

## Appendix 2A

### Application for quotation of +securities

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

If you are an entity incorporated outside Australia and you are seeking quotation of a new class of +securities other than CDIs, you will need to obtain and provide an International Securities Identification Number (ISIN) for that class. Further information on the requirement for the notification of an ISIN is available from the Create Online Forms page. ASX is unable to create the new ISIN for non-Australian issuers.

\*Denotes minimum information required for first lodgement of this form, with exceptions provided in specific notes for certain questions. The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.

#### Part 1 – Entity and announcement details

Question no	Question	Answer
1.1	*Name of entity We (the entity here named) apply for +quotation of the following +securities and agree to the matters set out in Appendix 2A of the ASX Listing Rules. <sup>1</sup>	Auswide Bank Ltd
1.2	*Registration type and number <i>Please supply your ABN, ARSN, ARBN, ACN or another registration type and number (if you supply another registration type, please specify both the type of registration and the registration number).</i>	ABN 40 087 652 060
1.3	*ASX issuer code	ABA
1.4	*This announcement is <i>Tick whichever is applicable.</i>	<input checked="" type="checkbox"/> A new announcement <input type="checkbox"/> An update/amendment to a previous announcement <input type="checkbox"/> A cancellation of a previous announcement
1.4a	*Reason for update <i>Mandatory only if "Update" ticked in Q1.4 above. A reason must be provided for an update.</i>	N/A
1.4b	*Date of previous announcement to this update <i>Mandatory only if "Update" ticked in Q1.4 above.</i>	N/A
1.4c	*Reason for cancellation <i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i>	N/A
1.4d	*Date of previous announcement to this cancellation <i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i>	N/A

<sup>1</sup> Appendix 2A of the Listing Rules includes a warranty that an offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or 1012C(6) of the Corporations Act. If the securities to be quoted have been issued by way of a pro rata offer, to give this warranty, you will generally need to have lodged a cleansing notice with ASX under section 708AA(2)(f) or 1012DAA(2)(f) of the Corporations Act within 24 hours before the securities are offered (see ASIC Regulatory Guide 189 *Disclosure relief for rights issues*). If in doubt, please consult your legal adviser.

1.5	*Date of this announcement	05 November 2020
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## Part 2 – Type of issue

Question No.	Question	Answer
2.1	<p>*The +securities to be quoted are:</p> <p><i>Select whichever item is applicable.</i></p> <p><i>If you wish to apply for quotation of different types of issues of securities, please complete a separate Appendix 2A for each type of issue.</i></p>	<p><input type="checkbox"/> Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B</p> <p><input type="checkbox"/> Being issued under a +dividend or distribution plan</p> <p><input type="checkbox"/> Being issued as a result of options being exercised or other +convertible securities being converted</p> <p><input type="checkbox"/> Unquoted partly paid +securities that have been paid up and are now quoted fully paid +securities</p> <p><input type="checkbox"/> +Restricted securities where the escrow period has expired or is about to expire</p> <p><input type="checkbox"/> +Securities previously issued under an +employee incentive scheme where the restrictions on transfer have ceased or are about to cease</p> <p><input checked="" type="checkbox"/> +Securities issued under an +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer</p> <p><input type="checkbox"/> Other</p>
2.2a.1	<p>*Date of Appendix 3B notifying the market of the proposed issue of +securities for which quotation is now being sought</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B"</i></p>	N/A
2.2a.2	<p>*Are there any further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B?</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B".</i></p>	N/A

2.2a.2.1	<p>*Please provide details of the further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.2a.2 is "Yes".</i></p> <p><i>Please provide details of the proposed dates and number of securities for the further issues. This may be the case, for example, if the Appendix 3B related to an accelerated pro rata offer with an institutional component being quoted on one date and a retail component being quoted on a later date.</i></p>	N/A
2.2b.1	<p>*Date of Appendix 3A.1 lodged with ASX in relation to the underlying +dividend or distribution</p> <p><i>Answer this question if your response to Q2.1 is "Being issued under a dividend or distribution plan".</i></p>	N/A
2.2b.2	<p>*Does the +dividend or distribution plan meet the requirement of listing rule 7.2 exception 4 that it does not impose a limit on participation?</p> <p><i>Answer this question if your response to Q2.1 is "Being issued under a dividend or distribution plan".</i></p> <p><i>Note: Exception 4 only applies where security holders are able to elect to receive all of their dividend or distribution as securities. For example, Exception 4 would not apply in the following circumstances: 1) The entity has specified a dollar limit on the level of participation e.g. security holders can only participate to a maximum value of \$x in respect of their entitlement, or 2) The entity has specified a maximum number of securities that can participate in the plan e.g. security holders can only receive securities in lieu of dividend payable for x number of securities.</i></p>	N/A
2.2c.1	<p>Please state the number and type of options that were exercised or other +convertible securities that were converted (including their ASX security code)</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as a result of options being exercised or other convertible securities being converted".</i></p>	N/A
2.2c.2	<p>And the date the options were exercised or other +convertible securities were converted</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as a result of options being exercised or other convertible securities being converted".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the options was exercised or convertible securities was converted.</i></p>	N/A
2.2d.1	<p>Please state the number and type of partly paid +securities (including their ASX security code) that were fully paid up</p> <p><i>Answer this question if your response to Q2.1 is "Unquoted partly paid securities that have been paid up and are now quoted fully paid securities".</i></p>	N/A

2.2d.2	<p>And the date the +securities were fully paid up</p> <p><i>Answer this question if your response to Q2.1 is "Unquoted partly paid securities that have been paid up and are now quoted fully paid securities".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the securities was fully paid up.</i></p>	N/A
2.2e.1	<p>Please state the number and type of +restricted securities (including their ASX security code) where the escrow period has expired or is about to expire</p> <p><i>Answer this question if your response to Q2.1 is "Restricted securities where the escrow period has expired or is about to expire".</i></p>	N/A
2.2e.2	<p>And the date the escrow restrictions have ceased or will cease</p> <p><i>Answer this question if your response to Q2.1 is "Restricted securities where the escrow period has expired or is about to expire".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the escrow restrictions has ceased or will cease.</i></p>	N/A
2.2f.1	<p>Please state the number and type of +securities (including their ASX security code) previously issued under the +employee incentive scheme where the restrictions on transfer have ceased or are about to cease</p> <p><i>Answer this question if your response to Q2.1 is "Securities previously issued under an employee incentive scheme where the restrictions on transfer have ceased or are about to cease".</i></p>	N/A
2.2f.2	<p>And the date the restrictions on transfer have ceased or will cease:</p> <p><i>Answer this question if your response to Q2.1 is "Securities previously issued under an employee incentive scheme where the restrictions on transfer have ceased or are about to cease".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the restrictions on transfer has ceased or will cease.</i></p>	N/A
2.2g.1	<p>Please state the number and type of +securities (including their ASX security code) issued under an +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".</i></p>	144,641 ORD SHARES in Auswide Bank Ltd (ASX: ABA) under the Auswide Bank Staff Share Plan.

