

CHAPTER 11

TRANSACTIONS WITH RELATED PARTIES

Chapter 11.
Transactions with Related Parties

**CHAPTER 11 - SCOPE OF CHAPTER
TRANSACTIONS WITH RELATED PARTIES**

In addition to the requirements of Chapter 2E of the *auditor, this **Chapter** requires any *acquisition of *securities under an *employee incentive scheme by *directors and others to be approved at a general meeting of *security holders of the *listee.

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APPROVAL REQUIRED TO ACQUIRE SECURITIES UNDER AN EMPLOYEE INCENTIVE SCHEME.

11.1.1. A *listee must not permit any of the following persons to *acquire *securities under an *employee incentive scheme without the approval of the *acquisition by holders of *ordinary securities in accordance with **Rule 11.1.2**:

- (a) A *director of the *listee.
- (b) An associate of a *director of the *listee.
- (c) A person whose relationship with the *listee or a person referred to in **Rules 11.1.1(a)** or **11.1.1(b)** is, in *APX's opinion, such that approval should be obtained.

11.1.2. An approval of an *acquisition by holders of *ordinary securities under **Rule 11.1.1** must satisfy the following requirements:

- (a) The approval must be by way of a special resolution passed by holders of *ordinary securities at a general meeting held no earlier than the last annual general meeting of the *listee..
- (b) The notice of meeting to grant the approval must:
 - (i) identify each of the persons referred to in **Rules 11.1.1(a), (b)** and/or **(c)** for whom the approval is required and describe their relationship to the *listee;
 - (ii) specify the maximum number of *securities that may be *acquired by all of the persons for whom the approval is required;
 - (iii) specify the price, or explain the basis for determining the price, for each *security to be *acquired.
- (c) None of the persons for whom the approval is required may vote on the resolution.

CLASSIFIED ASSETS

11.2 If a *listee *acquires a *classified asset from a person who falls within one of the following classes of people:

- (a) a *related party of the *listee;
- (b) a subsidiary of the *listee;
- (c) a person who has a relevant interest in more than ten per cent of the voting shares of the *listee;
- (d) an associate of a person referred to in **Rules 11.2(a), (b)** or **(c)**; or
- (e) a person whose relationship with the *listee or a person referred to in **Rules 11.2(a), (b)** or **(c)** above is, in *APX's opinion, such that this **Rule** should apply to that person,

then the consideration must be *restricted securities.

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This requirement does not apply if the consideration is reimbursement of expenditure incurred in developing the *classified asset.