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NSX LIMITED AND CONTROLLED ENTITIES

ABN 33 089 447 058

**ANNUAL REPORT**  
FOR YEAR ENDED 30 JUNE 2019



# CORPORATE DIRECTORY

## DIRECTORS

Michael Cox (Chairman)  
Thomas Price  
Tony Shen (Weiguo)

## CHIEF EXECUTIVE OFFICER

Matthew Loughnan

## COMPANY SECRETARY

Scott Evans

## PRINCIPAL REGISTERED OFFICE

Level 3, 1 Bligh Street  
Sydney NSW 2000.  
Telephone: (02) 8364 6400

## BANKERS

Westpac  
Ground Level  
275 Kent Street  
Sydney NSW 2000  
[www.westpac.com.au](http://www.westpac.com.au)

## SOLICITORS

Baker & McKenzie  
AMP Centre  
50 Bridge Street,  
Sydney NSW 1223  
[www.bakermckenzie.com](http://www.bakermckenzie.com)

## AUDITORS

PKF  
Level 8, 1 O'Connell Street  
Sydney NSW 2000  
[www.pkf.com.au](http://www.pkf.com.au)

## SHARE REGISTRY

Boardroom Pty Ltd  
Grosvenor Place  
Level 12, 225 George Street  
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## WEBSITE

[www.nsx.com.au](http://www.nsx.com.au)

# CONTENTS

ANNUAL REPORT	PAGE
Corporate Directory	2
Letter from the Chairman and CEO	4
<b>Market Information</b>	6
Listing, Trading and Settlement	6
Broker Participants	6
Technology	6
<b>Financial Markets Supervision</b>	7
Committees	7
Compensations Arrangements	7
Complaint Handling	7
<b>Corporate Governance</b>	8
Board Charter	8
Code of Ethics and Conduct	8
Corporate Governance	8
Corporate Governance Statement	8
Trading Policy	18
Audit & Risk Committee	18
Remuneration & Nomination Committee	18
Conflicts of Interest	18
<b>FINANCIAL STATEMENTS</b>	<b>PAGE</b>
Contents	21
<b>Audited Financial Report</b>	
Director's Report	22
Financial Statements	34
<b>SHAREHOLDER INFORMATION</b>	<b>PAGE</b>
Shareholding Details	70
Registered Office	71
Share Registry	71
Unquoted Securities	71
Voting Rights – Ordinary Shares	71
Annual General Meeting	71

# LETTER FROM THE CHAIRMAN AND CEO

Dear Shareholders,

A year of consolidation, improvements and change.

The past financial year was undeniably one during which the National Stock Exchange (NSX) consolidated its position as a real alternative exchange.

For companies considering a listing, NSX offers a faster, cheaper, and easier way to list. This approach is based on a transparent criteria and articulated principles that provides companies of all sizes a way to access the capital markets.

Equally, our service intent of providing a high level of engagement and transparency of decision making will both reassure existing companies and grow our listed company base.

In our 2018 Annual Report, we reported on a number of service and regulatory enhancements, including critical infrastructure projects, that had been delivered. These provided a solid foundation for the continued focus over the past financial year on improvements in areas such as market access, which underpins liquidity, compliance and market practices.

The transformation of our distribution model remains the biggest driver to building connectivity for market participants and liquidity for NSX.

Throughout 2019, we saw the benefits of the integration of NSX trading on the IRESS platform. Primarily, it has shifted NSX away from the reliance on a single point of contact at brokers, enabling all advisors to trade. Further supporting the expansion of our distribution model, real-time full market data and news are now available on Bloomberg and Refinitive (formerly Thomson Reuters) services.

By the end of the financial year, NSX had grown the number of Broker Participants by over 10% to 19, and agreements with Nominated Advisers were up 14% to 42. We will continue to actively engage and grow these customer groups as they are strong advocates of NSX providing assistance in building our awareness and building liquidity.

Another key enhancement for NSX is the Trade Acceptance Service (TAS), which will digitalise the currently manual post-trade processes and standardise them. The infrastructure to support the TAS implementation is likely to be operationally ready in 2019. For broker participants, TAS will enhance and de-risk connectivity with NSX whilst also reducing their costs.

NSX has continued to place significant importance on the quality, functionality and reliability of our technological infrastructure. NSX reported no outages in 2019, resulting in 100% uptime in market performance. Although regrettably post reporting period we did have a 24 hours service interruption with our website, due to a change of platform with the service provider.

It is important for our integrity as a listing exchange, that we regularly ensure our practices are in line with market standards and, maintain the quality of investment opportunities listing on NSX.

We continued to work with ASIC to deliver an enhanced approach to compliance across the market and by May 2019, the requirement for NSX participants to comply with the harmonised Market Integrity Rules (Securities Markets – Capital) 2017 had been fully implemented.

Revised listing standards, providing a formal framework for early engagement with the companies coming to market, were also released. Early feedback indicates this framework is providing clarity and confidence to issuers, and their advisors, by clearly outlining the listing requirements as well as helping potential companies determine their readiness for the public markets.

Another priority of NSX across the year has been to increase the profile, engagement and relevance of NSX to the equity capital markets. Our team has actively participated in a number of conferences and events during the period including, Australian Technologies Competition, RIU Explorers Conference in Fremantle, the Brisbane Resources forum, and the Stockbrokers and Financial Advisers Association Annual Conference in Sydney. We will continue to engage and grow our support for sectors and industries that are aligned with our strategy.

For the financial period we see positive indicators that we are moving in the right direction. NSX had revenue of \$2.3m compared to the prior period of \$2.6m which was a result of reduced number of listing on the exchange during the year. This is a factor of uncertainty in the markets that saw IPO levels down and a result of our revised listing standards to ensure companies are suitable for listing. Even with this reduced revenue number the net loss for the group after tax was \$0.3m better than last year at \$3.1m. Included in this loss are non-recurring items of \$0.7m so accordingly the underlying loss for the group is \$2.4m.

We continue to target cost efficiencies across the business as we remove legacy activities, maintain tight cost management and focus on our core business.


Looking forward, whilst we see a challenging listing environment due to increased regulations for some sectors, tightening credit markets and more uncertain global economic conditions we remain confident that as NSX offers a market that is more accessible, lower cost and user friendly we will continue to attract businesses looking for capital to fund their growth.

For our shareholders thank you for your continued support as we build a true alternative stock exchange for Australia and we must also thank our staff for without their skill, diligence and enthusiasm there would be no exchange.

Sincerely,



Michael Cox  
Chairman



Matthew Loughnan  
Chief Executive Officer (Interim)

# MARKET INFORMATION

## LISTING, TRADING AND SETTLEMENT

### About Us

NSX operates the National Stock Exchange of Australia (NSXA), an Australian Market Licencee. Under this licence NSX provides a stock exchange facility for the listing of equity securities, corporate debt and investment scheme units.

### Listing

The three common listing models across the exchanges are:

1. **Conventional** – standard market trading model chosen by the majority of companies with no investor or trading time restrictions. Any investor can invest in any company at any time during business hours in this type of trading model. The vast majority of the listed companies choose this trading model as it represents the standard and best known form of stock trading.
2. **Closed market** – investors are restricted to a particular group specified by the listed company. This model is popular with companies with a restricted membership type ownership base.
3. **Trading Windows** – trading occurs only twice a year for six weeks after semi and annual reporting. This restriction in trading times has the advantages of focusing liquidity around periods where news occurs and away from quiet periods. Trading windows is currently restricted to property-based managed investment schemes.

### Trading

The NSXA operates its own trader workstation terminal as well as electronic feeds for those wishing to use their own terminals to trade or for information vendors. The service is called NETS and is based on one of the most technologically advanced trading platforms in the world. NSX sources its technology from NASDAQ.

The NETS trading engine compares buying and selling orders entered into the system and automatically executes trades in strict time/price priority whenever two orders match. Orders are entered on NETS trader workstations in stockbrokers' offices or via online trading screens which may be located anywhere, and are then routed to network processors in the NSX's datacentre.

Trading hours are between 10.00am and 4.15pm Australian Eastern Standard Time ("AEST"), Monday to Friday.

### Settlement

NSXA can accommodate securities that are either electronically settled or certificated securities. All securities registered for settlement electronically are settled on a T+2 basis. Certificated securities are settled on a T+5 basis.

For the purposes of electronic settlement NSXA has established a Settlement Facilitation Service agreement with ASX Settlement Pty Ltd to utilise the CHES system. This agreement recognises the NSXA as an Australian Market Licencee pursuant to ASX Settlement Operating Rule 4.1A and allows NSXA to be a recipient of the Facilitation Service provided by ASX. NSXA is also a Recognised Market Operator under ASX Settlement Operating Rules and as such complies with the conditions set out in ASX Settlement Rule 4.3.13. Further, NSXA is registered as a General Settlement Participant and therefore can act as a settlement agent on behalf of NSXA registered Participants.

## ABOUT PARTICIPANTS

NSXA permits licensed organisations to apply to become Participants. Once a member of a licenced market these organisations can call themselves stockbrokers according to the Corporations Act. Participants offer services such as raising capital, trade execution, underwriting, research, investment advice, settlement and corporate advisory services. Participant services for each new listing includes assisting the listing applicant to obtain sufficient spread of shareholders and working capital requirements. Membership of a licenced stock exchange imposes a higher standard of compliance on Participants.

## ABOUT NOMINATED ADVISERS ON NSXA

NSX permits organisations to apply to become Nominated Advisers to NSXA. By becoming a Nominated Adviser these organisations facilitate the listing process onto NSXA by ensuring and confirming to NSXA:

1. that in relation to any application for admission to the official list of the NSXA market by an issuer:
  - (a) the directors of the issuer have received advice and guidance (from the nominated adviser or other appropriate professional adviser) as to the nature of their responsibilities and obligations to ensure compliance with NSXA rules;
  - (b) to the best of the knowledge and belief of the nominated adviser, all relevant requirements of NSXA rules have been complied with; and
2. that it will be available at all times to advise and guide the directors of the issuer as to their responsibilities and obligations to ensure compliance by the issuer on an ongoing basis with NSXA's rules.

## TECHNOLOGY

The trading system for equities markets is supplied by NASDAQ. The system has the ability to expand to other trading classes and markets as required. NSXA hosts the South Pacific Stock Exchange on its platform.

NSXA is Recognised Market Operators in the ASX Settlement CHES system for the settlement of equity trades. Equity trades are settled via the batch Delivery versus Payment mechanism. NSXA also allows the settlement of nominated securities by certificates on a broker to broker basis rather than through CHES.

# FINANCIAL MARKETS SUPERVISION

NSXA is supervised by the Australian Securities & Investments Commission ("ASIC") and is subject to an annual review as required by section 794C of the *Corporations Act 2001*. Under the Australian Market Licence, Market Licencee's primary obligations are to conduct a fair, orderly and transparent market. It is an obligation placed on the directors of each Licencee to ensure that the Licencee has sufficient resources to meet its obligations.

As part of this role, the Licencee reviews the trading activity and disclosure of its Listed Issuers as well as the operations of its Participants. For listed issuers, this means adherence to the continuous disclosure regime and also periodic disclosure as required by the Listing Rules so as to maintain an informed market. For Participants, this means adherence to the Business Rules; adherence to high standards in trading and settlement of transactions; monthly submission of Surplus Liquid Funds reports; and annual reviews by NSXA of Participant operations. From 1 August 2010 this also means adherence to ASIC Market Integrity Rules.

The following outlines some of the committees and structures operating within the NSX Limited Group that supervise the markets.

## LISTING & ADMISSIONS COMMITTEE

The Listing & Admissions Committee (LAC) operates under a charter from the Board of the National Stock Exchange of Australia Limited.

The role of the Listing & Applications Committee is to review applications for listing by Issuers, Participant brokers and Nominated Advisers. Only if the information provided by companies is acceptable as being sufficient to ensure an informed market in the relevant securities will a recommendation for acceptance of admissions to the Official List be made.

## COMPLIANCE COMMITTEE

The Compliance Committee operates under a charter from the Board of the National Stock Exchange of Australia Limited.

The role of the Committee is as follows:

- Recommend waivers from Listing Rules;
- Review and Monitor Participant obligations in accordance with the NSXA Business Rules;
- Make recommendations to the Board concerning Participant obligations, breaches of the Business Rules and disciplinary action, including suspension and removal of Participant recognition; and
- Adjudicate on appeals.

## EXCHANGE EXAMINING ACCOUNTANT

The external Exchange Examining Accountant ("EEA") operates under a service agreement from the National Stock Exchange of Australia Limited to provide reviews of Participant Surplus Liquid Funds.

Participants are required to submit monthly Surplus Liquid Funds reports to the EEA showing, amongst other things, how they are meeting their capital adequacy requirements. Participants failing to meet business rule requirements are referred to the Compliance Committee.

## COMPENSATION ARRANGEMENTS

NSXA maintains investor confidence in the integrity of the markets by regulating the conduct of market participants and monitoring market activity for any irregularities. The NSXA Compensation arrangements provide a mechanism whereby retail clients of Participants may claim recompense for losses under certain circumstances as defined by the *Corporations Act 2001*.

From 11th March 2004 the Fidelity Fund operates under Part 7.5 of the *Corporations Act 2001* for the purpose of covering Division 3 losses specified by section 885C, but excluding losses under section 885D.

Information about the Compensation Arrangements for NSXA is available from the NSXA website. A Market Licencee is obliged to maintain this arrangement for six months after a Market Licencee ceases to hold an Australian Markets Licence.

## COMPLAINT HANDLING

The NSXA takes pride in providing the highest degree of market integrity. With this in mind, NSXA welcomes all efforts by the public to ensure that NSXA maintains excellence in regulation.

Examples of situations where a complaint may be filed with the NSXA are:

- Disclosure practices of NSXA listed companies;
- Poor execution of an order by a Participant of NSXA;
- Possible violations of operating rules by any Participant of NSXA;
- Listing or Business rules of NSXA;
- Possible insider trading or market manipulation;
- Compensation arrangements; and
- Complaints about NSXA Products and Services.

Information about making complaints is available from the NSXA website as well as a form for lodging a complaint. All complaints must be made in writing outlining the full details of the complaint and cannot be anonymous.

# CORPORATE GOVERNANCE

The NSX Limited Board has put in place measures to strengthen its Corporate Governance regime with the overall aim of meeting the ASX Corporate Governance Council Guidelines and best practice recommendations on a continual basis.

## BOARD CHARTER

The Board charter sets out the role, composition and responsibilities of the Board of NSX Limited (“NSX”) within the governance structure of NSX and its wholly owned entities (“the NSX Group”). The conduct of the Board is also governed by the Constitution of NSX. The charter covers areas such as:

- Board Responsibilities;
- Term of membership of the Board;
- The role of the Chairman;
- Separation of functions between Chairman and Chief Executive Officer;
- Restriction on activities of Chief Executive Officer and Chairman;
- The role of the Company Secretary;
- Scope of activities of the Board; and
- Reporting by the Board.

## CODE OF ETHICS AND CONDUCT

The NSX is committed to conducting its business in a way that is open and accountable to shareholders and the wider marketplace. NSX believes that its corporate governance practices as a public company are of a high standard. The Code of Ethics and Conduct applies to both directors and employees of NSX.

The objective of the Code is to ensure that:

- high standards of corporate and individual behaviour are observed by all NSX directors and employees in the context of their employment and activities with NSX;
- directors and employees are aware of their responsibilities to NSX under their contract of employment; and
- all persons dealing with NSX whether it be directors, employees, shareholders, suppliers, customers or competitors can be guided by the stated values and policies of NSX.

The code covers such areas as:

- NSX’s responsibilities to shareholders;
- Care and Diligence;
- Conflicts of Interest;
- Confidentiality;
- Fair Dealing;
- Use of Company Assets;
- Dealing Rules;
- Privacy; and
- Monitoring and reporting of the Code.

## CORPORATE GOVERNANCE

In March 2003, the ASX Corporate Governance Council published the ‘Principles of Good Corporate Governance and Best Practice Recommendations’. This publication is the basis for the NSX’s own corporate governance statement as a listed entity. The NSX does not believe in a one size fits all approach and has responded to the guidelines appropriately with respect to the size of its business.

The statement document is structured along the same lines as the Council’s guidelines, with sections dealing in turn with each of the Council’s eight corporate governance principles as follows:

1. Lay solid foundations for management and oversight;
2. Structure the board to add value;
3. Act ethically and responsibly;
4. Safeguard integrity in corporate reporting;
5. Make timely and balanced disclosure;
6. Respect the rights of security holders;
7. Recognise and manage risk; and
8. Remunerate fairly and responsibly.

Summaries of the relevant codes, policies and charters are available from the NSX website.