2.2g.2	<p>*Please attach a document or provide details of a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms.</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".</i></p>	Auswide Bank Staff Share Plan attached.												
2.2g.3	<p>*Are any of these +securities being issued to +key management personnel (KMP) or an +associate</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".</i></p>	Yes												
2.2g.3.a	<p>*Provide details of the recipients and the number of +securities issued to each of them.</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer" and your response to Q2.2g.3 is "Yes". Repeat the detail in the table below for each KMP involved in the issue. If the securities are being issued to the KMP, repeat the name of the KMP or insert "Same" in "Name of registered holder". If the securities are being issued to an associate of a KMP, insert the name of the associate in "Name of registered holder".</i></p> <table border="1"> <thead> <tr> <th>Name of KMP</th><th>Name of registered holder</th><th>Number of +securities</th></tr> </thead> <tbody> <tr> <td>William Schafer</td><td>William Schafer</td><td>20,000</td></tr> <tr> <td>Craig Lonergan</td><td>Craig Lonergan</td><td>12,765</td></tr> <tr> <td>Gayle Job</td><td>Gayle Job</td><td>10,000</td></tr> </tbody> </table>		Name of KMP	Name of registered holder	Number of +securities	William Schafer	William Schafer	20,000	Craig Lonergan	Craig Lonergan	12,765	Gayle Job	Gayle Job	10,000
Name of KMP	Name of registered holder	Number of +securities												
William Schafer	William Schafer	20,000												
Craig Lonergan	Craig Lonergan	12,765												
Gayle Job	Gayle Job	10,000												
2.2h.1	<p>*The purpose(s) for which the entity is issuing the +securities is:</p> <p><i>Answer this question if your response to Q2.1 is "Other".</i></p> <p><i>You may select one or more of the items in the list.</i></p>	<p><input type="checkbox"/> To raise additional working capital</p> <p><input type="checkbox"/> To fund the retirement of debt</p> <p><input type="checkbox"/> To pay for the acquisition of an asset [provide details below]</p> <p><input type="checkbox"/> To pay for services rendered [provide details below]</p> <p><input type="checkbox"/> Other [provide details below]</p> <p><i>Additional details:</i></p>												
2.2h.2	<p>*Please provide any further information needed to understand the circumstances in which you are applying to have these +securities quoted on ASX, including (if applicable) why the issue of the +securities has not been previously announced to the market in an Appendix 3B</p> <p><i>You must answer this question if your response to Q2.1 is "Other". If there is no other information to provide, please answer "Not applicable" or "N/A".</i></p>	N/A												

2.2i	*Are these +securities being offered under a +disclosure document or +PDS? <i>Answer this question if your response to Q2.1 is any option other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B".</i>	No
2.2i.1	*Date of +disclosure document or +PDS? <i>Answer this question if your response to Q2.1 is any option other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.2i is "Yes".</i> <i>Under the Corporations Act, the entity must apply for quotation of the securities within 7 days of the date of the disclosure document or PDS.</i>	N/A
2.3	*The +securities to be quoted are: <i>Tick whichever is applicable</i>	<input checked="" type="checkbox"/> Additional +securities in a class that is already quoted on ASX ("existing class") <input type="checkbox"/> New +securities in a class that is not yet quoted on ASX ("new class")

### Part 3A – number and type of +securities to be quoted (existing class or new class) where issue has previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.3 is "existing class" or "new class".

Question No.	Question	Answer
3A.1	*ASX security code & description	N/A
3A.2	*Number of +securities to be quoted	N/A

### Part 3B – number and type of +securities to be quoted (existing class) where issue has not previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is anything other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.3 is "existing class".

Question No.	Question	Answer
3B.1	*ASX security code & description	ABA: ORDINARY FULLY PAID
3B.2	*Number of +securities to be quoted	144,641
3B.3a	*Will the +securities to be quoted rank equally in all respects from their issue date with the existing issued +securities in that class?	Yes
3B.3b	*Is the actual date from which the +securities will rank equally (non-ranking end date) known? <i>Answer this question if your response to Q3B.3a is "No".</i>	N/A
3B.3c	*Provide the actual non-ranking end date <i>Answer this question if your response to Q3B.3a is "No" and your response to Q3B.3b is "Yes".</i>	N/A

3B.3d	*Provide the estimated non-ranking end period <i>Answer this question if your response to Q3B.3a is "No" and your response to Q3B.3b is "No".</i>	N/A
3B.3e	*Please state the extent to which the +securities do not rank equally: <ul style="list-style-type: none"> <li>• in relation to the next dividend, distribution or interest payment; or</li> <li>• for any other reason</li> </ul> <i>Answer this question if your response to Q3B.3a is "No".</i> <i>For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.</i>	N/A

### Part 3C – number and type of +securities to be quoted (new class) where issue has not previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is anything other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.3 is "new class".

Question No.	Question	Answer
3C.1	*Security description	
3C.2	*Security type <i>Select one item from the list that best describes the securities the subject of this form. This will determine more detailed questions to be asked about the security later in this section. Select "ordinary fully or partly paid shares/units" for stapled securities or CDIs. For interest rate securities, please select the appropriate choice from either "Convertible debt securities" or "Non-convertible debt securities". Select "Other" for performance shares/units and performance options/rights or if the selections available in the list do not appropriately describe the security being issued.</i>	<input type="checkbox"/> Ordinary fully or partly paid shares/units <input type="checkbox"/> Options <input type="checkbox"/> +Convertible debt securities <input type="checkbox"/> Non-convertible +debt securities <input type="checkbox"/> Redeemable preference shares/units <input type="checkbox"/> Other
3C.3	ISIN code <i>Answer this question if you are an entity incorporated outside Australia and you are seeking quotation of a new class of securities other than CDIs. See also the note at the top of this form.</i>	
3C.4	*Number of +securities to be quoted	
3C.5a	*Will all the +securities issued in this class rank equally in all respects from the issue date?	Yes or No
3C.5b	*Is the actual date from which the +securities will rank equally (non-ranking end date) known? <i>Answer this question if your response to Q3C.5a is "No".</i>	Yes or No
3C.5c	*Provide the actual non-ranking end date <i>Answer this question if your response to Q3C.5a is "No" and your response to Q3C.5b is "Yes".</i>	

