

NSX Limited ABN 33 089 447 058

## **Entitlement Offer**

Details of a 1 for 8 non renounceable entitlement offer of shares in NSX Limited at \$0.20 per New Share with a right to apply for Additional Shares

The Entitlement Offer closes on 18 March 2013

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

THIS IS AN IMPORTANT DOCUMENT WHICH IS ACCOMPANIED BY AN ENTITLEMENT AND ACCEPTANCE FORM FOR YOU TO SUBSCRIBE FOR NEW FULLY PAID ORDINARY SHARES IN NSX LIMITED. PLEASE READ THIS DOCUMENT CAREFULLY AND CALL YOUR PROFESSIONAL ADVISER IF YOU HAVE ANY QUERIES.

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## Important information

This booklet and the accompanying information (Information) has been prepared by NSX Limited ABN 33 089 447 058 (NSX).

The Information is not a prospectus under the Corporations Act and has not been lodged with the Australian Securities and Investments Commission

The Information relates to a 1 for 8 non renounceable entitlement offer to subscribe for New Shares at the Issue Price set out in this Offer Booklet and the Entitlement and Acceptance Form, and announced to ASX by NSX on 19 February 2013 (Entitlement Offer).

## Not financial product advice

The Information is not financial product advice, does not purport to contain all the information that you may require in evaluating a possible acquisition of New Shares in NSX and has been prepared without taking into account the investment objectives, financial situation and needs of you or any particular investor.

You should conduct your own independent review, investigation and analysis of NSX and the New Shares which are the subject of the Entitlement Offer. You should obtain any professional advice you require to evaluate the merits and risks of an investment in NSX before making any investment decision based on your investment objectives.

## **Information about NSX**

The Investor Presentation attached includes information about NSX and NSX's activities current as at 19 February 2013. It is information in a summary form and does not purport to be complete. It should be read in conjunction with NSX's other periodic and continuous disclosure announcements including NSX's annual report lodged with the Australian Securities Exchange (ASX) on 28 August 2013, the Quarterly Cash flow and Activities report December 2012 lodged with ASX on 20 January 2013, the Half Year Report for December 2012 lodged with ASX on 7 February 2013 and NSX's other announcements to the ASX available at <a href="https://www.asx.com.au">www.asx.com.au</a> and <a href="https://www.asx.com.au">www.nsxa.com.au</a>.

## **Foreign jurisdictions**

The Information is being sent to all Shareholders on the NSX share register as at 7.00pm (Sydney Time) on Wednesday, 27 February

2013 with an address on the share register in Australia, New Zealand, Canada and the United Kingdom.

The Information does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer and no action has been taken to register the New Shares or otherwise permit a public offering of the New Shares in any jurisdiction other than Australia, New Zealand, Canada and the United Kingdom. Return of the Entitlement and Acceptance Form shall be taken by NSX to constitute a representation by you that there has been no breach of any such laws. Eligible Shareholders who are nominees, trustees or custodians should refer to section 6 of "Other important information" for further information. The distribution of this document outside Australia may be restricted by law

Please refer to sections 6 and 7 of "Other important information" for further information.

### **Governing law**

The Information, the Entitlement Offer and the contracts formed on receipt of your Application are governed by the law applicable in New South Wales. Each Shareholder who applies for New Shares submits to the jurisdiction of the courts of New South Wales.

## **Future performance**

The Information may contain certain forward-looking statements. The words "anticipate", "believe", "expect", "project", "forecast", "estimate", "likely", "intend", "should", "could", "may", "target", "plan" and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Due care and attention has been used in the preparation of forecast information. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors (many of which are beyond the control of NSX) that may cause actual results to differ materially from those expressed or implied in such statements. There can be no assurance that actual outcomes will not differ materially from these statements. You should also have regard to the risks section in Annexure B of the Investor Presentation.

## Important information

## Past performance

Past performance information given in this Information is provided for illustrative purposes only and should not be relied upon as (and is not) an indication of future performance.

## **Financial data**

All dollar values are in Australian dollars (A\$).

## **Disclaimer of representatives**

No person is authorised to give any information, or to make any representation, in connection with the Entitlement Offer that is not contained in this Offer Booklet.

Any information or representation that is not in this Offer Booklet may not be relied on as having been authorised by NSX or its related bodies corporate in connection with the Entitlement Offer. Except as required by law, and only to the extent so required, none of NSX, or any other person, warrants or guarantees the future performance of NSX or any return on any investment made pursuant to this Offer Booklet.

## **Defined terms**

Terms used in this Offer Booklet are defined in the glossary on page 11.

## Other important information

Further important information is set out on pages 8 to 10.

## Chairman's letter

28 February 2013

Dear Shareholder

### NSX Limited — Non Renounceable Entitlement Offer

This Offer Booklet sets out the information on how to apply to participate in the 1 for 8 non-renounceable entitlement offer priced at \$0.20 per New Share to raise gross proceeds of up to approximately \$2.5 million before costs (the "Entitlement Offer").

Eligible shareholders may, in addition to taking up their entitlements in full, apply for additional shares ("Additional Shares") in excess of their entitlements at the same price as under the Entitlement Offer.

This Offer Booklet contains important information, including:

- the investor presentation that was released to the ASX on 19 February 2013 providing information on the Entitlement Offer and key risks for you to consider (the "Investor Presentation");
- instructions on "How to apply", detailing how to participate in the Entitlement Offer if you choose to do so, and a timetable of key dates; and
- a personalised Entitlement and Acceptance Form which details your Entitlement, to be completed in accordance with the instructions provided.

The net proceeds of the Entitlement Offer will be used to

- provide additional working capital to secure the current operations of the business;
- ensure that the Company has sufficient financial resources to satisfy the obligations that the National Stock
   Exchange of Australia (NSXA) and SIM Venture Securities Exchange (SIMVSE) each have as a holder of an Australian
   Market License:
- continue with the key business initiatives commenced by the Company over the last twelve months; and
- cover the costs of the Entitlement Offer.

Further details are provided in the Investor Presentation.

