology, with at least three years of such experience being in the evaluation and estimation of *petroleum reserves, *contingent resources and *prospective resources; and</p> <p>(c) is a member of good standing of a professional organisation of engineers, geologists or other geoscientists whose professional practice includes *petroleum reserves, *contingent resources and *prospective resources evaluations and/or audits. The professional organisation must have disciplinary powers, including the power to suspend or expel a member.</p> <p>Introduced 01/12/13</p>
qualifying foreign estimates	<p>a *foreign estimate that was prepared in accordance with:</p> <ul style="list-style-type: none"><li>• the SAMREC Code;</li><li>• NI 43-101 and the CIM Standards; or</li><li>• the PERC Code,</li></ul> <p>and that is otherwise acceptable to ASX.</p> <p>Introduced 01/12/13</p> <p>Note: ASX may not consider a foreign estimate prepared in accordance with one of the abovementioned reporting codes acceptable if, for example, the estimate was prepared at a time when, in ASX's view, that reporting code was not substantially equivalent to the requirements currently applicable in Appendix 5A (JORC Code).</p>
qualifying NZ entity	<p>a *foreign entity that is formed or established in New Zealand, that has NZX as its *overseas home exchange and whose *securities are admitted to quotation on the main board of NZX.</p> <p>Introduced 19/12/16</p>
quotation	<p>official quotation by ASX.</p>
recognised mining professional	<p>Introduced 01/09/99 Deleted 17/12/04</p>
recognised trustee	<p>a trustee approved by ASX for the purpose of the listing rules.</p> <p>Amended 11/03/04</p>
record date	<p>(a) in relation to *CHESS approved *securities – the meaning in Section 2 of the ASX Settlement Operating Rules.</p> <p>Note: The ASX Settlement Operating Rules say that record date means 5.00 pm (or, in the case of an ASTC Regulated Transfer, a later time permitted by the Rules) on the date specified by an Issuer as the date by reference to</p>



which the Issuer will establish Cum Entitlement Balances for the purpose of identifying the persons entitled to the benefit of a Corporate Action.

- (b) in relation to +securities that are not +CHESS approved securities – 5.00 pm on the date the entity specifies for lodging transfers of those +securities for the purpose of identifying the persons who are entitled to dividends, interest, new +securities, rights to priority of applications for issues of +securities, or any other entitlement.
- (c) in relation to +securities of different +classes, if the +classes include +CHESS approved +securities and +securities that are not +CHESS approved – the time and day agreed by ASX.

Introduced 01/07/96 Amended 01/09/99, 11/03/04

reference point

a defined location within a +petroleum +extraction and processing operation where quantities of produced product are measured under defined conditions prior to custody transfer.

Introduced 01/12/13

related party

- (a) *in relation to a body corporate*, the meaning in section 228 of the Corporations Act.

Note: At 13/03/00, section 228 of the Corporations Act says that:

- (1) An entity that controls a public company is a related party of the public company.
- (2) The following persons are related parties of a public company:
  - (a) directors of the public company
  - (b) directors (if any) of an entity that controls the public company
  - (c) if the public company is controlled by an entity that is not a body corporate – each of the persons making up the controlling entity
  - (d) spouses and de facto spouses of the persons referred to in paragraphs (a), (b) and (c).
- (3) The following relatives of persons referred to in subsection (2) are related parties of the public company:
  - (a) parents
  - (b) children.
- (4) An entity controlled by a related party referred to in subsection (1),(2) or (3) is a related party of the public company unless the entity is also controlled by the public company.
- (5) An entity is a related party of a public company at a particular time if the entity was a related party of the public company of a kind referred to in subsection (1), (2), (3) or (4) at any time within the previous 6 months.
- (6) An entity is a related party of a public company at a particular time if the entity believes or has reasonable grounds to believe that it is likely to become a related party of the public company of a kind referred to in subsection (1), (2), (3) or (4) at any time in the future.
- (7) An entity is a related party of a public company if the entity acts in concert with a related party on the understanding that related party will receive a financial benefit if the public company gives the entity a financial benefit.