## CORPORATE GOVERNANCE STATEMENT

ASX Listing Rule 4.10.3 requires companies to include a statement in their annual report that outlines the extent to which it has followed the ASX Corporate Governance Council’s “Principles of Good Corporate Governance” (Principles) and the “Best Practice Recommendations” (Recommendations) (together referred to as the Guidelines).

For convenience, the measures adopted to ensure compliance with the Guidelines are presented in a tabular format below. In most cases, NSX has adopted the Guidelines per se, however where this has not been possible NSX has highlighted the steps taken to ensure compliance with the intent or ‘spirit’ of the Guidelines on an “if not, why not basis”. The following table is compliant according to the 3rd edition of the Corporate Governance Council’s Principles published on 27 March 2014 effective up until 30 June 2019. As per ASX Listing Rule 4.7.3 NSX lodges Appendix 4G: Key Disclosures – Corporate Governance Council Principles and recommendations that became effective 1 July 2014 at the same time as this Annual report.

The following table summarises NSX compliance with ASX Corporate Governance Council’s guidelines. NSX’s Corporate Governance statement is also available on it’s website (<http://www.nsx.com.au/about/governance/>).

PRINCIPLE	COMPLIANCE/RESPONSE	REFERENCES
Principle 1	Lay solid foundations for management and oversight	
Recommendation 1.1	A listed entity should disclose: (1) the respective roles and responsibilities of its board and management; and (2) those matters expressly reserved to the board and those delegated to management.	
NSX Response	The NSX Board Charter makes it clear that the roles of Chairman and Chief Executive Officer are to be separate and distinct. The charter is available from the NSX website. The charter provides information on roles of responsibilities of the Board, the Chair person and management.	NSX Board Charter NSX Corporate Governance Statement
Recommendation 1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	



PRINCIPLE	COMPLIANCE/RESPONSE	REFERENCES
NSX Response	<p>On appointment new Board members are provided a questionnaire where they are required to disclose information about their bankrupt status and good fame and character. Also Australian police checks are also carried out.</p> <p>Security holders are provided information on existing and newly appoint Directors when Directors are due for election. This information is provided in the Notice of meeting documents.</p>	<p>NSX Board Charter</p> <p>NSX Corporate Governance Statement</p> <p>NSX Remuneration and Nomination Committee Charter</p> <p>NSX Annual Report Notice of Meeting documents</p>
Recommendation 1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	
NSX Response	All executive directors and senior management have applicable written agreements.	<p>NSX Annual Report</p> <p>Remuneration Report</p>
Recommendation 1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	
	The Company Secretary reports to the Chairman of the Board.	NSX Board Charter
Recommendation 1.5	<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	
	<p>The NSX maintains a diversity policy which is published on the NSX website.</p> <p>The employment constituency is made up as follows:</p> <ul style="list-style-type: none"> <li>• 25% of Directors are women.</li> <li>• 33% of senior executives are women.</li> <li>• 36% of all employees are women.</li> </ul> <p>NSX Limited is not defined as a relevant employer under the workplace Gender Equality Act.</p>	<p>NSX Board Charter</p> <p>NSX Diversity Policy</p> <p>NSX Annual Report</p>

PRINCIPLE	COMPLIANCE/RESPONSE	REFERENCES								
	<p>The diversity policy publishes the relevant diversity targets as follows:</p> <table border="1"> <thead> <tr> <th>TARGET</th> <th>BY WHEN</th> </tr> </thead> <tbody> <tr> <td>(1) at Board level: at least one of the next 2 Board appointments desirably should be female with appropriate skills and attributes.</td> <td>(1) when it is appropriate to expand or refresh the Board.</td> </tr> <tr> <td>(2) at Executive level: at least one of the next 2 executive appointments desirably should be female with appropriate skills and attributes.</td> <td>(2) when it is appropriate to expand or refresh the executive team.</td> </tr> <tr> <td>(3) generally: subject to the qualifying note under this item 2(c), not less than 33% of new appointments should be male and not less than 33% of new appointments should be female.</td> <td>(3) annually by 30 June each year.</td> </tr> </tbody> </table>	TARGET	BY WHEN	(1) at Board level: at least one of the next 2 Board appointments desirably should be female with appropriate skills and attributes.	(1) when it is appropriate to expand or refresh the Board.	(2) at Executive level: at least one of the next 2 executive appointments desirably should be female with appropriate skills and attributes.	(2) when it is appropriate to expand or refresh the executive team.	(3) generally: subject to the qualifying note under this item 2(c), not less than 33% of new appointments should be male and not less than 33% of new appointments should be female.	(3) annually by 30 June each year.	
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Recommendation 1.6	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</li> <li>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</li> </ul>									
	<p>The processes for evaluation of Board member is available in the NSX Remuneration and Nomination Committee Charter available from the NSX website.</p> <p>The NSX Board undertakes the review as is appropriate to the size and operations of its business and organisation at appropriate times during the year.</p>	<p>NSX Board Charter</p> <p>NSX Remuneration and Nomination Committee Charter</p>								
Recommendation 1.7	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</li> <li>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</li> </ul>									
	<p>The processes for evaluation of Board member is available in the NSX Remuneration and Nomination Committee Charter available from the NSX website.</p> <p>A performance evaluation was not undertaken of senior executives.</p>	<p>NSX Remuneration and Nomination Committee Charter</p>								

PRINCIPLE	COMPLIANCE/RESPONSE	REFERENCES
<p>Principle 2</p> <p>Recommendation 2.1</p>	<p>Structure the board to add value</p> <p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ol style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, and disclose:</li> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ol> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	
<p>NSX Response</p>	<p>The NSX Board consists of 3 directors, including the Chairman - Michael Cox, Non-Executive Directors Thomas Price and Tony Shen (Weiguo). Applying the independence test outlined in the Principles, the NSX considers that the independent directors are Tom Price and Michael Cox.</p> <p>The Board is cognisant of the need for independence and so has in place policies to mitigate for the emergence of a lack of independence at any point in time. The independence of the Board is supported by adherence by the Board to various policy documents.</p> <p>These documents require that:</p> <ol style="list-style-type: none"> <li>(a) new directors inform the Board of any perceived bias or conflicts of interest before their appointment,</li> <li>(b) serving directors bring any potential conflicts of interests to the notice of the Board prior to the commencement of each meeting,</li> <li>(c) any conflicted director will absent him or herself from voting on that particular matter; and</li> <li>(d) Non-executive Directors can hold independent meetings before scheduled full board meetings in the absence of management; and</li> <li>(e) Has established external committees to oversee listing and compliance of listed entities that are regulated by NSX.</li> </ol> <p>The Board is of the view that this is the best arrangement to grow the business of the NSX in the current development cycle of the Company.</p>	<p>NSX Code of Ethics and Conduct</p> <p>NSX Corporate Governance Statement</p> <p>NSX Conflicts of Interest Policy</p> <p>Procedures for the maintenance of the conflicts of interest register</p> <p>Procedures for appointment of new directors or senior officers to NSX</p>

PRINCIPLE	COMPLIANCE/RESPONSE	REFERENCES
Recommendation 2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	
NSX Response	The Board is currently comprised of three members. The Board is not currently seeking to appoint new members. However the Board would appoint a new member on the basis that that potential member is able to significantly help to grow the business. Therefore the Board does not currently publish a skills matrix.	NSX Annual Report
Recommendation 2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	
NSX Response	The NSX Board consists of 3 directors, including the Chairman - Michael Cox, Non-Executive Directors Thomas Price and Tony Shen (Weiguo).  Applying the independence test outlined in the Principles, the NSX considers that the independent directors are Tom Price and Michael Cox.  The Board is cognisant of the need for independence and so has in place policies to mitigate for the emergence of a lack of independence at any point in time. The independence of the Board is supported by adherence by the Board to various policy documents.  The Board is of the view that this is the best arrangement to grow the business of the NSX in the current development cycle of the Company.	NSX Annual Report  NSX Disclosure of Conflicts of Interest and review parties  NSX Website
Recommendation 2.4	A majority of the board of a listed entity should be independent directors.	
NSX Response	Applying the independence test outlined in the Principles, the NSX considers that the independent directors are Tom Price and Michael Cox.  The Board is cognisant of the need for independence and so has in place policies to mitigate for the emergence of a lack of independence at any point in time. The independence of the Board is supported by adherence by the Board to various policy documents.  The Board is of the view that this is the best arrangement to grow the business of the NSX in the current development cycle of the Company.	NSX Annual Report  NSX Disclosure of Conflicts of Interest and review parties  NSX Website
Recommendation 2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO/Managing Director of the entity.	
NSX Response	The Chairman is not the same person as the Managing Director.	Board Charter  NSX Annual Report
Recommendation 2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	
NSX Response	New directors are given a package of relevant information concerning the Company.	Board Charter

PRINCIPLE	COMPLIANCE/RESPONSE	REFERENCES
Principle 3	A listed entity should act ethically and responsibly	
Recommendation 3.1	A listed entity should: <ul style="list-style-type: none"> <li>(a) have a code of conduct for its directors, senior executives and employees; and</li> <li>(b) disclose that code or a summary of it.</li> </ul>	
NSX Response	<p>NSX has in place a number of procedures and policy documents to guide the directors and Chief Executive Officer in making ethical and responsible decisions.</p> <p>The NSX Code of Ethics and Conduct requires that all directors and employees uphold high standards honesty, fairness and equity in all aspects of their employment and or association with NSX.</p> <p>Additionally, the Procedures for dealing in securities sets out the rules relating to dealings by employees and directors in financial products traded on NSX markets. The Procedures restate the Corporations Act prohibition on insider trading, improper use of inside information and the prohibition on making gains by improper use of position.</p> <p>The Procedures also place prohibitions on employees and directors in dealing with NSX shares at certain times of the year.</p> <p>Each individual must abide by these policies and procedures in order to contribute to the high standard of integrity expected by the NSX.</p> <p>NSX declares on its website the conflicts of interest each director and Senior Officers have as well as those entities either Advisers, Participants or Listed Issuers that have been declared as review parties due to some association with either a Director or a Senior Officer which may put either party in direct conflict.</p>	<p>Procedures for appointment of new directors or senior officers to NSX</p> <p>Procedures for dealing in securities by Directors, Officers and Employees of NSX</p> <p>NSX Code of Ethics and Conduct</p> <p>NSX Conflicts of Interest Policy</p> <p>Procedures for dealing in securities by Directors, Officers and Employee of NSX</p> <p>NSX Disclosures of Conflicts of Interest and review Parties</p> <p>NSX Website</p>
Principle 4	Safeguard integrity in corporate reporting	
Recommendation 4.1	The board of a listed entity should: <ul style="list-style-type: none"> <li>(a) have an audit committee which: <ul style="list-style-type: none"> <li>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, who is not the chair of the board,</li> </ul> and disclose: <ul style="list-style-type: none"> <li>(3) the charter of the committee;</li> <li>(4) the relevant qualifications and experience of the members of the committee; and</li> <li>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ul> </li> <li>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</li> </ul>	

PRINCIPLE	COMPLIANCE/RESPONSE	REFERENCES
NSX Response	<p>NSX accepts the importance of safeguarding the integrity of its financial reporting systems. The Board sees that this obligation requires conduct at two levels.</p> <p>First, it requires the Board members to take steps to maintain the integrity of its reporting systems that is with respect to being properly resourced to produce relevant reports. Secondly, this requirement obligates NSX to adopt strategies to verify and safeguard the integrity of those financial reports.</p> <p>The Board has established an Audit &amp; Risk Committee but it is currently inactive. The Board oversees this function.</p> <p>Secondly, the Board considers that the Board is of sufficient size and possesses sufficient technical accounting and commercial expertise to ensure NSX carries out its reporting obligations.</p> <p>The integrity of NSX financial reporting is promoted by the following:</p> <ol style="list-style-type: none"> <li>1. That at least one director has significant accounting experience and expertise;</li> <li>2. NSX is not so large as to warrant resources beyond that of the existing board being utilised;</li> <li>3. The NSX Board engages with its auditors on a regular basis;</li> <li>4. As NSX continues to develop the sophistication of its markets and business structure the Board will reassess its position in relation to its reporting safeguards.</li> </ol> <p>The Board is of the view that this is the best arrangement to grow the business of the NSX in the current development cycle of the Company.</p>	<p>Board Charter</p> <p>Audit &amp; Risk Committee Charter</p>
Recommendation 4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO/Managing Director and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	
NSX Response	<p>The Board and auditors are provided with a management representation letter attesting to the above requirements</p>	<p>Audit &amp; Risk Committee Charter</p>
Principle 5	<p>Make timely and balanced disclosure</p>	
Recommendation 5.1	<p>A listed entity should:</p> <ol style="list-style-type: none"> <li>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</li> <li>(b) disclose that policy or a summary of it.</li> </ol>	
NSX Response	<p>The Compliance Plan is designed to ensure that company announcements are made in timely manner, are factual, do not omit material information and are expressed in a clear and objective manner. The plan provides a 'road map' of NSX compliance with its disclosure obligations.</p>	<p>Compliance Plan</p>

PRINCIPLE	COMPLIANCE/RESPONSE	REFERENCES
Principle 6	Respect the rights of security holders	
Recommendation 6.1	A listed entity should provide information about itself and its governance to investors via its website.	
NSX Response	<p>The NSX Shareholder Communications Policy states that the NSX is committed to timely and accurate disclosure of information to shareholders.</p> <p>As outlined in the Policy NSX carries out its obligations to inform its shareholders by doing the following:</p> <ol style="list-style-type: none"> <li>1. maintaining and regularly updating its website;</li> <li>2. making available electronic copies of annual reports to shareholders;</li> <li>3. accepting nominations for the Board of NSX that are made to the Company Secretary in accordance with the NSX constitution;</li> <li>4. strictly applying the Procedures for the Dealing in Securities by Directors and Employees; and</li> <li>5. NSX sends information to shareholders each year where those shareholders have provided an email address. NSX also publishes information on its website (www.nsx.com.au) in a dedicated shareholders area.</li> </ol>	NSX Shareholder Communications Policy
Recommendation 6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	
	This is disclosed in the NSX Shareholder Communications Policy.	NSX Shareholder Communications Policy
Recommendation 6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	
	These are contained in the NSX Shareholder Communications Policy.	NSX Shareholder Communications Policy
Recommendation 6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	
	This option is provided by the NSX share registry service.	NSX Shareholder Communications Policy
Principle 7	Recognise and manage risk	
Recommendation 7.1	<p>The board of a listed entity should:</p> <ol style="list-style-type: none"> <li>(a) have a committee or committees to oversee risk, each of which: <ol style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director,</li> </ol> and disclose: <ol style="list-style-type: none"> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ol> </li> <li>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</li> </ol>	

PRINCIPLE	COMPLIANCE/RESPONSE	REFERENCES
NSX Response	As stated in the NSX Corporate Governance Statement, NSX Compliance Officer has responsibility for reviewing the compliance framework and policies within NSX, while the Board assesses risk policies and framework associated with the NSX.	NSX Corporate Governance Statement  Board Charter  NSX Risk Framework
Recommendation 7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	
NSX Response	Management reports to the Board on its operations. This includes any analysis of risks facing the business.	NSX Corporate Governance Statement  Board Charter  Compliance Plan  NSX Risk Framework
Recommendation 7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	
NSX Response	The NSX does not have a dedicated internal audit function. However through a mixture of Board oversight, Compliance Committee and management the Board is able to monitor the effectiveness of its risk management framework.  The Board is of the view that this is the best arrangement to grow the business of the NSX in the current development cycle of the Company.	NSX Risk Framework
Recommendation 7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	
NSX Response	These disclosures are provided in the Annual Report and Risk Framework.	NSX Annual Report  NSX Risk Framework
Principle 8	Remunerate fairly and responsibly	
Recommendation 8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	



PRINCIPLE	COMPLIANCE/RESPONSE	REFERENCES
NSX Response	<p>The Board has established a Remuneration and Nomination Committee. The committee consists of the current Board members.</p> <p>The Board is of the view that this is the best arrangement to grow the business of the NSX in the current development cycle of the Company.</p>	Remuneration and Nomination Committee Charter
Recommendation 8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	
NSX Response	Disclosed in the Remuneration and Nomination Committee Charter.	Remuneration and Nomination Committee Charter
Recommendation 8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	
NSX Response	There are no share based payment schemes. This section is not applicable.	

## TRADING POLICY

NSX is concerned with minimising conflicts of interest within its business. Conflicts which arise through dealing in securities listed on NSX Markets can potentially affect objective decision making within the group. The Trading Rules are designed to assist in preventing breaches of the insider trading provisions of the Corporations Act. Ultimately, it is the responsibility of the employee or director to ensure that none of his or her dealings could constitute insider trading.