3C.5d	<p>*Provide the estimated non-ranking end period</p> <p><i>Answer this question if your response to Q3C.5a is "No" and your response to Q3C.5b is "No".</i></p>																			
3C.5e	<p>*Please state the extent to which the +securities do not rank equally:</p> <ul style="list-style-type: none"> <li>• in relation to the next dividend, distribution or interest payment; or</li> <li>• for any other reason</li> </ul> <p><i>Answer this question if your response to Q3C.5a is "No".</i></p> <p><i>For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.</i></p>																			
3C.6	<p>Please attach a document or provide a URL link for a document lodged with ASX setting out the material terms of the +securities to be quoted</p> <p><i>You may cross-reference a disclosure document, PDS, information memorandum, investor presentation or other announcement with this information provided it has been released to the ASX Market Announcements Platform.</i></p>																			
3C.7	<p>*Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?</p> <p><i>Answer this question only if you are an ASX Listing. (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question).</i></p> <p><i>If your response is "No" and the securities have any unusual terms, you should approach ASX as soon as possible for confirmation under listing rule 6.1 that the terms are appropriate and equitable.</i></p>	Yes or No																		
3C.8	<p>*Provide a distribution schedule for the new +securities according to the categories set out in the left hand column – including the number of recipients and the total percentage of the new +securities held by the recipients in each category.</p> <table border="1"> <thead> <tr> <th>Number of +securities held</th><th>Number of holders</th><th>Total percentage of +securities held</th></tr> </thead> <tbody> <tr> <td>1 – 1,000</td><td></td><td></td></tr> <tr> <td>1,001 – 5,000</td><td></td><td></td></tr> <tr> <td>5,001 – 10,000</td><td></td><td></td></tr> <tr> <td>10,001 – 100,000</td><td></td><td></td></tr> <tr> <td>100,001 and over</td><td></td><td></td></tr> </tbody> </table> <p><i>Answer this question only if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question) and the securities to be quoted have already been issued.</i></p> <p><i>Note: if the securities to be quoted have not yet been issued, under listing rule 3.10.5, you will need to provide to ASX a list of the 20 largest recipients of the new +securities, and the number and percentage of the new +securities received by each of those recipients, and a distribution schedule for the securities when they are issued.</i></p>	Number of +securities held	Number of holders	Total percentage of +securities held	1 – 1,000			1,001 – 5,000			5,001 – 10,000			10,001 – 100,000			100,001 and over			
Number of +securities held	Number of holders	Total percentage of +securities held																		
1 – 1,000																				
1,001 – 5,000																				
5,001 – 10,000																				
10,001 – 100,000																				
100,001 and over																				



3C.9a	<b>Ordinary fully or partly paid shares/units details</b> <i>Answer the questions in this section if you selected this security type in your response to Question 3C.2.</i>	
	<b>*+Security currency</b> <i>This is the currency in which the face amount of an issue is denominated. It will also typically be the currency in which distributions are declared.</i>	
	<b>*Will there be CDIs issued over the +securities?</b>	Yes or No
	<b>*CDI ratio</b> <i>Answer this question if you answered "Yes" to the previous question. This is the ratio at which CDIs can be transmuted into the underlying security (e.g. 4:1 means 4 CDIs represent 1 underlying security whereas 1:4 means 1 CDI represents 4 underlying securities).</i>	X:Y
	<b>*Is it a partly paid class of +security?</b>	Yes or No
	<b>*Paid up amount: unpaid amount</b> <i>Answer this question if answered "Yes" to the previous question.</i> <i>The paid up amount represents the amount of application money and/or calls which have been paid on any security considered 'partly paid'</i> <i>The unpaid amount represents the unpaid or yet to be called amount on any security considered 'partly paid'.</i> <i>The amounts should be provided per the security currency (e.g. if the security currency is AUD, then the paid up and unpaid amount per security in AUD).</i>	X:Y
	<b>*Is it a stapled +security?</b> <i>This is a security class that comprises a number of ordinary shares and/or ordinary units issued by separate entities that are stapled together for the purposes of trading.</i>	Yes or No
3C.9b	<b>Option details</b> <i>Answer the questions in this section if you selected this security type in your response to Question 3C.2.</i>	
	<b>*+Security currency</b> <i>This is the currency in which the exercise price is payable.</i>	
	<b>*Exercise price</b> <i>The price at which each option can be exercised and convert into the underlying security.</i> <i>The exercise price should be provided per the security currency (i.e. if the security currency is AUD, the exercise price should be expressed in AUD).</i>	
	<b>*Expiry date</b> <i>The date on which the options expire or terminate.</i>	
	<b>*Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if an option is exercised</b> <i>For example, if the option can be exercised to receive one fully paid ordinary share with ASX security code ABC, please insert "One fully paid ordinary share (ASX:ABC)".</i>	

