

# Information Form and Checklist

## (ASX Listing)

Name of entity	ABN/ARBN/ARSN
Monash IVF Group Limited	90 169 302 309

We (the entity named above) supply the following information and documents to support our application for admission to the official list of ASX Limited (ASX) as an ASX Listing.

Please complete each applicable item. If an item is not applicable, please state so.

Note: the entity warrants in its Appendix 1A ASX Listing Application and Agreement that the information and documents referred to in this Information Form and Checklist are (or will be) true and complete and indemnifies ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of that warranty.

Terms used in this Information Form and Checklist have the same meaning as in the ASX listing rules.

## Part 1 – Key Information

### All entities – corporate details

Place of incorporation or establishment	Victoria, Australia
Date of incorporation or establishment	30 April 2014
Legislation under which incorporated or established	Corporations Act 2001 (Cth)
Address of registered office in place of incorporation or establishment	'Pelaco Building 1' Level 1, 21-31 Goodwood Street, Richmond VIC 3121, Australia
Main business activity	Provider of assisted reproductive services and ultrasound services
Other exchanges on which the entity is listed	None
Street address of principal administrative office	'Pelaco Building 1' Level 1, 21-31 Goodwood Street, Richmond VIC 3121, Australia
Postal address of principal administrative office	'Pelaco Building 1' Level 1, 21-31 Goodwood Street, Richmond VIC 3121, Australia
Telephone number of principal administrative office	03 9429 9188
E-mail address for investor enquiries	RFox@monashivf.com
Website URL	www.monashivfgroup.com.au

### All entities – management details<sup>1</sup>

Full name and title of CEO/managing director	Benjamin James Thiedeman (Managing Director and CEO)
Full name and title of chairperson of directors	Richard Hugh Davis (Independent Chairman)
Full names of all existing directors	Josef Jerzy Czyzewski (Independent Non-Executive Director) Christina Mary Stewart Boyce (Independent Non-Executive Director) Neil John Broekhuizen (Non-Executive Director) Richard Charles Henshaw (Executive Director)
Full names of any persons proposed to be appointed as additional or replacement directors	n/a
Full name and title of company secretary	Rodney Graeme Fox (CFO and Company Secretary)

### All entities – ASX contact details<sup>2</sup>

Full name and title of ASX contact(s)	Rodney Graeme Fox (CFO and Company Secretary)
Business address of ASX contact(s)	'Pelaco Building 1' Level 1, 21-31 Goodwood Street, Richmond VIC 3121, Australia
Business phone number of ASX contact(s)	03 9452 8131
Mobile phone number of ASX contact(s)	[to be provided to ASX separately]
Email address of ASX contact(s)	RFox@monashivf.com

### All entities – auditor details<sup>3</sup>

Full name of auditor	KPMG
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### All entities – registry details<sup>4</sup>

Name of securities registry	Link Market Services Limited
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<sup>1</sup> If the entity applying for admission to the official list is a trust, enter the management details for the responsible entity of the trust.

<sup>2</sup> Under Listing Rule 1.1 condition 12, a listed entity must appoint a person responsible for communication with ASX. You can appoint more than one person to cater for situations where the primary nominated contact is not available.

<sup>3</sup> If the applicant's auditor is not from a well-known firm, ASX will generally require the applicant to provide information about the qualifications and experience of the auditor for release to the market before quotation commences.

<sup>4</sup> If the entity has different registries for different classes of securities, please indicate clearly which registry details apply to which class of securities.

Address of securities registry	Level 12, 680 George Street, Sydney NSW 2000
Phone number of securities registry	+61 1300 554 474
Fax number of securities registry	+61 2 9287 0303
Email address of securities registry	<a href="mailto:registrars@linkmarketservices.com.au">registrars@linkmarketservices.com.au</a>
Type of subregisters the entity will operate <sup>5</sup>	CHESS and issuer sponsored sub-register

### All entities – key dates

Annual balance date	30 June
Month in which annual meeting is usually held (or intended to be held) <sup>6</sup>	October
Months in which dividends or distributions are usually paid (or are intended to be paid)	April and October

### Trusts – additional details

Name of responsible entity	n/a
Duration of appointment of directors of responsible entity	n/a
Full names of the members of the compliance committee (if any)	n/a

### Entities incorporated or established outside Australia – additional details

Name and address of the entity's Australian agent for service of process	n/a
If the entity has or intends to have a certificated subregister for quoted securities, the location of Australian security registers	n/a
Address of registered office in Australia (if any)	n/a

<sup>5</sup> For example, CHESS and certificated subregisters.