Eligible Shareholders who own NSX shares as at 7.00 pm (Sydney time) on the Record Date of 27 February 2013 will be entitled to participate in the Entitlement Offer. If you are an Eligible Shareholder, you have the following choices:

- take up all of your Entitlement;
- take up all of your Entitlement and apply for further shares under the Top-Up Facility;
- take up part of your Entitlement; or
- do nothing and allow your Entitlement to lapse.

The directors have reserved the right to place any remaining shortfall in their discretion until 3 months after the close of the Entitlement Offer.

## **Chairman's letter** (Continued)

The Entitlement Offer is not renounceable and therefore your entitlements will not be tradeable on ASX or otherwise transferable. This means that Eligible Shareholders who do not take up their Entitlements will not receive any value for those entitlements and their proportionate interest in NSX will be diluted. If you do nothing your ownership interest in NSX will be diluted, although you will benefit from the additional cash that will be injected into the company through the Entitlement Offer.

It is expected that the Directors of NSX will subscribe for their entitlement under the Entitlement Offer.

The Entitlement Offer closes at 5.00pm (Sydney time) on Monday 18 March 2013. To participate in the Entitlement Offer, you must ensure that applications for New Shares are received in accordance with the Entitlement and Acceptance Form on or before this date, otherwise your Entitlement will lapse.

Further details on how to submit your application are set out in this Offer Booklet, which you should read in full. If you have any questions about the Entitlement Offer, please contact Scott Evans, Company Secretary, on +612 4929 6377.

If you have any doubt as to whether you should participate in the Entitlement Offer, you should consult your stockbroker, accountant or other independent financial adviser.

Yours faithfully

Michael Cox Chairman NSX Limited

### NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. Securities may not be offered or sold in the United States absent registration or an exemption from registration.

## How to apply

## Please read the whole of this Offer Booklet including the Investor Presentation, Entitlement and Acceptance Form and other information made available

The Entitlement Offer is not being made under a disclosure document or prospectus. Rather, the Entitlement Offer is being made pursuant to provisions in the Corporations Act that allow rights issues to be offered by providing certain updates and confirmations to the market. As a result, it is important for Shareholders to read and understand the publicly available information on NSX and the Entitlement Offer prior to accepting their Entitlements. In particular, please refer to the attached materials, plus NSX's annual reports, half yearly reports and other announcements made available at www.nsxa.com.au and www.asx.com.au.

## 2. Consider the Entitlement Offer in light of your particular investment objectives and circumstances

Please consult with your stockbroker, accountant or other independent financial adviser if you have any queries or are uncertain about any aspect of the Offer. In particular, please refer to the attached Investor Presentation which describes some of the key risks in relation to an investment in NSX.

## 3. Who is eligible to participate

The Entitlement Offer is being extended to Eligible Shareholders who are Shareholders that meet all of the following criteria:

- they were registered as a holder of Shares at 7.00pm (Sydney time) on the Record Date of Wednesday, 27 February 2013;
- they have a registered address in Australia, New Zealand, Canada (to accredited investors only) and the United Kingdom;
- they are not in the United States or acting for the account or benefit of a person in the United States; and
- they are eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

By returning a completed Entitlement and Acceptance Form, or making a payment by BPAY, you will be taken to have represented and warranted that you satisfy each of the above criteria. In addition, if you are acting as nominee or custodian, you will be taken to have represented that each beneficial holder on whose behalf you are submitting an Entitlement and Acceptance Form is resident in Australia or New Zealand. Eligible Shareholders who are nominees, trustees or custodians should refer to section 6 of "Other important information" for further information.

NSX reserves the right to reject any Application that it believes comes from a person who is not an Eligible Shareholder.

#### 4. Your choices

If you are an Eligible Shareholder, you may take the following actions:

- take up all of your Entitlement;
- take up all of your Entitlement and apply for Additional Shares under the Top-Up Facility;
- · take up part of your Entitlement; or
- do nothing and allow your Entitlement to lapse.

Further information is provided below.

Shareholders who do not take up their Entitlements in full will not receive any payment or value for those Entitlements they do not take up. Shareholders who do not take up their Entitlements in full will have their percentage interest in NSX reduced.

Fractions arising in the calculation of Entitlements have been rounded up to the next whole number of New Shares.

## 5. Complete the accompanying Entitlement and Acceptance Form or pay by BPAY

If you decide to participate in the Entitlement Offer, you may do so by completing and returning the Entitlement and Acceptance Form and attaching payment by following the instructions set out on the Entitlement and Acceptance Form (see sections 6-8 below for more details).

Alternatively, you may participate by making payment via BPAY in accordance with the instructions set out on the personalised Entitlement and Acceptance Form (which includes the biller code and your unique customer reference number).

If you take no action you will not be allocated any New Shares.

The issue of New Shares is scheduled to occur on or about 26 March 2013. Note that NSX reserves the right to change dates in relation to the Entitlement Offer without prior notice to Shareholders.

## 6. Acceptance of the Entitlement Offer

You may take up all or part of your Entitlement by completing the Entitlement and Acceptance Form and attaching payment or by paying by BPAY (see below for more details).

Your completed Entitlement and Acceptance Form must be accompanied by a cheque, bank draft or money order in Australian currency for the amount of your application money, payable to "NSX Limited – Entitlement Offer" and crossed "Not Negotiable."

You should ensure that sufficient funds are held in relevant account(s) to cover the application monies. If the amount of your cheque for application monies (or the amount for which the cheque clears in time for allocation) is insufficient to pay in full for the number of New Shares you have applied for in your Entitlement and Acceptance Form, you will be taken to have applied for such lower number of whole New Shares as your cleared application monies will pay for (and to have specified that number of New Shares on your Entitlement and

## **How to apply (Continued)**

Acceptance Form). Alternatively, your Application will not be accepted.

If your payment is being made by BPAY:

- you do not need to submit the personalised Entitlement and Acceptance Form but are taken to make each of the statements and representations on that form;
- if you subscribe for less than your Entitlement or do not pay for your full Entitlement, you are taken to have accepted your Entitlement in respect of such whole number of New Shares which is covered in full by your application money; and
- it is your responsibility to ensure that your BPAY payment is received by the Registry prior to the closing time for the Entitlement Offer (5.00pm (Sydney time) on Monday, 18 March 2013). You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment, and you should therefore take this into consideration when making payment.