NSX employees and directors may have in their possession sensitive commercial or compliance information which could materially affect the value of financial products traded on NSX markets or on other markets (where such products are related to products traded on NSX markets), including NSX Limited securities.

The suggestion of insider trading by an employee or director would do great harm to the employee/director and also to NSX irrespective of whether insider trading actually occurs or is proven. The *Corporations Act 2001* prohibits insider trading in relation to financial products. The provisions are wide ranging and breaches are serious offences.

The procedures cover the following areas:

- Insider Trading Prohibition;
- Other relevant *Corporations Act* provisions;
- Dealing in Shares issued by NSX Limited and its controlled entities;
- Prohibition on Dealing in Financial Products issued over NSX Shares by Third Parties;
- Dealing in listed financial products traded on NSX's markets and other markets unrelated to NSX shares; and
- Related Parties & Relevant Interests.

These documents are published on the NSX shareholder website ([www.nsx.com.au](http://www.nsx.com.au))

## AUDIT & RISK COMMITTEE

The Audit and Risk Committee structure is currently inactive as the NSX Board oversees these functions. The Board is of the view that this is the best arrangement to grow the business of the NSX in the current development cycle of the Company.

The primary function of the Committee is to assist the Board of Directors of the NSX Limited to carry out the following:

- monitor the integrity of the NSX Group's statutory financial reports and statements;
- monitor management's framework to identify and manage enterprise risk and internal control for the NSX Group;
- monitor compliance, in conjunction with the NSX Compliance Committee, with laws and regulations and code of conduct for the NSX Group; and
- monitor the performance and independence of the external auditor.

When considering the financial reports and statements of the NSX Group, the Committee relies on the Board of each NSX Group

controlled entity to review and consider their respective financial statements, risk management processes, internal controls and compliance systems. The Committee receives confirmation of these matters through the annual reports of the respective entity boards to the NSX Board.

## REMUNERATION AND NOMINATION COMMITTEE

The Remuneration and Nomination Committee structure is currently inactive as the NSX Board oversees this function. The Board is of the view that this is the best arrangement to grow the business of the NSX in the current development cycle of the Company.

The Committee's primary functions are to:

- review director competence standards;
- review Board succession plans;
- evaluate the Board's performance;
- make recommendations for the appointment and removal of directors to the Board; and
- make recommendations to the Board on, executive remuneration and incentive policies, the remuneration packages of senior management, recruitment, retention and termination policies for senior management, incentive schemes, and remuneration for directors.

## CONFLICTS OF INTEREST – DECLARED CONFLICTS AND REVIEW PARTIES

As part of the requirements of its corporate governance arrangements and as a part of the obligations for holding two Australian Market licences able to operate Stock Exchanges in Australia, NSX has a number of policies and procedures to help manage conflicts of interests that its officers and employees may face in the course of their day to day activities.

Further, NSX has obligations to disclose potential or actual conflicts of interest. Disclosure is in two forms;w (1) the conflicts of interest that officers and staff may have to manage on a day to day basis, and (2) conflicts that NSX, its officers and its staff may have when the NSX supervises third parties known as Review Parties.

A commercial conflict of interest is a situation where an employee interest and NSX interest(s) are in conflict and the employee gives preference to the employee's interest usually for a financial gain or other benefit, ahead of the interest(s) of NSX. For example a director or employee is involved with a supplier to NSX, a Nominated Adviser, a Participant of NSX or a listed Issuer on NSX and by the Director or employee actions that Participant or Issuer derives a benefit that they would not have ordinarily obtained.

Further, where NSX supervises competitors who are Participants of the NSXA market, then there is potential for conflict if the NSX makes a decision, unfairly, that is to the detriment of that competitor. Also, there may be a regulatory conflict where NSX's commercial interests or those commercial interests of the parties that Directors and Staff are involved with potentially override the regulatory obligations of the NSX as a holder of Australian Market Licences.

## Table of Declared Conflicts

DIRECTOR OR OFFICER	RELATIONSHIP TO NSX	NATURE OF POTENTIAL OR ACTUAL CONFLICT
Tom Price	Director of NSX	None
Michael Cox	Director of NSX	None
Tony Shen (Weiguo)	Director Substantial shareholder of NSX Director of a listed NSXA Company	Director of SHKL Limited (NSX Code: SKV) listed on NSXA SHKL Limited which has a 13.13% shareholding in NSX Limited

NSX makes this information available on its website [www.nsx.com.au/about/governance/](http://www.nsx.com.au/about/governance/)



# FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2019

# CONTENTS

FINANCIAL STATEMENTS	PAGE
Directors' Report	22
Auditors Independence Declaration under Section 307C of the <i>Corporations Act 2001</i>	33
Statement of Profit or Loss and Other Comprehensive Income	34
Statement of Financial Position	35
Statement of Changes in Equity	36
Statement of Cash Flows	37
Notes to the Financial Statements	38
Directors' Declaration	63
Independent Audit Report	64

# DIRECTORS REPORT

Your directors present their report on the company and its controlled entities for the financial year ended 30 June 2019.

## Directors

The names of the directors in office at any time during, or since the end of, the year are:

Ann Bowering	Appointed 25 May 2009 (Resigned 5 July 2019)
Thomas Price	Appointed 17 November 2009
Michael Cox	Appointed 23 November 2009
Tony Shen (Weiguo)	Appointed 29 September 2016

Directors have been in office since the start of the financial year to the date of this report unless otherwise stated.

## Company Secretary

Scott Evans was appointed as Company Secretary B.Ec (hons), GAICD, SA Fin, FGIA, DFP on 7 March 2006.

## Principal Activities

The principal activities of the Group during the financial year were the operation of the National Stock Exchange of Australia Limited.

## Operating Results

The net loss of the Economic Entity for the financial year after providing for income tax amounted to \$3,066,742 (2018: loss of \$3,409,986).

An analysis of the factors contributing to this result is provided in the Review of Operations section (below).

## Dividends Paid or Recommended

The Directors do not recommend the payment of a dividend. No dividends have been paid or declared during or since the end of the financial year.

# REVIEW OF OPERATIONS

## REVENUE

Revenue associated with the operation of the NSXA account for 96% of all receipts. The balance of revenue is principally interest earned on cash and investments held during the period.

NSXL reported Total Revenue of \$2.3 million representing a decrease of \$0.3 million on the pcp. This was primarily attributable to Application Fees and net of a growth in Annual Fees, on the pcp, along with a decrease in application fees, due to AASB 15.

Higher listing standards, reflecting enhanced quality expectations implemented by the exchange, have seen fewer successful listings onto the exchange in FY19. 3 companies listed on NSXA during the period, this compares with 7 new listings in the pcp.

Over the past two years NSXA has invested significantly to enhance market surveillance and compliance capabilities and procedures, aligning the exchange operations with regulatory expectations and industry best practice. Evidence of this can be seen with 15 companies delisted, either voluntarily or by non compliance with NSX listing rules. While the value of this clean-up to NSXA is evident, this period of change will inevitably have a short-term impact on revenue.

Annual Fees reported for the period were \$1.3 million, and represent a decrease of \$0.2 million or 8% from \$1.5 million in the pcp. This is a function of the net growth in listing activity during the last two years (as the full year impact of annual fees from the prior year are realised in the current period), combined with the decrease in the number of issuers due to the exchange's persistence on industry best practice which resulted in 15 companies delisted.

Subsequent Quotation Fees were \$0.3 million in FY19, in line with the amount in the pcp. This number is at present driven largely by the release of securities held in escrow following an IPO, and therefore the current year reflects the run off of prior years' activity.

### Changes in Revenue Categories from 30 June 2019 vs. 30 June 2018 (Table 1)

30 JUNE REVENUE CATEGORY	2019 \$'000	2018 RESTATED \$'000	CHANGE %
Annual fees	1,348.9	1,452.2	-7
Subsequent quotation	286.4	279.7	2
Application fees	604.2	725.2	-17
Interest received	41.9	59.1	-29
Other revenue	51.9	55.2	-6
<b>Total revenue</b>	<b>2,333.3</b>	<b>2,571.4</b>	<b>-9</b>

## EXPENSES

NSXL incurred \$5.3 million excluding depreciation and amortisation in Expenses in FY19.

Employee benefits, including NSXA and Corporate resources, increased by \$0.8 million to \$2.5 million. This was driven by the addition of new personnel and additional costs related to the termination payments to the outgoing CEO.

Market trading expenses of \$1.0 million encompass costs associated with the trading and settlement activities of the exchanges, including trading systems, data centres, security, market access and regulatory fees.

Consultancy expenses for the period were \$0.6 million, which were in line with the pcp. Included in this item are contractor payments and external advisers.

Administration and other expenses increased by \$0.3 million from the pcp to \$0.8 million due to new costs for the ASIC levy (\$0.5 million) for both the prior year and an accrual for the current year. This was offset by the write back of an intercompany loan of \$0.2 million with a discontinued operation included in this amount.

Depreciation and amortisation of \$0.1 million reflects the investment in PP&E of the group.

Occupancy expense of \$0.2 million is down 4% from the pcp, and includes expense related to the offices maintained by NSXL at a point in time during the period.

In the pcp, costs attributable to the Discontinued Operations in the IR Plus Securities Exchange totaled \$1.2 million. This predominantly constituted employee benefits expense, and excludes any allocations from NSXL or NSXA which are eliminated on consolidation.

30 JUNE EXPENSE CATEGORY	2019 \$'000	2018 \$'000	CHANGE %
Employee benefits expense	2,521.7	1,761.7	43
Market trading expenses	963.5	1,261.6	-24
Consultancy expenses	614.9	615.7	0
Administration and other expenses	776.8	481.0	62
Depreciation, amortisation and impairments	143.5	221.1	-36
Occupancy expenses	197.7	205.1	-4
Compliance expenses	32.7	145.4	-78
Marketing and promotion expenses	95.1	106.0	-10
Legal expenses	54.2	24.7	120
Discontinued operations	-	1,159.0	-100.0
<b>Total expenses</b>	<b>5,400.1</b>	<b>5,981.4</b>	<b>-10</b>

## CONSOLIDATED SUMMARY

The net loss after tax for NSX Limited (NSXL) was \$3.1 million for the period, or \$2.4 million on a normalised basis taking into account \$0.7 million in non-recurring or prior year costs taken up this year.

Revenue for the operation of the National Stock Exchange of Australia (NSXA) in FY19 was \$2.3 million, \$0.2 million lower than the pcp due to a reduced number of entities listing on the exchange during the year compared to the pcp along with a reduced number of active issuers due to the exchange's active stance on market surveillance and compliance capabilities and procedures, aligning the exchange operations with regulatory expectations and industry best practice.

Expenses for the Group before depreciation and amortisation were \$5.3 million (\$0.5 million better than pcp) , or \$4.6 million after excluding abnormal or on off costs which is \$0.9 million better than the pcp.

NSXL maintains a cash balance of \$3.5 million at the end of the period. Of the cash held, \$1.5 million is held as part of the compensation arrangements of the NSXA Market License and other general guarantees leaving \$2.0 million as working capital for NSXL as at 30 June.

Earnings per share (EPS) increased from (2.3) cents per share to (1.8) cents per share or an increase of 22% based on a weighted average number of shares of 184,954,043. Net tangible asset backing per share increased from 0.65 cents to 1.3 cents.

The following table provides summary of the group results.

30 JUNE SUMMARY	2019 (\$'000)	2018 (\$'000)	CHANGE %
Revenue	2,333	2,571	-9
Expenses excluding restructuring costs	5,257	5,760	-9
EBITDA	(2,924)	(3,189)	-8
Depreciation / Amortisation	143	221	-36
<b>Net loss after tax</b>	<b>(3,067)</b>	<b>(3,410)</b>	10

KEY STATISTICS	2019	2018	CHANGE %
Earnings per share (cents)	(1.8)	(2.3)	22
Net tangible asset backing (cents)	1.3	0.70	86
Share price at end of period (cents)	18.5	19.0	-3
Shares on Issue at end of period (mil)	185.0	147.9	25
Market capitalisation (\$'mil)	34.2	28.1	22
Cash at bank (\$'000)	3,468	2,421	43
Cash held for statutory purposes (\$'000)	1,476	2,200	-33
Working Capital (\$'000)	1,992	221	801



## INFORMATION ON DIRECTORS

Michael Cox	Non-Executive Director, Chairman
Qualifications	BSc (USyd), LLB(UTS), Cert Acc, Dip Gem, Dip DT, FIPA, MAICD, FGAA
Appointed	23 November 2009
Directorships held in other listed entities:	Nil
Interest in Shares and Options:	6,065 Fully paid ordinary shares 700,000 Partly paid shares paid to 1 cent
Experience	<p>Mr Cox had 10 years of experience in the securities industry prior to acting as corporate consultant and professional director. Mr Cox was formerly a director of other public companies including Benitec Ltd, Queensland Opals NL, Australian Environmental Resources NL and is a director of a number of private and public unlisted companies.</p> <p>Mr Cox was CEO of the NSX at the time it listed on the ASX and merged with the Bendigo Stock Exchange. Mr Cox is a partner in Solidus Financial Services – public accountants.</p>

Thomas Price	Non-Executive Director
Qualifications	B.Arts (Macquarie)
Appointed	17 November 2009
Directorships held in other listed entities:	Nil
Interest in Shares and Options:	Nil
Experience	<p>Mr Price is an Executive Director of the Financial &amp; Energy Exchange Limited (FEX), a Director of the Australian Market licensed interest rate and currency swap market operator, Mercari Pty Ltd, and a Strategy Advisor on the environmental product development joint venture between FEX, Macquarie Capital Group and Climate Exchange plc (Envex).</p> <p>In his role at FEX, Mr Price is responsible for the overall implementation of operational technology and regulatory infrastructure for business development including the proposed energy, commodity and environmental derivative markets. He works closely with NASDAQ on technology issues and is also responsible for overall market connectivity infrastructure for the FEX group.</p> <p>Previously, Mr Price was an Australian based Derivative Asset Manager and Consultant with over 15 years experience in derivative transactions, derivatives trading and option pricing.</p>

Ann Bowering	Managing Director (Resigned 5 July 2019)
Qualifications	B.Comm Acc & Fin, CA
Appointed	25 May 2009
Directorships held in other listed entities:	Nil
Interest in Shares and Options:	1,500,000 Fully paid ordinary shares
Experience	<p>Ms Bowering has a unique combination of global capital markets, professional service firm, corporate governance, and commercial expertise developed over a 20 year career in global financial markets. Ms Bowering's expertise in the operation of licensed and regulated financial markets has come through her previous roles as Chief Financial Officer and Executive Director of Financial &amp; Energy Exchange Limited, and as a Director of NSX Limited (ASX: NSX) and its subsidiary entities. Ms Bowering was also a Director and CEO of IR Plus Securities Exchange.</p> <p>Ms Bowering commenced her career at KPMG in 1995, where over the course of twelve years she held a number of roles covering the specialisations of M&amp;A and Capital Markets Advisory, Risk Management and Assurance. During that time she had the opportunity to work in the Melbourne, Houston (USA) and Sydney offices of the firm, and developed a specialisation in the energy and commodities sectors. Following her career at KPMG, Ms Bowering was appointed as Head of Business Development and Operations at Lucsan Technology, where her core responsibility and achievement was to drive rapid business growth in the financial services technology firm.</p>

Tony Shen (Weiguo)	Non-Executive Director
Qualifications	B.Economics & Management
Appointed	29 September 2016
Directorships held in other listed entities:	SHKL Group Limited
Interest in Shares and Options:	16,500,000
Experience	<p>Mr Shen is an executive director and a controlling shareholder of SHKL Group Limited, a company listed on the National Stock Exchange of Australia, a market operated by the National Stock Exchange of Australia Limited, a subsidiary of NSX Limited. Mr Shen is an executive director of KSTV (Hong Kong) Limited and Shanghai Kunlun Cultural Media Co., Limited. Mr Shen is a director and substantial shareholder of KSTV Group Limited. In addition to the above companies, Mr Shen is also either an officer and/or has an interest in a number of private companies registered and operating exclusively in China.</p>

## Meetings of Directors

During the financial year, 11 (2018: 12) Meetings of Directors were held. Attendances by each director during the year were as follows:

	DIRECTORS' MEETINGS		SPECIAL MEETINGS	
	Eligible to attend	Number attended	Eligible to attend	Number attended
Michael Cox	11	11	1	1
Thomas Price	11	11	1	1
Ann Bowering	9	9	1	1
Tony Shen (Weiguo)	11	10	1	0

Special meetings encompass Annual General Meetings and any other General Meetings of shareholders.

