



Register of ASX Listing Rule Waivers

16 to 30 September 2024

The purpose of this register is to record when ASX has exercised its discretion and granted a waiver from the ASX Listing rules. Waivers are published bi-monthly and include information such as :

- Organisation**
- Rule Number**
- Decision Details**
- Basis for Decision**

**For all product enquiries, please contact:
- Customer Service Centre on 131 279**

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Register of ASX Listing Rule Waivers

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| Rule Number | 1.1 condition 6 |
| Date | 24/09/2024 |
| ASX Code | AVR |
| Listed Company | ANTERIS TECHNOLOGIES LTD |
| Waiver Number | WLC240157-001 |
| Decision | 1. Based solely on the information provided, ASX Limited ('ASX') grants Anteris Technologies Global Corp. ('Holdco') a waiver from Listing Rule 1.1 condition 6 to the extent necessary to permit Holdco to apply for quotation only of those fully paid common shares (to be settled on ASX in the form of CHESS Depository Interests ('CDIs')) issued into the Australian market, on condition that Holdco releases details of this waiver as pre-quotation disclosure. |
| Basis For Decision | Underlying Policy Standard Decision, refer to Guidance Note 17. |

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| Rule Number | 1.1 condition 8 |
| Date | 24/09/2024 |
| ASX Code | AVR |
| Listed Company | ANTERIS TECHNOLOGIES LTD |
| Waiver Number | WLC240157-002 |
| Decision | 1. Based solely on the information provided, ASX Limited ('ASX') grants Anteris Technologies Global Corp. ('Holdco') a waiver from Listing Rule 1.1 condition 8 to the extent necessary to permit Holdco to be admitted to the official list of ASX without satisfying the spread requirements of that rule, on the condition that Anteris Technologies Ltd ('ATL') was in compliance with Listing Rule 12.4 at the time it ceased to trade on ASX. |
| Basis For Decision | <p>Underlying Policy An entity seeking admission to the official list of ASX must demonstrate that it complies with the security holder spread test in Listing Rule 1.1 condition 8 following any fundraising undertaken in connection with the listing. The test requires that there be 300 holders of securities in the main class holding parcels of securities worth at least \$2,000 that are not restricted securities or subject to voluntary escrow. By meeting this requirement, an applicant entity demonstrates that there is sufficient investor interest in its securities for it to be suitable as a listed entity.</p> <p>Present Application Holdco will be the successor entity to an existing listed entity, ATL. The restructure is akin to a 'top hat' arrangement. The restructure of ATL will be carried out by schemes of arrangement approved by participating security holders and optionholders and approved by a court of competent jurisdiction under the Corporations Act 2001 (Cth). Listing Rule 12.4 requires ATL to maintain a spread of security holders in its main class of securities that is sufficient to ensure that there is an orderly and liquid market in its securities. While its securities are quoted, ATL is required to be in compliance with Listing Rule 12.4. The Waiver is granted on the condition that ATL is in compliance with Listing Rule 12.4 at the time it ceases to trade on ASX by evidence of written confirmation to ASX. It is not considered necessary to separately demonstrate compliance by Holdco with Listing Rule 1.1 condition 8.</p> |

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| Rule Number | 1.1 condition 9 |
| Date | 24/09/2024 |
| ASX Code | AVR |
| Listed Company | ANTERIS TECHNOLOGIES LTD |
| Waiver Number | WLC240157-003 |
| Decision | 1. Based solely on the information provided, ASX Limited ('ASX') grants Anteris Technologies Global Corp. ('Holdco') a waiver from Listing Rule 1.1 condition 9 to the extent necessary to permit Holdco to be admitted to the official list of ASX without complying with either of Listing Rules 1.2 or 1.3, on the condition that Anteris Technologies Ltd ('ATL') is in compliance with Listing Rules 12.1 and 12.2 at the time it ceases to trade on ASX. |
| Basis For Decision | <p>Underlying Policy Listing Rule 1.1 requires an entity applying for admission to the official list of ASX to meet various conditions before it is admitted. Listing Rule 1.1 condition 9 requires the applicant entity to satisfy either a 'profit test' under Listing Rule 1.2 or the 'asset test' under Listing Rule 1.3. These rules ensure the financial performance and/or financial position of an entity applying for admission to the official list to be at a minimum level suitable for a listed entity. An entity must have a minimum level of profits, net tangible assets, or market capitalisation before it will be eligible for admission to the official list.</p> <p>Present Application Holdco is the successor entity to an existing listed entity being ATL. The restructure involves the substitution of a new legal entity for the existing listed entity and is akin to a 'top hat' arrangement. The restructure will result in no change in the economic substance of the existing listed entity or the effective economic interests of its shareholders. The restructure of ATL will be carried out by schemes of arrangement approved by participating security holders and optionholders and approved by a court of competent jurisdiction under the Corporations Act 2001 (Cth). Listing Rule 12.1 requires ATL's level of operations to be sufficient to warrant the continued quotation of its securities. Listing Rule 12.2 requires ATL's financial condition to be adequate to warrant the continued quotation of its securities. While its securities are quoted, ATL is required to be in compliance with Listing Rules 12.1 and 12.2. The waiver is granted on the condition that ATL is in compliance with Listing Rules 12.1 and 12.2 at the time it ceased trading on ASX by evidence of written confirmation to ASX. It is not considered necessary for ATL to separately demonstrate compliance with Listing Rule 1.1 condition 9.</p> |

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| Rule Number | 1.1 condition 12 |
| Date | 23/09/2024 |
| ASX Code | WJL |
| Listed Company | WEBJET GROUP LIMITED |
| Waiver Number | WLC240154-001 |
| Decision | <p>1. Based solely on the information provided, ASX Limited ('ASX') grants Webjet Group Limited (the 'Company') a waiver from Listing Rule 1.1 condition 12 to permit the Company to issue or have on issue:</p> <p>1.1. approximately 744,250-992,000 performance rights issued by the Company with a nil exercise price ('Company Performance Rights'); and</p> <p>1.2. 2,063,410 rights for holders of performance rights issued by Webjet Limited ('Webjet') with a nil exercise price ('Webjet Performance Rights') to receive one Company share (in addition to one Webjet share) upon exercise of that Webjet Performance Right, on the condition that the full terms and conditions of the Company Performance Rights and Webjet Performance Rights are clearly disclosed in the notice of meeting and explanatory materials issued by Webjet seeking security holder approval for the demerger of the Company ('Demerger Booklet').</p> |
| Basis For Decision | <p>Underlying Policy If an entity seeking admission to the official list has options or performance rights on issue, the exercise price for each underlying security must be at least 20 cents in cash. This rule supports Listing Rule 2.1 condition 2 which requires the issue price or sale price of all securities for which an entity is seeking quotation (except options) upon admission to the official list to be at least 20 cents in cash. These requirements together support the integrity of the ASX market, as they demonstrate that the entity's ordinary securities have a minimum value suitable for a listed entity.</p> <p>Present Application ASX has confirmed that the full terms of the Company Performance Rights are appropriate and equitable for the purposes of Listing Rule 6.1. A waiver in respect of Company Performance Rights is a companion to that confirmation. Webjet is pursuing a demerger of its B2C business which will involve transferring the B2C business to the Company and distributing shares in the Company to Webjet shareholders on a pro rata basis. The Webjet Performance Rights are being amended in connection with the demerger to provide that each Webjet Performance Right entitles a holder to be allocated one Company share and one Webjet share upon exercise. The Webjet Performance Rights are fixed in number, were issued to directors and employees of Webjet under an employee incentive plan for the purpose of incentivising them and are subject to time-based vesting conditions. The Webjet Performance Rights are expected to convert into a maximum number of Company shares representing approximately 0.53% of the Company's issued share capital at the time of admission. It is considered that the existence of the Webjet Performance Rights will not undermine the 20 cent rule in the circumstances. The waiver is granted on the condition that the terms and conditions of the Webjet Performance Rights and Company Performance Rights are clearly disclosed in the Demerger Booklet.</p> |