<sup>6</sup> May not be applicable to some trusts.

## Part 2 – Checklist Confirming Compliance with Admission Requirements

*Note: it will assist ASX and speed up its review of the application if the various documents referred to in this checklist (other than the 25 copies of the applicant's Prospectus, Product Disclosure Statement or Information Memorandum referred to in item 4) were provided in a folder separated by numbered tabs.*

### All entities – key supporting documents

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

- |   |   |
|---|---|
| 1. <input checked="" type="checkbox"/> Copy of the entity's certificate of incorporation, certificate of registration or other evidence of status (including any change of name)  | See Tab 16  |
| 2. <input checked="" type="checkbox"/> Copy of the entity's constitution in accordance with listing rule 1.1 condition 1A   | See Tab 17  |
| 3. <input checked="" type="checkbox"/> Either:<br>(a) confirmation that the entity's constitution includes the provisions of Appendix 15A or Appendix 15B (as applicable); or<br>(b) a completed checklist that the constitution complies with the listing rules, <sup>7</sup> in accordance with listing rule 1.1 condition 2  | See Tab 18  |
| 4. <input checked="" type="checkbox"/> An electronic version and 25 copies of the Prospectus, Product Disclosure Statement or Information Memorandum being lodged with ASX in accordance with listing rule 1.1 condition 3  | 5 spiral bound copies of the prospectus have been provided to ASX with this draft listing application   |
| 5. <input checked="" type="checkbox"/> If the entity's corporate governance statement is included in its Prospectus, Product Disclosure Statement or Information Memorandum, the page reference where it is included. Otherwise, a copy of the entity's corporate governance statement in accordance with listing rule 1.1 condition 13   | See section [6.6] of the prospectus "Corporate Governance"<br><br>See also Tab 23   |
| 6. <input checked="" type="checkbox"/> If the entity will be included in the S & P All Ordinaries Index on admission to the official list, <sup>8</sup> confirmation that it will have an audit committee in accordance with listing rule 1.1 condition 13  | Monash IVF Group Limited has established an Audit and Risk Management Committee<br><br>See section [6.6.3.1] of the prospectus  |
| 7. <input checked="" type="checkbox"/> If the entity will be included in the S & P / ASX 300 Index on admission to the official list, <sup>9</sup> confirmation that it will comply with the recommendations set by the ASX Corporate Governance Council in relation to composition, operation and responsibility of the audit committee in accordance with listing rule 1.1 condition 13 | See section [6.6.3.1] of the prospectus<br><br>The Audit Committee will consist solely of non-executive directors, being Richard Davis, Josef Czyzewski (who is also the chair) and Christina Boyce. All members of the Audit and Risk Management Committee are independent directors |

<sup>7</sup> An electronic copy of the checklist is available from the ASX Compliance Downloads page on ASX's website.

<sup>8</sup> If the entity is unsure whether they will be included in the S & P All Ordinaries Index on admission to the official list, they should contact ASX or S & P.

<sup>9</sup> If the entity is unsure whether they will be included in the the S & P / ASX 300 Index on admission to the official list, they should contact ASX or S & P.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