### Meetings of Audit & Risk Committee

Due to the size of the organisation the functions of the Audit Committee are performed by the entire Board. The Board has two accounting qualified Board members.

### Meetings of Remuneration and Nomination Committee

Due to the size of the organisation the functions of this committee are performed by the entire Board.

### Directors' and Chief Executive Officers' Emoluments Remuneration Report (Audited)

The remuneration for each director and each of the top five key executive officers of the Economic Entity receiving the highest remuneration, and the remuneration policy during the year is disclosed in Note 20 of the financial statements. Additional *Corporations Act 2001* section 300A disclosures are tabled below.

As a listed company, NSX is obligated to disclose specific information in relation to the remuneration of its directors and staff. For convenience a table has been included (starting at page 52), which identifies each obligation and NSX's response to each of these requirements.

#### Director Remuneration

Approved by shareholders at the AGM of 9 November 2017, the remuneration pool for non-executive directors is \$400,000 per annum inclusive of any superannuation guarantee remittances. Non-executive Chairman and Director fees are comprised of a fixed component being \$87,600 and \$43,800 respectively inclusive of superannuation. Executive director fees for service are by mutual agreement with the Board. Disclosures for director fees and allowances actually paid during the financial year are provided in Note 21.

### Chairman of Directors – Michael Cox

For performance of the roles of Chairman and Director Mr Cox is paid a stipend of \$87,600 inclusive of superannuation.

The actual remuneration paid to Mr Cox for the year ended 30 June 2019 is provided in Note 21. Related Party transactions with Mr Cox are disclosed in Note 19.

#### Short Term Incentive Plan

No short term incentive scheme had been approved by the Board or shareholders.

#### Long Term Incentive Plan

No long term incentive scheme had been approved by the Board or shareholders.

### Non-Executive Director – Thomas Price

There is no employment or service agreement agreed to by the Board for Mr Price. Mr Price's director stipend as a director is \$43,800 inclusive of superannuation per annum.

The actual remuneration paid to Mr Price for the year ended 30 June 2019 is provided in Note 21. Related Party transactions with Mr Price are disclosed in Note 19.

#### Short Term Incentive Plan

No short term incentive scheme had been approved by the Board or shareholders.

#### Long Term Incentive Plan

No long term incentive scheme had been approved by the Board or shareholders.

### Non-Executive Director – Tony Shen (Weiguo)

There is no employment or service agreement agreed to by the Board for Mr Shen. Mr Shen's director stipend as a director is \$43,800 inclusive of superannuation per annum.

The actual remuneration paid to Mr Shen for the year ended 30 June 2019 is provided in Note 21. Related Party transactions with Mr Price are disclosed in Note 19.

#### Short Term Incentive Plan

No short term incentive scheme had been approved by the Board or shareholders.

#### Long Term Incentive Plan

No long term incentive scheme had been approved by the Board or shareholders.

### Managing Director – Ann Bowering

In her previous role as an executive director of NSX Limited Ann was paid a director stipend of \$43,800 inclusive of superannuation per annum.

Actual remuneration paid by NSX to Ms Bowering for services as a director and Managing Director for the year ended 30 June 2019 is provided in Note 21.

#### Annual Base Salary

\$260,000 per annum exclusive of super contribution until the date of resignation.

#### Expense reimbursement

The Managing Director was entitled to reasonable expense reimbursement.

#### Short Term Incentive Plan

No short term incentive scheme had been approved by the Board or shareholders.

#### Long Term Incentive Plan

No long term incentive scheme had been approved by the Board or shareholders.

#### Termination Provisions

The Employment Agreement may be terminated in the circumstances described below.

Resignation – Ms Bowering may tender her resignation.

Termination on Notice by NSX – The NSX may terminate upon prior notice.

Termination without notice – The NSX may terminate without notice for defined causes (i.e. misconduct, grossly negligent or otherwise

incompetent, serious breach of the agreement, becomes bankrupt or commits a crime or other civil wrongdoing).

#### Post - Employment Restraints

If Ms Bowering intends to work for a competitor or a member of the NSX Group on resigning her position then Ms Bowering must give notice to NSX so that all reasonable steps can be taken by NSX to protect its business.

Other than the above Ms Bowering is subject to customary post-employment restraints.

#### Options / Share Scheme

Ms Bowering will be entitled to any option or share scheme arrangements that may be approved by shareholders.

#### Discretionary Benefits

NSX may, at NSX's discretion provide Ms Bowering with benefits such as bonus or other incentive payments.

#### Payments on termination

Ms Bowering was eligible for the good leaver provisions and was issued 1,500,000 fully paid ordinary shares in NSX Limited on 19 June 2019.

# SECTION 300A CORPORATIONS ACT 2001 DISCLOSURES ON REMUNERATION

COMPLIANCE WITH SECTION 300A CORPORATIONS ACT 2001 (CTH) – ANNUAL DIRECTORS REPORT

SECTION	OBLIGATION	DISCUSSION
300A(1)(a)(i)	A discussion of Board policy for determining, or in relation to, the nature and amount (or value, as appropriate) of remuneration of directors, secretaries and senior managers of the company;	<p>The annual report outlines Board policy with respect to the nature and amount of director, secretaries and senior manager remuneration.</p> <p>Under the Board Charter, the NSX Board retains ultimate responsibility for the remuneration of directors, executives, senior management, and employees. It is the policy of the Board that remuneration be intended to create and enhance shareholder wealth. This involves ensuring that individual remuneration is set by reference to a calculus of factors including: market remuneration levels, the nature of the role and duties performed, the skill set of the individual and the significance of their role within the NSX corporate group. Currently, the policy is that remuneration is reviewed by the Board on a periodic basis to ensure continued support of the commercial and regulatory interests of the exchange and its shareholders.</p>
300A(1)(a)(ii)	If consolidated financial statements are required – Board policy in relation to the nature and amount (or value, as appropriate) of remuneration of other group executives for the consolidated entity;	The Board policy with respect to NSX entity directors, secretaries and senior managers also applies to subsidiary entities.
300A(1)(b)	A discussion of the relationship between such policy and the company's performance;	This policy ensures that Directors and management are paid without prejudice to the interests of a particular business of the company. This is because Directors and senior management are expected to be able to contribute to each cash generating unit in a positive manner thereby enhancing the performance of each of the cash generating units.
300A(1)(ba)	<p>if an element of the remuneration of a member of the key management personnel for the company, or if consolidated financial statements are required, for the consolidated entity is dependent on the satisfaction of a performance condition:</p> <p>(i) a detailed summary of the performance condition; and</p> <p>(ii) an explanation of why the performance condition was chosen; and</p> <p>(iii) a summary of the methods used in assessing whether the performance condition is satisfied and an explanation of why those methods were chosen; and</p> <p>(iv) if the performance condition involves a comparison with factors external to the company:</p> <p>(A) a summary of the factors to be used in making the comparison; and</p> <p>(B) if any of the factors relates to the performance of another company, of 2 or more other companies or of an index in which the securities of a company or companies are included - the identity of that company, of each of those companies or of the index; and</p>	<p>Not Applicable</p> <p>Not Applicable</p> <p>Not Applicable</p> <p>Not Applicable.</p> <p>Not Applicable</p> <p>Not Applicable</p>

SECTION	OBLIGATION	DISCUSSION
300A(1)(c)	The prescribed details in relation to the remuneration of: (i) each director of the company; and (ii) each of the 5 named company executives who received the highest remuneration for that year; and if consolidated financial statements are required – each of the 5 named relevant group executives who received the highest remuneration for that year;	The annual report contains details of the remuneration of each director and each of the top 5 highest grossing key management executives and directors for this reporting period. Refer Note 21 for more detailed information.
300A(1)(d)	If an element of the remuneration of a person referred to in paragraph (c) consists of securities of a body and that element is not dependent on the satisfaction of a performance condition – an explanation of why that element of the remuneration is not dependent on the satisfaction of a performance condition;	Securities were not a component for remunerating directors during this reporting period. The NSX does not currently operate an executive share scheme.
300A(1)(e)	For each person referred to in paragraph (c).	Refer to Note 21.
300A(1)(f)	such other matters related to the policy or policies referred to in paragraph (a) as are prescribed by the regulations; and	Not applicable
300A(1)(g)	if: (i) at the company's most recent AGM, comments were made on the remuneration report that was considered at that AGM; and  (ii) when a resolution that the remuneration report for the last financial year be adopted was put to the vote at the company's most recent AGM, at least 25% of the votes cast were against adoption of that report;  (iii) an explanation of the board's proposed action in response or, if the board does not propose any action, the board's reasons for inaction; and	There were no comments made, at the last AGM, concerning the remuneration report.  At the last AGM votes cast were less than 25% against the remuneration report.  The Board has engaged with its major shareholder concerning the remuneration report and believes it currently has in place a suitable remuneration policy. The Board reviews its policy whenever necessary.
300A(1)(h)	if a remuneration consultant made a remuneration recommendation in relation to any of the key management personnel for the company or, if consolidated financial statements are required, for the consolidated entity, for the financial year: (i) the name of the consultant; and (ii) a statement that the consultant made such a recommendation; and (iii) if the consultant provided any other kind of advice to the company or entity for the financial year - a statement that the consultant provided that other kind or those other kinds of advice; and (iv) the amount and nature of the consideration payable for the remuneration recommendation; and (v) the amount and nature of the consideration payable for any other kind of advice referred to in subparagraph (iii); and (vi) information about the arrangements the company made to ensure that the making of the remuneration recommendation would be free from undue influence by the member or members of the key management personnel to whom the recommendation relates; and (vii) a statement about whether the board is satisfied that the remuneration recommendation was made free from undue influence by the member or members of the key management personnel to whom the recommendation relates; and (viii) if the board is satisfied that the remuneration recommendation was made free from undue influence by the member or members of the key management personnel to whom the recommendation relates - the board's reasons for being satisfied of this.	Section not applicable  Not applicable  Not applicable

SECTION	OBLIGATION	DISCUSSION
300A(1AA)	Without limiting paragraph (1)(b), the discussion under that paragraph of the company's performance must specifically deal with: (a) the company's earnings; and (b) the consequences of the company's performance on shareholder wealth; in the financial year to which the report relates and in the previous 4 financial years.	The Directors' Report and accompanying financial and remuneration reports provide details of these issues.
300A(1AB)	In determining, for the purposes of subsection (1AA), the consequences of the company's performance on shareholder wealth in a financial year, have regard to: (a) dividends paid by the company to its shareholders during that year; and (b) changes in the price at which shares in the company are traded between the beginning and the end of that year; and (c) any return of capital by the company to its shareholders during that year that involves:  (i) the cancellation of shares in the company; and (ii) a payment to the holders of those shares that exceeds the price at which shares in that class are being traded at the time when the shares are cancelled; and  (d) any other relevant matter.	(a) No dividends have been paid by the company to date.  (b) The company has been a listed entity since 13 January 2005 over which time the share price of the company has fluctuated between a high of \$1.10 and a low of \$0.074. As at 30 June 2019 the share price was \$0.185. As at 12 September 2019 the share price was \$0.19. There have been no bonus payments made nor are there any employee incentive schemes based on share price movements as there is no employee share incentive scheme in operation.  (c)(i) Not applicable (c)(ii) Not applicable  (d) Not applicable
300A(1A)	The material referred to in subsection (1) must be included in the directors' report under the heading "Remuneration report".	A remuneration report segment is included in the Directors Report. Refer to discussion above and also to Note 21.

## Financial Position

The net assets of the Economic Entity have increased from \$266,745 as at 30 June 2018 to \$2,327,493 as at 30 June 2019.

## Significant Changes in State of Affairs

There were no significant changes in the Economic Entity's state of affairs occurred during the financial year.

## Post balance date events

Subsequent to the end of the financial year the following matters or circumstances that have arisen, which significantly affected or may significantly affect the operations of the Economic Entity, the results of those operations or the state of affairs of the Economic Entity in future financial years.

- On the 29 August 2019 at a General Meeting of the company the shareholders approved the issuance of shares as part of a capital raise.
- As at the date of the report the Company has received \$1,931,000 in funds and will allot the shares and options accordingly. According to ASX Listing Rules, the Company has 3 months from the date of the General Meeting to place the outstanding shares and options up to the maximum amount before the approval that was granted expires. Further details about any additional allotments above this amount can be obtained as NSX announcements from the ASX website [www.asx.com.au](http://www.asx.com.au) (ASX: NSX).

## Future Developments

Likely developments in the operations of the Economic Entity and the expected results of those operations in future financial years have not been included in this report as the inclusion of such information is likely to result in unreasonable prejudice to the Economic Entity.

## Environmental Issues and Carbon Tax

The Economic Entity's operations are not regulated by any significant environmental regulation under a law of the Commonwealth or State. The directors are not aware of any significant material environmental issues arising from the operations of the Economic Entity during the year.

## Non-audit services

The Board of Directors is satisfied that the provision of non audit services during the year is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The directors are satisfied that the services disclosed below did not compromise the external auditor's independence for the following reasons:

- all non-audit services are reviewed and approved by the board of directors prior to commencement to ensure they do not adversely affect the integrity and objectivity of the auditor; and
- the nature of the services provided do not compromise the general principles relating to auditor independence as set out in the Institute of Chartered Accountants in Australia and CPA Australia's APES 110: Code of Ethics for Professional Accountants

The following fees for non audit services were paid/payable to the external auditors during the year ended 30 June 2019:

	2019	2018
	(\$)	(\$)
Tax Advice - FBT	-	-
Tax Services - Income Tax	6,000	6,000
Other Services	-	-
Total	6,000	6,000

## Auditors Independence Declaration

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out at page 33.

## Indemnifying Officers or Auditors

The Economic Entity has paid a premium to indemnify the directors and officers of the Economic Entity against liability incurred in their capacity as directors and officers.

## Options

At the date of this report, there are no unissued options of NSX Limited.

## Proceedings on Behalf of Company

No person has applied for leave of Court in accordance with section 237 of the *Corporations Act 2001* to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the company for all or any part of those proceedings.

The Company was not a party to any such proceedings during the year.

Signed in accordance with a resolution of the Board of Directors:



Michael Cox  
Director



Tom Price  
Director

Dated 30 September 2019  
Sydney



NSX LIMITED

ABN: 33 089 447 058

**Auditor's Independence Declaration under section 307C of the *Corporations Act 2001***

In accordance with the requirements of section 307C of the *Corporations Act 2001*, as lead auditor for the audit of NSX Limited for the year ended 30 June 2019, I declare that, to the best of my knowledge and belief, there have been:

- (i) No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- (ii) No contraventions of any applicable code of professional conduct in relation to the audit.