3C.9c	<b>Details of non-convertible +debt securities, +convertible debt securities, or redeemable preference shares/units</b> <i>Answer the questions in this section if you selected one of these security types in your response to Question 3C.2.</i> <i>Refer to Guidance Note 34 and the “Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities” for further information on certain terms used in this section</i>	
	<b>*Type of +security</b> <i>Select one item from the list</i>	<input type="checkbox"/> Simple corporate bond <input type="checkbox"/> Non-convertible note or bond <input type="checkbox"/> Convertible note or bond <input type="checkbox"/> Preference share/unit <input type="checkbox"/> Capital note <input type="checkbox"/> Hybrid security <input type="checkbox"/> Other
	<b>*+Security currency</b> <i>This is the currency in which the face value of the security is denominated. It will also typically be the currency in which interest or distributions are paid.</i>	
	<b>Face value</b> <i>This is the principal amount of each security.</i> <i>The face value should be provided per the security currency (i.e. if security currency is AUD, then the face value per security in AUD).</i>	
	<b>*Interest rate type</b> <i>Select one item from the list</i> <i>Select the appropriate interest rate type per the terms of the security. Definitions for each type are provided in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities</i>	<input type="checkbox"/> Fixed rate <input type="checkbox"/> Floating rate <input type="checkbox"/> Indexed rate <input type="checkbox"/> Variable rate <input type="checkbox"/> Zero coupon/no interest <input type="checkbox"/> Other
	<b>Frequency of coupon/interest payments per year</b> <i>Select one item from the list.</i>	<input type="checkbox"/> Monthly <input type="checkbox"/> Quarterly <input type="checkbox"/> Semi-annual <input type="checkbox"/> Annual <input type="checkbox"/> No coupon/interest payments <input type="checkbox"/> Other
	<b>First interest payment date</b> <i>A response is not required if you have selected “No coupon/interest payments” in response to the question above on the frequency of coupon/interest payments</i>	
	<b>Interest rate per annum</b> <i>Answer this question if the interest rate type is fixed.</i>	% p.a.
	<b>*Is the interest rate per annum estimated at this time?</b> <i>Answer this question if the interest rate type is fixed.</i>	Yes or No
	<b>If the interest rate per annum is estimated, then what is the date for this information to be announced to the market (if known)</b> <i>Answer this question if the interest rate type is fixed and your response to the previous question is “Yes”.</i> <i>Answer “Unknown” if the date is not known at this time.</i>	

	<p>*Does the interest rate include a reference rate, base rate or market rate (e.g. BBSW or CPI)?</p> <p><i>Answer this question if the interest rate type is floating or indexed.</i></p>	Yes or No
	<p>*What is the reference rate, base rate or market rate?</p> <p><i>Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".</i></p>	
	<p>*Does the interest rate include a margin above the reference rate, base rate or market rate?</p> <p><i>Answer this question if the interest rate type is floating or indexed.</i></p>	Yes or No
	<p>*What is the margin above the reference rate, base rate or market rate (expressed as a percent per annum)</p> <p><i>Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".</i></p>	% p.a.
	<p>*S128F of the Income Tax Assessment Act status applicable to the +security</p> <p><i>Select one item from the list</i></p> <p><i>For financial products which are likely to give rise to a payment to which s128F of the Income Tax Assessment Act applies, ASX requests issuers to confirm the s128F status of the security:</i></p> <ul style="list-style-type: none"> <li>• "s128F exempt" means interest payments are not taxable to non-residents;</li> <li>• "Not s128F exempt" means interest payments are taxable to non-residents;</li> <li>• "s128F exemption status unknown" means the issuer is unable to advise the status;</li> <li>• "Not applicable" means s128F is not applicable to this security</li> </ul>	<input type="checkbox"/> s128F exempt <input type="checkbox"/> Not s128F exempt <input type="checkbox"/> s128F exemption status unknown <input type="checkbox"/> Not applicable
	<p>*Is the +security perpetual (i.e. no maturity date)?</p>	Yes or No
	<p>*Maturity date</p> <p><i>Answer this question if the security is not perpetual</i></p>	

	<p>*Select other features applicable to the +security</p> <p><i>Up to 4 features can be selected. Further information is available in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities.</i></p>	<input type="checkbox"/> Simple <input type="checkbox"/> Subordinated <input type="checkbox"/> Secured <input type="checkbox"/> Converting <input type="checkbox"/> Convertible <input type="checkbox"/> Transformable <input type="checkbox"/> Exchangeable <input type="checkbox"/> Cumulative <input type="checkbox"/> Non-Cumulative <input type="checkbox"/> Redeemable <input type="checkbox"/> Extendable <input type="checkbox"/> Reset <input type="checkbox"/> Step-Down <input type="checkbox"/> Step-Up <input type="checkbox"/> Stapled <input type="checkbox"/> None of the above
	<p>*Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?</p>	Yes or No
	<p>*If yes, what is the first trigger date</p> <p><i>Answer this question if your response to the previous question is "Yes".</i></p>	
	<p>Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if the +securities to be quoted are converted, transformed or exchanged</p> <p><i>Answer this question if the security features include "converting", "convertible", "transformable" or "exchangeable".</i></p> <p><i>For example, if the security can be converted into 1,000 fully paid ordinary shares with ASX security code ABC, please insert "1,000 fully paid ordinary shares (ASX:ABC)".</i></p>	

## Part 4 – Issue details

Question No.	Question	Answer
4.1	*Have the +securities to be quoted been issued yet?	Yes
4.1a	*What was their date of issue? <i>Answer this question if your response to Q4.1 is "Yes".</i>	02 November 2020
4.1b	*What is their proposed date of issue? <i>Answer this question if your response to Q4.1 is "No".</i>	
4.2	*Are the +securities to be quoted being issued for a cash consideration? <i>If the securities are being issued for nil cash consideration, answer this question "No".</i>	Yes

4.2a	*In what currency is the cash consideration being paid <i>For example, if the consideration is being paid in Australian Dollars, state AUD. Answer this question if your response to Q4.2 is "Yes".</i>	AUD
4.2b	*What is the issue price per +security <i>Answer this question if your response to Q4.2 is "Yes" and by reference to the issue currency provided in your response to Q4.2a. Note: you cannot enter a nil amount here. If the securities are being issued for nil cash consideration, answer Q4.2 as "No" and complete Q4.2c and Q4.2d.</i>	\$4.51
4.2c	Please describe the consideration being provided for the +securities to be quoted <i>Answer this question if your response to Q4.2 is "No".</i>	N/A
4.2d	Please provide an estimate (in AUD) of the value of the consideration being provided per +security for the +securities to be quoted <i>Answer this question if your response to Q4.2 is "No".</i>	N/A
4.3	Any other information the entity wishes to provide about the issue	N/A

## Part 5 – Issued capital following quotation

<p>Following the quotation of the +securities the subject of this application, the issued capital of the entity will comprise:</p> <p><i>Note: the figures provided in the tables in sections 5.1 and 5.2 below are used to calculate the total market capitalisation of the entity published by ASX from time to time. Please make sure you include in the relevant table each class of securities issued by the entity.</i></p> <p><i>If you have quoted CHESS Depository Interests (CDIs) issued over your securities, include them in the table in section 5.1 and include in the table in section 5.2 any securities that do not have CDIs issued over them (and therefore are not quoted on ASX).</i></p> <p><i>Restricted securities should only be included in the table in section 5.1 if you are applying to have them quoted because the escrow period for the securities has expired or is about to expire. Otherwise include them in the table in section 5.2.</i></p>									
5.1	<p><b>*Quoted +securities</b> (total number of each +class of +securities quoted on ASX following the +quotation of the +securities the subject of this application)</p> <table border="1"> <thead> <tr> <th>ASX security code and description</th><th>Total number of +securities on issue</th></tr> </thead> <tbody> <tr> <td>ABA: ORDINARY FULLY PAID SHARES</td><td>42,716,729</td></tr> <tr> <td></td><td></td></tr> <tr> <td></td><td></td></tr> </tbody> </table>	ASX security code and description	Total number of +securities on issue	ABA: ORDINARY FULLY PAID SHARES	42,716,729				
ASX security code and description	Total number of +securities on issue								
ABA: ORDINARY FULLY PAID SHARES	42,716,729								