Register of ASX Listing Rule Waivers

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| Rule Number | 1.4.1 |
| Date | 24/09/2024 |
| ASX Code | AVR |
| Listed Company | ANTERIS TECHNOLOGIES LTD |
| Waiver Number | WLC240157-004 |
| Decision | <p>1. Based solely on the information provided, ASX Limited ('ASX') grants Anteris Technologies Global Corp. ('Holdco') a waiver from Listing Rule 1.4.1 to the extent necessary to permit the information memorandum prepared in connection with the proposed restructure not to state that it contains all the information required under section 710 of the Corporations Act 2001 (Cth), subject to the following conditions:</p> <p>1.1. the information memorandum incorporates the schemes booklet for the schemes of arrangement between Anteris Technologies Ltd ('ATL') and its shareholders and optionholders under the Corporations Act 2001 (Cth) ('Schemes Booklet');</p> <p>1.2. Holdco releases all of the documents incorporated into the Schemes Booklet by reference to the market as pre-quotation disclosure; and</p> <p>1.3. Holdco provides a statement to the market that ATL has confirmed to it that ATL was in compliance with Listing Rule 3.1 at the time that ATL ceased trading on the official list of ASX.</p> |
| Basis For Decision | <p>Underlying Policy An entity seeking admission to the official list of ASX as an ASX listing is required to issue a prospectus or product disclosure statement, or if ASX agrees, an information memorandum that complies with the information memorandum requirements of Listing Rule 1.4. For entities using an information memorandum, it is a requirement under Listing Rule 1.4.1 that the information memorandum include a statement that all the information that would be required under section 710 of the Corporations Act 2001 (Cth) if the information memorandum were a prospectus offering for subscription the same number of securities for which quotation will be sought, is contained in the information memorandum. This supports the requirement that the information memorandum contains prospectus-grade information, which provides a platform for continuous disclosure.</p> <p>Present Application Holdco is the successor entity to an existing listed entity being ATL. The restructure involves the substitution of a new legal entity for the existing listed entity and is akin to a 'top hat' arrangement. The restructure is not expected to result in a change in the economic substance of ATL or the effective economic interests of its shareholders. The restructure of ATL will be carried out by schemes of arrangement approved by participating security holders and optionholders and approved by a court of competent jurisdiction under the Corporations Act 2001 (Cth). Upon implementation of the schemes, Holdco will have the same security holders and the business activities will be unchanged. The business and assets of ATL have been subject to the continuous disclosure requirements of the Listing Rules and the information memorandum will contain disclosure about the impact of the restructure on shareholders and optionholders of ATL and also the impact of the restructure on ATL's business. Sufficient information will therefore be available to inform the market. The waiver is granted on the basis that ATL confirms that it is in compliance with Listing Rule 3.1 at the time that it ceases trading on ASX.</p> |

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| Rule Number | 1.4.4 |
| Date | 24/09/2024 |
| ASX Code | AVR |
| Listed Company | ANTERIS TECHNOLOGIES LTD |
| Waiver Number | WLC240157-005 |
| Decision | <p>1. Based solely on the information provided, ASX Limited ('ASX') grants Anteris Technologies Global Corp. ('Holdco') a waiver from Listing Rule 1.4.4 to the extent necessary to permit Holdco to issue an information memorandum dated on or about the date at which the court makes orders to convene the meeting of Anteris Technologies Ltd ('ATL') shareholders and optionholders to approve the schemes of arrangement to be implemented in respect of Holdco under the Corporations Act 2001 (Cth).</p> |
| Basis For Decision | <p>Underlying Policy An entity seeking admission to the official list of ASX is required to issue a prospectus or product disclosure statement, or if ASX agrees, an information memorandum that complies with the information memorandum requirements of Listing Rule 1.4. This provides a platform for continuous disclosure which is necessary to keep the market adequately informed. For entities using an information memorandum, it is a requirement that an entity preparing an information memorandum must state the date it was signed. Listing Rule 1.4.4 is intended to replicate a requirement for disclosure documents under the Corporations Act 2001 (Cth).</p> <p>Present Application Holdco is the successor entity to an existing listed entity (being ATL). The restructure involves the substitution of a new legal entity for the existing listed entity and is akin to a 'top hat' arrangement. The restructure of ATL will be carried out by schemes of arrangement approved by participating security holders and optionholders and approved by a court of competent jurisdiction under the Corporations Act 2001 (Cth). The waiver is granted on the basis that the date of (or about) the court hearing convening the schemes meeting is the most appropriate date for the information memorandum to be dated as it is the date that the court makes orders for the schemes meeting and for the information memorandum to be sent to shareholders.</p> |

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| Rule Number | 1.4.7 |
| Date | 24/09/2024 |
| ASX Code | AVR |
| Listed Company | ANTERIS TECHNOLOGIES LTD |
| Waiver Number | WLC240157-006 |
| Decision | <p>1. Based solely on the information provided, ASX Limited ('ASX') grants Anteris Technologies Global Corp. ('Holdco') a waiver from Listing Rule 1.4.7 to the extent necessary to permit Holdco's information memorandum not to include a statement that Holdco has not raised any capital for the three months before the date of issue of the information memorandum and will not need to raise capital in the three months after the date of issue of the information memorandum.</p> |
| Basis For Decision | <p>Underlying Policy An entity seeking admission to the official list of ASX as an ASX listing is required to issue a prospectus or product disclosure statement, or if ASX agrees, an information memorandum that complies with the information memorandum requirements of Listing Rule 1.4. This provides a platform for continuous disclosure which is necessary to keep the market adequately informed. For entities using an information memorandum, it is one of the requirements of Listing Rule 1.4.7 that the information memorandum states that the entity has not raised capital in the 3 months preceding the date of issue of the information memorandum and will not raise capital in the 3 months after the date of issue of the information memorandum. This statement is intended to demonstrate that the entity has no need for capital. If an entity needs to raise capital at or around the time of its listing, it should do so under a prospectus or product disclosure statement. This supports the primacy of a full form offer document as one of those types of a new entity's basic listing documents for the purposes of Listing Rule 1.1 condition 3, and that subscribers to a fundraising conducted in conjunction with a listing proposal should do so under a high quality disclosure document under the Corporations Act 2001 (Cth). Where there is no need for a fundraising, it is not necessary to require the entity to issue such a document, and it is sufficient for an information memorandum to be provided.</p> <p>Present Application Holdco is the successor entity to an existing listed entity being Anteris Technologies Ltd ('ATL'). The restructure of ATL will be carried out by schemes of arrangement approved by participating security holders and optionholders and approved by a court of competent jurisdiction under the Corporations Act 2001 (Cth). Holdco will use, for the purposes of Listing Rule 1.1 condition 3, an information memorandum that incorporates the schemes booklet for the restructure. ATL is currently not limited from undertaking capital raisings, subject to the Listing Rules. There is no concern that Holdco is seeking to avoid preparing prospectus quality information. The waiver is granted to permit the information memorandum requirement of Listing Rule 1.4.7 not to be complied with as Holdco's listing is not, in substance, a new listing, and there is no need to deprive Holdco of the ability to raise capital given that ATL would have been able to do so.</p> |



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| Rule Number | 1.4.8 |
| Date | 24/09/2024 |
| ASX Code | AVR |
| Listed Company | ANTERIS TECHNOLOGIES LTD |
| Waiver Number | WLC240157-007 |
| Decision | <p>1. Based solely on the information provided, ASX Limited ('ASX') grants Anteris Technologies Global Corp. ('Holdco') a waiver from Listing Rule 1.4.8 to the extent necessary to permit Holdco's information memorandum not to include a statement that a supplementary information memorandum will be issued if, following the issue of the information memorandum and the date Holdco's securities are quoted on ASX, Holdco becomes aware of any of the matters referred to in that rule, on the condition that Anteris Technologies Ltd ('ATL') undertakes to release such information on the ASX Market Announcements Platform. This undertaking is to be given and executed in the form of a deed.</p> |
| Basis For Decision | <p>Underlying Policy An entity seeking admission to the official list of ASX as an ASX listing is required to issue a prospectus or product disclosure statement, or if ASX agrees, an information memorandum that complies with the information memorandum requirements of Listing Rule 1.4. For entities using an information memorandum, it is a requirement of Listing Rule 1.4.8 that the information memorandum contains a statement that a supplementary information memorandum will be issued if the entity becomes aware of any material new information. This provision replicates the requirements of the Corporations Act 2001 (Cth) in respect of supplementary disclosure documents.</p> <p>Present Application Holdco is the successor entity to an existing listed entity being Anteris Technologies Ltd ('ATL'). The restructure involves the substitution of a new legal entity for the existing listed entity and is akin to a 'top hat' arrangement. The restructure of ATL will be carried out by schemes of arrangement approved by participating security holders and optionholders and approved by a court of competent jurisdiction under the Corporations Act 2001 (Cth). Holdco will use, for the purposes of Listing Rule 1.1 condition 3, an information memorandum that incorporates the schemes booklet for the restructure. The schemes must be approved by a court of competent jurisdiction. ATL will continue to be subject to Listing Rule 3.1 until the schemes becomes effective so it will be able to announce to the market any matters that are material to it and will therefore be material to Holdco upon implementation of the schemes. It is therefore not necessary to require a statement in the information memorandum that supplementary information will be provided.</p> |