- (b) Deleted 24/10/05

- (c) *in relation to a person*:

- (i) his or her spouse, de facto spouse, parent, child, or a spouse or de facto spouse of that person;

	<ul style="list-style-type: none"><li>(ii) an entity controlled by one or more of the persons referred to in paragraph (i);</li><li>(iii) an entity that he or she controls;</li><li>(iv) a person who acts in concert with anyone referred to above;</li><li>(v) a person who was a related party in the previous 6 months, or who would be a related party in the future, under the tests in section 228 of the Corporations Act (applied with any necessary adaptation).</li></ul>
	(d) <i>in relation to a trust:</i> <ul style="list-style-type: none"><li>(i) the responsible entity;</li><li>(ii) a related party of the responsible entity under section 228 of the Corporations Act, as modified by section 601LA of the Corporations Act.</li></ul>
	Introduced 01/07/96 Amended 01/07/98, 13/03/00, 30/09/01, 24/10/05
remuneration committee	is a committee formed by an entity to advise that entity on matters pertaining to the remuneration of its +key management personnel. Introduced 01/07/11
replaceable rule	any provision of those sections and sub-sections of the Corporations Act that are listed under section 141 of the Corporations Act as “replaceable rules” and so capable of being replaced or modified by a company’s constitution. Introduced 01/07/98 Amended 30/09/01
reserves	Introduced 01/07/96 Deleted 01/09/99
resources	Introduced 01/07/96 Deleted 01/09/99
responsible entity	(a) in relation to a registered managed investment scheme, the same meaning as in the Corporations Act; (b) in relation to a trust that is not a registered managed investment scheme, the entity that in ASX’s opinion performs a substantially equivalent role in relation to the trust as the responsible entity performs in relation to a registered managed investment scheme. Introduced 19/12/16
restricted securities	(a) +securities issued in the circumstances set out in Appendix 9B. (b) +securities that, in ASX’s opinion, should be treated as restricted securities. Introduced 01/07/96 Amended 01/07/98 Example: Securities issued to a person whose relationship with a vendor, related party, promoter, or professional or consultant to the entity is such that, in ASX’s opinion, the securities should be restricted.
retail security	+debt security which is not a +wholesale security Introduced 24/10/05

reverse takeover	<p>a takeover bid or a merger by way of scheme of arrangement under Part 5.1 of the Corporations Act where an entity is proposing to acquire securities of another body and the aggregate number of *equity securities issued or to be issued by the entity:</p> <ul style="list-style-type: none"> <li>• under the *takeover bid or scheme; and/or</li> <li>• to fund the cash consideration payable under the *takeover bid or scheme,</li> </ul> <p>is equal to or greater than the number of fully paid *ordinary securities on issue in the entity at the date of announcement of the *takeover bid or scheme. Separate issues may be aggregated if, in ASX's opinion, they form part of the same commercial transaction.</p> <p>Introduced 01/12/17</p>
reverse takeover target	<p>the body in which an entity is proposing to acquire securities in a *reverse takeover.</p> <p>Introduced 01/12/17</p> <p>Note: "Takeover bid" has the same meaning as in section 9 of the Corporations Act.</p>
rights issue	<p>the meaning in section 9A of the Corporations Act as modified by any instrument or class order.</p> <p>Note: ASIC Class Order [CO 08/35] modifies section 9A of the Corporations Act and provides relief from the disclosure provisions of the Corporations Act for some rights issues. An offer of securities that is a rights issue, but that is undertaken, in whole or in part, pursuant to a disclosure document and/or a Product Disclosure Statement will fall within this definition. An offer of securities that is a rights issue under an individual instrument of relief granted by ASIC will also fall within this definition.</p> <p>Introduced 14/04/14</p>
routine transaction statement	<p>a statement of transactions in a *security holder's account issued by the entity.</p>
S & P / ASX 300 Index	<p>The S&amp;P/ ASX 300 Index as published by Standard &amp; Poors from time to time</p> <p>Introduced 11/01/10</p>
S & P All Ordinaries Index	<p>The Standard &amp; Poor's index of the top 500 listed entities, by market capitalisation.</p> <p>Introduced 01/01/03</p>
SCH	<p>Deleted 11/03/04</p>
scientific research based entity	<p>Introduced 01/07/96 Deleted 01/09/99</p>
scoping study	<p>the meaning in Appendix 5A (JORC Code).</p> <p>Introduced 01/12/13</p>
security	<p>(a) a security within the meaning given to that expression by section 92(1) of the Corporations Act;</p> <p>(b) an option over an unissued security within the meaning given to that expression by section 92(1) of the Corporations Act;</p>

