

ATTACHMENT C - ASX OPERATING RULES PROCEDURES AMENDMENTS

SECTION 4 EXECUTION, QUOTE DISPLAY AND REPORTING SERVICES

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MANAGED FUND SETTLEMENT SERVICE

Procedure 4651

For the purpose of Rule [4651], the transaction shall be settled through the Managed Fund Settlement Service, in accordance with the timeframe for settlement of such transactions determined in accordance with the ASX Settlement Operating Rules.

Procedure 4655

For the purpose of Rule [4655], the requirements and obligations are:

- (a) The Trading Participant must design and implement procedures that function to ensure that an application for Managed Fund Products is not submitted via the Managed Fund Settlement Service until:-
- i. the Trading Participant has complied with the obligations in Part 2 of the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth) ('AML / CTF Act') in relation to the client;
 - ii. if the Trading Participant has authorised another person to be its agent for the purposes of carrying out the Trading Participant's obligations under Part 2 of the AML / CTF Act, the agent complies with those obligations on the Trading Participant's behalf;
 - iii. the documents in Rule [4652] have been given to the client;
 - iv. the client has acknowledged in written or electronic form that they have been given:
 - A. the documents required to be given under Rule [4652]; and
 - B. the information required to be given to the client under paragraph (d)(i) or (e) below (as applicable) (including information which is provided by means of a weblink); and-
 - v. if an application for the issue of Managed Fund Products is received through an intermediary (that is, not direct from the client), the Trading Participant has received from the intermediary a representation that the Product Disclosure Statement referred to in Rule [4652] and the information required to be given to the client under paragraph (e) below has been given to the client, and the representation specifies the date of the Product Disclosure Statement.-
- (b) Trading Participants must certify compliance with the requirements of paragraph (a):
- i. prior to commencement of acceptance of client applications for Managed Fund Products;

- ii. within 10 Business Days after 30 June each year; and
- iii. (for online brokers) within 10 Business Days of any material modification to the online broking interface to the extent that the modification affects the way in which information about Managed Fund Products or the ASX Managed Funds Service is presented to clients via the interface.

Certification is to be:

- iv. made by the Head of Compliance or equivalent employee of the Trading Participant in the form prescribed by ASX from time to time; and
- v. retained for 7 years and provided to ASX annually.

(c) Trading Participants must retain records of the acknowledgements in paragraph (a)(iv), the representations in paragraph (a)(v), above and the representations in Rule [4654] (in a way that identifies the version of the disclosure documents that were given) for a period of 7 years, and must provide such records to ASX as requested.

(d) A Trading Participant that seeks to transact Managed Fund Products based on client instructions received through an online broker interface:

i. must prominently display the following information to clients who use the interface to apply for the issue of Managed Fund Products:

A. Statements to the following effect:

- Managed fund units that are settled through the Managed Fund Settlement Service are not traded on an open market or exchange.
- You cannot sell or buy these units to or from other investors on the market.

B. At this link you can find an Investor Fact Sheet about the [Managed Fund Settlement Service].

www.mfund.com.au/investor-factsheet.pdf

C. At this link you can find information about the fund provided by the issuer.

www.mfund.com.au/toolkit

D. At this link you can find information about the fund disclosed by the issuer using ASX's Market Announcements Platform.

www.mfund.com.au/announcements

ii. must not:

A. present the interface in a way which could lead a client to believe that Managed Fund Products are able to be traded on ASX or that unit prices displayed on ASX or the interface will apply to any transaction initiated by the client; or

B. use the words 'bid' or 'offer' on the interface.

(e) A Trading Participant that seeks to transact Managed Fund Products based on client instructions received otherwise than through an online broker interface must give the client a copy of the Managed Fund Settlement Service Investor Fact Sheet.

SCHEDULE 10A AQUA PRODUCTS AND THE AQUA TRADING MARKET

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PROCEDURE 10A.4.1 INVESTMENT MANDATE

For the purpose of Rule 10A.4.1, the investment mandate must be outlined in the product disclosure statement or offer document for the AQUA Product Series, a copy of which must be provided to ASX prior to the quotation of the AQUA Product Series.

Except in relation to AQUA Products settled through the Managed Fund Settlement Service, the product disclosure statement or offer document must state that there cannot be any significant change to the investment activity described in the investment mandate without the approval of 75% of votes cast by those AQUA Product Holders who vote on the relevant resolution.