- |     |  |   |
|-----|--|---|
| 8.  | <input checked="" type="checkbox"/> Original executed agreement with ASX that documents may be given to ASX and authenticated electronically in accordance with listing rule 1.1 condition 14 <sup>10</sup>  | See Tab 19  |
| 9.  | <input checked="" type="checkbox"/> If the entity's trading policy is included in its Prospectus, Product Disclosure Statement or Information Memorandum, the page reference where it is included. Otherwise, a copy of the entity's trading policy in accordance with listing rule 1.1 condition 15   | See Tab 24  |
| 10. | <input checked="" type="checkbox"/> If the entity will be included in the S & P / ASX 300 Index on admission to the official list, <sup>11</sup> confirmation that it will have a remuneration committee comprised solely of non-executive directors in accordance with listing rule 1.1 condition 16  | See section [6.6.3.2] of the prospectus<br><br>Monash IVF Group Limited has established a Remuneration and Nomination Committee, which is comprised solely of non-executive directors in accordance with Listing Rule 1.1 Condition 16<br><br>Members of the Remuneration and Nomination Committee are Richard Davis, Josef Czyzewski and Christina Boyce (who is also the chair) |
| 11. | <input checked="" type="checkbox"/> For each director or proposed director, <sup>12</sup> a list of the countries in which they have resided over the past 10 years  | Each of Richard Davis, Josef Czyzewski, Christina Boyce, Neil Broekhuizen, James Thiedeman have resided in Australia for the last 10 years<br><br>Richard Henshaw resided in Australia over the past 9 years and 9 months and the United Kingdom for three months at the beginning of the last 10 years   |
| 12. | <input checked="" type="checkbox"/> For each director or proposed director <sup>13</sup> who is or has in the past 10 years been a resident of Australia, an original or certified true copy of a national criminal history check obtained from the Australian Federal Police, a State or Territory police service or a broker accredited by CrimTrac which is not more than 12 months old <sup>14</sup> | See Tab 25  |

<sup>10</sup> An electronic copy of the *ASX Online Agreement* is available from the ASX Compliance Downloads page on ASX's website.

<sup>11</sup> If the entity is unsure whether they will be included in the S & P / ASX 300 Index on admission to the official list, they should contact ASX or S & P.

<sup>12</sup> If the entity applying for admission to the official list is a trust, references to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

<sup>13</sup> If the entity applying for admission to the official list is a trust, references to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

<sup>14</sup> This information is required so that ASX can be satisfied that the director or proposed director is of good fame and character under listing rule 1 condition 17.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

13.  For each director or proposed director<sup>15</sup> who is or has in the past 10 years been a resident of a country other than Australia, an original or certified true copy of an equivalent national criminal history check to that mentioned in item 12 above for each country in which the director has resided over the past 10 years (in English or together with a certified English translation) which is not more than 12 months old or, if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been convicted in that country of:
- (a) any criminal offence involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of director's duties; or
  - (b) any other criminal offence which at the time carried a maximum term of imprisonment of five years or more (regardless of the period, if any, for which he or she was sentenced),
- or, if that is not the case, a statement to that effect and a detailed explanation of the circumstances involved<sup>16</sup>

See Tab 25

14.  For each director or proposed director<sup>17</sup> who is or has in the past 10 years been a resident of Australia, an original or certified true copy of a search of the Insolvency Trustee Services Australia National Personal Insolvency Index which is not more than 12 months old<sup>18</sup>

See Tab 26

15.  For each director or proposed director<sup>19</sup> who is or has in the past 10 years been a resident of a country other than Australia, an original or certified true copy of an equivalent national bankruptcy check to that mentioned in item 14 above for each country in which the director has resided over the past 10 years (in English or together with a certified English translation) which is not more than 12 months old or if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been declared a bankrupt or been an insolvent under administration in that country or, if that is not the case, a statement to that effect and a detailed explanation of the circumstances involved<sup>20</sup>

See Tab 26

<sup>15</sup> If the entity applying for admission to the official list is a trust, references to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

<sup>16</sup> This information is required so that ASX can be satisfied that the director or proposed director is of good fame and character under listing rule 1 condition 17.

<sup>17</sup> If the entity applying for admission to the official list is a trust, references to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

<sup>18</sup> This information is required so that ASX can be satisfied that the director or proposed director is of good fame and character under listing rule 1 condition 17.

<sup>19</sup> If the entity applying for admission to the official list is a trust, references to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

<sup>20</sup> This information is required so that ASX can be satisfied that the director or proposed director is of good fame and character under listing rule 1 condition 17.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