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| Rule Number | 1.8 condition 8(b) |
| Date | 17/09/2024 |
| ASX Code | NW1 |
| Listed Company | NOW TRUST 2024-1 |
| Waiver Number | WLC240162-001 |
| Decision | <p>1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Corporate Trust Limited ('Issuer') in its capacity as trustee of the NOW Trust 2024-1 ('Trust') a waiver from Listing Rule 1.8 condition 8(b) to the extent necessary to permit the Trust to be a special purpose trust constituted solely for the purpose of conducting a securitisation transaction but not solely for the purpose of issuing the class or classes of debt securities to be quoted on ASX.</p> |
| Basis For Decision | <p>Underlying Policy Listing Rule 1.8 condition 8(b) requires a trust to be a special purpose trust constituted solely for the purpose of issuing the class or classes of debt securities to be quoted on ASX. This is an investor protection mechanism which reduces the number of potential claimants on the assets of the trust, primarily preserving them for the benefit of holders of the quoted debt securities.</p> <p>Present Application Although the Trust is not a special purpose trust created solely for the purpose of issuing the class of debt securities for which quotation is sought, it is a special purpose trust constituted for the purpose of conducting a securitisation transaction under which the Issuer acquired the securitised assets using funds raised by the Issuer by issuing multiple classes of debt securities. The Issuer's business is limited by the trust deed and related documentation for the securitisation transaction. The Issuer undertakes not to acquire or deal with the assets of the Trust unless in accordance with the transaction documents and not to incur any liabilities (including any financial indebtedness) in respect of the Trust other than the notes issued in respect of the Trust or in accordance with the transaction documents.</p> <p>The securities of the Issuer being quoted are wholesale debt securities and their terms of issue and ranking relative to other classes of securities of the Issuer (including classes not being quoted) were disclosed in an information memorandum. The debt securities have been assigned high "investment grade" ratings by independent credit rating agencies, which means that the debt securities are considered by those agencies to be subject to very low credit risk. Given these factors, ASX considers that there are sufficient safeguards in place for the holders of the notes, despite the Trust not being a special purpose trust created solely for the purpose of issuing the classes of debt securities being quoted.</p> |

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| Rule Number | 1.8 condition 8(b) |
| Date | 24/09/2024 |
| ASX Code | POG |
| Listed Company | PROGRESS 2024-1 TRUST |
| Waiver Number | WLC240161-001 |
| Decision | <p>1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Trustee Company Limited ('Issuer') in its capacity as trustee of the Progress 2024-1 Trust ('Trust') a waiver from Listing Rule 1.8 condition 8(b) to the extent necessary to permit the Trust to be a special purpose trust constituted solely for the purpose of conducting a securitisation transaction but not solely for the purpose of issuing the class or classes of debt securities to be quoted on ASX.</p> |
| Basis For Decision | <p>Underlying Policy Listing Rule 1.8 condition 8(b) requires a trust to be a special purpose trust constituted solely for the purpose of issuing the class or classes of debt securities to be quoted on ASX. This is an investor protection mechanism which reduces the number of potential claimants on the assets of the trust, primarily preserving them for the benefit of holders of the quoted debt securities.</p> <p>Present Application Although the Trust is not a special purpose trust created solely for the purpose of issuing the class of debt securities for which quotation is sought, it is a special purpose trust constituted for the purpose of conducting a securitisation transaction under which the Issuer acquired the securitised assets using funds raised by the Issuer by issuing multiple classes of debt securities. The Issuer's business is limited by the trust deed and related documentation for the securitisation transaction. The Issuer undertakes not to acquire or deal with the assets of the Trust unless in accordance with the transaction documents and not to incur any liabilities (including any financial indebtedness) in respect of the Trust other than the notes issued in respect of the Trust or in accordance with the transaction documents.</p> <p>The securities of the Issuer being quoted are wholesale debt securities and their terms of issue and ranking relative to other classes of securities of the Issuer (including classes not being quoted) were disclosed in an information memorandum. The debt securities have been assigned high "investment grade" ratings by independent credit rating agencies, which means that the debt securities are considered by those agencies to be subject to very low credit risk. Given these factors, ASX considers that there are sufficient safeguards in place for the holders of the notes, despite the Trust not being a special purpose trust created solely for the purpose of issuing the classes of debt securities being quoted.</p> |



Register of ASX Listing Rule Waivers

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| Rule Number | 1.8 condition 11 |
| Date | 17/09/2024 |
| ASX Code | NW1 |
| Listed Company | NOW TRUST 2024-1 |
| Waiver Number | WLC240162-002 |
| Decision | 1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Corporate Trust Limited in its capacity as trustee of the NOW Trust 2024-1 ('Issuer') a waiver from Listing Rule 1.8 Condition 11 to the extent necessary for the Issuer's securities not to satisfy CHES requirements on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the notes to be quoted on ASX. |
| Basis For Decision | <p>Underlying Policy An entity must ensure that the requirements of a clearing and settlement (CS) facility relating to the entity's quoted securities are satisfied, except if the entity is incorporated in a jurisdiction where the entity's securities cannot be approved under the operating rules of a CS facility. This supports orderly settlement of securities quoted on the ASX market.</p> <p>Present Application The securities being quoted are wholesale debt securities. Trading in the securities is to be settled outside of CHES via Austraclear. It is considered appropriate to grant a waiver on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.</p> |

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| Rule Number | 1.8 condition 11 |
| Date | 24/09/2024 |
| ASX Code | POG |
| Listed Company | PROGRESS 2024-1 TRUST |
| Waiver Number | WLC240161-002 |
| Decision | 1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Trustee Company Limited in its capacity as trustee of the Progress 2024-1 Trust ('Issuer') a waiver from Listing Rule 1.8 Condition 11 to the extent necessary for the Issuer's securities not to satisfy CHES requirements on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the notes to be quoted on ASX. |
| Basis For Decision | <p>Underlying Policy An entity must ensure that the requirements of a clearing and settlement (CS) facility relating to the entity's quoted securities are satisfied, except if the entity is incorporated in a jurisdiction where the entity's securities cannot be approved under the operating rules of a CS facility. This supports orderly settlement of securities quoted on the ASX market.</p> <p>Present Application The securities being quoted are wholesale debt securities. Trading in the securities is to be settled outside of CHES via Austraclear. It is considered appropriate to grant a waiver on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.</p> |

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| Rule Number | 2.1 condition 3 |
| Date | 17/09/2024 |
| ASX Code | NW1 |
| Listed Company | NOW TRUST 2024-1 |
| Waiver Number | WLC240162-003 |
| Decision | 1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Corporate Trust Limited in its capacity as trustee of the NOW Trust 2024-1 ('Issuer') a waiver from Listing Rule 2.1 Condition 3 to the extent necessary for the Issuer's securities not to satisfy CHES requirements on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the notes quoted on ASX. |
| Basis For Decision | <p>Underlying Policy An entity must ensure that the requirements of a clearing and settlement (CS) facility relating to the entity's quoted securities are satisfied, except if the entity is incorporated in a jurisdiction where the entity's securities cannot be approved under the operating rules of a CS facility. This supports orderly settlement of securities quoted on the ASX market.</p> <p>Present Application The securities being quoted are wholesale debt securities. Trading in the securities is to be settled outside of CHES via Austraclear. It is considered appropriate to grant a waiver on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.</p> |