Purpose of Amendment: The second part of this procedure relating to the 75% approval requirement was originally included for the benefit/protection of investors in closed-ended funds, who would otherwise be unable to redeem their investment where the fund had made a significant change to its investment activity. This procedure is not required for ASX Managed Funds Service products which by definition can only be Managed Fund Products and are therefore open-ended, that is, the relevant scheme must continuously issue and redeem units – see ASX Operating Rule Schedule 10A.3.4(a). ASX will address this issue with ASIC as it relates to AQUA Products admitted to Trading Status at a later date.

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PROCEDURE 10A.4.2 DISCLOSURE REQUIREMENTS FOR MANAGED FUND PRODUCTS

For the purpose of Rule 10A.4.2(a), the information specified in this paragraph must be disclosed on the AQUA Product Issuer's website.

For the purpose of Rule 10A.4.2(b), the disclosure requirement is that the amount and value of units redeemed for each Managed Fund be reported to ASX and on the AQUA Product Issuer's website on a monthly basis. Reports must be made the week after the end of month.

For the purpose of Rule 10A.4.2(c) the disclosure requirement is that dividends or distributions should be disclosed to ASX as soon as possible after they are declared or paid (whichever is earlier).

For the purpose of Rule 10A.4.2(d) the disclosure requirement is that any other information required to be disclosed under [section 675 of](#) the Corporations Act should be disclosed to ASX at the same time it is disclosed to ASIC.

For the purpose of Rule 10A.4.2(e) the disclosure requirement is that any other information required to be disclosed under [section 323DA of](#) the Corporations Act should be disclosed to ASX by the next business day after it is disclosed to the relevant foreign entity.

For the purpose of Rule 10A.4.2(f) the disclosure requirement is that any other information required to be sent or made available to investors or prospective investors in the AQUA Product under the Corporations Act or otherwise should be disclosed to ASX at the same time as it is sent or made available to investors or prospective investors.

Information that is required to be provided to ASX may be made available to the public.

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PROCEDURE 10A.4.5 ASX MANAGED FUNDS SERVICE NOTIFICATION REQUIREMENTS

For the purpose of Rule 10A.4.5(b), AQUA Product Issuers that issue Managed Fund Products which are settled through the Managed Fund Settlement Service must notify ASX of all situations where an investor in the Managed Fund has indicated to the AQUA Product Issuer that a current version of all disclosure documents required to be given to a person as a retail client under the Corporations Act were not given to the investor. Any such notification must:

(a) be made in writing within 10 Business Days of an investor indicating that a current PDS was not given to them; and

(b) contain the following information:

- i the name and Fund Code of the Managed Fund which was being applied for;
- ii the name of the Trading Participant which processed the application;
- iii the (Transaction Identification Number);
- iv the name and address of the investor making the application;
- v the number of units applied for;
- vi the date of the application;
- vii the time at which the AQUA Product Issuer became aware of the matter; and
- viii copies of any evidence the AQUA Product Issuer has in relation to the potential breach.

ASX will notify ASIC where the number of instances for a given Trading Participant exceed certain thresholds as determined by ASX.

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SCHEDULE 10A AQUA PRODUCTS

FORM OF APPLICATION FOR ADMISSION OF AQUA PRODUCTS TO TRADING STATUS, ~~OR THE AQUA QUOTE DISPLAY BOARD~~ OR FOR SETTLEMENT THROUGH THE MANAGED FUND SETTLEMENT SERVICE UNDER THE AQUA RULES IN SCHEDULES 10A AND ~~10B-RULES [4600] TO [4621] AND [4650] TO [4653]~~ OF THE OPERATING RULES ON ASX LIMITED ABN 98 008 624 691

To: ASX Limited ABN 98 008 624 691 ("ASX")

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(Name of AQUA Product Issuer)

And
(Name of Guarantor – if applicable)

hereby applies for admission to Trading Status
(Please tick the applicable box)
on ASX for the following AQUA Products: The AQUA Quote Display Board
 Settlement through the Managed Fund Settlement Service

[Please provide a summary of the key terms of each AQUA Product Series]

In making this application the AQUA Product Issuer (and Guarantor if applicable) acknowledge(s) and agree(s) that if the abovementioned AQUA Products are admitted to Trading Status, ~~or the AQUA Quote Display Board~~ or for settlement through the Managed Fund Settlement Service, it (they) will comply with the provisions of the ASX Operating Rules and any condition imposed pursuant to the Operating Rules (unless compliance is waived at the absolute discretion of ASX) as amended from time to time and for the time being in force until such time as all obligations of the AQUA Product Issuer (and Guarantor if applicable) arising from the Terms of Issue and Schedule 10A and Rules [4600] to [4621] and [4650] to [4653] ~~10B of the Rules~~ ("AQUA Rules") have been settled.