PKF



PAUL PEARMAN  
PARTNER

30 SEPTEMBER 2019  
SYDNEY, NSW

# STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2019

		CONSOLIDATED	
	NOTE	2019	2018
		\$	RESTATED \$
Revenue	2	2,333,380	2,571,404
Employee benefits expense		(2,521,749)	(2,889,052)
Depreciation and amortisation	3	(143,510)	(221,098)
Consultancy fees		(614,882)	(620,374)
Compliance expenses		(32,725)	(145,381)
Legal expenses		(54,218)	(31,931)
Market trading expenses		(963,452)	(1,270,493)
Marketing and promotion		(95,131)	(106,212)
Occupancy expenses		(197,717)	(205,136)
Administration expenses		(519,813)	(179,906)
Other expenses		(256,925)	(311,807)
Loss before income tax		(3,066,742)	(3,409,986)
Income tax expense	5	-	-
Loss after tax attributable to members from continuing operations		(3,066,742)	(3,409,986)
Loss attributable to:			
Non controlling equity interest	29	408,990	355,717
Members of the parent entity		(3,475,732)	(3,765,703)
		(3,066,742)	(3,409,986)
Other comprehensive income			
		-	-
Total comprehensive loss attributable to:			
Non controlling equity interest		408,990	355,717
Members of the parent entity		(3,475,732)	(3,765,703)
		(3,066,742)	(3,409,986)
Earnings per share			
Basic earnings per share earnings from continuing operations (cents)	31	(1.8)	(2.3)
Diluted earnings per share earnings from continuing operations (cents)	31	(1.8)	(2.3)

# STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2019

	NOTE	2019 \$	2018 RESTATED \$	CONSOLIDATED 1 JULY 2017 RESTATED \$
<b>Current assets</b>				
Cash and cash equivalents	7	1,994,211	951,937	739,197
Trade and other receivables	8	63,471	121,003	335,671
Financial assets	9	1,475,125	1,469,303	4,175,000
Other current assets	10	68,551	75,610	109,132
<b>Total current assets</b>		<b>3,601,358</b>	<b>2,617,853</b>	<b>5,359,000</b>
<b>Non-current assets</b>				
Other financial investments		-	-	76,365
Property, plant and equipment	11	237,542	381,052	546,777
<b>Total non-current assets</b>		<b>237,542</b>	<b>381,052</b>	<b>623,142</b>
<b>TOTAL ASSETS</b>		<b>3,838,900</b>	<b>2,998,905</b>	<b>5,982,142</b>
<b>LIABILITIES</b>				
<b>Current liabilities</b>				
Trade and other payables	14	1,140,692	1,556,310	997,673
Deferred income	16	172,166	569,130	598,580
Short-term provisions	15	141,946	479,570	266,028
<b>Total current liabilities</b>		<b>1,454,804</b>	<b>2,605,010</b>	<b>1,862,281</b>
<b>Non-current liabilities</b>				
Deferred income	16	56,053	126,600	442,530
Other long-term provisions	15	550	550	600
<b>Total non-current liabilities</b>		<b>56,603</b>	<b>127,150</b>	<b>443,130</b>
<b>TOTAL LIABILITIES</b>		<b>1,511,407</b>	<b>2,732,160</b>	<b>2,305,411</b>
<b>NET ASSETS</b>		<b>2,327,493</b>	<b>266,745</b>	<b>3,676,731</b>
<b>EQUITY</b>				
Issued capital	17	49,378,875	44,251,385	44,251,385
Accumulated losses		(47,051,382)	(43,575,650)	(39,809,947)
Non-controlling interest		-	(408,990)	(764,707)
<b>TOTAL EQUITY</b>		<b>2,327,493</b>	<b>266,745</b>	<b>3,676,731</b>
<b>Net Tangible Assets per share:</b>				
<b>NTA</b>				
(Cents per share)		1.26	0.65	0.65

# STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2019

	NOTE	CONSOLIDATED			TOTAL \$
		ISSUED CAPITAL \$	NON-CONTROLLING INTERESTS \$	ACCUMULATED LOSSES \$	
Balance at 1 July 2018 (Restated)		44,251,385	(408,990)	(43,575,650)	266,745
Loss for the year		-	-	(3,475,732)	(3,475,732)
Profit attributable to non-controlling interest		-	219,822	-	219,822
Shares issued	17	5,564,812	-	-	5,564,812
Transaction costs on share issue		(437,322)	-	-	(437,322)
Disposal of subsidiary		-	189,168	-	189,168
Balance at 30 June 2019		49,378,875	-	(47,051,382)	2,327,493
Balance at 1 July 2017 (Restated)		44,251,385	(764,707)	(39,809,947)	3,676,731
Loss for the year		-	-	(3,765,703)	(3,765,703)
Profit attributable to non-controlling interest		-	355,717	-	355,717
Balance at 30 June 2018 (Restated)		44,251,385	(408,990)	(43,575,650)	266,745

# STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2019

		CONSOLIDATED	
	NOTE	2019	2018
		\$	\$
Cash from operating activities:			
Receipts from customers		2,260,516	2,579,786
Payments to suppliers and employees		(5,953,818)	(5,188,432)
Interest received		41,073	55,442
Net cash provided by (used in) operating activities	20(a)	(3,652,229)	(2,553,204)
Cash flows from investing activities:			
Proceeds from sale of investment		-	115,620
Acquisition of property, plant and equipment		-	(55,373)
Cost related to disposal of subsidiary		(194,666)	-
Net cash provided by (used in) investing activities		(194,666)	60,247
Cash flows from financing activities:			
Proceeds from issue of shares		5,332,313	-
Costs of issue of shares		(437,322)	-
Net cash provided by (used in) financing activities		4,894,991	-
Net increase (decreases) in cash held		1,048,096	(2,492,957)
Cash at beginning of financial year		2,421,240	4,914,197
Cash at end of financial year	20(c)	3,469,336	2,421,240

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019

## Note 1 - Statement of Significant Accounting Policies

This financial report includes the consolidated financial statements and notes of NSX Limited and controlled entities ("The Group"). The separate financial statements of the parent entity, NSX Limited, have not been presented within this financial report as permitted by the *Corporations Act 2001*.

The financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001*.

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards. Material accounting policies adopted in the preparation of this financial report are presented below and have been consistently applied unless otherwise stated.

The financial report has been prepared on an accruals basis and is based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

### Going Concern

As at 30 June 2019, NSX Limited was in a net asset position of \$2,327,493 (30 June 2018: \$266,745). During the period the Company incurred a loss of \$3,066,742 (30 June 2018: \$3,409,986) and incurred cash outflows from operating activities of (\$3,652,229) (30 June 2018: (\$2,553,204)); accordingly these circumstances have given rise to an uncertainty regarding the Group's ability to continue as a going concern. Notwithstanding the above, the Directors believe there are reasonable grounds to believe that the Group will be able to continue as a going concern after consideration of the following factors:

- On the 29 August 2019 at a General Meeting of the company the shareholders approved the issuance of shares as part of a capital raise.
- As at the date of the report the Company has received \$1,931,000 in funds and will allot the shares and options accordingly. According to ASX Listing Rules, the Company has 3 months from the date of the General Meeting to place the outstanding shares and options up to the maximum amount before the approval that was granted expires. Further details about any additional allotments above this amount can be obtained as NSX announcements from the ASX website [www.asx.com.au](http://www.asx.com.au) (ASX: NSX).
- The ability of the company to continue as a going concern and pay its debts as and when they fall due is contingent of the successful completion of the above items.
- The Group's aim is to increase the number of listings over future periods which will reduce its reliance on capital raises.

### (a) Principles of Consolidation

The consolidated financial statements incorporate all of the assets, liabilities and results of the parent (NSX Limited) and all of the subsidiaries. Subsidiaries are entities the parent entity controls. The parent entity controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

The assets, liabilities and results of all subsidiaries are fully consolidated into the financial statements of the Group from the date on which control is obtained by the Group. The consolidation of a subsidiary is discontinued from the date that control ceases. Intercompany transactions, balances and unrealised gains or losses on transactions between group entities are fully eliminated on consolidation. Accounting policies of subsidiaries have been changed and adjustments made where necessary to ensure uniformity of the accounting policies

adopted by the Group.

Equity interests in a subsidiary not attributable, directly or indirectly, to the Group are presented as "non controlling interests". The Group initially recognises non controlling interests that are present ownership interests in subsidiaries and are entitled to a proportionate share of the subsidiary's net assets on liquidation at either fair value or at the non controlling interests' proportionate share of the subsidiary's net assets. Subsequent to initial recognition, non controlling interests are attributed their share of profit or loss and each component of other comprehensive income. Non controlling interests are shown separately within the equity section of the statement of financial position and statement of comprehensive income.

A list of controlled entities is contained in Note 12 to the financial statements. All controlled entities have a June financial year end.

### (b) Income Tax

#### Current Income Tax expense

The charge for current income tax expense is based on the profit for the year adjusted for any non assessable or disallowed items. It is calculated using the tax rates that have been enacted or are substantially enacted by the Statement of Financial Position date.

#### Deferred income tax assets

Deferred income tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary differences can be utilised.

#### Accounting for deferred tax

Deferred tax is accounted for using the Statement of Financial Position liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

#### Deferred tax calculation

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Deferred tax is credited in the statement of financial position except where it relates to items that may be credited directly to equity, in which case the deferred tax is adjusted directly against equity.

The Economic Entity is a tax consolidated group. At the time of signing these accounts there are no formal tax sharing agreements in place.

#### Tax Consolidation

NSX Limited and its wholly-owned Australian subsidiaries have formed an income tax consolidated group under tax consolidation legislation. Each entity in the Group recognises its own current and deferred tax assets and liabilities. Such taxes are measured using the 'stand-alone taxpayer' approach to allocation. Current tax liabilities (assets) and deferred tax assets arising from unused tax losses and tax credits in the subsidiaries are immediately transferred to the head entity.

### (c) Property, Plant and Equipment

Each class of property, plant and equipment is carried at cost or fair value less, where applicable, any accumulated depreciation and impairment losses.

#### Plant and equipment

Plant and equipment are measured on the cost basis less depreciation and impairment losses. In the event the carrying amount of plant and equipment is greater than the estimated recoverable amount, the carrying amount is written down immediately to estimated recoverable amount and impairment losses are recognised either in profit or loss or as a revaluation decrease if the impairment losses relate to a revalued asset. A formal

assessment of recoverable amount is made when impairment indicators are present (refer to note 1(f) for details of impairment). The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from those assets. The recoverable amount is assessed on the basis of the expected net cash flows which will be received from the assets employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Economic Entity and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of financial performance during the financial period in which they are incurred.

#### Depreciation

The depreciable amounts of all fixed assets are depreciated on a diminishing value basis over their useful lives to the Economic Entity commencing from the time the asset is held ready for use.

#### Depreciation rates

The depreciation rates used for each class of depreciable assets are:

Class of Fixed Asset	Depreciation Rate
Plant and Equipment	20 - 40%

### (d) Leases

#### Operating leases

Lease payments for operating leases, where substantially all of the risks and benefits remain with the lessor, are charged as expenses in the periods in which they are incurred.

#### Lease incentives

Lease incentives under operating leases are recognised as a liability and amortised on a straight line basis over the life of the lease term.

### (e) Financial Instruments

#### Financial assets

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

#### Classification

On initial recognition, the Group classifies its financial assets into the following category:

- amortised cost

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets.

#### Amortised cost

Assets measured at amortised cost are financial assets where:

- the business model is to hold assets to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows are solely payments of principal and interest on the principal amount outstanding.

The Group's financial assets measured at amortised cost comprise trade and other receivables and cash and cash equivalents in the consolidated statement of financial position.

Subsequent to initial recognition, these assets are carried at amortised cost using the effective interest rate method less provision for impairment.

Interest income, foreign exchange gains or losses and impairment are recognised in profit or loss. Gain or loss on derecognition is recognised

in profit or loss.

#### Impairment of financial assets

Impairment of financial assets is recognised on an expected credit loss (ECL) basis for the following assets:

- financial assets measured at amortised cost.

When determining whether the credit risk of a financial asset has increased significant since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis based on the Group's historical experience and informed credit assessment and including forward looking information.

The Group uses the presumption that an asset which is more than 30 days past due has seen a significant increase in credit risk.

The Group uses the presumption that a financial asset is in default when:

- the other party is unlikely to pay its credit obligations to the Group in full, without recourse to the Group to actions such as realising security (if any is held); or
- the financial assets is more than 90 days past due.

Credit losses are measured as the present value of the difference between the cash flows due to the Group in accordance with the contract and the cash flows expected to be received. This is applied using a probability weighted approach.

#### Trade receivables and contract assets

Impairment of trade receivables and contract assets have been determined using the simplified approach in AASB 9 which uses an estimation of lifetime expected credit losses. The Group has determined the probability of non-payment of the receivable and multiplied this by the amount of the expected loss arising from default.

Where the Group renegotiates the terms of trade receivables due from certain customers, the new expected cash flows are discounted at the original effective interest rate and any resulting difference to the carrying value is recognised in profit or loss.

#### Other financial assets measured at amortised cost

Impairment of other financial assets measured at amortised cost are determined using the expected credit loss model in AASB 9. On initial recognition of the asset, an estimate of the expected credit losses for the next 12 months is recognised. Where the asset has experienced significant increase in credit risk then the lifetime losses are estimated and recognised.

#### Financial liabilities

The Group measures all financial liabilities initially at fair value less transaction costs, subsequently financial liabilities are measured at amortised cost using the effective interest rate method.

The financial liabilities of the Group comprise trade payables, bank and other loans and finance lease liabilities.

### (f) Impairment of non-financial Assets

At each reporting date, the Group reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value-in-use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the statement of comprehensive income.

Impairment testing is performed annually for goodwill and intangible assets with indefinite lives.

Where it is not possible to estimate the recoverable amount of an individual asset, the Economic Entity estimates the recoverable amount of the cash generating unit to which the asset belongs.

### (g) Employee Benefits

Provision is made for the company's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits that are expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled, plus related on-costs. Employee benefits payable later than one year have been measured at present value of the estimated future cash outflows to be made for those benefits. In determining the liability, consideration is given to employee wage increases and the probability that the employee may satisfy vesting requirements. Those cash flows are discounted using market yields on Australian Corporate Bonds with terms to maturity that match the expected timing of cash flows.

Contributions are made by the Economic Entity to an employee superannuation fund and are charged as expenses when incurred.

### (h) Provisions

Provisions are recognised when the company has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured. Provisions are measured using the best estimate of the amounts required to settle the obligation at the end of the reporting period.

### (i) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less such as term deposits, and bank overdrafts. Term deposits held on a short term basis in support of operating guarantee and letter of credit for the NSXA Compensation Arrangement has been classified as a current financial asset. This is due to a requirement that these deposits be available for immediate payment to a claimant, should they be called upon, and the obligations of section 885B(1)(g) of the Corporations Act, which requires the Company to provide timely access to Compensation Arrangements. Bank overdrafts are shown within short term borrowings in current liabilities on the Statement of Financial Position.

### (j) Revenue and other income

Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets.

Under AASB 15, revenue from contracts with customers is recognised using the 5 step approach outlined below to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

The following 5 steps have been applied in analysing transactions to determine when revenue is recognised:

- Step 1 – Identify the contract with a customer
- Step 2 – Identify the separate performance obligations in the contract
- Step 3 – Determine the transaction price
- Step 4 – Allocate the transaction price to the separate performance obligation in the contract
- Step 5 – Recognise revenue when (or as) the entity satisfies a performance obligation

The recognition of initial listing fees has been impacted by the new approach outlined above. These fees were previously recognised on the date of admission or quotation of the shares. Upon adoption of AASB 15, these listing fees are deferred and recognised over the period in which it is estimated that the listing service will be provided. This is because the services provided in relation to the initial or subsequent listing are not considered to be distinct from the ongoing listing service provided throughout the period which the entity has listed.

Revenue from the rendering of other services is recognised upon the delivery of the service to the customers.

All revenue is stated net of the amount of goods and services tax (GST).

### (k) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the Statement of Financial Position are shown inclusive of GST.

Cash flows are presented in the cash flow statement on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

### (l) Comparative Figures

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

### (m) Prior period adjustments

The entity has prepared a third balance sheet to account for the restatement in the opening position in the accounts as at 1 July 2017. This takes into account the change in accounting policy of AASB 15 and the disposal of IR Plus Group Limited on 14 December 2018, it was identified that historic differences existed within non controlling interests brought forward in the pre comparative financial period. As a result the non controlling interest and accumulated losses brought forward have been decreased by an amount of \$2.1 million as at 1 July 2017.

Details in relation to the changes in accounting policy regarding AASB 15 Revenue from Contracts with Customers are described in Note 1(o).

The Group has adopted AASB 9 Financial Instruments and AASB 15 Revenue from Contracts with Customers from 1 July 2018. This has resulted in changes in accounting policies and adjustments to the amounts recognised in the financial statements. In accordance with the transition provisions in AASB 9 (7.2.15) and (7.2.22) and AASB 15(C3)(a) the Group has adopted both standards retrospectively and the comparative balances have been restated. Any retrospective adjustments have been recognised in the opening balance sheet on 1 July 2017.

The following table shows the adjustments recognised for each individual line item in the Financial Statements. Line items that were not affected by the changes have not been included. As a result, the sub-totals and totals disclosed cannot be recalculated from the numbers provided.



## Balance Sheet

The total impact on the Group's Balance Sheet as at 1 July 2018 is:

BALANCE SHEET	30-JUN-18 REPORTED \$,000	AASB 15 \$,000	1-JUL-18 RESTATED \$,000
<b>Current Liabilities</b>			
Deferred revenue	-	569.1	569.1
<b>Non current liabilities</b>			
Revenue received in advance	-	126.6	126.6
<b>Total Liabilities</b>	<b>2,036.4</b>	<b>695.7</b>	<b>2,732.1</b>
<b>Equity</b>			
Accumulated losses	(45,031.7)	(695.7)	(45,727.4)
<b>Total Equity</b>	<b>962.5</b>	<b>(695.7)</b>	<b>266.8</b>

## (n) Critical Accounting Estimates and Judgements

The directors evaluate estimates and judgments incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Economic Entity.

### (i) Key Estimates – Long service leave provision

As discussed in Note 1(g), the liability for long service leave is recognised and measured at the present value of the estimated future cash flows to be made in respect of all employees at the reporting date. In determining the present value of the liability, estimates of attrition rates and pay increases through promotion and inflation have been taken into account.

