*ASX Operating Rules Schedule 10A Rule10A.3.3(a)*

Appendix 10A.3.3

AQUA Admission Application and Agreement

*This is the application form specified by ASX for the purpose of ASX Operating Rules Schedule 10A Rule 10A.3.3(a) to be completed and given to ASX by an applicant seeking the admission of AQUA Products to Trading Status, to the AQUA Quote Display Board or for settlement through the Managed Fund Settlement Service.*

*The applicant must also provide to ASX the information and documents referred to in the relevant AQUA Product Admission Checklist published on the ASX website.*

*This form, the relevant AQUA Product Admission Checklist and any supporting documents given to ASX become ASX’s property to deal with as it wishes and may be released by ASX to the market.*

*References to a rule are to the rules in ASX Operating Rule Schedule 10A. References to a procedure are to the procedures under those rules. Capitalised terms in this form have the same meaning as in the rules.*

|  |  |
| --- | --- |
| Name of applicant | ABN/ACN/ARBN |
|  |  |

We, the applicant named above, apply for:

|  |
| --- |
| *Select one of the following:*[ ]  Admission of the Managed Fund Products named below for settlement through the Managed Fund Settlement Service and attach a completed *AQUA Product Admission Checklist (mFund)*[ ]  Admission of the Managed Fund Products named below to Trading Status or to the Quote Display Board and attach a completed *AQUA Product Admission Checklist (Traded Managed Fund Products)*[ ]  Admission of the ETF Securities named below to Trading Status or to the Quote Display Board and attach a completed *AQUA Product Admission Checklist (ETF Securities)*[ ]  Admission of the Structured Products named below to Trading Status or to the Quote Display Board and attach a completed *AQUA Product Admission Checklist (Structured Products)**Select the next item if (and only if) you are not already an approved AQUA Product Issuer under rule 10A.2.1*[ ]  AND we also apply for approval to be an AQUA Product Issuer under rule 10A.2.1 and attach a completed *AQUA Product Admission Checklist (Application for Approval as an AQUA Product Issuer)* |
| Name(s) of Managed Fund Products / ETF Securities / Structured Products[[1]](#footnote-1) |  |

and we acknowledge and agree as follows:

1. If we are applying for approval as an AQUA Product Issuer, ASX has absolute discretion as to whether approval is granted. ASX may approve us as an AQUA Product issuer on any conditions it decides. ASX may also suspend or revoke our approval at any time without giving any reason.

2. The admission of the AQUA Products to Trading Status, to the AQUA Quote Display Board or for settlement through the Managed Fund Settlement Service (as applicable) is in ASX’s absolute discretion. ASX may admit the AQUA Products on any conditions it decides. ASX may also suspend or revoke the admission of the AQUA Products in the circumstances set out in the ASX Operating Rules.

3. We warrant to ASX:

• We hold, and at all times while we are an approved AQUA Product Issuer will continue to hold, all necessary licences or exemptions under Chapter 7 of the Corporations Act needed to conduct our business as an AQUA Product Issuer, and we comply with, and at all times while we are an approved AQUA Product Issuer will continue to comply with, all of the conditions (including, without limitation, financial conditions) and obligations attaching to such licences or exemptions.

• The AQUA Products will be validly issued and their issue will comply with all relevant laws and regulations and not be offered or issued for an illegal purpose.

• The AQUA Products will comply with the requirements of Schedule 10A of the ASX Operating Rules.

• If the AQUA Products are to be admitted to Trading Status or to the AQUA Quote Display Board, an offer of the AQUA Products for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

• Section 724 and section 1016E of the Corporations Act will not apply to any applications received by us in relation to the AQUA Products and that no-one will have any right to return the AQUA Products under sections 601MB(1), 737, 738, 992A, 992AA or 1016F of the Corporations Act.

• If the AQUA Products are interests in a managed investment scheme and admitted to Trading Status or to the Quote Display Board, no person will have the right to return the AQUA Products under section 1019B of the Corporations Act.

• All of the documents and information we have given, or will give, to ASX in connection with our approval as an AQUA Product Issuer or the admission of the AQUA Products to Trading Status, to the AQUA Quote Display Board or for settlement through the Managed Fund Settlement Service (as applicable) are, or will be, accurate, complete and not misleading.

• There is no other reason why the AQUA Products should not be admitted to Trading Status, to the AQUA Quote Display Board or for settlement through the Managed Fund Settlement Service (as applicable).

4. We will give ASX the information and documents required by this form, including the information and documents referred to in the checklists mentioned previously. If any information or document is not available now, we will give it to ASX before the admission of the AQUA Products to Trading Status, to the AQUA Quote Display Board or for settlement through the Managed Fund Settlement Service.

5. We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of a warranty in this agreement.

6. We will comply with the ASX Operating Rules in force from time to time and any conditions imposed pursuant to those rules, even if the quotation of the AQUA Products is deferred, suspended or subject to a trading halt.

7. Subject to ASX Operating Rule Schedule 10A.6.4, a document given to ASX by us or on our behalf becomes and remains the property of ASX to deal with as it wishes, including copying, digitising, storing in a retrieval system, releasing to the market, transmitting to the public, publishing any part of the document and permitting others to do so. This includes a document given to ASX in support of this application or in compliance with the ASX Operating Rules.