5.2	<b>*Unquoted +securities</b> (total number of each +class of +securities issued but not quoted on ASX):	
	ASX security code and description	Total number of +securities on issue
	ABA Performance Rights	138,479

## Part 6 – Other Listing Rule requirements

The questions in this Part should only be answered if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not need to complete this Part) and:

- your response to Q2.1 is “Being issued under a dividend/distribution plan” and the response to Q2.2b.2 is “No”; or
- your response to Q2.1 is “Other”.

Note that if your response to Q2.1 is “Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B”, it is assumed that you will have provided the information referred to in this Part in the Appendix 3B.

Question No.	Question	Answer
6.1	*Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?	N/A
6.1a	*Date of meeting or proposed meeting to approve the issue under listing rule 7.1 <i>Answer this question if the response to Q6.1 is “Yes”.</i>	N/A
6.1b	*Are any of the +securities being issued without +security holder approval using the entity’s 15% placement capacity under listing rule 7.1? <i>Answer this question if the response to Q6.1 is “No”.</i>	N/A
6.1b.1	*How many +securities are being issued without +security holder approval using the entity’s 15% placement capacity under listing rule 7.1? <i>Answer this question if the response to Q6.1 is “No” and the response to Q6.1b is “Yes”.</i> <i>Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue that number of securities.</i>	N/A
6.1c	*Are any of the +securities being issued without +security holder approval using the entity’s additional 10% placement capacity under listing rule 7.1A (if applicable)? <i>Answer this question if the response to Q6.1 is “No”.</i>	N/A

6.1c.1	<p>*How many +securities are being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?</p> <p><i>Answer this question if the response to Q6.1 is "No" and the response to Q6.1c is "Yes".</i></p> <p><i>Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure C to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1A to issue that number of securities.</i></p>	N/A
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Introduced 01/12/19, amended 31/01/20



# **Staff Share Plan**

## **Handbook**



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## The Staff Share Plan and You

This Auswide Bank Ltd (“Auswide”) Staff Share Plan (“Plan”) was originally approved by the members of Auswide in November 1992 and was subsequently amended in 2014. In accordance with clause 7 of the Plan (as amended), this variation includes minor amendments that have been made to comply with legislation and policy changes and has been approved by the Board of Directors of Auswide.

The Plan provides:

- ◆ an easy and simple way to become part owner of Auswide and share in its growth;
- ◆ the opportunity to become a shareholder without the normal costs of acquiring shares;
- ◆ the opportunity to pay only a 10% deposit and take a loan, at the discretion of the Board, for the balance of the purchase price;
- ◆ the choice of being able to repay the loan over three or five years;
- ◆ the convenience of loan repayments through deductions from your pay;
- ◆ immediate entitlement to all the benefits of being a shareholder of Auswide, including dividends; and
- ◆ the right to sell your shares after 12 months, provided that any outstanding loan monies are repaid.

## **A Summary of the Staff Share Plan Rules**

This is a summary of the Staff Share Plan Rules (“Rules”). This summary is subject to the details contained within the Rules.

### **Who is Eligible to participate in the Plan?**

Persons eligible to participate in the Plan include:

- I. Subject to the Rules, full-time and part-time employees of Auswide and any “Related Employer” (being any company, partnership or individual which provides administrative services to Auswide or operates an agency for Auswide) who are actively involved in the daily operations of Auswide’s business and who are invited by the Board (in the Board’s absolute discretion) to participate (“Participating Employee”).
- II. For executive directors, eligibility is subject to the ASX Listing Rules applicable at the time of the offer and includes complying with any requirement to obtain the approval of shareholders of Auswide.
- III. All Staff must be residents of Australia in either full-time or part-time employment and have completed 6 months continuous service with Auswide (or a Related Employer) or such shorter period of service as the Board may at their discretion permit.
- IV. Eligibility criteria may change from time to time, at the discretion of the Board, as a result of changes in laws, listing rules and strategies of Auswide.

### **How Many Shares May I Buy Under the Plan?**

From time to time the Board may make an invitation to you to participate. The number of shares that can be acquired will be advised in your letter of invitation.

The total number of shares that can be issued under the Plan is limited to 5% of the issued capital of Auswide and by the other terms and conditions of the Plan (see the Rules for further details).

## **What is the Price of the Shares?**

For each offer, the purchase price will be calculated as the greater of:

1. 90% of the average market price of the shares sold during the 10 trading days immediately preceding the week in which Auswide dispatches the invitation to acquire shares (if no sales have occurred during that time the average price over the last 5 sales); or
2. the par value of the shares.

## **How do I Pay for the Shares?**

You may pay for your shares by either:

1. Paying the purchase price in full on application; or
2. Paying 10% of the purchase price on application and applying for a loan from Auswide (for a maximum specified percentage of your salary) for a term of either 3 or 5 years for the balance of the purchase price. The duration of the loan is decided by you at the time you make an application to acquire shares.

## **Loan Terms**

### **What is the Loan?**

The loan is for the total purchase price of shares less 10%, which is payable on making an application to acquire shares.

### **What is the Period of the Loan?**

You may elect to repay the loan over 3 or 5 years.

### **What is the Interest Rate of the Loan?**

The Board will advise the terms of the loan when making the invitation to you. The Board will determine if a low rate of interest or no interest is payable.

### **How do I Repay the Loan?**

The loan is repaid by equal instalments from your salary by deduction, unless otherwise indicated by you on your application to acquire shares. On the issue or transfer of the shares you will be told the amount of these deductions.

### **Can I Repay the Loan Early?**

You can repay the loan together with interest (if any) at any time before the due date.

### **What Happens if I Leave Auswide Before the Loan is Repaid?**

Any money outstanding under the loan is repayable on leaving Auswide.