16.  A statutory declaration from each director or proposed director<sup>21</sup> confirming that:
- (a) the director has not been the subject of any criminal or civil penalty proceedings or other enforcement action by any government agency in which he or she was found to have engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;
  - (b) the director has not been refused membership of, or had their membership suspended or cancelled by, any professional body on the ground that he or she has engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;
  - (c) the director has not been the subject of any disciplinary action (including any censure, monetary penalty or banning order) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with his or her obligations as a director of a listed entity;
  - (d) no listed entity of which he or she was a director (or, in the case of a listed trust, in respect of which he or she was a director of the responsible entity) at the time of the relevant conduct has been the subject of any disciplinary action (including any censure, monetary penalty, suspension of trading or termination of listing) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with its obligations under the listing rules applicable to that entity; and
  - (e) the director is not aware of any pending or threatened investigation or enquiry by a government agency, professional body, securities exchange or other authority responsible for regulating securities markets that could lead to proceedings or action of the type described in (a), (b), (c) or (d) above,
- or, if the director is not able to give such confirmation, a statement to that effect and a detailed explanation of the circumstances involved<sup>22</sup>

See Tab 27

17.  A specimen certificate/holding statement for each class of securities to be quoted or a specimen holding statement for CDIs (as applicable)

See Tab 28

<sup>21</sup> If the entity applying for admission to the official list is a trust, references to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

<sup>22</sup> This information is required so that ASX can be satisfied that the director or proposed director is of good fame and character under listing rule 1 condition 17.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

18.  Payment for the initial listing fee (including GST).  
 Payment can be made via electronic funds transfer or cheque made payable to ASX Operations Pty Ltd. Contact ASX Listings Compliance for EFT details. Refer to ASX Guidance Notes 15 and 15A for the fees payable on the application. You can also use the ASX online equity listing fees calculator:  
<http://www.asx.com.au/professionals/cost-listing.htm>

See Tab 22

**All entities – capital structure**

19.  A table showing the existing and proposed capital structure of the entity, broken down as follows:  
 (a) the number and class of each equity security and each debt security currently on issue; and  
 (b) the number and class of each equity security and each debt security proposed to be issued between the date of this application and the date the entity is admitted to the official list; and  
 (c) the resulting total number of each class of equity security and debt security proposed to be on issue at the date the entity is admitted to the official list.  
 Note: This applies whether the securities are quoted or not.

See Tab 29

20.  For each class of securities referred to in the table mentioned in item 19, the terms applicable to those securities  
 Note: This applies whether the securities are quoted or not.  
 For equity securities (other than options to acquire unissued securities or convertible debt securities), this should state whether they are fully paid or partly paid; if they are partly paid, the amount paid up and the amount owing per security; voting rights; rights to dividends or distributions; and conversion terms (if applicable).  
 For options to acquire unissued securities, this should state the number outstanding, exercise prices and expiry dates  
 For debt securities or convertible debt securities, this should state their nominal or face value; rate of interest; dates of payment of interest; date and terms of redemption; and conversion terms (if applicable).

All securities on issue at the time of listing will be fully paid ordinary shares in Monash IVF Group Limited and will carry the rights set out in the constitution with respect to fully paid ordinary shares (as summarised at section [7.12] of the prospectus)  
  
 The terms of the options to be granted to James Thiedeman and Rodney Fox on or shortly after listing are set out in section [6.4.2]

21.  Confirmation that the issue/sale price of all securities for which the entity seeks quotation is at least 20 cents in cash (listing rule 2.1 condition 2)

Confirmed - the Offer Price is \$1.85 per Share

22.  If the entity has or proposes to have any options on issue, confirmation that the exercise price for each underlying security is at least 20 cents in cash (listing rule 1.1 condition 11)

Confirmed - there are no existing options and the options proposed to be issued on or shortly after listing will have an exercise price equal to the Offer Price

23.  If the entity has or proposes to have any debt securities or convertible debt securities on issue, a copy of any trust deed applicable to those securities

n/a

24.  Details of any rights granted to any person, or to any class of persons (other than through the holding of securities referred to in the table mentioned in item 19), to participate in an issue of the entity's securities  
 Note: This applies whether the securities are quoted or not.