In making this application, the AQUA Product Issuer (and Guarantor if applicable) acknowledge(s) and agree(s) that if the abovementioned AQUA Products are admitted to Trading Status, ~~or the AQUA Quote Display Board~~ or for settlement through the Managed Fund Settlement Service, retention of ~~Trading Status or the AQUA Quote Display Board~~ this status for those AQUA Products will be at the absolute discretion (without qualification whatsoever) of ASX and that in particular (but without restricting the generality of the foregoing) withdrawal of ~~Trading Status or the AQUA Quote Display Board~~ this status may, at the absolute discretion of ASX, take place if the AQUA Product Issuer becomes unable or unwilling or in any respect fails to comply with the Terms of Issue, the Rules of ASX for the time being in force, or if ASX in its absolute discretion thinks fit.

I. The AQUA Product Issuer was incorporated/registered in under
(State/Territory/Country)

the on the
(Act or Code) (date)

2. The Guarantor was incorporated/registered in under
(State/Territory/Country)

the on the
(State/Territory/Country) (date)

3. Address of the principal office in Australia of the AQUA Product Issuer

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4. Address of the principal office of the Guarantor

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5. Address of each office at which a Register of AQUA Product Holders is kept

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6. Will the Register of AQUA Product Holders be held in uncertificated mode?

YES / NO (please strike-out which ever does not apply)

7. In relation to each AQUA Product Series, will the AQUA Product Issuer satisfy its obligations under Rule 10A.3.6 by complying with either: (Please tick the applicable box)

- Rule 10A.3.6(a) – By, on an ongoing basis, ensuring that a reasonable Bid and volume is maintained. In this respect the following Trading Participant has been appointed to act as an AQUA Product Market Maker in accordance with ASX Operating Rules.

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(Name of AQUA Product Market Maker – if applicable)

- Rule 10A.3.6(b) – By having in place other arrangements which meet the requirements set out in the

Procedures and, in the opinion of ASX, provide a mechanism for sufficient liquidity in the AQUA Product Series.

- By ensuring that each AQUA Product Series has, and continues to have, a spread of 1000 AQUA Product Holders and a net asset value of at least the amount specified in the Procedures (trading will not commence until the AQUA Product Issuer has satisfied ASX that this requirement has been met).

- N/A – The AQUA Product Series will be admitted only to the AQUA Quote Display Board or for settlement through the Managed Fund Settlement Service.

In the event that several AQUA Product Market Makers are being appointed in relation to this application, a list is to be attached to this application identifying each Trading Participant that is appointed to act as an AQUA Product Market Maker in relation to each AQUA Product Series.

8. In accordance with Rule 10A.3.1(d), and having regard to the features of each AQUA Product Series the subject of this application, provide details below regarding any additional actions taken by the AQUA Product Issuer to satisfy the requirements of Rule 10A.2.1(1) and (2).

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The AQUA Product Issuer confirms that it has, and that if the AQUA Products are admitted to Trading Status, ~~or~~ the AQUA Quote Display Board or for settlement through the Managed Fund Settlement Service it will continue to have, facilities, expertise, procedures, personnel and financial resources which are adequate:

- (a) for the performance by the AQUA Product Issuer of its obligations as an AQUA Product Issuer; and
- (b) to satisfy ASX that such facilities, expertise, procedures, personnel and financial resources are adequate for the performance by the AQUA Product Issuer of its obligations as an AQUA Product Issuer.

9. OFFICERS OF AQUA PRODUCT ISSUER:

(List relevant officers of the AQUA Product Issuer whom ASX should contact in relation to queries regarding these AQUA Products – including legal and commercial matters.)

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10. OFFICERS OF GUARANTOR:

(List relevant officers of the Guarantor whom ASX should contact in relation to queries regarding these Products – including legal and commercial matters.)