### **Can I Sell the Shares Before the End of the Loan?**

You cannot sell the shares for a period of 12 months from the date of the issue or transfer of shares to you unless you leave your current employment with Auswide or unless otherwise approved by the Board. Thereafter you can sell the shares as long as you repay the loan together with interest (if any) to Auswide prior to sale.

### **What Happens if I Default on Repayment of the Loan?**

Auswide will be entitled to sell your shares under the Plan to repay the loan. Auswide will also apply the proceeds of sale of the shares to meet any costs of sale. Any surplus will be paid to you. You will be liable for any shortfall.

### **What Happens to Dividends, Bonus Issues and the Like?**

You will receive all dividends, bonus issues and rights entitlements just the same as any other shareholder. You will also receive all reports and notices sent by Auswide to its shareholders. You are entitled to one vote per share only which is exercisable by you from the date of issue or transfer of the shares to you.

## **Taxation Aspects of the Plan**

### **What Taxes Will I Be Liable to Pay by being a Participating Employee in the Plan?**

#### **Capital Gains Tax**

The disposal of your shares may attract Capital Gains Tax. You would only be liable to pay this tax when you sell your shares. We suggest you seek advice from your accountant or tax agent in regard to this.

#### **Will my Dividends be Tax Free?**

Your dividends may be tax neutral if Auswide pays dividends out of tax paid funds (franked dividends) which is the intended policy. If dividends are not paid out of 'tax paid' funds you will not have any benefit of tax credits and will have an increased net tax liability.

#### **Disclaimer:**

As you may be liable for income tax Auswide recommends that you seek independent advice concerning your taxation position if you have any queries. Auswide accepts no responsibility for the taxation consequences of staff acquiring shares.

## **General Questions**

### **Who Administers the Plan for Auswide?**

The Plan will be administered by a Committee of the Board of Directors of Auswide and the Managing Director (except in relation to grants of shares under the Plan to the Managing Director). All matters concerning your shares are strictly confidential.

### **Can I Put the Shares in my Children's Names?**

As this is a plan set up for you, a Participating Employee of Auswide, the shares can only be registered in your name until they are fully paid for. Once they are fully paid, you can then transfer the shares.

### **When will I get my Dividends paid to me?**

Dividends when declared will be forwarded to you immediately. This will occur regardless of how much you still owe on any loan in respect of your shares. The Dividend Reinvestment Plan has currently been suspended.

### **How Often Can I take up More Shares in the Plan?**

Shares will be offered from time to time at the direction of the Board of Directors of Auswide.

### **When Can I Apply for Shares?**

Immediately following receipt of your letter of invitation and accompanying documents including the application form.

### **Do I have to join the Plan?**

No, the Plan is completely voluntary.

### **How Do I make Application for These Employee Shares?**

An application form will come with your letter of invitation; fill this in and return it to Auswide.

## **Trading Shares**

### **Shares**

Shares are like any other pieces of property and can be bought and sold. The price at which the shares are sold is known as the market price and will depend upon what price a buyer is prepared to pay for the shares and at what price a seller is prepared to sell.

Auswide's shares will be traded on the Australian Securities Exchange.

## **Shareholders**

When you buy shares you become a part owner of Auswide. If you accept the offer to acquire shares in Auswide you will become a part owner of Auswide as well as being a member of staff. As a part owner you are entitled to share in the profits of Auswide which may be distributed as dividends from time to time.

## **Dividends**

Dividends are a distribution of a part of the profits of a company to the company's owners. Auswide, like many companies, will seek to make two dividend payments a year – one in April and one in October. Dividends are usually expressed as a number of cents per share and will be paid directly into your Auswide Australia account. No guarantee can be given as to the payment of future dividends.

## **Bonus Issues**

From time to time Auswide may decide to distribute some of its financial reserves to shareholders by issuing new shares to existing shareholders at no cost. Bonus shares are issued in proportion to the number of shares held. For example, a one for ten bonus issue would mean that for every ten shares you held you would get one additional share – if you held 100 shares at the time of issue you would get 10 more shares at no cost.

If a bonus issue is made while you are a shareholder in Auswide the bonus shares will be issued to you in your name and you will receive a notification of issue of the new shares. This will apply even if you still owe Auswide money under the loan scheme. Bonus shares can be sold at any time. No guarantee can be given as to the future declaration of bonuses.

## **Rights Issue**

When a company (including Auswide) wants to raise extra money, for instance, to develop its business, it may approach its shareholders and offer them the right to buy new shares. The price of the new shares is usually less than the market value of the shares. This is called a rights issue. As a shareholder, you can choose whether to take up your entitlement to shares under a rights issue by paying the price for the shares or you may be able to sell your rights to the shares on the stock market. Rights issues are usually offered in proportion to the total number of shares just like a bonus issue.



## Sample Calculations

The calculations set out below are offered as an example only:

Assumption	Example
Share purchase price applicable to the Plan	1.00
Plan purchase price for every 1,000 shares	1,000.00
Deposit payable on application per 1,000 shares @10% per share	<u>100.00</u>
Balance owing per 1,000 shares	<u><u>900.00</u></u>
Loan available per 1,000 shares	900.00
Monthly repayments on 5 year loan per 1,000 shares	15.00
Monthly repayments on 3 year loan per 1,000 shares	25.00

The calculations above will only be accurate if the loan is interest free. The calculations are set out to give you an indication only of the cost of acquiring shares and the repayments under the loan scheme.

If you wish to buy more than 1,000 shares up to your full entitlement, the amounts under the headings 'deposit payable on application', 'balance owing', 'loan available' and 'monthly repayments' should all be multiplied by the number of 1,000's which you wish to buy, e.g. if you buy say 2,000 shares, multiply by 2.

# Auswide Bank Ltd

## Staff Share Plan Rules

### 1. Definitions

**Application Form** – means the form entitled “Staff Share Plan Application Form” (as amended from time to time) dispatched to Participating Employees who have been invited by the Board to participate in the Plan.

**ASX** – means ASX Limited or the market operated by ASX Limited as the context requires.

**Auswide** – means Auswide Bank Ltd ACN 087 652 060.

**Board** – means the Board of Directors of Auswide.

**Constitution** – means the Constitution of Auswide, as amended from time to time.

**Corporations Act** – means the *Corporations Act 2001* (Cth).

**Gross Income** – means the total remuneration derived by a Participating Employee from Auswide or any Related Employer.