n/a

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

- |     |                                     |  |   |
|-----|-------------------------------------|--|---|
| 25. | <input type="checkbox"/>            | If the entity has any partly paid securities and it is not a no liability company, the entity's call program setting out the date and amount of each proposed call and whether it allows for any extension for payment of a call | n/a   |
| 26. | <input checked="" type="checkbox"/> | The terms of any employee incentive scheme   | See section [6.4.1] of the prospectus for a summary of the terms of the long term incentives plan |
| 27. | <input checked="" type="checkbox"/> | The terms of any dividend or distribution plan   | See section [4.9] of the prospectus for a summary of the dividend policy                          |
| 28. | <input checked="" type="checkbox"/> | Details of all issues of securities (in all classes) in the last 5 years. Indicate clearly any issues for consideration other than cash  | See Tab 30  |
| 29. | <input type="checkbox"/>            | A copy of every Prospectus, Product Disclosure Statement or Information Memorandum issued in connection with any issue of securities (in all classes) in the last 5 years.   | n/a   |
| 30. | <input type="checkbox"/>            | A copy of any court order in relation to a reorganisation of the entity's capital in the last 5 years  | n/a   |

#### All entities – other information

- |     |                                     |  |                                     |
|-----|-------------------------------------|--|-------------------------------------|
| 31. | <input checked="" type="checkbox"/> | A brief history of the entity  | See section [3.2] of the prospectus |
| 32. | <input checked="" type="checkbox"/> | Details of the entity's existing and proposed activities and level of operations   | See section [3] of the prospectus   |
| 33. | <input checked="" type="checkbox"/> | A copy of the entity's most recent annual report   | See Tab 21                          |
| 34. | <input checked="" type="checkbox"/> | A copy of the entity's most recent half yearly financial statements  | See Tab 21                          |
| 35. | <input checked="" type="checkbox"/> | If the entity has any child entities, a list of all child entities stating, in each case, the name, the nature of its business and the entity's percentage holding in it. Similar details should be provided for every entity in which the entity holds (directly or indirectly) 20% or more of the issued capital (interests) | See Tab 20                          |

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

36.  Copies of all material contracts referred to in the Prospectus, Product Disclosure Statement or Information Memorandum (including any underwriting agreement) plus the page reference in the Prospectus, Product Disclosure Statement or Information Memorandum where they are summarised

The following material contracts are referred to in the prospectus

Underwriting Agreement - see section [9.2] of the prospectus and Tab 5  
Voluntary Escrow Agreements - see section [6.5] of the prospectus and Tab 6  
Sale Deeds - see section [9.1] of the prospectus and Tabs 7 and 8  
CEO Employment Agreement - see section [6.3.1.1] of the prospectus and Tab 10  
Executive Director Employment Agreement - see section [6.3.1.2] of the prospectus and Tab 11  
CFO Employment Agreement - see section [6.3.2.3] of the prospectus and Tab 12  
Director Letter of Appointment - see section [6.3.1.3] of the prospectus and Tab 13  
Deed of Indemnity, Insurance and Access - see section [6.3.1.5] of the prospectus and Tab 14

37.  If such information is included in its Prospectus, Product Disclosure Statement or Information Memorandum, the page reference where it is included. Otherwise, either a summary of the material terms of, or a copy of, any employment, service or consultancy agreement the entity or a related entity has entered into with:
- (a) its chief executive officer (or equivalent)
  - (b) any of its directors or proposed directors; or
  - (c) any other person or entity who is a related party of the persons referred to in (a) or (b) above.

Note: if the entity applying for admission to the official list is a trust, references to a chief executive officer, director or proposed director mean a chief executive officer, director or proposed director of the responsible entity of the trust. However, the entity need not provide a summary of the material terms of, or a copy of, any employment, service or consultancy agreement the responsible entity or a related entity has entered into with any of the persons referred to in (a), (b) or (c) above if the costs associated with the agreement are borne by the responsible entity or the related entity from out of its own funds rather than from out of the trust.

See section [6.3.1.1] of the prospectus for a summary of James Thiedeman (CEO and MD) service agreement

See also section [6.3.1.2] of the prospectus for a summary of Richard Henshaw (Executive Director) service agreement

See also section [6.3.1.3] of the prospectus for reference to director letters of appointment

38.  Confirmation that the material contracts summarised in the entity's Prospectus, Product Disclosure Statement or Information Memorandum include any material contract(s) the entity or a related entity has entered into with:
- (a) its chief executive officer (or equivalent)
  - (b) any of its directors or proposed directors; or
  - (c) any other person or entity who is a related party of the persons referred to in (a) or (b) above

Note: if the entity applying for admission to the official list is a trust, references to a chief executive officer, director or proposed director mean a chief executive officer, director or proposed director of the responsible entity of the trust.