### (ii) Key judgement – Control of IR Plus Group Holdings Limited (IRP)

During the year NSX Limited's interest in IR Plus Group Holdings Limited was reduced to 0% (2018: 50%). Up until the date of disposal (refer Note 13a), the directors have concluded that the group had control of IR Plus, even though it held half of the voting rights of this subsidiary due to:

- An agreement which exists between NSX Limited and IR Plus Group Holdings Limited where NSX Limited is required to provide financial support to IR Plus Group Holdings Limited until such time as IR Plus Group Holdings Limited returns to a profitable position; and
- NSX Limited has the financial capacity to provide financial support to IR Plus Group Holdings Limited.

### (iii) Key estimates – revenue recognition

The Group estimates that the initial listing fees of new issuers will have a three (3) year deferral of the initial listing fees.

### (iv) Key estimates – Going concern

As detailed in the Going Concern note the Group is currently in the middle of a capital raise which is expected to be finalised subsequent to the signing date.

## (o) New Accounting Standards, Interpretations and Amendments Adopted by the Group

During the current year, the Group adopted all of the new and revised Australian Accounting Standards and Interpretations applicable to its operations which became mandatory.

### Initial Application of AASB 9: Financial Instruments

The Group has adopted AASB 9 with a date of initial application of 1 July 2017. As a result, the Group has changed its financial instruments accounting policies as follows.

There were no financial assets/liabilities which the Group had previously designated as fair value through profit or loss under AASB 139: Financial Instruments: Recognition and Measurement that were subject to reclassification/elected reclassification upon the application of AASB 9.

There were no financial assets/liabilities which the Group has elected to designate as at fair value through profit or loss at the date of initial application of AASB 9.

The Group applied AASB 9 and the related consequential amendments to other Standards. New requirements were introduced for the classification and measurement of financial assets and financial liabilities, as well as for impairment.

### Initial Application of AASB 15: Revenue from Contracts with Customers

On adopting AASB 15, the Group has determined that the revenue for Initial listing fees will be deferred and recognised over 3 years (based on historical data).

The group has applied the above accounting policy retrospectively. This resulted in an adjustment to opening retained earnings at 1 July 2017 of \$1.04m. These fees will be recognised in future periods in line with the accounting policies outlined above.

Amounts received in advance not yet recognised as revenue in accordance with the policy outlined above are taken directly to the Statement of Financial Position as a liability of Deferred income.

The Group's updated revenue recognition policy is disclosed in Note 1.j.

## (p) New Accounting Standards for Application in Future Periods

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2019 reporting periods and have not been early adopted by the Group. The Group's assessment of the impact of these new standards and interpretations is set out below.

There are no other standards that are not yet effective and that are expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

### AASB 16 Leases

*Applicable for reporting periods beginning on or after 1 January 2019.*

AASB 16 : Leases (issued February 2016) will supersede the existing lease accounting requirements in AASB 117 : Leases and the related Interpretations. It introduces a single lessee accounting model by eliminating the current requirement to distinguish leases as either operating leases or finance leases depending on the transfer of risks and rewards of ownership. The key requirements of AASB 16 are summarised as follows:

- recognition of a right-of-use asset and liability for all leases (excluding short-term leases with less than 12 months of tenure and leases relating to low-value assets);
- depreciation of right-of-use assets in line with AASB 116: Property Plant and Equipment in profit or loss and unwinding of the liability in principal and interest components;
- inclusion of variable lease payments that depend on an index or a rate in the initial measurement of the lease liability using the index or rate at the commencement date;
- application of a practical expedient to permit a lessee to elect not to separate non-lease components, instead accounting for all components as a lease;
- inclusion of additional disclosure requirements; and – accounting for lessors will not significantly change.

AASB 16 will affect primarily the accounting for the Group's operating leases. As at the reporting date, the Group estimates has non-cancellable operating lease commitments of approximately \$4.6 million. If applied, the impact of this at 30 June 2019 would be an increase in the value of Property Plant and Equipment of approximately \$3.5 to \$4.0 million, the creation of a lease liability of approximately \$4.0 to \$4.5 million, and a decrease to retained earnings.

The Standard is mandatory for first interim periods within annual reporting periods beginning on or after 1 January 2019.

### (q) Removal of Parent Entity Financial Statements

The Group has applied amendments to the Corporations Act 2001 that removes the requirement for the Group to lodge parent entity financial statements. Parent entity financial statements have been replaced by specific parent entity disclosures in Note 30.

	CONSOLIDATED	
	2019	2018
	\$	\$
<b>Note 2: Revenue</b>		
Operating Activities		
Trading & listing fees (exchanges)	2,239,531	2,457,123
Interest received - other persons	41,893	59,060
Other revenue	51,956	55,221
<b>Total revenue</b>	<b>2,333,380</b>	<b>2,571,404</b>
(a) Reconciliation of Revenue		
Revenue from continuing operations	2,333,380	2,571,404
<b>Total Revenue</b>	<b>2,333,380</b>	<b>2,571,404</b>

#### Disaggregation of revenue from contracts with customers

The Company derives revenue from the provision of services both over time and at a point in time. The Company's major category of revenue is enabling issuers the ability to list on a Stock Exchange. This aligns with the Company's segment disclosures included in Note 24.

	REPORTABLE SEGMENTS	
	STOCK EXCHANGE	TOTAL
		\$
<b>Year ended 20 June 2019</b>		
Timing of revenue recognition		
- At a point in time	1,772,020	1,772,020
- Over time	467,511	467,511
<b>Trading &amp; listing fees (exchanges) revenue</b>	<b>2,239,531</b>	<b>2,239,531</b>
(a) Reconciliation of Revenue		
Revenue from continuing operations	2,333,380	2,571,404
<b>Total Revenue</b>	<b>2,333,380</b>	<b>2,571,404</b>

#### Unsatisfied performance obligations

The following table shows unsatisfied performance obligations resulting from listing applications received.

	CONSOLIDATED	
	2019	2018
	\$	\$
Aggregate amount of the transaction price allocated to listing applications that are partially or fully unsatisfied at 30 June.	228,219	695,730

Management expects that 75% of the amount allocated to the unsatisfied contracts as of '30 June 2019 will be recognised as revenue during the next reporting period (\$172,166). The remaining 25% is expected to be recognised as revenue in the year ended 2021.

CONSOLIDATED

	2019	2018
	\$	\$

### Note 3: Profit from ordinary activities

(a) Depreciation expense		
Depreciation of non-current assets		
plant and equipment	143,510	221,098
discontinued plant and equipment	-	-
	143,510	221,098

### Note 4: Auditors' remuneration

Auditing and reviewing the financial report	51,500	63,367
Tax services	6,000	6,000
Other Services	-	-
	57,500	69,367

### Note 5: Income Tax Expense

(a) The prima facie tax on profit from ordinary activities before income tax is reconciled to the income tax as follows:

Prima facie tax payable on profit from ordinary activities before income tax at 27.5% (2018: 27.5%)	(843,354)	(937,746)
Add:		
Tax Effect Of:		
tax losses not recognised in the accounts	843,354	937,746
Income tax attributable to entity	-	-
Unrecognised carried forward losses not brought to account, the benefits will only be realised if the conditions for deductibility set out in Note 1(b) occur	13,902,954	13,059,600

### Note 6: Dividends

Balance of franking account at period end adjusted for franking credits arising from payment for provision of income tax	86,495	86,495
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### Note 7: Cash and cash equivalents

Cash on hand	-	-
Cash at bank	1,994,211	951,937
	1,994,211	951,937

### Note 8: Trade and other receivables

CURRENT		
Trade receivables	63,021	120,553
Deposits	450	450
Other receivables	-	-
	63,471	121,003

The carrying value of trade receivables is considered a reasonable approximation of fair value due to the short-term nature of the balances. The maximum exposure to credit risk at the reporting date is the fair value of each class of receivable in the financial statements.

#### a) Collateral held as security

The Group does not hold any collateral over any receivables balances.

#### b) Impairment of receivables

The Group applies the simplified approach to providing for expected credit losses prescribed by AASB 9, which permits the use of the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped on shared credit risk characteristics and the days past due. The loss allowance provision as at 30 June 2019 has been determined to be Nil (0%).

	CONSOLIDATED	
	2019	2018
	\$	\$

#### Note 9: Financial Assets

CURRENT		
Term deposits	1,475,125	1,469,303
	<u>1,475,125</u>	<u>1,469,303</u>

#### Note 10: Other assets

CURRENT		
Prepayments	68,551	75,610
	<u>68,551</u>	<u>75,610</u>

#### Note 11: Property Plant and Equipment

PLANT AND EQUIPMENT		
Plant and equipment - at cost	883,772	883,772
Less accumulated depreciation	(646,230)	(502,720)
Total plant and equipment	<u>237,542</u>	<u>381,052</u>

(a) Movements on carrying amounts

<u>Consolidated</u>	PLANT & EQUIPMENT \$	\$
Balance at the beginning of year	381,052	381,052
Additions	-	-
Asset write off	-	-
Depreciation and amortisation	(143,510)	(143,510)
Carrying amount at end of year	<u>237,542</u>	<u>237,542</u>

## NOTE 12: CONTROLLED ENTITIES

NAME	COUNTRY OF INCORPORATION	PERCENTAGE OWNED 2019	PERCENTAGE OWNED 2018
<b>Parent Entity:</b>			
NSX Limited	Australia		
<b>Subsidiaries of NSX Limited:</b>			
NSX Private Market Pty Limited	Australia	100%	100%
BSX Systems Pty Limited	Australia	100%	100%
National Stock Exchange of Australia Limited	Australia	100%	100%
NSX Services Pty Limited	Australia	100%	100%
IR Plus Group Holdings Ltd	Australia	0%	50%
<b>Subsidiaries of National Stock Exchange of Australia Limited:</b>			
NSX Clearing Nominees Pty Limited	Australia	100%	100%
<b>Subsidiaries of IR Plus Group Holdings Ltd</b>			
IR Plus Securities Exchange Ltd	Australia	0%	100%

### Changes during 2018/2019

During the year NSX Limited sold its shareholding in IR Plus Group Holdings Limited. (Refer to Note 13).

## NOTE 13: SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

Set out below is the summarised financial information for each subsidiary that has a non-controlling interests (NCI) that are material to the Group, before any inter-group eliminations:

NAME OF SUBSIDIARY	IR PLUS GROUP HOLDINGS LTD	
	30-JUN 2019	30-JUN 2018
Ownership held by NCI	0%	50%
Profit / loss allocated to NCI	408,990	355,717
Accumulated NCI of subsidiary	-	4,190,770
<b>Summarised consolidated statement of financial position</b>		
Current assets	-	58,644
Non-current assets	-	1,108
Current liabilities	-	468,742
Non-current liabilities	-	-
<b>Net Assets</b>	<b>-</b>	<b>(408,990)</b>
<b>Summarised consolidated statement of profit or loss and other comprehensive income</b>		
Total comprehensive income	408,990	355,717
<b>Total comprehensive income</b>	<b>408,990</b>	<b>355,717</b>
<b>Summarised statement of cash flows</b>		
Cash flows from / (used in) operating activities	-	(256,566)
Cash flows from / (used in) financing activities	-	-
<b>Net increase / (decrease) in cash and cash equivalents</b>	<b>-</b>	<b>(256,566)</b>

On 14 December 2018 the NSX sold its 50% stake in IR Plus Group Holdings Limited to its non-controlling interest holder Asian Exchange Infrastructure Pty Limited. As part of its obligations to extinguish its liabilities in respect to the JV the NSX paid a cash consideration \$194,666. As at this date the Balance Sheet of the entity was as follows:

	\$
<b>Assets</b>	
Cash at Bank	29,572
<b>Total Assets</b>	<b>29,572</b>
<b>Liabilities</b>	
Loans payable	53,980
Tax Payable	127,218
Payroll related costs	176,710
Accruals	50,000
<b>Total Liabilities</b>	<b>407,908</b>
<b>Net Assets</b>	<b>(378,336)</b>
Share of loss	(189,168)

	CONSOLIDATED	
	2019	2018
	\$	\$
<b>Note 14: Trade and other payables</b>		
CURRENT		
Unsecured liabilities		
Trade payables	349,853	773,792
Sundry payables	790,839	732,518
Income received in advance	-	50,000
	<u>1,140,692</u>	<u>1,556,310</u>

	CONSOLIDATED	
	EMPLOYEE ENTITLEMENTS	TOTAL
	\$	\$
<b>Note 15: Provisions</b>		
<b>(a) Movements in carrying amounts</b>		
Opening balance at 1 July 2017	285,995	285,995
Additional provisions	349,169	349,169
Amounts used	(155,044)	(155,044)
Balance at 30 June 2018	<u>480,120</u>	<u>480,120</u>
Opening balance at 1 July 2018	480,120	480,120
Additional provisions	7,753	7,753
Amounts used	(345,377)	(345,377)
Balance at 30 June 2019	<u>142,496</u>	<u>142,496</u>

	CONSOLIDATED	
	2019	2018
	\$	\$
<b>(b) Analysis of total provisions</b>		
Current	141,946	479,570
Non-current	550	550
	<u>142,496</u>	<u>480,120</u>

#### Note 16: Deferred income

CURRENT		
Deferred Income	172,166	569,130
NON CURRENT		
Deferred Income	56,053	126,600



	CONSOLIDATED	
	2019	2018
	\$	\$
<b>Note 17: Issued Capital NSX Limited</b>		
184,954,043 (2018: 147,905,288) fully paid ordinary shares	49,363,875	44,236,385
1,500,000 (2018: 1,500,000) ordinary shares paid to 1 cent	15,000	15,000
	<u>49,378,875</u>	<u>44,251,385</u>
<b>(a) Reconciliation of movements of fully paid ordinary shares</b>		
At beginning of period	44,236,385	44,236,385
Placements		
5 October 2018	3,327,868	
26 October 2018	2,004,444	
19 June 2019	232,500	
Capital raise costs	(437,322)	
At Reporting Date	<u>49,363,875</u>	<u>44,236,385</u>
	NO.	NO.
At beginning of period	147,905,288	147,905,288
Placements		
5 October 2018	22,185,793	
26 October 2018	13,362,962	
19 June 2019	1,500,000	
At Reporting Date	<u>184,954,043</u>	<u>147,905,288</u>

Ordinary shares participate in dividends and the proceeds on winding up of the Economic Entity in proportion to the number of shares held. At shareholders meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

The partly paid shares are only callable at the option of the holder or on liquidation. They can be voted in proportion to the amount that is paid up.

### (b) Capital Management

The Economic Entity's objective in managing capital is to continue to provide shareholders with attractive investment returns and ensure that the group can fund its operations and continue as a going concern.

The Economic Entity's capital consists of shareholders equity plus net debt. The movement in equity is shown in the Statement of Changes in Equity. At 30 June 2019 debt was \$Nil (2018: \$Nil).

There are no externally imposed capital requirements. In order to maintain or adjust the capital structure, the Economic Entity may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

## NOTE 18: CAPITAL AND LEASING COMMITMENTS

### (a) Operating Lease Commitments

Non cancellable operating leases contracted for but not capitalised in the financial statements.

	CONSOLIDATED	
	2019	2018
	\$	\$
Payable - minimum lease payments		
not later than 12 months	192,180	184,789
between 12 months and 5 years	233,394	425,574
	<u>425,574</u>	<u>610,363</u>

### Office Leases

#### Sydney

The NSX moved into its new premises at Level 3, 1 Bligh Street Sydney in late October 2016, with a 5 year term expiring in August 2021.

#### Technology Leases

NSX Limited has an agreement with NASDAQ to provide technology related services to enable the Economic Entity to operate a market for trading securities. The lease commenced on 31 July 2016 for a period of 10 years, with rental paid quarterly in advance. The amount of the lease agreement is subject to confidentiality clauses and cannot be disclosed.

### New leases

Other than that stated above, no other new leases have been entered into during the period.

## NOTE 19: RELATED PARTY TRANSACTIONS

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

### (a) Director Related Entities

PERSON	DESCRIPTION OF RELATED PARTY TRANSACTION	CONSOLIDATED	
		30-JUN 2019	30-JUN 2018
		\$	\$
Mr Tom Price & Ms Ann Bowering	Amounts repaid to FEX for services rendered such as rental for the market site for functions, capital raising services or other services including interest.	6,000	10,000

Note: negative numbers are inflows to NSX and positive numbers are outflows.