No interest will be paid to applicants on any payment received or refunded.

## 7. Top-Up Facility

Eligible Shareholders may, in addition to taking up their Entitlements in full, apply for Additional Shares in excess of their Entitlements. Additional Shares will only be available where there is a shortfall between applications received from Eligible Shareholders and the number of New Shares proposed to be issued under the Entitlement Offer. Additional Shares will be issued at the offer price of \$0.20 per Share.

The allocation policy for Additional Shares subscribed pursuant to the Top-Up Facility will be as follows:

- Each Eligible Shareholder who has applied for Additional Shares through the Top-Up Facility will be entitled to receive Additional Shares on a proportionate share of the shortfall having regard to their holdings as at the Record Date, provided that no Eligible Shareholder is permitted to increase its relevant interest to more than 20% of the Shares on issue following the Entitlement Offer, or if already more than 20% then by more than 3% of the Shares on issue following the Entitlement Offer.
- The allocation process described above will be repeated in relation to any remaining shortfall and any subsequent shortfall, until either all new shares proposed to be issued have been allocated or all shortfall applications have been satisfied in full.

The directors have reserved the right to place any remaining shortfall in their discretion until 3 months after the close of the Entitlement Offer.

Eligible Shareholders who apply for Additional Shares may be allocated a lesser number of Additional Shares than applied for, or may be allocated no Additional Shares at all, in which case excess application money will be refunded without interest.

If you wish to subscribe for Additional Shares in addition to your Entitlement then you should nominate the maximum number of Additional Shares you wish to subscribe for on the Entitlement and Acceptance Form and make payment for your full Entitlement plus the Additional Shares (at \$0.20 per Additional Share).

If your payment is being made by BPAY:

- you do not need to submit the personalised Entitlement and Acceptance Form but are taken to make each of the statements and representations on that form; and
- if your payment exceeds the amount payable for your full Entitlement, you are taken to have accepted your Entitlement in full and to have applied for such number of Additional Shares which is covered in full by your application money.

### 8. Mail or deliver

It is important to note that the Entitlement Offer closes at 5.00pm (Sydney time) on Monday, 18 March 2013. To participate in the Entitlement Offer, your payment must be received no later than this time and date. Your completed Entitlement and Acceptance Form, together with application money, should be mailed to:

#### **NSX Limited**

C/- Boardroom Pty Ltd GPO BOX 3993, SYDNEY NSW 2001

If your payment is being made by BPAY, you do not need to mail or deliver the personalised Entitlement and Acceptance

## If you wish to do nothing and allow your Entitlements to lapse

If you do not wish to take up your Entitlement you can simply do nothing.

If you have not completed your personalised Entitlement and Acceptance Form and it has not been received by the Registry at the address above by 5.00pm (Sydney time) on the Entitlement Offer close date of Monday, 18 March 2013, or your BPAY payment has not been received by the Registry from your financial institution on or prior to 5.00pm (Sydney time) Monday, 18 March 2013, you will be deemed to have renounced your Entitlement and it will lapse.

## 10. When will I receive my New NSX Shares?

It is currently expected that the New Shares will be issued, and that confirmation of the issue of the New Shares will be despatched, on or before Tuesday, 26 March 2013.

It is the responsibility of each Applicant applying for New Shares to confirm their holding before trading in those New Shares. Any person who sells New Shares before receiving confirmation of their holding in the form of their confirmation statement will do so at their own risk. NSX and the Registry disclaim all liability, whether in negligence or otherwise, to any person who trades in New Shares before receiving their confirmation statement.

# **Key Dates**

## **Key Offer dates \***

Announcement of the Entitlement Offer	Tuesday, 19 February 2013
Record Date for determining Entitlement to subscribe for New Shares	7.00pm (Sydney time), Wednesday, 27 February 2013
Entitlement Offer opens	Thursday, 28 February 2013
Closing date for Entitlement Offer	5.00pm (Sydney time), Monday, 18 March 2013
Issue of New Shares, despatch of confirmation of issue	Tuesday, 26 March 2013
Normal trading of New Shares on ASX	Wednesday, 27 March 2013

<sup>\*</sup> All times and dates refer to Sydney Time and are subject to change without notice. Any material changes will be notified to ASX. The commencement of quotation of New Shares is subject to confirmation from ASX.

NSX reserves the right, subject to the Corporations Act, the Listing Rules and other applicable laws, to vary the dates of the Entitlement Offer, including extending the Entitlement Offer or accepting late applications, either generally or in particular cases, without notice. Accordingly, applicants are encouraged to submit their Application as soon as possible after the Entitlement Offer opens.

## Other important information

## 1. Quotation and trading

NSX will apply to ASX for the official quotation of the New Shares in accordance with the Listing Rules. Subject to approval being granted by ASX, it is expected that normal trading of New Shares will commence on Wednesday, 27 March 2013.

#### 2. Potential effect on control

The potential effect of the Entitlement Offer on the control of NSX is as follows:

- If all Eligible Shareholders take up their entitlements under the Entitlement Offer, then the Entitlement Offer will have no effect on the control of NSX.
- If some Eligible Shareholders do not take up all of their entitlements under the Entitlement Offer, then the interests of those Eligible Shareholders in NSX will be diluted.

Financial and Energy Exchange Limited (FEX) and associated companies control 50,325,305 (50.308%) of the issued capital of NSX. FEX has indicated that it (and its associated companies) intend to accept their full entitlement under the Entitlement Offer. The consequences of the potential effect on the control of NSX at the completion of the Entitlement Offer is that if no other Eligible Shareholder applies for any New Shares and FEX does not apply for any Additional Shares, then its maximum possible voting percentage in NSX will be 53.028%.

### 3. No cooling off rights

Cooling off rights do not apply to an investment in New Shares. You cannot, in most circumstances, withdraw your Application once it has been accepted. Further, Entitlements cannot be traded on the ASX or any other exchange, nor can they be privately transferred.