Confirmed

See section [6.3.1] for summary of contractual arrangements with directors

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

39.  If such information is included in its Prospectus, Product Disclosure Statement or Information Memorandum, the page reference where it is included. Otherwise, a statement as to whether directors<sup>23</sup> are entitled to participate in any employee incentive scheme and, if so, the extent to which they currently participate or are proposed to participate
- Executive directors are eligible to participate in the long term incentives plan - see section [6.4.1]
- It is intended that James Thiedeman (CEO and MD) will on or shortly after listing be granted options under the long term incentives plan - see section [6.4.2]
- The non-executive Directors are not entitled to participate in any employee incentive - see section [6.3.1.4]
40.  Confirmation that all information that a reasonable person would expect to have a material effect on the price or value of the securities to be quoted is included in or provided with this Information Form and Checklist
- Confirmed

### Entities that are trusts

41.  Evidence that the entity is a registered managed investment scheme
- n/a
42.  Confirmation that the responsible entity is not under an obligation to allow a security holder to withdraw from the trust
- n/a

### Entities applying under the profit test (listing rule 1.2)

43.  Evidence that the entity is a going concern (or successor)
- n/a
44.  Evidence that the entity has been in the same main business activity for the last 3 full financial years
- n/a
45.  Evidence that the entity's aggregated profit from continuing operations for the last 3 full financial years has been at least \$1 million
- n/a
46.  Evidence that the entity's profit from continuing operations in the past 12 months to a date no more than 2 months before the date of this application has exceeded \$400,000
- n/a
47.  Audited accounts for the last 3 full financial years and audit reports
- n/a
48.  Half yearly accounts (if required) and audit report or review
- n/a
49.  Pro forma statement of financial position and review
- n/a

<sup>23</sup> If the entity applying for admission to the official list is a trust, references to a director mean a director of the responsible entity of the trust.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

50.  Statement from all directors<sup>24</sup> confirming that they have made enquiries and nothing has come to their attention to suggest that the entity is not continuing to earn profit from continuing operations up to the date of the application

n/a

### Entities applying under the assets test (listing rule 1.3)

51.  Evidence that the entity:  
(a) has, if the entity that is not an investment entity, net tangible assets of at least \$3 million or a market capitalisation of at least \$10 million; or  
(b) has, if the entity that is an investment entity other than pooled development fund, net tangible assets of at least \$15 million; or  
(c) is a pooled development fund with net tangible assets of at least \$2 million

See section [8] of the prospectus "Independent Limited Assurance Report"

See also section [4] of the prospectus "Financial Information"

See Tab 21

52.  Evidence that:  
(a) at least half of the entity's total tangible assets (after raising any funds) is not cash or in a form readily convertible to cash; or  
(b) there are commitments to spend at least half of the entity's cash and assets in a form readily convertible to cash (if half or more of the entity's total tangible assets (after raising any funds) is cash or in a form readily convertible to cash)

See section [8] of the prospectus "Independent Limited Assurance Report"

See also section [4] of the prospectus "Financial Information"

See Tab 21

53.  A statement that there is enough working capital to carry out the entity's stated objectives (and statement by independent expert, if required)

See section [7.1.5] "*The Directors believe that on Completion, Monash Group will have sufficient funds available from the Offer, its operations and the New Bank Facilities to fulfil the purposes of the Offer and meet its stated business objectives.*"

54.  Accounts for the last 3 full financial years (or shorter period if ASX agrees) and audit report or review or statement that not audited or not reviewed

See Tab 21

55.  If last financial year ended more than 8 months before the date of this application, accounts for the last half year (or longer period if available) and audit report, review or statement that not audited or not reviewed

See Tab 21

56.  Pro forma statement of financial position and review

See section [4.4] of the prospectus

<sup>24</sup> If the entity applying for admission to the official list is a trust, the statement should come from all directors of the responsible entity of the trust.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