8. In any proceedings, a copy or extract of any document or information given to ASX is of equal validity in evidence as the original.

9. We acknowledge that this application also operates as an application to the Approved Settlement Facility for approval for us to act as an issuer under the operating rules of the Approved Settlement Facility and:

• In the case of an entity established in a jurisdiction whose laws have the effect that the AQUA Products cannot be registered or transferred under the operating rules of the Approved Settlement Facility, to have CHESS Depository Interests (CDIs) issued over the AQUA Products and to have those CDIs approved for participation in the Approved Settlement Facility.

• In all other cases, for the approval of the AQUA Products under those operating rules for participation in the Approved Settlement Facility.

10. Except in the case of an entity established in a jurisdiction whose laws have the effect that the AQUA Products cannot be registered or transferred under the operating rules of the Approved Settlement Facility:

• The Approved Settlement Facility is irrevocably authorised to establish and administer a subregister in respect of the AQUA Products.

• We will satisfy the technical and performance requirements of the Approved Settlement Facility and meet any other requirements the Approved Settlement Facility imposes in connection with the participation of the AQUA Products in the Approved Settlement Facility.

• When AQUA Products are issued we will enter them in the Approved Settlement Facility’s subregister holding of the applicant, if the applicant instructs us on the application form to do so. In the case of AQUA Products admitted to Trading Status, the AQUA Products will be dispatched prior to the AQUA Products commencing to trade.

11. In the case of an entity established in a jurisdiction whose laws have the effect that the AQUA Products cannot be registered or transferred under the operating rules of the Approved Settlement Facility:

• We appoint CHESS Depositary Nominees Pty Ltd (CDN)[[2]](#footnote-2) to act as the depositary nominee in respect of any CDIs issued over the AQUA Products for which quotation is sought and acknowledge the indemnity given by us to CDN as the depositary nominee, and accept the power of attorney given to us by CDN as the depositary nominee, under the operating rules of the Approved Settlement Facility.

• The Approved Settlement Facility is irrevocably authorised to establish and administer a subregister in respect of CDIs over the AQUA Products.

• We will satisfy the technical and performance requirements of the Approved Settlement Facility and meet any other requirements the Approved Settlement Facility imposes in connection with the participation of our CDIs in the Approved Settlement Facility.

• When CDIs are issued we will enter them in the Approved Settlement Facility’s subregister holding of the applicant, if the applicant instructs us on the application form to do so. In the case of AQUA Products admitted to Trading Status, the CDIs will be dispatched prior to them commencing to trade.

• We will make sure that CDIs are issued over the AQUA Products if the holder of quoted AQUA Products asks for CDIs.

12. Subject to ASX Operating Rule Schedule 10A.6.4, we consent, and will procure the Guarantor’s consent (if applicable), to ASX disclosing to any third party (including, without limitation, any credit worthiness checking organisation, regulatory authority, financial market operator or clearing and settlement facility) any information that has been provided to ASX by or on behalf of the AQUA Product Issuer or its Guarantor in connection with this application, as ASX considers necessary or appropriate for the purposes of ASX’s assessment of this application.

13. We consent, and will procure the Guarantor’s consent (if applicable), to any third party (including, without limitation, any credit worthiness checking organisation, regulatory authority, financial market operator or clearing and settlement facility) disclosing to ASX any information relating to us or the Guarantor (if applicable) and our employees, officers or agents or the employees, officers or agents of the Guarantor (if applicable), as ASX considers necessary or appropriate for the purposes of ASX’s assessment of this application.

14. We undertake:

• to notify ASX immediately if we propose to set a record date for a corporate action in respect of the AQUA Products or if we propose to make any changes to a proposed record date; and

• when undertaking a corporate action, to use reasonable endeavours to follow any Listing Rule timetables that would apply if the AQUA Products were securities of an entity admitted to the Official List of ASX.

Dated:

|  |  |
| --- | --- |
| *date here* ► |  |

Executed as a deed poll:

|  |  |
| --- | --- |
| **Signed sealed and delivered by** **the applicant by** |  |
| *sign here* ► |  | *sign here* ► |  |
|  | Director |  | Director/Company Secretary |
| *print name* ► |  | *print name* ► |  |

• Execution must be by a person or persons authorised to execute this document as a deed on behalf of the applicant. The execution block above can be adapted where necessary to meet the requirements of the form of execution.

• For Australian registered companies, execution should be under section 127 of the Corporations Act 2001 (Cth) or under power of attorney.

• Execution under power of attorney must be witnessed and a certified copy of the deed granting power of attorney must be provided to ASX together with this application form. Each attorney executing this document declares that the attorney has no notice of the revocation or suspension of the power of attorney.

• If execution is by an entity other than an Australian registered company, ASX may require additional evidence of authorisation.

1. If the applicant is seeking admission for more than one type of Managed Fund Products, ETF Securities or Structured Products, please provide the name of each product and ensure the supporting documents for each product are clearly distinguishable. [↑](#footnote-ref-1)
2. If the applicant wishes to appoint someone other than CHESS Depositary Nominees Pty Ltd to act as the depositary nominee in respect of any CDIs issued over the AQUA Products, please contact ASX Listings Compliance. [↑](#footnote-ref-2)