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| Rule Number | 2.1 condition 3 |
| Date | 24/09/2024 |
| ASX Code | POG |
| Listed Company | PROGRESS 2024-1 TRUST |
| Waiver Number | WLC240161-003 |
| Decision | 1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Trustee Company Limited in its capacity as trustee of the Progress 2024-1 Trust ('Issuer') a waiver from Listing Rule 2.1 Condition 3 to the extent necessary for the Issuer's securities not to satisfy CHES requirements on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the notes quoted on ASX. |
| Basis For Decision | <p>Underlying Policy An entity must ensure that the requirements of a clearing and settlement (CS) facility relating to the entity's quoted securities are satisfied, except if the entity is incorporated in a jurisdiction where the entity's securities cannot be approved under the operating rules of a CS facility. This supports orderly settlement of securities quoted on the ASX market.</p> <p>Present Application The securities being quoted are wholesale debt securities. Trading in the securities is to be settled outside of CHES via Austraclear. It is considered appropriate to grant a waiver on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.</p> |

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| Rule Number | 2.4 |
| Date | 24/09/2024 |
| ASX Code | AVR |
| Listed Company | ANTERIS TECHNOLOGIES LTD |
| Waiver Number | WLC240157-008 |
| Decision | 1. Based solely on the information provided, ASX Limited ('ASX') grants Anteris Technologies Global Corp. ('Holdco') a waiver from Listing Rule 2.4 to the extent necessary to permit Holdco to apply for quotation only of those fully paid common shares issued into the Australian market (to be settled on ASX in the form of CHES Depositary Interests ('CDIs')), on condition that Holdco releases details of this waiver as pre-quotation disclosure. |
| Basis For Decision | Underlying Policy Standard Decision, refer to Guidance Note 17. |

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Register of ASX Listing Rule Waivers

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| Rule Number | 4.2A.3 |
| Date | 24/09/2024 |
| ASX Code | AVR |
| Listed Company | ANTERIS TECHNOLOGIES LTD |
| Waiver Number | WLC240157-009 |
| Decision | 1. Anteris Technologies Global Corp. (the 'Entity') is a United States established entity subject to U.S. Securities and Exchange Commission ('SEC') reporting obligations. Based solely on the information provided, ASX Limited ('ASX') grants the Entity a waiver from Listing Rule 4.2A.3 on the terms set out in paragraph 2 of the Annexure to Guidance Note 17 in force at the date of this waiver, on condition that the Entity notifies ASX in writing at least one business day prior to the reporting deadline if it will be unable to file a Form 10-K or 10-Q in accordance with the required SEC timeframes. |
| Basis For Decision | Underlying Policy Standard Decision, refer to Guidance Note 17. |

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| Rule Number | 4.2A.2A |
| Date | 27/09/2024 |
| ASX Code | TBN |
| Listed Company | TAMBORAN RESOURCES CORPORATION |
| Waiver Number | WLC240160-001 |
| Decision | <p>1. Based solely on the information provided, ASX Limited ('ASX') grants Tamboran Resources Corporation (the 'Company') a waiver from Listing Rule 4.2A.2A to the extent necessary to permit the Company not to lodge half yearly accounts, subject to the following conditions:</p> <p>1.1 the Company instead lodges with ASX the Form 10-Q it is required to lodge with the United States Securities and Exchange Commission ('SEC') in accordance with its obligations under the relevant US laws and in accordance with the SEC timetable (being within 45 days of the end of each of the first two quarters of each financial year);</p> <p>1.2 the Company provides ASX a copy of the audit review report when it lodges its Form 10-Q for the second quarter of the financial year;</p> <p>1.3 the Company also provide a cover sheet for the Form 10-Q headed "Results for announcement to the market" with the key information set out in section 2 of Appendix 4D for the Form 10-Q for the second quarter of the financial year; and</p> <p>1.4 the Company notifies ASX in writing at least one business day prior to the reporting deadline if it will be unable to file a Form 10-Q in accordance with the required SEC timeframes.</p> |
| Basis For Decision | <p>Underlying Policy Listing Rules 4.2A.2A and 4.2B require listed entities to lodge half year reports. The financial information required in the half year report is based on the Corporations Act 2001 (Cth) requirements for half yearly financial reports by Australian entities, and for foreign entities must include the equivalent financial reports required by the law of the place of incorporation. There is additional information required to be given in a prescribed format. The prescribed format is intended to facilitate the ready understanding of information and comparison of information provided by different entities. The due date for lodgement of half-year reports with ASX is 2 months after the end of the accounting period (or 75 days, for oil and gas exploration entities).</p> <p>Present Application The Company is incorporated in Delaware and, under the laws of Delaware, there is no requirement for the Company to prepare half year reports, but it is instead required to prepare detailed quarterly reports (in the form of a Form 10-Q). The Form 10-Q contains a significant amount of detail and the Form 10-Q for the second quarter will contain an audit review report. Investors will be provided with detailed financial disclosure they would otherwise have received in a half-year report. The Company satisfies the criteria for relief outlined in Guidance Note 4. Guidance Note 4 advises that ASX will be guided by considerations such as the inconvenience to the listed company, in satisfying two sets of requirements which are assessed as being not significantly different, outweighs any detriment to users of the ASX market from non-application of ASX requirements and the outcome would be consistent with the underlying purpose of the relevant rule and with the principles that are taken into account in applying the rules generally.</p> |

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| Rule Number | 4.2B |
| Date | 27/09/2024 |
| ASX Code | TBN |
| Listed Company | TAMBORAN RESOURCES CORPORATION |
| Waiver Number | WLC240160-002 |
| Decision | <p>1. Based solely on the information provided, ASX Limited ('ASX') grants Tamboran Resources Corporation (the 'Company') a waiver from Listing Rule 4.2B to the extent necessary to permit the Company not to lodge half yearly accounts, subject to the following conditions:</p> <p>1.1 the Company instead lodges with ASX the Form 10-Q it is required to lodge with the United States Securities and Exchange Commission ('SEC') in accordance with its obligations under the relevant US laws and in accordance with the SEC timetable (being within 45 days of the end of each of the first two quarters of each financial year);</p> <p>1.2 the Company provides ASX a copy of the audit review report when it lodges its Form 10-Q for the second quarter of the financial year;</p> <p>1.3 the Company also provide a cover sheet for the Form 10-Q headed "Results for announcement to the market" with the key information set out in section 2 of Appendix 4D for the Form 10-Q for the second quarter of the financial year; and</p> <p>1.4 the Company notifies ASX in writing at least one business day prior to the reporting deadline if it will be unable to file a Form 10-Q in accordance with the required SEC timeframes.</p> |
| Basis For Decision | <p>Underlying Policy Listing Rules 4.2A.2A and 4.2B require listed entities to lodge half year reports. The financial information required in the half year report is based on the Corporations Act 2001 (Cth) requirements for half yearly financial reports by Australian entities, and for foreign entities must include the equivalent financial reports required by the law of the place of incorporation. There is additional information required to be given in a prescribed format. The prescribed format is intended to facilitate the ready understanding of information and comparison of information provided by different entities. The due date for lodgement of half-year reports with ASX is 2 months after the end of the accounting period (or 75 days, for oil and gas exploration entities).</p> <p>Present Application The Company is incorporated in Delaware and, under the laws of Delaware, there is no requirement for the Company to prepare half year reports, but it is instead required to prepare detailed quarterly reports (in the form of a Form 10-Q). The Form 10-Q contains a significant amount of detail and the Form 10-Q for the second quarter will contain an audit review report. Investors will be provided with detailed financial disclosure they would otherwise have received in a half-year report. The Company satisfies the criteria for relief outlined in Guidance Note 4. Guidance Note 4 advises that ASX will be guided by considerations such as the inconvenience to the listed company, in satisfying two sets of requirements which are assessed as being not significantly different, outweighs any detriment to users of the ASX market from non-application of ASX requirements and the outcome would be consistent with the underlying purpose of the relevant rule and with the principles that are taken into account in applying the rules generally.</p> |