### Entities with restricted securities

- |     |  |  |
|-----|--|--|
| 57. | <input checked="" type="checkbox"/> A statement setting out a list of any person (either on their own or together with associates) who has held a relevant interest in at least 10% of the entity's voting securities at any time in the 12 months before the date of this application | Refer to section [1.8] and [7.1.4] of the prospectus for information on the "Existing Owners" of the business<br><br>No other persons have held a relevant interest in securities at any time in the 12 months before the date of this application |
| 58. | <input type="checkbox"/> A completed ASX Restricted Securities Table <sup>25</sup>   | n/a - no ASX "restricted securities"<br><br>Note that a number of voluntary escrow deeds have been entered into as summarised at section [6.5]   |
| 59. | <input type="checkbox"/> Copies of all restriction agreements entered into in relation to restricted securities  | n/a - no ASX "restricted securities"<br><br>See Tab 6 for copies of voluntary escrow deeds   |
| 60. | <input type="checkbox"/> Copies of all undertakings issued by any bank, recognised trustee or the provider of registry services to the entity  | n/a  |

### Entities with classified assets<sup>26</sup>

*All mining exploration entities, oil and gas exploration entities and any other entity that has acquired, or entered into an agreement to acquire a classified asset within 2 years of the date of this application, must give ASX the following information.*

- |     |   |     |
|-----|---|-----|
| 61. | <input type="checkbox"/> The name of the vendor and details of any relationship of the vendor with the entity   | n/a |
| 62. | <input type="checkbox"/> If the vendor was not the beneficial owner of the classified asset at the date of the acquisition or agreement, the name of the beneficial owner(s) and details of the relationship of the beneficial owner(s) to the entity | n/a |
| 63. | <input type="checkbox"/> The date that the vendor acquired the classified asset   | n/a |
| 64. | <input type="checkbox"/> The method by which the vendor acquired the classified asset, including whether by agreement, exercise of option or otherwise  | n/a |
| 65. | <input type="checkbox"/> The consideration passing directly or indirectly from the vendor (when the vendor acquired the asset), and whether the consideration has been provided in full   | n/a |

<sup>25</sup> An electronic copy of the ASX Restricted Securities Table is available from the ASX Compliance Downloads page on ASX's website.

<sup>26</sup> The term "classified asset" is defined in Listing Rule 19.12.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

- |     |   |     |
|-----|---|-----|
| 66. | <input type="checkbox"/> Full details of the classified asset, including any title particulars  | n/a |
| 67. | <input type="checkbox"/> The work done by or on behalf of the vendor in developing the classified asset. In the case of a mining tenement or a petroleum tenement, this includes prospecting in relation to the tenement. If money has been spent by the vendor, state the amount (verification of which may be required by ASX)      | n/a |
| 68. | <input type="checkbox"/> The date that the entity acquired the classified asset from the vendor, the consideration passing directly or indirectly to the vendor, and whether that consideration has been provided in full, including confirmation of whether the entity has complied with listing rule 1.1 condition 10 if applicable | n/a |
| 69. | <input type="checkbox"/> A breakdown of the consideration, showing how it was calculated, and whether any experts' reports were commissioned or considered (and if so, with copies attached)  | n/a |

#### Mining exploration entities and oil and gas exploration entities

- |     |   |     |
|-----|---|-----|
| 70. | <input type="checkbox"/> The name of the vendor and details of any relationship of the vendor with the entity   | n/a |
| 71. | <input type="checkbox"/> A map or maps of the mining tenements or petroleum tenements prepared by a competent person or a qualified petroleum reserves and resources evaluator. The map(s) must:<br>(a) indicate the geology and other pertinent features of the tenements, including their extent and location in relation to a capital city or major town, and relative to any nearby properties which have a significant bearing on the potential of the tenements;<br>(b) be dated; and<br>(c) identify the competent person or the qualified petroleum reserves and resources evaluator and the report to which they relate  | n/a |
| 72. | <input type="checkbox"/> A schedule of mining tenements or petroleum tenements prepared by a competent person or qualified petroleum reserves and resources evaluator. The schedule must state in relation to each mining tenement or petroleum tenement:<br>(a) the geographical area where the mining tenement or petroleum tenement is situated;<br>(b) the nature of the title to the mining tenement or petroleum tenement;<br>(c) whether the title has been formally confirmed or approved and, if not, whether an application for confirmation or approval is pending and whether the application is subject to challenge; and<br>(d) the person in whose name the title to the mining tenement or petroleum tenement is currently held | n/a |