#### 4. Taxation

Taxation implications will vary depending upon the individual circumstances of individual Eligible Shareholders. Eligible Shareholders should obtain their own professional advice before deciding whether to invest.

### 5. Excluded Shareholders

The Entitlement Offer is not being extended to any shareholder with a registered address outside Australia, New Zealand, Canada and the United Kingdom having regard to the small number and value of New Shares that would be offered in such jurisdictions and the cost of complying with the legal and regulatory requirements in those jurisdictions. Having regard to the share register as at the date of this document, NSX expects there to be no Shares held by Excluded Shareholders.

## 6. Notice to nominees and custodians

Nominees and custodians may not distribute any part of the Information in the United States or in any other country outside Australia and New Zealand, except to beneficial shareholders in another country (other than the United States) where NSX may determine it is lawful and practical to make the Entitlement Offer. Any person in the United States with a holding through a nominee may not participate in the Entitlement Offer.

## 7. Foreign jurisdictions

The New Shares may not be offered or sold in any jurisdiction outside Australia except to persons to whom such offer or sale is permitted under applicable law, as set forth below. Any failure to comply with restrictions could constitute a violation of applicable securities laws.

### Canada

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

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

No prospectus has been, or will be, filed in the Province with respect to the offering of New Shares or the resale of such securities. Any person in the Province lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the New Shares in the Province must be made in accordance with applicable Canadian securities laws which may require resales to be made in accordance with exemptions from dealer registration and prospectus requirements. These resale restrictions may in some circumstances apply to resales of the New Shares outside Canada and, as a result, Canadian purchasers should seek legal advice prior to any resale of the New Shares.

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

## Other important information

against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.

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

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

Statutory rights of action for damages and rescission

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

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

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

### LANGUAGE OF DOCUMENTS IN CANADA

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

#### **New Zealand**

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2002 (New Zealand).

The Information has not been registered, filed with or approved by any New Zealand regulatory authority under the Securities Act 1978 (New Zealand). The Information is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

## **United Kingdom**

Neither the Information nor any other document relating to the offer has been delivered for approval to the Financial Services Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares. The Information is issued on a confidential basis to fewer than 150 persons (other than "qualified investors" (within the meaning of section 86(7) of FSMA)) in the United Kingdom, and the Shares may not be offered or sold in the United Kingdom by means of the Information, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) FSMA. The Information should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

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

## **United States**

The Information or any copy of it may not be released into or distributed in the United States.

The Information does not constitute an offer to sell, or the solicitation of an offer to buy, any New Shares in the United States. The Entitlements may not be taken up by persons in the United States or by persons who are, or are acting for the account or benefit of, a person in the United States. The New Shares may not be offered or sold in the United States absent registration or in a transaction not subject to, or exempt from registration under the US Securities Act. The New Shares have not been and will not be registered under the US Securities Act or under the securities laws of any state or other jurisdiction of the United States. Accordingly, the Entitlements may only be taken up and the New Shares may only be offered and sold outside the United States, to persons that are not acting for the account or benefit of persons in the United States.

# Other important information

## 8. Queries

If you have any questions, please contact the NSX Company Secretary, Scott Evans:

Telephone: (+61 2) 4929 6377

Email: scott.evans@nsxa.com.au

If you have any doubt as to whether you should participate you should consult your stockbroker, accountant or other independent financial adviser

# **Glossary of terms**

Term	Meaning
Additional Shares	New Shares applied for by an Eligible Shareholder that are in excess of the Eligible Shareholder's Entitlement.
Application	an application for New Shares lodged in accordance with the instructions in this Offer Booklet and the Entitlement and Acceptance Form.
ASX	ASX Limited or the market operated by it as the context requires.
Corporations Act	Corporations Act 2001 (Cwlth).
Eligible Shareholder	has the meaning given on page 5 in section 3 of "How to Apply".
Entitlement	the number of New Shares for which an Eligible Shareholder is entitled to subscribe under the Entitlement Offer.
Entitlement and Acceptance Form	the Entitlement and Acceptance Form accompanying this Offer Booklet.
Entitlement Offer	the 1 for 8 non-renounceable pro-rata entitlement offer to subscribe for New Shares at the Issue Price set out in this Offer Booklet and the Entitlement and Acceptance Form, and announced to ASX on 19 February 2013 by NSX.
Excluded Shareholder	a shareholder at the Record Date who has a registered address which is not in Australia, New Zealand, Canada and the United Kingdom.
Issue Price	\$0.20 per New Share.
Investor Presentation	the Investor Presentation relating to the Entitlement Offer, including the annexures to that announcement, as announced to ASX by NSX on 19 February 2013 and as included in this Offer Booklet.
Listing Rules	the Listing Rules of ASX, except as waived or modified from time to time.
New Shares	a Share issued under the Entitlement Offer (and, for the avoidance of doubt, any Additional Shares issued will be New Shares).
NSX	NSX Limited ABN 33 089 447 058.
Offer Booklet	this booklet setting out the terms of the Entitlement Offer and other important information relating to the Entitlement Offer.
Offer Documents	the documents issued or published by or on behalf of NSX in respect of the Entitlement Offer, including this Offer Booklet, the Investor Presentation, any letter to NSX's shareholders, the Entitlement and Acceptance Form, any cleansing statement in relation to the Entitlement Offer and any other document related to the Entitlement Offer.
Record Date	7.00pm (Sydney Time) on Wednesday, 27 February 2013.
Registry	Boardroom Pty Limited
Share	a fully or partly paid ordinary share in the capital of NSX.
Shareholder	a registered holder of a Share.
Top-Up Facility	the mechanism by which Eligible Shareholders (other than NSX directors) can apply for Additional Shares as described in section 7 on page 6 of "How to Apply".
US Securities Act	the US Securities Act of 1933, as amended.

# **Investor Presentation**

Presentation follows

## **NSX** Limited

## **Investor Presentation**

February 2013

Equity Raising by way of a 1 for 8 non-renounceable rights issue at an offer price of \$0.20 to raise up to \$2.5million.