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Register of ASX Listing Rule Waivers

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| Rule Number | 4.3A |
| Date | 24/09/2024 |
| ASX Code | AVR |
| Listed Company | ANTERIS TECHNOLOGIES LTD |
| Waiver Number | WLC240157-010 |
| Decision | 1. Anteris Technologies Global Corp. (the 'Entity') is a United States established entity subject to U.S. Securities and Exchange Commission ('SEC') reporting obligations. Based solely up the information provided, ASX Limited ('ASX') grants the Entity a waiver from Listing Rule 4.3A on the terms set out in paragraph 2 of the Annexure to Guidance Note 17 in force at the date of this waiver, on condition that the Entity notifies ASX in writing at least one business day prior to the reporting deadline if it will be unable to file a Form 10-K or 10-Q in accordance with the required SEC timeframes. |
| Basis For Decision | Underlying Policy Standard Decision, refer to Guidance Note 17. |

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| Rule Number | 4.7B |
| Date | 24/09/2024 |
| ASX Code | AVR |
| Listed Company | ANTERIS TECHNOLOGIES LTD |
| Waiver Number | WLC240157-011 |
| Decision | 1. Anteris Technologies Global Corp. (the 'Entity') is a United States established entity subject to U.S. Securities and Exchange Commission ('SEC') reporting obligations. Based solely on the information provided, ASX Limited ('ASX') grants the Entity a waiver from Listing Rule 4.7B on the terms set out in paragraph 2 of the Annexure to Guidance Note 17 in force at the date of this waiver, on condition that the Entity notifies ASX in writing at least one business day prior to the reporting deadline if it will be unable to file a Form 10-K or 10-Q in accordance with the required SEC timeframes. |
| Basis For Decision | Underlying Policy Standard Decision, refer to Guidance Note 17. |

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| Rule Number | 4.7C |
| Date | 24/09/2024 |
| ASX Code | AVR |
| Listed Company | ANTERIS TECHNOLOGIES LTD |
| Waiver Number | WLC240157-012 |
| Decision | 1. Anteris Technologies Global Corp. (the 'Entity') is a United States established entity subject to U.S. Securities and Exchange Commission ('SEC') reporting obligations. Based solely on the information provided, ASX Limited ('ASX') grants the Entity a waiver from Listing Rule 4.7C on the terms set out in paragraph 2 of the Annexure to Guidance Note 17 in force at the date of this waiver, on condition that the Entity notifies ASX in writing at least one business day prior to the reporting deadline if it will be unable to file a Form 10-K or 10-Q in accordance with the required SEC timeframes. |
| Basis For Decision | Underlying Policy Standard Decision, refer to Guidance Note 17. |

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| Rule Number | 5.4 |
| Date | 27/09/2024 |
| ASX Code | TBN |
| Listed Company | TAMBORAN RESOURCES CORPORATION |
| Waiver Number | WLC240160-003 |
| Decision | <p>1. Based solely on the information provided, ASX Limited ('ASX') grants Tamboran Resources Corporation (the 'Company') a waiver from Listing Rule 5.4 to the extent necessary to permit the Company to prepare its quarterly activity and expenditure reports under the rules and regulations of the United States Securities and Exchange Commission ('SEC') and file them with ASX at the same time that the Company lodges those documents with the SEC, and in accordance with the following:</p> <p>1.1. as a Form 10-Q in relation to the first, second and third quarter of each financial year of the Company, within 45 days of the end of the relevant quarter; and</p> <p>1.2. in lieu of the fourth quarter of each financial year of the Company, the Company lodges an annual report as a Form 10-K, in accordance with the following depending on the Company's classification:</p> <p>1.1.1 within 60 days (in the case of a Large Accelerated Filer);</p> <p>1.1.2 within 75 days (in the case of an Accelerated Filer); or</p> <p>1.1.3 within 90 days (in the case of a Non-Accelerated Filer), of the end of the fiscal year; and</p> <p>1.3. the Company notifies ASX in writing at least one business day prior to the reporting deadline if it will be unable to file a Form 10-K or 10-Q in accordance with the required SEC timeframes.</p> |
| Basis For Decision | <p>Underlying Policy Listing Rules 5.4 and 5.5 require an oil and gas exploration entity to complete a report concerning each quarter of its financial year and give it to ASX. The information to be provided is prescribed and enhances the continuous disclosure regime by requiring disclosure of oil and gas exploration activities and a summary of the expenditure incurred on those activities. The quarterly activities report and Appendix 5B must be provided within one month of the end of each quarter.</p> <p>Present Application As set out in Guidance Note 4, ASX may, in very limited circumstances, recognise compliance by a foreign entity which has its primary listing on an overseas exchange with a particular obligation imposed by its home exchange as constituting, in principle, sufficient reason to justify the granting of a waiver from a comparable, but inconsistent, obligation under the ASX Listing Rules. Such a waiver has historically been granted sparingly and the onus is on the applicant to show good cause why it should be granted such a waiver. All applications for such a waiver are considered on their merits on a case by case basis. A non-exhaustive list of matters ASX will consider in considering such an application are set out in paragraph 3.4 of Guidance Note 4.</p> <p>The Company was incorporated under the laws of Delaware, USA. The Company is regulated by the SEC, and is listed on the NYSE. The vast majority of the Company's total issued capital is traded on the NYSE. The Company is required to lodge quarterly reports under SEC regulations. The SEC quarterly reporting requirements give a longer time frame after the quarter end for lodgement. The SEC quarterly reports are required to be lodged within 45 days of the end</p> |

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or each quarter, which amounts to an extension of approximately 15 days. There would be duplication if the Company were required to lodge both Australian and SEC form quarterly reports. The Company is considered to satisfy the criteria for relief outlined in Guidance Note 4 in relation to this particular obligation.

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| Rule Number | 5.5 |
| Date | 27/09/2024 |
| ASX Code | TBN |
| Listed Company | TAMBORAN RESOURCES CORPORATION |
| Waiver Number | WLC240160-004 |
| Decision | <p>1. Based solely on the information provided, ASX Limited ('ASX') grants Tamboran Resources Corporation (the 'Company') a waiver from Listing Rule 5.5 to the extent necessary to permit the Company to prepare its quarterly activity and expenditure reports under the rules and regulations of the United States Securities and Exchange Commission ('SEC') and file them with ASX at the same time that the Company lodges those documents with the SEC, and in accordance with the following:</p> <p>1.1. as a Form 10-Q in relation to the first, second and third quarter of each financial year of the Company, within 45 days of the end of the relevant quarter; and</p> <p>1.2. in lieu of the fourth quarter of each financial year of the Company, the Company lodges an annual report as a Form 10-K, in accordance with the following depending on the Company's classification:</p> <p>1.1.1 within 60 days (in the case of a Large Accelerated Filer);</p> <p>1.1.2 within 75 days (in the case of an Accelerated Filer); or</p> <p>1.1.3 within 90 days (in the case of a Non-Accelerated Filer), of the end of the fiscal year; and</p> <p>1.3. the Company notifies ASX in writing at least one business day prior to the reporting deadline if it will be unable to file a Form 10-K or 10-Q in accordance with the required SEC timeframes.</p> |
| Basis For Decision | <p>Underlying Policy</p> <p>Listing Rules 5.4 and 5.5 require an oil and gas exploration entity to complete a report concerning each quarter of its financial year and give it to ASX. The information to be provided is prescribed and enhances the continuous disclosure regime by requiring disclosure of oil and gas exploration activities and a summary of the expenditure incurred on those activities. The quarterly activities report and Appendix 5B must be provided within one month of the end of each quarter.</p> <p>Present Application</p> <p>As set out in Guidance Note 4, ASX may, in very limited circumstances, recognise compliance by a foreign entity which has its primary listing on an overseas exchange with a particular obligation imposed by its home exchange as constituting, in principle, sufficient reason to justify the granting of a waiver from a comparable, but inconsistent, obligation under the ASX Listing Rules. Such a waiver has historically been granted sparingly and the onus is on the applicant to show good cause why it should be granted such a waiver. All applications for such a waiver are considered on their merits on a case by case basis. A non-exhaustive list of matters ASX will consider in considering such an application are set out in paragraph 3.4 of Guidance Note 4.</p> <p>The Company was incorporated under the laws of Delaware, USA. The Company is regulated by the SEC, and is listed on the NYSE. The vast majority of the Company's total issued capital is traded on the NYSE. The Company is required to lodge quarterly reports under SEC regulations. The SEC quarterly reporting requirements give a longer time frame after the quarter end for lodgement. The SEC quarterly reports are required to be lodged within 45 days of the end</p> |

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or each quarter, which amounts to an extension of approximately 15 days. There would be duplication if the Company were required to lodge both Australian and SEC form quarterly reports. The Company is considered to satisfy the criteria for relief outlined in Guidance Note 4 in relation to this particular obligation.