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

- |     |  |     |
|-----|--|-----|
| 73. | <input type="checkbox"/> If the entity has acquired an interest or entered into an agreement to acquire an interest in a mining tenement or a petroleum tenement from any person, a statement detailing the date of the acquisition of the interest from the vendor and the purchase price paid and all other consideration (whether legally enforceable or not) passing (directly or indirectly) to the vendor                                    | n/a |
| 74. | <input type="checkbox"/> A financial statement by the directors (if a trust, the directors of the responsible entity) setting out a program of expenditure together with a timetable for completion of an exploration program in respect of each mining tenement and petroleum tenement or, where appropriate, each group of tenements   | n/a |
| 75. | <input type="checkbox"/> A declaration of conformity or otherwise with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves appended to the listing rules, for any public reports on exploration results, mineral resources and ore reserves and a declaration of conformity or otherwise with the SPE PRMS for any public reports on petroleum reserves, contingent resources and prospective resources | n/a |

#### Entities incorporated or established outside of Australia

- |     |  |     |
|-----|--|-----|
| 76. | <input type="checkbox"/> Evidence that the entity is registered as a foreign company in Australia  | n/a |
| 77. | <input type="checkbox"/> Confirmation that the entity's Prospectus, Product Disclosure Statement or Information Memorandum includes a clear statement of its place of incorporation or registration and a statement to the effect that:<br>"As [ <i>name of entity</i> ] is not established in Australia, its general corporate activities (apart from any offering of securities in Australia) are not regulated by the Corporations Act 2001 of the Commonwealth of Australia or by the Australian Securities and Investments Commission but instead are regulated by [ <i>insert name of governing legislation</i> ] and [ <i>insert name of corporate regulator administering that legislation</i> ]." | n/a |

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

- |     |  |     |
|-----|--|-----|
| 78. | <input type="checkbox"/> A concise summary <sup>27</sup> of the rights and obligations of security holders under the law of its home jurisdiction covering: <ul style="list-style-type: none"><li>• what types of transactions require security holder approval;</li><li>• whether security holders have a right to request or requisition a meeting of security holders;</li><li>• whether security holders have a right to appoint proxies to attend and vote at meetings on their behalf;</li><li>• how changes in the rights attaching to securities are regulated;</li><li>• what rights do security holders have to seek relief for oppressive conduct;</li><li>• what rights do security holders have to bring or intervene in legal proceedings on behalf of the entity; and</li><li>• whether there is any equivalent to the "two strikes" rule in relation to remuneration reports in Part 2G.2 Division 9 of the Corporations Act</li></ul> | n/a |
| 79. | <input type="checkbox"/> A concise summary <sup>28</sup> of how the disclosure of substantial holdings and takeovers are regulated under the law of its home jurisdiction  | n/a |

### Further documents to be provided before admission to the official list

Please note that in addition to the information and documents mentioned above, all entities will be required to provide the following before their admission to the official list and the quotation of their securities commences:

- A statement setting out the names of the 20 largest holders in each class of securities to be quoted, and the number and percentage of each class of securities held by those holders;  
[to be provided following issue of Shares as part of pre-quotation disclosure]
- A distribution schedule of each class of equity securities to be quoted, setting out the number of holders in the categories:
  - 1 - 1,000
  - 1,001 - 5,000
  - 5,001 - 10,000
  - 10,001 - 100,000
  - 100,001 and over  
[to be provided following issue of Shares as part of pre-quotation disclosure]
- The number of holders of a parcel of securities (excluding restricted securities) with a value of more than \$2,000, based on the issue/sale price; and  
[to be provided following issue of Shares as part of pre-quotation disclosure]

<sup>27</sup> The concise summary is not intended to be a legal treatise on the laws of the entity's home jurisdiction or a detailed comparative analysis of those laws with the laws of Australia. For those matters where the entity's home jurisdiction has broadly comparable laws to Australia, a statement to that effect will generally suffice.

<sup>28</sup> See note 27 above.

- Any other information that ASX may require under listing rule 1.17.<sup>29</sup>  
[to be provided at the request of ASX]

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<sup>29</sup> Among other things, this information may include evidence (such as copies of the entity's share register, bank statements, application forms and cheques) to demonstrate compliance with the minimum spread requirements in listing rule 1 condition 7.