- (c) a renounceable or unrenounceable right to subscribe for a security within the meaning given to that expression by section 92(1) of the Corporations Act; and
- (d) a financial product traded under ASX's rules.

Introduced 01/06/96 Amended 11/03/02

Note: CDIs are securities.

At 11/3/02 section 92(1) says securities means:

- (a) debentures, stocks or bonds issued or proposed to be issued by a government; or
- (b) shares in, or debentures of, a body; or
- (c) interests in a managed investment scheme; or
- (d) units of such shares; but does not include
- (e) a derivative (as defined in Chapter 7), other than an option to acquire by way of transfer a security covered by paragraph (a), (b), (c) or (d); or
- (f) an excluded security.

**security purchase plan** a plan providing for the making by an entity of offers of securities to its existing security holders which do not require the issue of a disclosure document or Product Disclosure Statement in accordance with the relief granted by ASIC.

Introduced 01/06/10 Amended 01/07/14

Note: As at 01/07/14, such relief was provided in Class Order [CO 09/425] *Share and interest purchase plans*.

**short report** Introduced 01/07/96 Amended 01/07/98 Deleted 01/07/98

**special transaction statement** a statement of transactions in a +security holder's account issued by the entity at the request of the holder.

**SPE-PRMS** Petroleum Resources Management System sponsored by the Society of Petroleum Engineers (SPE), the American Association of Petroleum Geologists (AAPG), the World Petroleum Council (WPC) and the Society of Petroleum Evaluation Engineers (SPEE).

Introduced 01/12/13

**SRN** the meaning in Section 2 of the ASX Settlement Operating Rules.

Amended 11/03/04

Note: The ASX Settlement Operating Rules state that SRN stands for shareholder reference number, which is allocated by an issuer to identify a holder on the issuer sponsored subregister.

**substantial holder** (a) in relation to a company and a trust which is a registered managed investment scheme, a substantial holder under section 671B of the Corporations Act.

Note: At 13/03/00, section 671B of the Corporations Act says a substantial holder means a person who has a substantial holding, that is the person and the person's associates have a relevant interest in not less than 5% of the total votes attached to the voting shares in the company or the voting interests in the scheme.

Sections 608 and 609 of the Corporations Act explain when a person has a relevant interest in shares or interests in a scheme.