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| Rule Number | 6.10.3 |
| Date | 24/09/2024 |
| ASX Code | AVR |
| Listed Company | ANTERIS TECHNOLOGIES LTD |
| Waiver Number | WLC240157-013 |
| Decision | 1. Based solely on the information provided, ASX Limited ('ASX') grants Anteris Technologies Global Corp. ('Holdco') a waiver from Listing Rule 6.10.3 to the extent necessary to permit Holdco to comply with the laws of the State of Delaware on security holders' rights to vote. |
| Basis For Decision | <p>Underlying Policy Listing Rule 6.10.3 provides that an entity may only remove or change a security holder's right to vote in limited cases. In the case of the voting right, the entity may do so where the person became the holder of the securities after the time determined under the Corporations Act 2001 (Cth) as the "specified time" for deciding voting rights at a meeting. The rule supports market integrity.</p> <p>Present Application Holdco is incorporated under the laws of the State of Delaware. Those laws, rather than the Corporations Act 2001 (Cth), provide the method of determining whether a shareholder is entitled to vote at a security holders' meeting. A waiver from Listing Rule 6.10.3 is granted to permit Holdco to comply with the laws of its home jurisdiction on this subject.</p> |

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| Rule Number | 6.23.2 |
| Date | 24/09/2024 |
| ASX Code | AVR |
| Listed Company | ANTERIS TECHNOLOGIES LTD |
| Waiver Number | WLC240157-014 |
| Decision | <p>1. Anteris Technologies Ltd (the 'Entity') is proposing to cancel for consideration unquoted options pursuant to a scheme of arrangement occurring under the Corporations Act. Based solely on the information provided, ASX Limited ('ASX') grants the Entity a waiver from Listing Rule 6.23.2 to the extent necessary to permit the cancellation of the options for consideration and without shareholder approval, on the following conditions.</p> <p>1.1 Full details of the cancellation and the consideration payable are set out to ASX's satisfaction in the scheme booklet.</p> <p>1.2 The scheme of arrangement becomes effective.</p> |
| Basis For Decision | <p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p> |

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| Rule Number | 7.1 |
| Date | 17/09/2024 |
| ASX Code | EBR |
| Listed Company | EBR SYSTEMS INC. |
| Waiver Number | WLC240155-001 |
| Decision | 1. EBR Systems, Inc. (the 'Entity') is proposing to conduct a capital raising which will consist of a placement of new ordinary securities (the 'Placement'), and an accelerated pro rata entitlement offer of new ordinary securities (the 'Entitlement Offer'). Based solely on the information provided, ASX Limited ('ASX') grants the Entity a waiver from Listing Rule 7.1 on the terms set out in paragraph 5 of the Annexure to Guidance Note 17 in force at the date of this waiver. |
| Basis For Decision | Underlying Policy Standard Decision, refer to Guidance Note 17. |

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| Rule Number | 7.1 |
| Date | 20/09/2024 |
| ASX Code | STM |
| Listed Company | SUNSTONE METALS LTD |
| Waiver Number | WLC240156-001 |
| Decision | <p>1. Based solely on the information provided, ASX Limited ('ASX') grants Sunstone Metals Limited (the 'Company') a waiver from Listing Rule 7.1 to the extent necessary to permit the Company to issue shares under a share purchase plan ('SPP') which complies with Australian Securities and Investments Commission Corporations (Share and Interest Purchase Plans) Instrument 2019/547 ('ASIC Instrument 19/547'), without shareholder approval, on the following conditions:</p> <p>1.1 the issue price of the shares offered under the SPP will be no less than \$0.005, being the issue price of shares issued under the placement ('Placement') announced by the Company on 9 September 2024; and</p> <p>1.2 the number of shares to be issued under the SPP is not greater than 30% of the number of fully paid ordinary shares already on issue.</p> |
| Basis For Decision | <p>Underlying Policy Listing Rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. The actual number of equity securities that a listed entity may issue without prior ordinary security holder approval is calculated by reference to a formula in Listing Rule 7.1, and is approximately, 15% of the number of fully paid ordinary securities (the formula is more complex than this description indicates, and is set out in full in Listing Rule 7.1.) A number of exceptions from the requirement to limit the number of equity securities that may be issued without prior ordinary security holder approval are permitted under Listing Rule 7.2, including where securities are issued under a securities purchase plan (as per Exception 5).</p> <p>Present Application ASIC Instrument 19/547 contemplates the issue of not more than \$30,000 worth of securities to each ordinary security holder under a security purchase plan without a prospectus. Exception 5 of Listing Rule 7.2 exempts these plans from the requirement for prior ordinary security holder approval because it is a type of issue that offers participation to existing security holders in a way that, while not pro rata, is made on equal terms and is considered to be fair to them. The exception requires that the issue price be no lower than 80% of the 5 day volume weighted average market price prior to the date of issue of the securities or the announcement of the plan, and that the total number of securities issued be no greater than 30% of the number of ordinary fully paid shares on issue.</p> <p>On 9 September 2024, the Company announced that it would be conducting an SPP at the issue price of \$0.005. The terms of the SPP in this case are such that the price of securities under the SPP will be the same price as securities issued under the Placement, which is at a discount of approximately 34.1% of the VWAP over the last 5 days on which trades were recorded before the day on which the SPP (and the Placement) were announced (as opposed to the maximum discount of 20% allowable under Exception 5 of Listing Rule 7.2). In the interests of fairness, unrelated security holders are to be offered</p> |

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securities under the SPP at the same price as the Placement. An SPP on these terms is consistent with the policy basis of the exception. The overall cap of 30% of issued capital must still be observed to limit the overall degree of dilution that may be caused by the issue.

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| Rule Number | 7.3.4 |
| Date | 25/09/2024 |
| ASX Code | OSM |
| Listed Company | OSMOND RESOURCES LIMITED |
| Waiver Number | WLC240159-001 |
| Decision | <p>1. Based solely on the information provided, ASX Limited ('ASX') grants Osmond Resources Ltd (the 'Company') a waiver from Listing Rule 7.3.4 to the extent necessary to permit the Company, in its notice of meeting (the 'Notice') seeking shareholder approval for the issue of up to 85,000,000 deferred consideration shares ('Deferred Consideration Shares') vesting upon satisfaction of milestones linked to the announcement of a JORC Code compliant Indicated Resource and the completion of a JORC Code compliant scoping study ('Milestones'), not to state the Deferred Consideration Shares will be issued no later than 3 months from the date of the shareholder meeting ('Meeting'), on the following conditions:</p> <p>1.1 The Deferred Consideration Shares are to be issued upon satisfaction of the Milestones and in any event no later than 4 September 2027 and 4 September 2029 respectively.</p> <p>1.2 The Milestones must not be varied.</p> <p>1.3 The maximum number of Deferred Consideration Shares to be issued is capped at 85,000,000 shares.</p> <p>1.4 Adequate details regarding the dilutionary effect of the Deferred Consideration Shares on the Company's capital structure is included in the Notice.</p> <p>1.5 For any annual reporting period during which any of the Deferred Consideration Shares have been issued or any of them remain to be issued, the Company's annual report sets out the number of Deferred Consideration Securities issued in that annual reporting period, the number of Deferred Consideration Shares that remain to be issued and the basis on which the Deferred Consideration Shares may be issued.</p> <p>1.6 The Notice contains the full terms and conditions of the Deferred Consideration Shares as well as the conditions of this waiver.</p> |
| Basis For Decision | <p>Underlying Policy</p> <p>Listing Rule 7.3.4 requires a notice of meeting with a resolution to approve the issue of equity securities to state that the securities will be issued within 3 months of the date of the shareholders' meeting. Listing Rule 7.3.4 ensures that an issue of equity securities is made within a reasonably short time after the ordinary security holders approve the issue, so that there is less possibility that the circumstances of the entity may change by the time that the issue is made in such a way that they are different from those that the ordinary security holders may reasonably have had in contemplation at the time of giving their approval.</p> <p>Where a listed entity has entered into a commercial transaction which calls for the issue of securities as consideration at future times that necessarily will fall longer than 3 months after the date of a shareholders' meeting, ASX's policy is to permit entities to seek shareholder approval for the issue of all the securities that may be issued under that transaction over the various phases, provided that the milestones to be achieved which trigger the obligation to issue the securities are appropriate to the entity and the transaction in all the circumstances, and adequate information can be given to shareholders about the future issues of securities. This allows the entity and the counterparty to the agreement to have commercial certainty about the ability of the entity to issue securities as the</p> |