All figures are exclusive of GST

### (b) Beneficial Holdings

The direct, indirect and beneficial holdings of directors and their director related entities in the share and share options of the Economic Entity as at 30 June 2019 were:

Ordinary Shares:	6,065	(2018: 4,043) fully paid ordinary shares
Partly Paid Shares:	700,000	(2018: 700,000) partly paid shares to 1 cent
Share Options:	Nil	(2018: Nil)

## NOTE 20: CASH FLOW INFORMATION

### (a) Reconciliation of Cash Flow from Operations with Profit after Income Tax

	CONSOLIDATED	
	2019	2018
	\$	\$
Net income/(loss) for the period	(3,066,742)	(3,409,986)
Cash flows excluded from profit attributable to operating activities		
Non-cash flows in profit		
Depreciation and amortisation	141,293	221,098
Changes in assets and liabilities, net of effects of purchase of subsidiaries exclusive of disposed entities		
(Increase)/decrease in trade and other receivables	57,532	214,668
Increase/(decrease) in trade and other payables	(446,688)	207,554
Increase/(decrease) in provisions	(337,624)	213,462
Cashflow from Operations	<u>(3,652,229)</u>	<u>(2,553,204)</u>

### (b) Credit Standby Arrangement and Loan Facilities

The company has commercial credit card facilities with a limit of \$20,000 in any one calendar month. At 30 June 2019, \$5,185 of this facility was used (2018: \$7,713). Interest rates are variable.

### (c) Reconciliation of cash

	CONSOLIDATED	
	2019	2018
	\$	\$
Cash at end of the financial year as shown in the cash flow statement is reconciled to items in the Statement of Financial Position as follows:		
Cash and cash equivalents	1,994,211	951,937
Term deposits - held to maturity (amortised cost)	1,475,125	1,469,303
	<u>3,469,336</u>	<u>2,421,240</u>

### (d) Non-cash Financing and Investing Activities

No subsidiaries were acquired during the year by issuance of equity.

## NOTE 21: DIRECTOR & KEY MANAGEMENT PERSONNEL

### (a) Director & Key Management Personnel

Names and positions held of directors & key management personnel in office at any time during the financial year are:

DIRECTOR & KEY MANAGEMENT	POSITION
Michael Cox	Director and Chairman, appointed 23 November 2009
Thomas Price	Non-Executive-Director, appointed 17 November 2009
Ann Bowering	Director, appointed 25 May 2009, Managing Director appointed 10 June 2016 (resigned 5 July 2019)
Tony Shen	Non-Executive-Director, appointed 29 September 2016

### (b) Director & Key Management Personnel Compensation

Remuneration for 2019

	2018	SHORT-TERM BENEFITS			POST EMPLOYMENT BENEFITS		EQUITY-SETTLED SHARE BASED PAYMENTS		TOTAL
		Cash & Salary	Commissions & Deferred Income	Non-cash Benefits	Superannuation	Other	Shares/ Units	Options/ Rights	
	Notes	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Michael Cox	1	80	-	-	8	-	-	-	88
Ann Bowering	2	737	-	-	21	-	-	-	758
Tom Price	1	40	-	-	4	-	-	-	44
Tony Shen	1	40	-	-	4	-	-	-	44
		897	-	-	37	-	-	-	934

Notes to 2019 Remuneration Report:

(1) Amounts for Michael Cox, Tony Shen and Thomas Price are for director fees paid during the year.

(2) Amounts paid to Ann Bowering as a Director and Managing Director including termination payments made.

## (b) Director & Key Management Personnel Compensation (Cont'd)

Remuneration for 2018

2018		SHORT-TERM BENEFITS			POST EMPLOYMENT BENEFITS		EQUITY-SETTLED SHARE BASED PAYMENTS		TOTAL
		Cash & Salary	Commissions & Deferred Income	Non-cash Benefits	Superannuation	Other	Shares/ Units	Options/ Rights	
	Notes	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Michael Cox	1	80	-	-	8	-	-	-	88
Ann Bowering	2	300	-	-	20	-	-	-	320
Tom Price	1	40	-	-	4	-	-	-	44
Tony Shen	1	40	-	-	4	-	-	-	44
Scott Evans	3	348	-	-	-	-	-	-	348
		808	-	-	36	-	-	-	844

Notes to 2018 Remuneration Report:

(1) Amounts for Michael Cox, Tony Shen and Thomas Price are for director fees paid during the year.

(2) Amounts paid to Ann Bowering as a Director and Managing Director.

(3) Amounts paid to Scott Evans include termination payments made.

## (c) Compensation Options

No options were issued during the year.

## (d) Shares Issued on Exercise of Remuneration Options

There were no shares issued on the exercise of remuneration options during the financial year.

Please refer to Note 20(e).

## NOTE 21: DIRECTOR & KEY MANAGEMENT PERSONNEL (CONT'D)

### (e) Shareholdings

Number of Ordinary Fully Paid Shares held by Director & Key Management Personnel.

2019	NOTES	BALANCE 1/7/18 NO.	RECEIVED AS REMUNERATION NO.	OPTIONS EXERCISED NO.	NET CHANGE OTHER NO.	BALANCE 30/06/2019 NO.
Michael Cox		4,043	-	-	2,022	6,065
		4,043	-	-	2,022	6,065

Number of Ordinary Fully Paid Shares held by Director & Key Management Personnel.

2018	NOTES	BALANCE 1/07/2017 NO.	RECEIVED AS REMUNERATION NO.	OPTIONS EXERCISED NO.	NET CHANGE OTHER NO.	BALANCE 30/06/2018 NO.
Michael Cox		4,043	-	-	-	4,043
		4,043	-	-	-	4,043

### (f) Remuneration Practices

The Board's policy for determining the nature and amount of compensation of key directors and key management for the Economic Entity is as follows:

The Directors are allowed to claim reimbursement for expenses incurred when acting on behalf of the NSX. Directors are allowed to claim remuneration approved by the Board of Directors as a member of the NSX Audit & Risk Committee, Remuneration & Nomination Committee, Compliance Committee or Listing & Admissions Committee. Approved by shareholders at the AGM of 9 November 2017, the remuneration pool for non-executive directors is \$400,000 per annum inclusive of Superannuation. Director's fees are comprised of a fixed component only and exclude any performance components.

Disclosures for director fees paid during the financial year are provided in Note 20(b).

### Director Remuneration

Approved by shareholders at the AGM of 9 November 2017, the remuneration pool for non-executive directors is \$400,000 per annum inclusive of any superannuation guarantee remittances. Non-executive Chairman and Director fees are comprised of a fixed component being \$87,600 and \$43,800 respectively inclusive of superannuation. Executive director fees for service are by mutual agreement with the Board. Disclosures for director fees and allowances actually paid during the financial year are provided in Note 20(b).

### Short Term Incentive Plan

No short term incentive scheme had been approved by the Board or shareholders.

### Long Term Incentive Plan

No long term incentive scheme had been approved by the Board or shareholders.

## NOTE 22: CONTINGENT LIABILITIES

	CONSOLIDATED	
	2019	2018
	\$	\$
Estimates of the maximum amounts of contingent liabilities that may become payable:		
Compensation Arrangements	800,000	800,000
ASX Settlement Performance Bond	500,000	500,000
	1,300,000	1,300,000

### Compensation Arrangements

Part 7.5 of the *Corporations Act 2001* requires licensed markets through which participants provide services for retail clients to have compensation arrangements. The compensation arrangements are limited to the coverage of losses arising from defalcation of client assets held by participants registered with the Exchanges as the holders of Australian Market Licences (AML) as detailed in the *Corporations Act 2001*.

#### National Stock Exchange of Australia Limited Compensation Arrangements

The minimum cover that NSX is required to have as part of the compensation arrangements is \$800,000. The arrangements to meet the minimum cover are in two parts: (a) the NSX Fidelity Fund as detailed in this report (Note 24), and (b) a Letter of Credit for the amount of \$700,000. The combined sources have over \$1.2 million in funds which exceeds the minimum cover by over \$400,000.

During the period there were no claims on the compensation arrangements.

### ASX Settlement Performance Bond

National Stock Exchange of Australia acts as a settlement agent on behalf of several NSX and SIMVSE broker participants. Consequently NSX is registered with ASX Settlement as a General Participant for the purpose of ASX Settlement Operating Rules to effect CHES settlements. ASX Settlement Operating Rule 4.9.1 requires General Participants to post a Settlement Performance Bond to the value of \$500,000. ASX Settlement can make a demand under Operating Rule 4.9.5 if ASX Settlement is satisfied that a Participant has contravened a provision of the rules and as a result of that contravention, ASX settlement has suffered or incurred any losses, damages, costs or expenses.

NSX has established a bank guarantee backed by a term deposit of \$500,000 to satisfy the requirements of the Settlement Performance Bond. During the period these were no claims arising from ASX Settlement Operating Rule 4.9.5.

## NOTE 23: FINANCIAL INSTRUMENTS

### (a) Financial Risk Management

The Economic Entity's financial instruments consist mainly of deposits with banks, short-term investments, accounts receivable and payable.

The main purpose for non-derivative financial instruments is to raise finance for group operations.

The Economic Entity does not have any derivative financial instruments at the end of the financial year.

### (b) Interest Rate Risk

The Economic Entity's exposure to interest rate risk, which is the risk that a financial instruments value will fluctuate as a result of changes in market interest rates and the effective weighted average interest rates on classes of financial assets and financial liabilities, is as follows:

	WEIGHTED AVERAGE EFFECTIVE INTEREST RATE		FLOATING INTEREST RATE		MATURING WITHIN 1 YEAR		NON-INTEREST BEARING		TOTAL	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
	%	%	\$	\$	\$	\$	\$	\$	\$	\$
Financial Assets:										
Cash and cash equivalents	1.50	1.50	1,994,211	951,937	-	-	-	-	1,994,211	951,937
Term deposits	1.50	2.10	-	-	1,475,125	1,469,303	-	-	1,475,125	1,469,303
Receivables	-	-	-	-	-	-	-	-	-	-
<b>Total Financial Assets</b>	-	-	<b>1,994,211</b>	<b>951,937</b>	<b>1,475,125</b>	<b>1,469,303</b>	-	-	<b>3,469,336</b>	<b>2,421,240</b>
Financial Liabilities:										
Payables	-	-	1,140,692	1,556,310	-	-	-	-	1,140,692	1,556,310
Borrowings	-	-	-	-	-	-	-	-	-	-
<b>Total Financial Liabilities</b>	-	-	<b>1,140,692</b>	<b>1,556,310</b>	-	-	-	-	<b>1,140,692</b>	<b>1,556,310</b>

### (c) Credit Risk

The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date to recognised financial assets, is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the Statement of Financial Position and notes to the financial statements.

The Economic Entity does not have any material credit risk exposure to any single receivable or group of receivables under financial instruments entered into by the Economic Entity.

### (d) Net Fair Value

The net fair value of financial assets and financial liabilities approximates their carrying values as disclosed in the Statement of Financial Position and notes to the financial statements.

The aggregate net fair values and carrying amounts of financial assets and financial liabilities are disclosed in the Statement of Financial Position and in the notes to the financial statements.

### (e) Sensitivity analysis

The Economic Entity has performed a sensitivity analysis relating to its exposure to interest rate risk. This sensitivity analysis demonstrates the effect on the current year results and equity which could result from a change in this risk. As the Economic Entity does not trade in commodities, is not involved in foreign exchange transactions and has minimal trade receivables. It has determined it is not exposed to any other market rate fluctuations.

### (f) Liquidity risk

Liquidity risk is the risk that the Economic Entity is unable to meet its financial obligations as they fall due.

The Economic Entity has a zero level of gearing and manages liquidity risk by closely monitoring forecast and actual cash flows and matching the maturity profiles of financial assets.





## NOTE 24: SEGMENT REPORTING

### Primary reporting - Business segments

#### Major Customers

The Group has a number of customers to which it provides both products and services. During the period the NSX Group had no major customers that contributed more than 5.0% (2018: no major customers contributed more than 5.0%) of total revenue.

#### (a) Segment Performance

	STOCK EXCHANGES \$'000	UNALLOCATED ITEMS \$'000	TOTAL \$'000
<b>12 Months Ended 30 June 2019</b>			
Revenue			
External sales - services	2,239	-	2,239
Interest revenue	42	-	42
Other	-	52	52
Total segment revenue	2,281	52	2,333
Total group revenue			2,333
Results			
Segment net profit before tax	1,018	(4,085)	(3,067)
Other Items			
Depreciation and amortisation	141.0	-	141.0
<b>12 Months Ended 30 June 2018</b>			
Revenue			
External sales - services	2,457	-	2,457
Interest revenue	59	-	59
Other	-	55	55
Total segment revenue	2,516	55	2,571
Total group revenue			2,571
Results			
Segment net profit before tax	3,481	(6,891)	(3,410)
Other Items			
Depreciation and amortisation	221	-	221

## (b) Segment Assets

	STOCK EXCHANGES \$'000	UNALLOCATED ITEMS \$'000	TOTAL \$'000
As at 30 June 2019			
Segment Assets	1,941	1,898	3,839
Segment asset increases for the period:			
- Acquisitions	-	-	-
As at 30 June 2018			
Segment Assets	2,942	57	2,999
Segment asset increases for the period:			
- Acquisitions	-	-	-

## (c) Segment Liabilities

	STOCK EXCHANGES \$'000	UNALLOCATED ITEMS \$'000	TOTAL \$'000
As at 30 June 2019			
Segment Liabilities	664	847	1,511
As at 30 June 2018			
Segment Liabilities	2,100	632	2,732

## (d) Accounting Policies

Segment revenues and expenses are those directly attributable to the segments and include any joint revenue and expenses where a reasonable basis of allocation exists. Segment assets include all assets used by a segment and consist principally of cash, receivables, intangibles, property, plant and equipment, net of allowances and accumulated depreciation and amortisation. While most such assets can be directly attributed to individual segments, the carrying amount of certain assets used jointly by two or more segments is allocated to the segments on a reasonable basis. Segment liabilities consist principally of payables, employee benefits, accrued expenses, provisions and borrowings. Segment assets and liabilities do not include deferred income taxes.

## (e) Intersegment Transfers

Segment revenues, expenses and results include transfers between segments. The prices charged on intersegment transactions are the same as those charged for similar goods to parties outside of the Economic Entity at an arm's length. These transfers are eliminated on consolidation.

## (f) Business and Geographic Segments

### Business segments

The Economic Entity has the following business segments:

- The Stock Exchanges segment primarily includes the activities of the National Stock Exchange of Australia.

### Geographic segments

The Economic Entity's business segments are located in Australia.

### Note 25: Financial Market Fidelity Fund

As at 30 June 2019 the National Stock Exchange of Australia Limited Fidelity Fund had a balance of \$581,358 (2018: \$569,503). The National Stock Exchange of Australia Limited is the manager of the fidelity fund and the assets of the fidelity fund can only be used for the purposes prescribed in the *Corporations Act 2001*. The Board of National Stock Exchange of Australia Limited has waived the contribution fees for Participants.

### Note 26: Reliance on Technology and Systems

The ability of the National Stock Exchange of Australia Limited to conduct its operations is heavily reliant upon the capacity and reliability of the trading systems which are licensed to the Economic Entity by NASDAQ Group and the ASX Settlement CHES settlement systems, which are licensed to the Economic Entity by the Australian Securities Exchange Limited.

A significant and sustained failure of those systems would have a materially detrimental effect on the Economic Entity's short-term results, which in turn could undermine the longer term confidence in the Economic Entity.

### Note 27: Events After the End of the Reporting Period

From the end of the reporting period to the date of this report the following events occurred:

- On the 29 August 2019 at a General Meeting of the company the shareholders approved the issuance of shares as part of a capital raise.
- As at the current date the company has received \$1,931,000 in funds related to this raise which will be converted to shares in due course.

Other than these matters stated above there were no matters or circumstances which have arisen which have significantly affected the operations of the Company, the results of those operations or the affairs of the Company.

### Note 28: Company Details

The registered office and principal place of business is:

NSX Limited  
Level 3, 1 Bligh Street  
Sydney NSW 2000

## NOTE 29: ASSOCIATES AND JOINT VENTURES

Historically there was an association between Asian Exchange Infrastructure Pty Limited (AEI) and NSX Limited for the venture with IR Plus Group Holdings Limited for the operation of an Australian Market Licence; IR Plus Securities Exchange Limited (IR Plus). During the year the NSX sold its shareholding in IR Plus (refer to Note 13a) to AEI and accordingly at 30 June 2019, NSX owns 0% of the venture and AEI owns 100%. The venture entity was consolidated in the accounts and was shown as non-controlling interest. The following table is provided as information on the financial performance of the venture.