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11. ACCOMPANYING DOCUMENTS:

- (i) Draft of proposed disclosure document that complies with the Corporations Act or evidence of an exemption from the disclosure requirements of the Corporations Act (“Product disclosure document”).
- (ii) Copies of all contracts referred to in the AQUA Product disclosure document including underwriting agreement (if any).
- (iii) Current Constitution of AQUA Product Issuer (and Guarantor) unless previously provided.
- (iv) Copies of Trust Deeds relating to AQUA Products to be admitted (if any).

- (v) Copy of Certificate of Incorporation of AQUA Product Issuer (and Guarantor) on the occasion of the first application for admission to trading status or the AQUA Quote Display Board of AQUA Products issued by that AQUA Product Issuer (and Guarantor).
 - (vi) Power of attorney (if applicable) or other evidence of due execution.
 - (vii) If multiple AQUA Product Market Makers are appointed in relation to this application (as per item 7 above), a list identifying each Trading Participant that is being appointed to act as an AQUA Product Market Maker in relation to each series.
 - (viii) Certified copy of the Guarantee provided by the Guarantor pursuant to Rule 10A.2.1(4)(d) and 10A.2.2 (if applicable).
 - (ix) Certified copy of the authorisation provided by the copyright holder pursuant to Rule 10A.3.5 (if applicable).
12. All documentation forwarded to ASX by or on behalf of an AQUA Product Issuer and Guarantor (if applicable) whether provided in support of an application or in compliance with the Operating Rules for the time being or otherwise shall become and remain the property of ASX which may, in its absolute discretion, copy any or all of such documentation and forward such copies to any of its related bodies corporate, the public, the media, or any other interested party at its absolute discretion. Private correspondence, including draft documents lodged with ASX (or any related body corporate) for approval, and marked "not for public release" must only be released to the public, the media, or any other interested party where ASX has formed the opinion that the information should be released and has given notice to the AQUA Product Issuer to that effect.
13. If the AQUA Products are admitted to Trading Status, ~~or~~ the AQUA Quote Display Board or for settlement through the Managed Fund Settlement Service, the AQUA Product Issuer:
- (a) agrees to satisfy any technical and performance requirements and any other requirements in connection with the approval of the Products as CHESSE Approved Securities which may be imposed by ASX Clear Pty Limited ("ASX Clear") or ASX Settlement Pty Limited ("ASX Settlement"); and
 - (b) undertakes when the AQUA Products are issued, to despatch them by deposit to the CHESSE sub-register holding of the applicant if the applicant instructs the AQUA Product Issuer on the application form to enter those AQUA Products into a nominated holding on the CHESSE sub-register. In the case of AQUA Products issued to trading status, products will be dispatched prior to the AQUA Products commencing to trade; and
 - (c) acknowledges that ASX Settlement is authorised to establish and administer a CHESSE sub-register in respect of the AQUA Products; and
 - (d) undertakes to notify ASX immediately if it proposes to set a record date for a corporate action in respect of these AQUA Products or if it proposes to make any changes to a proposed record date; and
 - (e) will, when undertaking a corporate action, use reasonable endeavours to follow any Listing Rule timetables (such as Listing Rule Appendix 6A and 7A) as if the AQUA Products were securities of an entity Admitted to the Official List of ASX; and
 - (f) undertakes to notify ASX immediately if:
 - (i) any licence authorisation held by the AQUA Product Issuer under Chapter 7 of the Corporations Act for the purpose of the conduct of its business as an AQUA Product Issuer under ~~Schedule 10A and 10B of the ASX Operating~~ the AQUA Rules is suspended, cancelled or otherwise ceases to have effect; or
 - (ii) there is any change in the facilities, expertise, procedures, personnel or financial resources of the AQUA Product Issuer, or in any other facts or circumstances affecting the AQUA Product Issuer, which adversely affects its ability to:
 - (A) perform its obligations as an AQUA Product Issuer; or

- (B) satisfy ASX that it has facilities, expertise, procedures, personnel and financial resources which are adequate for the performance by the AQUA Product Issuer of its obligations as an AQUA Product Issuer.

Dated:

[INSERT EXECUTION CLAUSE

[Proper execution – if the AQUA Product Issuer has a seal, execution must be under seal]

[Proper execution – if the Guarantor has a seal, execution must be under seal]