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counterparty performs its obligations, while maintaining the principle that shareholders must give their informed consent to future issues of securities.

Present Application

Subject to shareholder approval, the Company is proposing to issue a maximum of 85,000,000 Deferred Consideration Shares to the shareholders of Iberian Critical Minerals Pty Ltd ('Vendors') as part consideration under an acquisition agreement with the Vendors, to be issued upon the achievement of the certain Milestones. Shareholders will know the maximum dilution at the time of voting on the resolution. There is a sufficient degree of certainty so that shareholders are able to give their informed consent to the issue of the Deferred Consideration Shares. The extension of time requested by the Company is made for a clear and compelling commercial reason such that the Deferred Consideration Shares may be issued outside of the usual time constraints.

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| Rule Number | 7.26.2 |
| Date | 24/09/2024 |
| ASX Code | AVR |
| Listed Company | ANTERIS TECHNOLOGIES LTD |
| Waiver Number | WLC240157-015 |
| Decision | <p>1. Based solely on the information provided, ASX Limited ('ASX') grants Anteris Technologies Global Corp. ('Holdco') a waiver from Listing Rule 7.26.2 to the extent necessary to permit Holdco's by-laws not to have a provision causing former holders of cancelled or forfeited shares to remain liable (in the absence of the approval of the holders or ordinary shares) for any amount called but unpaid on the shares despite the fact that they have been forfeited, on the condition that Holdco undertakes not to issue partly paid shares without the written consent of ASX. The undertaking is to be given and executed in the form of a deed.</p> |
| Basis For Decision | <p>Underlying Policy Listing Rule 7.26.2 requires that under an entity's constitution, the holder of a partly paid share must remain liable for any amount called but unpaid, despite the fact that the shares have been forfeited, unless approved by holders of ordinary shares pursuant to Listing Rule 7.26.3. This rule supports the binding nature of call obligations for partly paid shares issued by limited liability companies.</p> <p>Present Application Holdco is incorporated in the State of Delaware and regulated by United States of America law. Liability for unpaid and partly paid shares is governed by the Delaware General Corporation Law, specifically section 162 which provides that a stockholder (including any former stockholder) is liable to pay any unpaid amounts on any shares. Holdco has no partly paid shares on issue and will provide ASX with an undertaking not to issue any partly paid shares in the future, without the prior written consent of ASX.</p> |



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| Rule Number | 8.2 |
| Date | 17/09/2024 |
| ASX Code | NW1 |
| Listed Company | NOW TRUST 2024-1 |
| Waiver Number | WLC240162-004 |
| Decision | 1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Corporate Trust Limited in its capacity as trustee of the NOW Trust 2024-1 ('Issuer') a waiver from Listing Rule 8.2 to the extent necessary for the Issuer not to provide an issuer sponsored subregister as long as the waiver to Listing Rule 2.1, Condition 3 operates. |
| Basis For Decision | <p>Underlying Policy An entity is to provide an issuer sponsored subregister for securities except where Listing Rule 8.2.1 allows for a certificated subregister. These arrangements support orderly settlement of securities quoted on the ASX market.</p> <p>Present Application This is a companion waiver to the waiver from Listing Rule 1.8 condition 11 and Listing Rule 2.1 condition 3 granted to the Issuer.</p> |

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| Rule Number | 8.2 |
| Date | 24/09/2024 |
| ASX Code | POG |
| Listed Company | PROGRESS 2024-1 TRUST |
| Waiver Number | WLC240161-004 |
| Decision | 1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Trustee Company Limited in its capacity as trustee of the Progress 2024-1 Trust ('Issuer') a waiver from Listing Rule 8.2 to the extent necessary for the Issuer not to provide an issuer sponsored subregister as long as the waiver to Listing Rule 2.1, Condition 3 operates. |
| Basis For Decision | <p>Underlying Policy An entity is to provide an issuer sponsored subregister for securities except where Listing Rule 8.2.1 allows for a certificated subregister. These arrangements support orderly settlement of securities quoted on the ASX market.</p> <p>Present Application This is a companion waiver to the waiver from Listing Rule 1.8 condition 11 and Listing Rule 2.1 condition 3 granted to the Issuer.</p> |

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| Rule Number | 8.10 |
| Date | 17/09/2024 |
| ASX Code | NW1 |
| Listed Company | NOW TRUST 2024-1 |
| Waiver Number | WLC240162-005 |
| Decision | <p>1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Corporate Trust Limited in its capacity as trustee of the NOW Trust 2024-1 ('Issuer') a waiver from Listing Rule 8.10 to allow the Issuer to refuse to register transfers of notes from the date which is eight calendar days before an interest payment date or the maturity date of the notes, on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the notes to be quoted on ASX.</p> |
| Basis For Decision | <p>Underlying Policy An entity must not interfere with registration of a transfer document relating to quoted securities, subject to a number of exceptions set out in Listing Rule 8.10. This supports the principle that quoted securities should be freely transferable. The rule also inhibits the ability of an issuer to cause disruption to the settlement cycle.</p> <p>Present Application The securities being quoted are wholesale debt securities. Trading in the securities is to be settled outside of CHESS via Austraclear. The Issuer is required to close the register of a series of debt securities from the close of business on the date which is eight calendar days before an interest payment date or the maturity date. This enables the register to be up to date on an interest payment date or maturity date for that series of debt securities. The waiver is granted as this is a common arrangement for these types of securities.</p> |

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| Rule Number | 8.10 |
| Date | 24/09/2024 |
| ASX Code | POG |
| Listed Company | PROGRESS 2024-1 TRUST |
| Waiver Number | WLC240161-005 |
| Decision | <p>1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Trustee Company Limited in its capacity as trustee of the Progress 2024-1 Trust ('Issuer') a waiver from Listing Rule 8.10 to allow the Issuer to refuse to register transfers of notes from the date which is eight business days before an interest payment date or the maturity date of the notes, on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the notes to be quoted on ASX.</p> |
| Basis For Decision | <p>Underlying Policy An entity must not interfere with registration of a transfer document relating to quoted securities, subject to a number of exceptions set out in Listing Rule 8.10. This supports the principle that quoted securities should be freely transferable. The rule also inhibits the ability of an issuer to cause disruption to the settlement cycle.</p> <p>Present Application The securities being quoted are wholesale debt securities. Trading in the securities is to be settled outside of CHESS via Austraclear. The Issuer is required to close the register of a series of debt securities from the close of business on the date which is eight business days before an interest payment date or the maturity date. This enables the register to be up to date on an interest payment date or maturity date for that series of debt securities. The waiver is granted as this is a common arrangement for these types of securities.</p> |