**Letter of Invitation** – means the letter from the Board to Participating Employees advising the terms and conditions, in addition to these Rules, upon which Shares can be acquired under the Plan.

**Listing Rules** – means the official listing rules of ASX, except to the extent of any express waiver by ASX.

**Loan** – means a loan provided by Auswide to a Participating Employee on terms to be determined by the Board from time to time provided that the maximum amount to be provided at any time shall not be greater than 40% of the Participating Employee’s Gross Income.

**Participating Employees** – means, subject to these Rules, all full-time and part-time employees of Auswide and/or any employee of any Related Employer who is actively involved in the daily operations of Auswide’s business and who are invited by the Board to participate in the Plan.

**Plan** – means the Auswide Staff Share Plan.

**Purchase Price** – means the purchase price of Shares set out in the Letter of Invitation.

**Related Employer** – means any company, partnership or individual which provides administrative services to Auswide or operates an agency for Auswide.

**Rules** – means these Rules as amended from time to time.

**Security Interest** – means a mortgage, charge, pledge, lien or other encumbrance of any nature including a security interest within the meaning of the *Personal Properties and Securities Act 2009* (Cth) granted to any other person or entity other than Auswide.

**Shares** – means ordinary fully paid shares in the capital of Auswide which may be issued or transferred pursuant to the Plan.

**Trust** – means the Auswide Employee Incentive Scheme Plan Trust established by Auswide for the purposes, amongst other things, of facilitating the delivery of Shares to Participating Employees in accordance with the obligations of Auswide under the Plan.

**Trustee** – means the trustee from time to time of the Trust.

## 2. Purpose of the Plan

- 2.1. The purpose of making Shares available for purchase by Participating Employees pursuant to the Plan is to offer an incentive to Participating Employees to participate in ownership of Auswide and to support interdependence between Auswide and Participating Employees for their long-term benefit.

## 3. Participation in the Plan

- 3.1. To be eligible to participate in the Plan a person must (subject to these Rules):
- 3.1.1. Be either a full-time or part-time employee of Auswide, or an employee of any Related Employer;
  - 3.1.2. Be a resident of Australia;
  - 3.1.3. Have completed at least 6 months continuous service with Auswide (or a Related Employer) or such shorter periods of service as the Board may otherwise permit;
  - 3.1.4. Be actively involved in the daily operations of Auswide's business; and
  - 3.1.5. Be invited by the Board (in the Board's absolute discretion) to participate in the Plan.

- 3.2. For executive directors, eligibility is subject to the ASX Listing Rules, including complying with any requirement to obtain the approval of the shareholders of Auswide.
- 3.3. Participating Employees may acquire Shares in accordance with, and subject to, the terms and conditions of the Plan and these Rules. Participating Employees who acquire Shares are bound by these Rules and the Constitution in the same way as any other shareholder of Auswide.
- 3.4. In the case of the issue of new Shares only, Auswide may issue and allot fully paid Shares in Auswide such that the aggregate number of Shares issued under the Plan at any time shall not exceed 5% of the total number of shares then on issue in Auswide (further explained in clause 13.2).
- 3.5. Shares offered to Participating Employees in the initial offer of Shares by Auswide will be offered at the Purchase Price.
- 3.6. For each offer, Shares will be provided to Participating Employees in the Plan at the greater of:
  - 3.6.1. an amount equal to not less than 90% of the average weighted market price of the shares of Auswide sold on the 10 trading days immediately preceding the week in which Auswide dispatched the invitation to Participating Employees to acquire Shares (if no sales have occurred during that time the average price over the last 5 sales); and
  - 3.6.2. the par value of the Shares.

#### **4. Application for Shares**

- 4.1. Participating Employees may apply for any number of Shares up to the maximum advised by the Board in the Letter of Invitation. By submitting the Application Form, each Participating Employee is deemed to have agreed to be bound by the terms of the Letter of Invitation, Application Form, these Rules and the Constitution.
- 4.2. The maximum invitation to acquire Shares that can be made to a Participating Employee in respect of the initial offer of Shares under the Plan is, subject to clauses 3.4 and 13.2, 50,000 Shares.
- 4.3. An application to acquire Shares must be made within the timeframe set out in the Letter of Invitation.
- 4.4. An application to acquire Shares will not be accepted where a Participating Employee has given Auswide notice of his or her termination, or where Auswide has given the Participating Employee notice of his or her termination. The Board, may, in its absolute discretion, determine that a Participating Employee's Application Form, which would otherwise be

accepted, is not accepted. The Board's decision with respect to an application to acquire Shares, or any matter under these Rules, is final, binding and determinative.

## **5. Payment for Shares**

- 5.1. On making an application to acquire Shares, a Participating Employee must pay for the Shares by:
  - 5.1.1. Paying the Purchase Price in full at the time of returning the Application Form to Auswide;
  - 5.1.2. Paying 10% of the Purchase Price at the time of returning the Application Form and requesting a Loan from Auswide for up to the percentage of Gross Income specified in the Letter of Invitation, for a term of either 3 years or 5 years at the election of the Participating Employee, such election to be made at the time of returning the Application Form; or
  - 5.1.3. Paying by a combination of 5.1.1 and 5.1.2.
- 5.2. Any Loan provided by Auswide may be interest free or incur interest at the rate notified by the Board in the Letter of Invitation.
- 5.3. Any Loan including any interest payable may be repaid in full at any time before the due date. In all cases, the Loan and any interest must be repaid by the due date or earlier where a Participating Employee's employment is terminated.
- 5.4. Auswide will be entitled to hold as security any certificates or instruments of title to the Shares, as well as signed transfer forms, until repayment of the Loan including any interest payable is made in full. Thereafter, any such documents shall be sent to the Participating Employee.
- 5.5. Any Loan must be used for the sole purpose of acquiring Shares pursuant to the Plan.

## **6. Delivery of Shares**

- 6.1. On accepting an application to acquire Shares and receiving the Purchase Price in accordance with clause 5.1, Auswide must, in the absolute discretion of the Board, issue to the Participating Employee, or cause to be transferred or allocated to the Participating Employee, the number of Shares acquired by that Participating Employee, specified in the Application Form.
- 6.2. Subject to clause 7, all Shares issued or transferred to a Participating Employee under the Plan will rank *pari passu* in all respects with the Shares of the same class for the time being on issue.