Further information about NSX Limited can be found on the website at: www.nsxa.com.au



## Important Notice and Disclaimer

This Presentation contains summary information about NSX and its subsidiaries (NSX) and their activities current as at 11 February 2013. The information in this Presentation does not purport to be complete or comprehensive, and does not purport to summarise all information that an investor should consider when making an investment decision. It should be read in conjunction with NSX's other periodic and continuous disclosure announcements lodged with the Australian Securities Exchange (ASX), which are available at www.asx.com.au.

### Not financial product advice

Not inancial product advice

This Presentation is for information purposes only and is not a prospectus, product disclosure statement or other offer document under Australian law or the law of any other jurisdiction. This Presentation is not financial advice, a recommendation to acquire NSX shares or accounting, legal or tax advice. It has been prepared without taking into account the objectives, financial or tax situation or needs of individuals. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives, financial and tax situation and needs and seeks use the Jeal, financial off trees as they deem necessary or appropriate to their jurisdiction. NSX is not licensed to provide financial product advice in respect of NSX shares. Cooling off rights do not apply to the acquisition of NSX shares.

Financial data
All dollar values are in Australian dollars (A\$) and financial data is presented for the financial year ending 31 December 2012 unless stated otherwise. Investors should be aware that the pro forma historical financial information included in this Presentation does not purport to be in compliance with Article 11 of Regulation SX of the rules and regulations of the US Securities.

Of the US Securities and Exchange Commission. This Presentation contains certain financial data that is non-GAAP financial measures under Regulation G under the US Securities Exchange Act of 1934, including EBIT (earnings before interest and taxes) and EBITDA (earnings before interest, taxes, depreciation and amortisation). These measures are not measures of or defined terms of financial performance, liquidity or value under AIFRS or US GAAP. Moreover, certain of these measures may not be comparable to similarly titled measures of other companies.

Past performance information given in this Presentation is given for illustrative purposes only and should not be relied upon (and is not) an indication of the Company's views on its future financial performance or condition. Investors should note that past performance, including past share price performance, of the NSX Group cannot be relied upon as an indicator of fand provides no guidance as to fluture PSX Group performance including future share price performance. The historical information included in this Presentation is, or is based on, information that has previously been released to the market.

### Future performance

This Presentation contains certain forward looking statements. The words anticipated, expected, projections, forecast, estimates, could, may, target, consider and will and other similar expressions are intended to identify forward looking statements. Forward looking statements, opinions and estimate provided in this Presentation are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions. Forward looking statements including projections, indications or guidance on future earnings or financial position and estimates are provided as a general guide only and should not be relied on as an indication or guarantee of future performance. There can be no assurance that actual outcomes will not differ materially from these statements. The forward looking statements in this Presentation speak only as of the date of this Presentation. To the full extent permitted by law, NSX and its directors, officers, employees, advisers, agents and intermediaries disclaim any obligation or undertaking to release any updates or revisions to the information to reflect any change in expectations or assumptions. Nothing in this Presentation will under any circumstances create an implication that there sheen no change in the affairs of NSXGroup since the date of this Presentation.



## Important Notice and Disclaimer (Cont'd)

Investment risk
An investment in NSX shares is subject to investment and other known and unknown risks, some of which are beyond the control of NSX Group, including possible delays in repayment of loss of income and principal invested. NSX does not guarantee the performance of NSX or any particular rate of return on the performance on NSX Group, nor does it guarantee the repayment of capital from NSX or any particular tax treatment. Please see the Key Risks section of this Presentation for further details.

Not an offer

This Presentation is not and should not be considered an offer or an invitation to acquire NSX shares or any other financial products and does not and will not form any part of any This Presentation is not and should not be considered an offer or an invitation to acquire NSX shares or any other financial products and does not and will not form any part of any contract for the acquisition of NSX shares. Eligible shareholders will be entitled to participate in the Offer under the Entitlement Offer Booklet expected to be logded with ASX, and dispatched, on or about 28 February 2013. Eligible shareholders who wish to acquire the shares the subject of the Offer should consider the Entitlement Offer Booklet in deciding whether to apply under the Offer and complete the Entitlement and Acceptance Form which will be in, or accompany, the Entitlement Offer Booklet. This Presentation does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to any US person (as defined in Regulation S under the US Securities Act of 1933, as mended (Securities Act (US Person)). NSX shares have not been, and will not be, registered under the Securities Act or the scurities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States or to any US person without being registered or pursuant to an exemption from registration. By accepting this Presentation you represent and warrant that you are entitled to receive such Presentation in accordance with the above restrictions and agree to be bound by the limitations herein.

ADVAGES

NSX's advisers have not authorised, permitted or caused the issue, lodgement, submission, despatch or provision of this Presentation and do not make or purport to make any statement in this Presentation and there is no statement in this Presentation which is based on any statement by the advisers. To the maximum extent permitted by law, NSX, its representatives, advisers and their respective officers, directors, employees, agents or controlling persons (collectively, the Representatives) expressly disclaim all liabilities in respect of, and make no representation or warranty, express or implied, as to the accuracy or

- completeness of the information contained in this Presentation or in any other documents furnished by the foregoing persons. Only those representations and
- warranties that are made in definitive transaction documents regarding the proposed investment, when, as and if executed, will have any legal effect.

  Statements made in this Presentation are made only at the date of this Presentation. The information in this Presentation remains subject to change without notice



## **Executive Summary**

- NSX Limited operates both the National Stock Exchange of Australia ("NSXA") and the SIM Venture Securities Exchange ("SIMVSE").
- On 19 February 2013 NSX Limited ("NSX") announced a 1 for 8 non-renounceable rights issue ("Offer") to raise up to \$2.5million at an offer price of \$0.20 per share.
- The purpose of the Offer is to:
  - provide additional working capital to secure the operations of the business;
  - ensure that the Company has sufficient financial resources to satisfy the obligations that NSXA and SIMVSE each have as a holder of an Australian Market License, in particular minimum sufficient financial resources;
  - to be able to continue with the key business initiatives commenced by the Company over the last twelve months: and
  - cover the costs of the Offer.
- If there is a shortfall remaining following applications for additional shares having been taken into account, the Directors have reserved the right to place any shortfall in their discretion until 3 months after the close of the Entitlement Offer.

