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BSX Services Pty Ltd (t/a) BSX Tax Markets

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The Waterexchange Pty Ltd

ABN 19 084 332 132

Procedures for the maintenance of the conflicts of interest register

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1 INTRODUCTION

What is the purpose of these procedures?

The purpose of these procedures is to ensure that NSX and its employees conduct its business in relation to maintenance of the conflicts of interest register in accordance with:

- The Corporations Act 2001 (the Act);
- Conditions of the NSX Australian Markets Licence

What are your responsibilities?

These procedures are intended for all employees of NSX and are relevant to both permanent and temporary members of staff including consultant's advisers and contractors.

Nothing in these procedures permits you to do anything or omit to do anything that is not in accordance with Australian law, regulation or policy.

2 BACKGROUND

The key components to the procedures are:

- Declaration by new directors of their personal interests
- Declaration by existing directors of changes to their personal interests
- Changes to the register Spreadsheet

3 Declaration by new directors of their personal interests

New directors must declare their interest in

- Shares and positions held in NSX Listed Entities
- Shares and positions held in NSX Participating Organisations
- Shares and positions held with NSX Nominated Advisers
- Shares and positions held with suppliers of services to NSX. For example, legal and accounting firms.

Each new director signs the declaration “Declaration of Personal Interests” located at I:/board/documents.

If the declaration is not signed NSX staff are to take action to provide a copy to the relevant director of the declaration. If the declaration has not been signed or received by the next board meeting the NSX Board are to be informed.

4 Declaration of Changes to the Personal Interests Register

- At each Board meeting, the NSX General Manager circulates the current register of interests.
- Each Director is then ask for changes to the declaration and to declare changes to the board at that meeting.
- The General Manager records the declarations and passes tem to NSX staff to update the register after the board meeting.

5 Voting and Discussion at Board Meetings

- The relevant director is required to abstain from voting on matters concerning the topic of conflict.
- The affected director is to abstain from entering into or influencing the discussion on matters pertaining to the topic in conflict.
- If appropriate the board may ask the affected Director to leave the room while discussion or voting takes place.

Each director, on appoint, as part of their declaration has also declared that:

- I agree to comply with the provisions of section 195 of the Act, which restricts me as a director of a public company being present at meetings and considering and voting on resolutions on matters in which I have a material personal interest unless the directors who do not have a material personal interest approve in the circumstances set out in subsection 195(2) of the Act or ASIC gives its approval for me to be present and vote under a declaration or order.



6 Maintenance of the Conflicts of Interest Register

- The conflicts of interest register is an Excel spreadsheet stored on the NSX shared company drive.
- Location: I:/directors interests/spreadsheet of directors interests.xls
- A hardcopy of disclosures is filed in the main filing system under “Directors Interests Register”
- NSX Staff updates the register as new declarations are made.

The register contains the following information:

- The interests that I have in contracts or proposal with the NSX are;
- I give notice that I am an officer or member of the following corps and firms and must be regarded as interested in any contract with these corporations or firms. I have also set out the nature and extent of my interest;
- The offices & property that I hold where duties or interests might be created in conflict with my duties or interests as a Director of the NSX, and the nature, character and extent of the conflict are;
- For the purposes of section 191 of the ACT, I have the following material personal interest in a matter relating to the affairs of NSX as at the date of this disclosure;