	IR PLUS JV	
	30-JUN 2019	30-JUN 2018
<b>Non-controlling Interest</b>		
Share Capital \$	-	3,835,053
Current Year profit/(loss)	408,990	355,717

### Note 30: Parent Entity Disclosures

	PARENT	
	2019	2018
	\$	\$
<b>Results of Parent</b>		
Loss for the period	(3,066,742)	(1,461,127)
Total comprehensive loss for the period	<u>(3,066,742)</u>	<u>(1,461,127)</u>
<b>Financial position at year end</b>		
Current assets	2,445,953	500,920
Total assets	2,445,953	500,920
Current liabilities	118,460	234,175
Total liabilities	118,460	234,175
<b>Total Equity of parent entity</b>		
Share Capital	49,378,875	44,251,385
Retained losses	(47,051,382)	(43,984,640)
Total equity	<u>2,327,493</u>	<u>266,745</u>

The parent entity has no contingencies or any capital commitments for property, plant and equipment. The parent entity has in place agreements with subsidiary entities for the provision of services to maintain the operations of the Stock Exchange. The parent entity has not entered into a deed of cross guarantee. We note that the comparative balances have been updated to correspond with the presentation in the year to 30 June 2019.

## NOTE 31: EARNINGS PER SHARE

### (a) Reconciliation of Earnings to Loss:

	2019	CONSOLIDATED 2018
	\$	\$
Loss for the period	(3,066,742)	(3,409,986)
Earnings used to calculate basic and diluted EPS	(3,066,742)	(3,409,986)

### (b) Weighted average number of ordinary shares (diluted and basic):

	2019 NO.	2018 NO.
Weighted average number of ordinary shares used in calculating basic earnings per share and net tangible assets	167,755,325	147,905,288
Weighted average number of ordinary shares used in calculating dilutive EPS	167,755,325	147,905,288

### (c) Basic and diluted earnings per share (cents):

	NOTE	2019	2018
<b>Earnings per share</b>			
Basic earnings per share			
earnings from continuing operations (cents)		(1.8)	(2.3)
Total	30(a)(b)	(1.8)	(2.3)
Diluted earnings per share			
earnings from continuing operations (cents)		(1.8)	(2.3)
Total	30(a)(b)	(1.8)	(2.3)

# DIRECTORS' DECLARATION

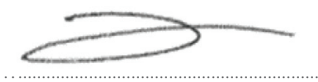
## The directors of the company declare that:

1. The financial statements and notes, as set in the Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity, Statement of Cash Flows and notes to the financial statements, are in accordance with the *Corporations Act 2001* and:
  - (a) comply with Accounting Standards and the Corporations Act and Regulations 2001 (section 296); and
  - (b) give a true and fair view of the financial position as at 30 June 2019 and of the performance for the year ended on that date of the company and Economic Entity (*Corporations Act 2001* section 297); and
  - (c) the audited remuneration disclosures set out in the Remuneration Report section of the Directors' Report for the year ended 30 June 2019 complies with section 300A of the *Corporations Act 2001*;
2. The Chief Executive Officer and General Manager have each declared according to section 295A(2) of the *Corporations Act 2001* that:
  - (a) the financial records of the company for the financial year have been properly maintained in accordance with section 286 of the *Corporations Act 2001*;
  - (b) the financial statements and notes for the financial year comply with the Accounting Standards; and
  - (c) the financial statements and notes for the financial year give a true and fair view.
3. The declaration under section 295A of the *Corporations Act 2001* is founded on a sound system of risk management and internal control and the system is operating effectively in material respects in relation to financial reporting of risks.
4. In the Directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors.



Michael Cox  
Director



Tom Price  
Director

Dated 30 September 2019, Sydney



## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NSX LIMITED

### Report on the Financial Report

#### Opinion

We have audited the accompanying financial report of NSX Limited and its controlled entities (the company and its subsidiaries ("the Group")), which comprises the consolidated statement of financial position as at 30 June 2019, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the period then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the company and the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

In our opinion, the financial report of NSX Limited is in accordance with the Corporations Act 2001, including:

- i) Giving a true and fair view of the consolidated entity's financial position as at 30 June 2019 and of its performance for the year ended on that date; and
- ii) Complying with Australian Accounting Standards and the Corporations Regulations 2001.

#### Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement. Our responsibilities under those standards are further described in the Auditor's Responsibility section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Emphasis of Matter – Going Concern

We draw attention to Note 1 of the financial report, which describes management's assessment of the entity's ability to continue as a going concern. The entity is currently in a net asset position of \$2,327,493 after recognising a loss in the current year of \$3,066,742 and cash outflow from operating activities of \$3,652,229. Our opinion is not modified in respect of this matter.

#### Independence

We are independent of the consolidated entity in accordance with the Corporations Act 2001 and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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ABN 91 850 861 839

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## Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

### 1. Going Concern

#### Why significant

As at 30 June 2019, the net asset position of the company was \$2,327,493 after recognising a loss in the current year of \$3,066,742 and incurred cash outflows from operating activities of \$3,652,229. Accordingly, without additional funds, the forecast cash outflows cannot be met.

Management has outlined circumstances in Note 1, relating to the entity's ability to continue as a going concern.

While these events and circumstances identified may cast doubt over the entity's ability to continue as a going concern, on the basis that the Group has sufficient funding subsequent to 30 June 2019, as described in Note 1, management have determined that no material uncertainty exists at the date of this report. Accordingly, we consider the assessment of Going Concern to be a Key Audit Matter.

#### How our audit addressed the key audit matter

Our work included, but was not limited to, the following procedures:

- Reviewing disclosures relating to the Directors' assessment of the entity's going concern.
- Assessing the completeness and accuracy of the disclosed circumstances.
- Discussions with management regarding capital raising activities.
- Vouching funds received to post year end bank statements relating to capital raising activities.
- Reviewing market announcements in relation to capital raising activities.
- Review of budget forecasts (as approved by directors and the board) over the next 12 months.

### 2. Valuation and Classification of cash held for compensation arrangements and existence of investments

#### Why significant

Under compensation arrangements, NSX Limited must maintain a minimum level of cash available for immediate use in the event of a claim. This cash is held on a short-term basis in term deposits.

NSX Limited classify these term deposits as a current financial asset, regardless of the term invested.

The cash deposits amount to \$1.2m and are disclosed as Financial Assets in the Balance Sheet and included in Cash and Cash Equivalents for the purpose of the Cash Flow Statement. This includes a Term Deposit for \$700,000 within National Stock Exchange of Australia Limited and an established bank guarantee backed by a term deposit of \$500,000 as noted in Note 22.

#### How our audit addressed the key audit matter

Our work included, but was not limited to, the following procedures:

- Discussions with management to determine their basis for classification as a current financial asset. Management of NSX Limited provided a detailed basis for classification, supported by reference to Australian Accounting Standards.
- Reviewing management's basis for the classification against the requirements of Australian Accounting Standards, while also taking into consideration the intent of Chapter 7, Part 7.5 of the Corporations Act 2001 which sets out requirements for a compensation regime, and the nature of approved compensation arrangements.
- Assessing whether NSX Limited has an unconditional right to call the deposit at their discretion.

## Key Audit Matters (cont'd)

### 3. Revenue Recognition

#### Why significant

The Group has adopted AASB 15 Revenue from Contracts with Customers ('AASB 15') with a date of initial application of 1 July 2017.

Upon adoption of the standard, initial listing fees are deferred and recognised over the period in which it is estimated that the listing service will be provided as described in Note 1(j) and 1(o).

Changes in accounting policies resulting from the adoption of AASB 15 have been applied retrospectively, accordingly the Group has prepared a third balance sheet to account for the restatement in the opening financial position at 1 July 2017 as described in Note 1(m).

The application of revenue recognition accounting standard is complex and involves a number of key judgements and estimates, accordingly we consider Revenue Recognition to be a Key Audit Matter.

#### How our audit addressed the key audit matter

Our work included, but was not limited to, the following procedures:

- Assessing of the Group's revenue recognition policy for all material revenue streams in accordance with AASB 15.
- Reviewing key estimates and judgements involved in the Group's revenue recognition policy.
- Vouching a sample of initial listing fees to bank receipt and customer invoice.
- Reviewing of the clients deferred income calculations.
- Recalculating initial listing fee amounts released and deferred in the year to 30 June 2019.
- Performing tests on the accuracy of revenue recognition adjustments (and related disclosures) arising from the adoption of AASB 15.
- Reviewing disclosures adopted on transition of the new standard in accordance with Australian Accounting Standards.

## Other Information

Other information is financial and non-financial information in the annual report of the Group which is provided in addition to the Financial Report and the Auditor's Report. The directors are responsible for Other Information in the annual report.

The Other Information we obtained prior to the date of this Auditor's Report was the Director's report. The remaining Other Information is expected to be made available to us after the date of the Auditor's Report.

Our opinion on the Financial Report does not cover the Other Information and, accordingly, the auditor does not and will not express an audit opinion or any form of assurance conclusion thereon, with the exception of the Remuneration Report.

In connection with our audit of the Financial Report, our responsibility is to read the Other Information. In doing so, we consider whether the Other Information is materially inconsistent with the Financial Report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We are required to report if we conclude that there is a material misstatement of this Other Information in the Financial Report and based on the work we have performed on the Other Information that we obtained prior the date of this Auditor's Report we have nothing to report.

## Directors' Responsibilities for the Financial Report

The Directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and for such internal control as the Directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. In Note 1, the Directors also state, in accordance with Australian Accounting Standard AASB 101 Presentation of Financial Statements, that the financial report complies with International Financial Reporting Standards.

In preparing the financial report, the Directors are responsible for assessing the entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using a going concern basis of accounting unless the Directors either intend to liquidate the consolidated entity or to cease operations, or have no realistic alternative but to do so.

## Auditor's Responsibilities for the Audit of the Financial Report

Our responsibility is to express an opinion on the financial report based on our audit. Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individual or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report.

The procedures selected depend on the auditor's judgement, including assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial report.

## Auditor's Responsibilities for the Audit of the Financial Report (cont'd)

We conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the consolidated entity to cease to continue as a going concern.

We evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the consolidated entity to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

The Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements. We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on the Remuneration Report

### Opinion

We have audited the Remuneration Report included in the directors' report for the period ended 30 June 2019.

In our opinion, the Remuneration Report of NSX Limited for the period ended 30 June 2019, complies with section 300A of the Corporations Act 2001.

## Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.



PKF



PAUL PEARMAN  
PARTNER

30 SEPTEMBER 2019  
SYDNEY

# ADDITIONAL INFORMATION FOR LISTED PUBLIC COMPANIES

The following additional information is required by the Australian Securities Exchange Ltd in respect of listed public companies.

## 1. Shareholding

### (a) Distribution of Shareholders as at 4 September 2019

CATEGORY (SIZE OF HOLDING)	NUMBER	
	ORDINARY	PARTLY PAID
1 – 1,000	36	-
1,001 – 5,000	78	-
5,001 – 10,000	45	-
10,001 – 100,000	76	-
100,001 – and over	36	3
	<b>271</b>	<b>3</b>

### (b) Marketable Parcels as at 4 September 2019

The number of holders holding less than a marketable parcel (UMP) is 69 (at a market price of 21 cents). UMP number of securities is 77,224. UMP as a percentage of total shares on issue is 0.04%.

### (c) Substantial Shareholders as at 4 September 2019

The names of the substantial shareholders listed in the holding company's register as at 4 September 2019 are:

SECURITY HOLDER	NUMBER OF FULLY PAID ORDINARY SHARES HELD	PERCENTAGE OF SHARES HELD TO ISSUED CAPITAL
1. CROSS-STRAIT COMMON DEVELOPMENT FUND CO LIMITED	26,271,185	14.2
2. SHKL GROUP LIMITED	24,285,000	13.1
3. SUNTECH INVESTMENTS INTERNATIONAL LIMITED <CR 1644115 A/ C>	21,949,145	11.9
4. WELLPOINT INC LIMITED <CR 1972550 A/C>	19,848,888	10.7
5. EXCHANGE TECHNOLOGY INVESTMENTS PTY LTD	18,064,554	9.8
6. SINO AUSTRALIA HOLDING COMPANY LIMITED <CR 2287097 A/C>	17,509,577	9.5
7. GOWING BROS LTD	10,000,001	5.4
8. UBS NOMINEES PTY LTD	10,000,001	5.4
	<b>147,928,351</b>	<b>80.0</b>
<b>Total issued capital</b>	<b>184,954,043</b>	

### (d) Voting Rights

Ordinary shares - Each ordinary share is entitled to one vote when a poll is called, otherwise each member present at a meeting or by proxy has one vote on a show of hands.

Partly Paid shares - Each partly paid share is entitled to one vote on a pro-rata basis dependent on the amount that is already paid when a poll is called, otherwise each member present at a meeting or by proxy has one vote on a show of hands. The call on the partly paid shares is at the discretion of the holder.

## (e) 20 Largest Shareholders – Ordinary Shares – as at 4 September 2019

SECURITY HOLDER	NUMBER OF FULLY PAID ORDINARY SHARES HELD	PERCENTAGE OF SHARES HELD TO ISSUED CAPITAL
1. CROSS-STRAIT COMMON DEVELOPMENT FUND CO LIMITED	26,271,185	14.2
2. SHKL GROUP LIMITED	24,285,000	13.1
3. SUNTECH INVESTMENTS INTERNATIONAL LIMITED <CR 1644115 A/C>	21,949,145	11.9
4. WELLPOINT INC LIMITED <CR 1972550 A/C>	19,848,888	10.7
5. EXCHANGE TECHNOLOGY INVESTMENTS PTY LTD	18,064,554	9.8
6. SINO AUSTRALIA HOLDING COMPANY LIMITED <CR 2287097 A/C>	17,509,577	9.5
7. GOWING BROS LTD	10,000,001	5.4
8. UBS NOMINEES PTY LTD	10,000,001	5.4
9. AUSTRALIAN MINING GROUP LTD	7,432,500	4.0
10. P & P OPERATIONS PTY LTD <PARADISE SUPER FUND A/C>	6,666,667	3.6
11. MR ANTONY WILLIAM PAUL SAGE <EGAS SUPERANNUATION FUND A/C>	4,000,000	2.2
12. OSSA PTY LTD <OSSA SUPERANNUATION FUND A/C>	3,278,688	1.8
13. RYAN CONSTRUCTIONS PTY LTD	1,942,000	1.0
14. MR BRIAN JOHN PEADON	1,535,566	0.8
15. WCAB PTY LTD	1,500,000	0.8
16. MR QIZHONG WANG & MS RONG LI	1,339,151	0.7
17. MS LIJUN LI	1,220,948	0.7
18. AUNION FINANCE PTY LTD	1,079,216	0.6
19. G4 INVESTORS PTY LTD <G4 INVESTORS A/C>	748,998	0.4
20. MR DAVID ANTHONY <INVESTMENT A/C>	638,000	0.3
	<b>179,310,085</b>	<b>96.9</b>
<b>Total issued capital</b>	<b>184,954,043</b>	

## 2. Company Secretary

The name of the company secretary is Mr Scott Francis Evans B.Ec(hons), GAICD, SA Fin, FGIA, DFP.

## 3. Registered Office

The address of the principal registered office and place of business in Australia is:

Level 3,  
1 Bligh Street  
Sydney NSW 2000

## 4. Registers of securities are held at the following address

New South Wales: Boardroom Pty Ltd  
Grosvenor Place  
Level 12  
225 George Street  
Sydney NSW 2000  
www.boardroomlimited.com.au  
P: +61 2 9290 9600 | F: +61 2 9279 0664

## 5. Unquoted Securities

### Partly Paid Shares

A total of 1,500,000 partly paid shares are on issue paid to 1 cent. They have one outstanding call of 99 cents each. The date of the final call is at the security holder's discretion.

## 6. Voting Rights – Ordinary Shares

Each ordinary share is entitled to one vote when a poll is called, otherwise each member present at a meetings or by proxy has one vote on a show of hands.

## 7. On-market buy back

There is no current on market buy back.

## 8. Annual General Meeting

The NSX Limited Annual General Meeting is expected to be held at 11:00am (AEDT) on Wednesday, 27 November 2019, in Sydney, New South Wales.

## 9. Sources of information for shareholders

Amendments to the Corporations Act have allowed changes to the way NSX delivers the Annual Report to shareholders each year. NSX sends to shareholders a letter asking shareholders to nominate how they wish to receive the Annual Report. NSX will send you a hardcopy Annual Report, free of charge, only if you elect to receive it. Alternatively NSX will provide details to shareholders on how to access the Annual Report in electronic form from the NSX website when NSX sends you the Notice of Meeting for the Annual General Meeting. This report is located at: [http://www.nsx.com.au/about/nsx\\_reports](http://www.nsx.com.au/about/nsx_reports). Shareholders can access NSX documents, Governance and corporate information from the NSX website ([www.nsx.com.au](http://www.nsx.com.au)) from the About link.