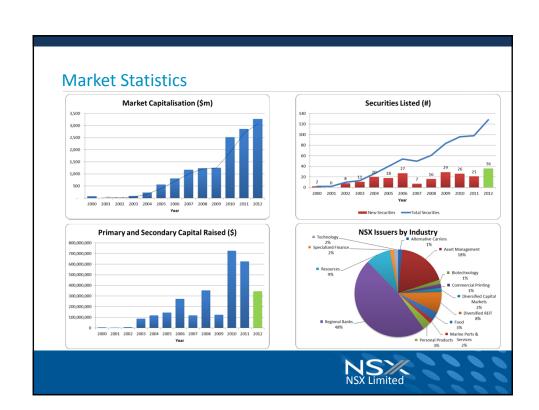


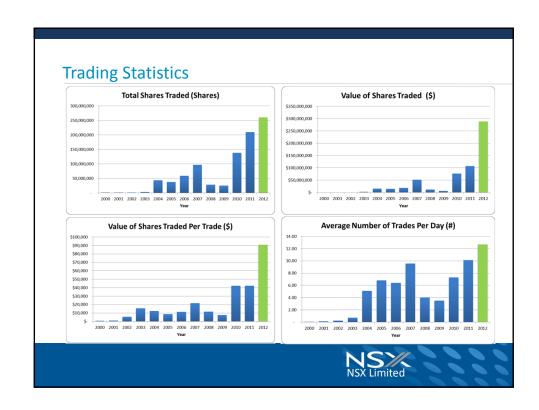
## **Business Initiatives**

- Completed overhaul of NSX's fees
  - Trading fees, Broker, Adviser, New listing, Annual, New issues
  - Removal of fidelity fund contribution costs New broker & annual
- Implemented Fix 4.4 access to enable online trading capability
- Connected to Paritech's third party trading software
- Initiated PRESS marketing suite
- Implemented Delivery versus Payment settlement
- Implemented ASX Fast Tracking Service









## Overview of the Offer

Item	Description
Offer	Non-renounceable rights issue to raise up to \$2.5 million at an offer price of \$0.20 per share
Use of proceeds	Secure current operations of the business, meet regulatory requirements, continue with new business initiatives and cover costs of the Offer
Offer ratio	1 share for every 8 shares held
Offer Price	\$0.20
Top Up Facility	A pro-rata top up facility will be available by which eligible shareholders will have the right to apply for additional shares in excess of their entitlement for any shortfall. <sup>(1)</sup>
Underwriting	The Offer is not underwritten
Other	New shares issued pursuant to the Offer will be fully paid and will rank equally with NSX's existing shares.

(1) The Top-up Facility Allocation Policy is set out in the cleansing notice simultaneously being released to ASX, and will also be set out in the Entitlement Offer Booklet



## Offer Timetable

Event	Date
Offer announced	Tuesday 19 February
Letter sent to shareholders	Wednesday 20 February
Ex-date	Thursday 21 February
Record Date	Wednesday 27 February
Offer Booklet sent to shareholders	Thursday 28 February
Offer Closes (unless extended)	Monday 18 March
New shares quoted on a deferred settlement basis	Tuesday 19 March
Shortfall announcement	Thursday 21 March
Holding statements sent to shareholders (on or before)	Tuesday 26 March
New shares commence trading on a normal settlement basis	Wednesday 27 March



## **Use of Proceeds**

The proceeds of the capital raising are expected to provided additional working capital and provide the basis for sufficient financial resources requirements. The following assumes that the Offer is fully subscribed.

	A\$'000	Description
Working Capital	664	Providing additional working capital to secure the operations of the business and to be able to continue with the key business initiatives commenced by the Company over the last twelve months
Sufficient Financial Resources	1,800	Ensuring that the Company has sufficient financial resources to satisfy the obligations that NSXA and SIMVSE each have as a holders of an Australian Market License.
Costs of Offer	50	Estimated costs of offer
Total	2,514	Gross proceeds



## Financial Impact of the Capital Raising

Provided below is a pro forma statement of financial position based on the Half Yearly Accounts for the period ended 31 December 2012 illustrating the impact of the capital raising on NSX (assuming the Offer is fully subscribed).

	31 Dec 2012 A\$'000	Adjustment A\$'000	Pro forma A\$'000
Cash	645	664	1,309
Statutory Deposits	2,226	1,800	4,026
Other Assets	467		467
Total Assets	3,338		5,738
Payables	594		594
Other Liabilities	174		174
Total Liabilities	768		768
Shareholders Equity	2,570		5,034



## **Statutory Cash Requirements**

In order to operate Stock Exchanges, NSX Limited has to have cash on deposit to meet statutory requirements. The following table summarises these requirements and the impact of the capital raising on working capital (assuming the Offer is fully subscribed).

	31 Dec 2012 A\$'000	Adjustment A\$'000	Pro forma A\$'000
Total Cash	2,871	2,464	5,335
Deposits held for Equity Market Compensation Arrangements	(1,700)		(1,700)
Deposits held while National Stock Exchange of Australia is registered as a General Settlement Participant of ASX Settlement Pty Ltd	(500)		(500)
Other Bank Guarantees	(26)		(26)
Deposit held for 12 month working capital adequacy (sufficient resources requirement)	-		(1,800)
Working Capital available for use $\underline{\text{before}}$ utilising the capital adequacy deposit.	645		1,245
Working Capital available for use $\underline{\text{after}}$ utilising the capital adequacy deposit.	645		3,109

Further information on NSX's cash position can be found in NSX's release to the Market Appendix 4C and Quarterly Activities. Report



## **Risk Factors**

This section discusses some of the key risks associated with an investment in shares in NSX. A number of risks and uncertainties, which are both specific to NSX and of a more general nature, may adversely affect the operating and financial performance or position of NSX, in turn affecting the value of NSX shares and the value of your investment in NSX.

The risks and uncertainties described below are not an exhaustive list of the risks facing NSX in connection with the capital raising or associated with an investment in NSX. Additional risks and uncertainties may also become important factors that adversely affect NSX's operating and financial performance or position.