- 6.3. If shares of the same class as Shares issued to a Participating Employee under the Plan are quoted on the ASX, Auswide will apply to the ASX as required by the Listing Rules for the Shares to be quoted.
- 6.4. The Board may determine that Auswide's obligation under clause 6.1 to issue or transfer Shares to the Participating Employee is instead to be read as an obligation to procure that the Trustee allocates that number of Shares held by the Trustee under the terms of the Trust to the Participating Employee or a legal personal representative of the Participating Employee.
- 6.5. If the Board makes a determination under clause 6.4, the Participating Employee or a legal personal representative of the Participating Employee will be entitled to receive all dividends and other payments and exercise any voting rights in respect of the Shares held in the Trust on their behalf and they will be entitled to have the Shares transferred to them on request (subject to Auswide's Share Trading Policy and any applicable laws).

## **7. Rights Attaching to Shares**

- 7.1. Shares acquired under the Plan will be 'ordinary' shares and will carry the same rights and obligations as the other fully paid shares of Auswide and dividends payable in respect of the Shares will be paid to the Participating Employee. However, there are restrictions on Shares acquired under the Plan that are not imposed on other ordinary shares. These restrictions are that a Participating Employee cannot dispose of, deal in, or grant a Security Interest over any interest in any Shares unless and until:
  - 7.1.1. a period of 12 months from the date of purchase has passed unless the Participating Employee leaves their current employment with Auswide, or unless otherwise approved by the Board in writing (in their absolute discretion); and
  - 7.1.2. the participating Employee repays any loan they may have with Auswide in respect of the Shares in full, together with any interest payable prior to the sale.
- 7.2. Auswide is entitled to make any arrangements it deems necessary to enforce the restrictions imposed by clause 7.1 and any other clause in these Rules. Without limiting the generality of this clause, Auswide may require an investor services organisation to note restrictions on Shares that restrict Participating Employees from disposing of, dealing in, or granting a Security Interest over Shares unless and until these Rules are complied with.
- 7.3. Participating Employees who have acquired Shares under the Plan will be entitled to participate in bonus share issues and in issues of shares of Auswide offered to shareholders generally.

## **8. Amendment of the Rules**

- 8.1. The terms and conditions of the Plan may not be amended without the approval of the shareholders of Auswide. Participating Employees and persons associated with them or any other person or company who may participate in the Plan shall have no entitlement to vote on any resolution to obtain such approval.
- 8.2. Where there are minor amendments to comply with legislative or policy changes the terms and conditions may be amended by resolution of the Board.
- 8.3. Unless introduced for the purpose of complying with legislation, the Listing Rules or the Constitution, any amendments to these Rules do not apply retrospectively to Shares already acquired by Participating Employees.

## **9. Recommendation to take Advice**

- 9.1. Any advice given by any person in connection with an offer to acquire Shares in accordance with the Plan is general advice only, and Participating Employees should consider obtaining their own financial product advice from an independent person which is licenced by ASIC to give such advice.

## **10. Miscellaneous**

- 10.1. Nothing in these Rules should be construed or understood by any person to:
  - 10.1.1. Confer on any person an expectation or promise to become eligible to be a Participating Employee;
  - 10.1.2. Confer on any person, a right to be invited to participate in the Plan;
  - 10.1.3. Confer on any person any right or understanding that increases or decreases an employee's expectations to continue as an employee;
  - 10.1.4. Confer any right or power to continue to be employed by Auswide; or
  - 10.1.5. Create or increase any employee's damages or rights with respect to an employment related action brought by an employee.
- 10.2. Each Participating Employee, in consideration of being accepted into the Plan:
  - 10.2.1. Irrevocably appoints Auswide (acting through the Board), and any person nominated from time to time by Auswide as an attorney of Auswide, severally, as the Participating Employee's attorney to

complete and execute any documents necessary to give effect to these Rules and the Plan; and

- 10.2.2. Covenants that the Participating Employee will ratify and confirm any act or thing done pursuant to the power set out above.

## **11. Governing Law**

- 11.1. The Plan is governed by the laws of Queensland and shall be construed in accordance with those laws.

## **12. Notices**

- 12.1. Any notice, certificate, consent or approval given by Auswide, the Board, or the Trustee to a Participating Employee is validly given, and deemed to be received by, and considered served on, them, if:
  - 12.1.1. Sent via ordinary post to the last address Auswide has on file for the Participating Employee or the Application Form. Service is deemed to be three business days from the time of sending;
  - 12.1.2. Delivered by hand to the Participating Employee. Service is deemed to be at the time of delivery; or
  - 12.1.3. Sent via electronic mail to the Participating Employee at the address indicated on the Application Form. Service is deemed to be at the time of sending.

## **13. Compliance with Corporations Act and Listing Rules**

- 13.1. Despite any other provision of these Rules or any term or condition of the participation of any Participant in the Plan, no Share may be issued to, or acquired by, a Participant or other person:
  - 13.1.1. if to do so would contravene the Corporations Act or the Listing Rules; or
  - 13.1.2. where compliance with any applicable law would, in the opinion of the Board, be unduly onerous.
- 13.2. Subject to clause 13.1, the Board must not issue a Letter of Invitation to acquire Shares by way of issue only, if the number of Shares the subject of the Letter of Invitation, when added to:
  - 13.2.1. the number of Shares which would be issued were each outstanding offer with respect to Shares, units of Shares and options to acquire unissued Shares, under an incentive scheme to be accepted or exercised; and



13.2.2. the number of Shares issued during the previous 5 years pursuant to an employee share plan, but disregarding any offer made, or option acquired or Share issued, by way of, or as a result of:

13.2.2.1. an offer to a person situated at the time of receipt of the offer outside Australia;

13.2.2.2. an offer that did not require disclosure to investors because of section 708 of the Corporations Act or was an excluded offer or invitation under the Corporations Law;

13.2.2.3. an offer that did not require the giving of a Product Disclosure Statement because of section 1012D of the Corporations Act; or

13.2.2.4. an offer made under a disclosure document (within the meaning of the Corporations Act) or Product Disclosure Statement,

would exceed 5% of the total number of issued Shares at the time of the offer to acquire Shares.

13.2.3. An offer to acquire Shares must not be made under this Plan to a Participating Employee if, immediately following the purchase, the Participating Employee would hold a legal or beneficial interest in more than 5% of the share capital of Auswide.

13.2.4. An offer to acquire Shares must not be made under this Plan to a Participating Employee if, immediately following the issue, the Participating Employee would be in a position to cast or control the casting of more than 5% of the maximum number of votes that might be cast at a general meeting of Auswide.