	<p>(b) in relation to a trust which is not a registered managed investment scheme or which is a *foreign trust, a person who would be a substantial holder under section 671B of the Corporations Act if references to a scheme and interests in the scheme in the Corporations Act were references to the trust and *units in the trust.</p> <p>(c) in relation to a *foreign company, a person who would be a substantial holder under section 671B of the Corporations Act if references to a company and its securities in the Corporations Act were references to the *foreign company and its securities.</p> <p>Introduced 01/07/96 Amended 13/03/00, 30/09/01, 19/12/16</p>
takeover	<p>(a) a takeover bid;</p> <p>(b) a similar bid under a foreign regime.</p> <p>Introduced 01/07/97 Amended 13/03/00</p> <p>Note: "Takeover bid" has the same meaning as in section 9 of the Corporations Act.</p>
technical and performance requirements	<p>the meaning in Section 2 of the ASX Settlement Operating Rules.</p> <p>Amended 11/03/04</p> <p>Note: The ASX Settlement Operating Rules state that Technical and Performance Requirements means the requirements on Facility Users set out in Section 16.</p>
termination benefits	<p>payments, property and advantages that are receivable on termination of employment, engagement or office, except those from any superannuation or provident fund and those required by law to be made.</p>
terms of the scheme	<p>includes terms, conditions, rules, regulations or guidelines formulated to introduce or administer an *employee incentive scheme.</p> <p>Introduced 01/07/96 Origin: Listing Rule 3W(9)</p>
trading day	<p>a day determined by ASX to be a trading day and notified to *market participants being:</p> <p>(a) a day other than:</p> <p style="padding-left: 40px;">(i) a Saturday, Sunday, New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day; and</p> <p style="padding-left: 40px;">(ii) any other day which ASX declares and publishes is not a trading day; and</p> <p>(b) notwithstanding (a), a day which for the purposes of settlement, ASX declares is a trading day notwithstanding that dealings between *market participants are suspended on that day.</p> <p>Introduced 01/07/00 Amended 11/03/04, 03/05/04</p>
trading halt	<p>for the purpose of chapter 17, an interruption to trading at the request of an entity that is not a suspension from *quotation.</p>
trading participant	<p>Deleted 01/07/14</p>

Trading Platform	Amended 11/03/04, 03/05/04, 01/01/12 Deleted 01/07/14
trading policy	<p>an entity's policy relating to trading in the entity's securities by the entity's +key management personnel during +prohibited periods.</p> <p>Introduced 01/01/11</p>
uncertificated subregister	<p>the +CHESS subregister or an +issuer sponsored subregister.</p> <p>Introduced 04/03/13</p>
underlying securities	<p>(a) in relation to an option over unissued shares, or units +securities in the same +class as those which will be issued if the option is exercised.</p> <p>(b) in relation to a +convertible debt security, +securities in the same +class as those which will be issued if the +convertible debt security is converted.</p> <p>(c) in relation to +CDIs, +securities over which the +CDIs are issued.</p> <p>Introduced 01/07/96 Amended 01/07/97, 01/09/99, 11/03/02</p>
unit	a unit in a trust.
undertaking	includes assets or businesses.
vendor	Introduced 01/07/96 Deleted 01/07/98
volume weighted average market price	<p>in relation to particular securities for a particular period, the volume weighted average price of trading in those securities on the +ASX market and the +Chi-X market over that period, excluding block trades, large portfolio trades, permitted trades during the pre-trading hours period, permitted trades during the post-trading hours period, out of hours trades and exchange traded option exercises.</p> <p>Introduced 01/07/14</p> <p>Trading on the ASX market and Chi-X market includes trades executed on those markets and trades reported to those markets (other than block trades, large portfolio trades, permitted trades during the pre-trading hours period, permitted trades during the post-trading hours period, out of hours trade and exchange traded option exercises). The terms "block trades", "large portfolio trades", "permitted trades during the pre-trading hours period", "permitted trades during the post-trading hours period" and "out of hours trades" have the same meaning as in the ASIC Market Integrity Rules (Competition in Exchange Markets) 2011. These types of trades are excluded as they are not necessarily representative of market trading.</p>
voluntary escrow	<p>+securities of an entity are subject to voluntary escrow where:</p> <p>(a) the entity and the holder of the +securities have entered into an agreement restricting the right of the holder to dispose of the +securities in a form similar to that set out in Appendix 9A or in such other form as the entity and the holder agree;</p> <p>(b) the entity and the holder were not required to enter into the agreement under Chapter 9; and</p>

(c) that agreement is still on foot.

Introduced 19/12/16

Note: Securities issued under an employee incentive scheme that have restrictions on their transfer under the terms of the scheme are not regarded as being subject to voluntary escrow.

voting exclusion statement a statement referred to in rule 14.11.

wholesale security +debt security whose terms allow the security to be held at all times by only wholesale clients, as defined in the Corporations Act.

Introduced 24/10/05

**End of Section. Next page is no. 2001.**