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| Rule Number | 8.21 |
| Date | 17/09/2024 |
| ASX Code | NW1 |
| Listed Company | NOW TRUST 2024-1 |
| Waiver Number | WLC240162-006 |
| Decision | <p>1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Corporate Trust Limited in its capacity as trustee of the NOW Trust 2024-1 ('Issuer') a waiver from Listing Rule 8.21 to the extent necessary to permit the Issuer to not do the following:</p> <p>1.1 in respect of transactions settled outside CHESS, mark transfer forms as required by Appendix 8A; or</p> <p>1.2 in respect of transactions settled in Austraclear, send confirmations of a change of address to a security holder at their address.</p> |
| Basis For Decision | <p>Underlying Policy An entity must comply with Appendix 8A which outlines the time limits for CHESS requirements in order to maintain an orderly market and support the ASX Settlement Operating Rules. This supports the integrity of the ASX market.</p> <p>Present Application The securities being quoted are wholesale debt securities. The likely holders of the debt securities are institutional investors. The waiver is granted to the extent that transactions are settled outside CHESS.</p> |

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| Rule Number | 8.21 |
| Date | 24/09/2024 |
| ASX Code | POG |
| Listed Company | PROGRESS 2024-1 TRUST |
| Waiver Number | WLC240161-006 |
| Decision | <p>1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Trustee Company Limited in its capacity as trustee of the Progress 2024-1 Trust ('Issuer') a waiver from Listing Rule 8.21 to the extent necessary to permit the Issuer to not do the following:</p> <p>1.1 in respect of transactions settled outside CHESSE, mark transfer forms as required by Appendix 8A; or</p> <p>1.2 in respect of transactions settled in Austraclear, send confirmations of a change of address to a security holder at their address.</p> |
| Basis For Decision | <p>Underlying Policy An entity must comply with Appendix 8A which outlines the time limits for CHESSE requirements in order to maintain an orderly market and support the ASX Settlement Operating Rules. This supports the integrity of the ASX market.</p> <p>Present Application The securities being quoted are wholesale debt securities. The likely holders of the debt securities are institutional investors. The waiver is granted to the extent that transactions are settled outside CHESSE.</p> |

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| Rule Number | 10.14 |
| Date | 23/09/2024 |
| ASX Code | WJL |
| Listed Company | WEBJET GROUP LIMITED |
| Waiver Number | WLC240154-002 |
| Decision | <p>1. Based solely on the information provided, ASX Limited ('ASX') grants Webjet Group Limited (the 'Company') a waiver from Listing Rule 10.14 to the extent necessary to permit the Company to grant performance rights to the Managing Director Katrina Barry and/or her associates under an employee incentive scheme ('Incentive Plan') without seeking shareholder approval, on the following conditions:</p> <p>1.1. The notice of meeting and explanatory materials issued by Webjet Limited seeking security holder approval for the demerger of the Company (the 'Demerger Booklet') contains the information required by Listing Rule 10.15 in respect of the proposed grant of performance rights to the Managing Director and/or her associates.</p> <p>1.2. The date by which the Company will grant the performance rights under the Incentive Plan must be no later than 3 years from the date of the Company's admission to the official list of ASX.</p> <p>1.3. Provision of the full terms and conditions, satisfactory to ASX, of the Incentive Plan pursuant to which the performance rights are proposed to be issued as pre-quotations disclosure.</p> |
| Basis For Decision | <p>Underlying Policy Listed entities are required to obtain the prior approval of security holders for an issue of equity securities to related parties, even if pursuant to their participation in an employee incentive scheme. This rule is directed at preventing related parties from obtaining securities on advantageous terms and increasing their holding proportionate to the holdings of other security holders' interests by supplementing the related party provisions of the Corporations Act 2001 (Cth) (and any related party provisions applying to foreign entities under relevant legislation).</p> <p>Present Application The Company has applied for admission to the official list of ASX. It intends to issue securities to the Managing Director (and/or her associates) under the terms of an employee incentive plan. Under Listing Rule 10.14, security holders may approve an issue of securities to a director pursuant to an employee incentive scheme for a period of up to 3 years. A waiver from Listing Rule 10.14 is granted on the basis that where a future issue of equity securities to a director under a scheme is disclosed in the Demerger Booklet, persons who acquire securities under the demerger described in the Demerger Booklet with notice of the future issue of securities to the related party may be taken effectively to have consented to the issue, and it is unnecessary to submit the issue to a security holders' meeting for approval.</p> <p>The disclosure of the details of the future issue must be adequate and consistent with the information that would be required under Listing Rules 10.15 in a notice of meeting. Accordingly, the waiver from Listing Rule 10.14 is granted subject to conditions the Demerger Booklet contains adequate disclosure about the proposed grant of performance rights to the Managing Director and the performance rights are issued within three years of the Company's admission to the official list, which is consistent with the requirements of Listing Rule 10.15.</p> |

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| Rule Number | 14.2.1 |
| Date | 24/09/2024 |
| ASX Code | AVR |
| Listed Company | ANTERIS TECHNOLOGIES LTD |
| Waiver Number | WLC240157-016 |
| Decision | <p>1. Based solely on the information provided, ASX Limited ('ASX') grants Anteris Technologies Global Corp. ('Holdco') a waiver from Listing Rule 14.2.1 to the extent necessary to permit Holdco not to provide in its proxy form an option for a holder of Holdco's shares or CHESSE Depository Interests ('CDIs') to vote against a resolution to elect a director or to appoint an auditor, on the following conditions:</p> <p>1.1 Holdco complies with relevant State of Delaware laws as to the content of proxy forms applicable to resolutions for the election or re-election of directors and the appointment of auditors;</p> <p>1.2 the notice given by Holdco to Holdco's shareholders and CDI holders under ASX Settlement Operation Rule 13.8.9 makes it clear that shareholders are only able to vote for the resolutions or abstain from voting, and the reasons why this is the case;</p> <p>1.3 Holdco releases details of the waiver to the market as part of the pre-quotation disclosure, and the terms of the waiver are set out in the management proxy circular provided to all holders of CDIs; and</p> <p>1.4 without limiting ASX's right to vary or revoke its decision under Listing Rule 18.3, the waiver from Listing Rule 14.2.1 only applies for so long as the relevant State of Delaware laws prevent Holdco from permitting security holders to vote against a resolution to elect a director and to vote against a resolution to appoint an auditor.</p> |
| Basis For Decision | <p>Underlying Policy Listing Rule 14.2.1 states that a notice of meeting must include a proxy form which provides for each security holder to direct the proxy to vote for, against or abstain on each resolution. The rule ensures that all security holders can express their views on every resolution put to a security holders' meeting.</p> <p>Present Application Holdco is incorporated in the State of Delaware and regulated by United States of America law. The laws of the State of Delaware do not provide for the casting of votes against certain types of resolutions (election of directors and appointment of auditors), but instead permit "plurality voting" or other forms of voting. The United States of America has an alternative legislative scheme for security holders to contest the reappointment of directors and the appointment of auditors. It is proposed to grant the waiver to permit Holdco to comply with the laws of the State of Delaware.</p> |

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| Rule Number | 14.4 |
| Date | 24/09/2024 |
| ASX Code | AVR |
| Listed Company | ANTERIS TECHNOLOGIES LTD |
| Waiver Number | WLC240157-017 |
| Decision | <p>1. Based solely on the information provided, ASX Limited ('ASX') grants Anteris Technologies Global Corp. ('Holdco') a waiver from Listing Rule 14.4 to the extent necessary to permit Holdco to permit a director appointed by the board of Holdco to fill a casual vacancy or as an additional director to hold office beyond the next annual meeting after that person's appointment if the term of office of the class of director into which that person has been appointed expires at a later annual meeting, in accordance with Holdco's constituent documents.</p> |
| Basis For Decision | <p>Underlying Policy Directors (other than the managing director) must not hold office past the third annual general meeting following their appointment, or for more than three years, whichever is longer. A casual appointee must not hold office without re-election past the next annual general meeting after the director's appointment. This rule prevents the entrenchment of directors and supports shareholder democracy.</p> <p>Present Application Holdco is incorporated in the State of Delaware and its constituent documents comply with the law of its home jurisdiction. This requires the retirement of directors in classes. Directors appointed to fill casual vacancies hold office until the time for the class into which they have been appointed must stand for re-election. As this statutory requirement is inconsistent with Listing Rule 14.4, a waiver is proposed to be granted to permit Holdco to comply with the laws of its place of incorporation.</p> |