Before investing in NSX shares, you should consider whether this investment is suitable for you. Potential investors should consider publicly available information on NSX (such as that available on the websites of NSXA and ASX), carefully consider their personal circumstances and consult their stockbroker, solicitor, accountant or other professional adviser before making an investment decision.

### **NSX Specific Risks**

Risk	Description
Working Capital Risk	As NSX is not profitable and notwithstanding the equity raising, there can be no assurances that NSX will obtain appropriate funding for its operations on a timely basis, on reasonable terms, or at all, or that such additional funding would be sufficient to enable NSX to continue to implement its business strategy. Not sourcing additional funding will adversely affect NSX's ability to operate in the future:
Regulatory Risk	NSX is exposed to changes in the regulatory conditions under which it operates. Such regulatory changes can include, for example, changes to conditions placed on any of the Australian Market Licences, in corporations law, taxation laws and policies, accounting standards, environmental laws and regulations, employment laws and regulations, and laws and regulations relating to occupational health and safety.



## **Risk Factors**

## NSX Specific Risks (Cont'd)

Risk	Description
Reliance on Technology and Systems	The ability of NSXA and SIMVSE to conduct its operations is heavily reliant upon the capacity and reliability of the trading systems which are licensed to the company by NASDAQ OMX Group, and the ASX Settlement CHESS settlement systems which are licensed to the Company by ASX Settlement Pty Ltd.  A significant and sustained failure of those systems would have a materially detrimental effect on NSX's short-term results, which in turn could undermine the longer term confidence in NSX.
Regulatory Risk	NSX is exposed to changes in the regulatory conditions under which it operates. Such regulatory changes can include, for example, changes in corporations law, taxation laws and policies, accounting standards, environmental laws and regulations, employment laws and regulations, and laws and regulations relating to occupational health and safety. The pace of regulatory change in the financial industry with market integrity rules changes, the need to address a multitude of consultation documents and increased capital requirements all pose risks to NSX.
Compliance Risk	If NSXA or SIMVSE fail to comply with the general obligations of their Australian Markets licences or the specific conditions of their licences, this could result in the suspension or cancellation of their licences which enable them to operate their businesses. This, in turn, would have a material adverse impact on NSX's financial performance.



## **Risk Factors**

## NSX Specific Risks (Cont'd)

Risk	Description
Concentration of revenue	Revenue is predominately derived from listing fees for equities listing, broker membership and adviser membership. Small numbers of customers means that NSX may not have a sufficiently divergent revenue base and could be adversely affected if significant numbers of customers withdraw. Corporate activity such as mergers and acquisitions and capital raisings from which NSX may derive additional revenue are largely out of its control.
Credit Risk and Market Risk.	In broad terms these risks are associated with default or error in trading by market participants or default by Listed Companies in paying fees. NSX mitigates these risks utilising a registration regime, monitoring trading and settlement on its markets, providing compensation regimes for claims, and monitoring participant and listed company's compliance with operating rules.
Claims by participants or their clients	While NSX makes all reasonable efforts to operate the markets and its trading and settlement business in an appropriate manner, there is always potential risk that NSX will be subject to claims (spurious or valid) by Participants or their clients for participant or client loss. NSX mitigates these risks utilising a registration regime for participant applicants, maintaining relevant policies and procedures in the event of claims, monitoring trading and settlement on its markets, providing compensation regimes for claims, and monitoring participant compliance with operating rules.
Key service providers.	NSX is dependent in all of its businesses on key service providers such as brokers, advisers, systems suppliers and developers. NSX would be at risk if these suppliers were no longer able to provide these systems or upgrade them.



## **Risk Factors**

## General Risks

Risk	Description
Economic Conditions	Adverse changes in economic conditions such as interest rates, exchange rates, inflation, government policy, international economic conditions and employment rates (amongst others) are outside NSX's control and have the potential to have an adverse impact on NSX and its operations.
Stock Market Fluctuations	There are risks associated with any investment in a listed company. The value of NSX's shares may rise above or fall below the current price depending on the financial and operating performance of NSX and external factors over which NSX and its Directors have no control.  These external factors include economic conditions in Australia and overseas, changing investor sentiment in the local and international stock markets, changes in domestic or international fiscal, monetary, regulatory and other government policies and developments and general conditions in the markets in which NSX operates or proposes to operate and which may impact on the future value and pricing of NSX shares.
Competition	The businesses of the NSX face (and will no doubt face in the future) a variety of competitors in the markets where its products and services are sold (for example competition for listed companies). It may be possible for competitors to exert pressure on the NSX businesses through competitive pricing or other strategies. The ability of a current or new competitor to have such an impact in these markets could have a material adverse impact on the financial performance of the NSX.



## **Risk Factors**

## General Risks (Cont'd)

Risk	Description	
Other	The foregoing list of risk factors ought not to be taken as exhaustive of the risks faced by the NSX and its Shareholders. The above risks, and others not specifically referred to above, may in the future materially affect the financial performance of the NSX and the value of New Shares offered under this Entitlement Offer. Therefore, no assurances or guarantees of future profitability, distributions, payment of dividends, returns of capital or performance of the NSX or its securities can be provided by the Company.	





BoardRoom

Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001 Tel: 1300 737 760 (within Aust)

Tel: + 61 2 9290 9600 (outside Aust) Fax: + 61 2 9279 0664

www.boardroomlimited.com.au enquiries@boardroomlimited.com.au

## ENTITLEMENT AND ACCEPTANCE FORM

NON-RENOUNCEABLE ENTITLEMENT OFFER AT AN ISSUE PRICE OF 20 CENTS EACH ON THE BASIS OF 1 NEW SHARE FOR EVERY 8 ORDINARY SHARES HELD, PAYABLE IN FULL UPON ACCEPTANCE OF THIS OFFER, WITH THE RIGHT TO APPLY FOR ADDITIONAL SHARES

Name 1 Name 2 Name 3 Name 4 Name 5 Name 6 Entitlement No.
Subregister

SRN/HIN.

Number of Shares held at 7pm on 27 February 2013

Offer Closes: 18 March 2013 at 5:00pm

## A Rights Acceptance

If you wish to accept your **FULL ENTITLEMENT** please complete and return this form **WITH YOUR PAYMENT FOR THE AMOUNT SHOWN BELOW**. The return of this form by the close date with payment will constitute acceptance of the Entitlement Offer. Your signature is only required when an alteration to your address is indicated by you over the page.

Entitlement to New Shares on the basis of 1 New Share for 8 Ordinary Shares held	Price Per Share	Amount Payable for Full Acceptance, at \$0.20 per New Share
	\$0.20 per Share =	

If you wish to accept PART OF YOUR ENTITLEMENT ONLY please complete this form showing in the box below the NUMBER OF NEW SHARES BEING ACCEPTED and the appropriate amount payable.

Number of New Shares accepted	Price Per Share	Amount Enclosed
	\$0.20 per Share =	\$

## B Apply for additional shares (if available)

If you wish to apply for Additional Shares to your Entitlement above please insert the number of shares in the box below and the appropriate amount payable. These Additional Shares will only be allotted if available.

Number of Additional Shares Applied for	Price Per Share	Amount Enclosed
	\$0.20 per Share =	\$

## **C** Payment

Payment may only be made by BPAY or cheque. Cash will not be accepted via the mail or at the NSX Limited Share Registry. Payments cannot be made at any bank.

## Payment Option 1 - BPAY



Biller Code: XXXX Ref: «BPayCRN»

## Telephone & Internet Banking - BPAY®

Contact your bank, credit union or building society to make this payment from your cheque or savings account.

More info: <a href="https://www.bpay.com.au">www.bpay.com.au</a>

® Registered to BPAY Ltd ABN 69 079 137 518

- To pay via BPAY please contact your participating financial institution
- If paying by BPAY you do not need to return the Application Form
- If paying by BPAY the amount of your payment received in the account divided by the issue price will be deemed to be the total number of shares you are applying for.

## Payment Option 2 – Cheque (Record cheque details below)

DRAWER	CHEQUE NO.	BSB NO.	ACCOUNT NO.	AMOUNT \$AUD
				\$

- Only cheques or bank drafts in Australian dollars and drawn on a bank or financial institution in Australia will be accepted.
- Your cheque or bank draft must be made payable to NSX Limited Entitlement Offer and crossed Not Negotiable.
- Please ensure that you submit the correct amount. Incorrect payments may result in your application being rejected.

## **D** Contact Details

CONTACT NAME	TELEPHONE WORK	TELEPHONE HOME	EMAIL ADDRESS
	( )	( )	

By submitting this Application Form or by using the BPAY facility to accept the Offer, I/We represent and warrant that I/we have read and understood the Entitlement Offer Booklet to which this Application Form relates and declare that this Application is completed and lodged according to the Entitlement Offer Booklet and the instructions on the reverse of the Application form and declare that all details and statements made by me/us are complete and accurate. I/We agree to be bound by the constitution of NSX Limited and agree to the terms and conditions of the Offer under the Entitlement Offer Booklet. I/We represent and warrant that I/we have not relied on any other information provided by the Company other as set out in the Entitlement Offer Booklet when making my/our decision to invest.

## LODGEMENT INSTRUCTIONS TO APPLICANTS

Please read these instructions carefully

### ACCEPTANCE OF YOUR ENTITLEMENT IN FULL OR PART

Multiply the number of New shares for which you are accepting by \$0.20 then fill in the acceptance details, where necessary, in the space provided on the front of this form. Complete your cheque details on the front of this form and send your cheque/draft and completed form to:

Boardroom Pty Limited

GPO Box 3993 Telephone No. 02 9290 9600 SYDNEY NSW 2001 Facsimile No. 02 9279 0664

If you do not deal with your entitlement it will lapse at 5.00 pm Sydney Time on Monday 18 March 2013.

#### **PAYMENT**

#### **Cheque or Draft**

All cheques or drafts (expressed in Australian currency) are to be made payable to "NSX Limited and crossed "Not Negotiable".

#### **BPAY**

If you make payment using BPAY you must contact your Australian bank, credit union or building society to make this payment from your cheque or savings account. For more information: <a href="www.bpay.com.au">www.bpay.com.au</a>. Refer to the front of this form for the Biller Code and Customer Reference Number. Payments must be received by BPAY before 5.00 pm Sydney Time on Monday 18 March 2013.

### **PAYMENT - OVERSEAS RESIDENTS**

Overseas shareholders who are permitted to apply for shares must obtain a draft in Australian currency payable on a bank in Australia, or where the shareholder has an account with a bank in Australia, by a cheque drawn on that bank within Australia.

The Australian currency draft should be attached to your completed form and the document mailed to:

Boardroom Pty Limited GPO Box 3993 SYDNEY NSW 2001

OVERSEAS SHAREHOLDERS ARE ADVISED TO ENSURE THEIR DOCUMENTS ARE POSTED TO AUSTRALIA BY AIRMAIL.

Personal cheques drawn on overseas banks in Australian or any foreign currency will not be accepted. These will be returned and the acceptance deemed to be invalid.

## INTERPRETATION

Terms used in this Entitlement and Acceptance Form have the same meaning as defined in the Entitlement Offer Booklet.

## **CHANGES OF ADDRESS SUPPORTED BY YOUR SIGNATURE(S)**

If your address is not exactly as shown, please provide details below. This is only relevant for Issuer Sponsored registered holdings. CHESS holders must notify your sponsoring broker for amendments to holdings on the CHESS Subregister.

CHANGE OF ADDRESS DETAILS – ISSUER SPONSORED ONLY				
SIGN HERE FOR ADDRESS AMENDMENTS:				
Objects believe A. (In dividue IV.)	India to Observato a Interna Oscilla di Statura INST	India to Ohamahaddan O (Indiadada) /		

Shareholder 1 (Individual) /
Sole Director & Sole Company
Secretary

Joint Shareholder 2 (Individual) /
Director

Joint Shareholder 3 (Individual) /
Director/Company Secretary
(Delete one)

## **Privacy Statement:**

Boardroom Pty Limited advises that Chapter 2C of the Corporations Act 2001 (Cth) requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your share holding and if some or all of the information is not collected then it might not be possible to administer your share holding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Application Form.