DEFINITIONS OF TERMS USED IN THE REQUIRED INFORMATION FORM

Some of the terms used in the Required Information Form have a particular meaning under the CSF legislation. Where this is the case, their meanings are explained below. Please note that, while we have done our best to accurately describe the meanings of each term, you should get your own advice about how they apply to the company, its personnel or its particular circumstances.

Who are the company's Directors and Senior Managers?
Before you decide who is a director or senior manager, please read the definition of each term below. These are the definitions that apply for the purposes of our checks, and for the purposes of the offer document content requirements.

Director
Each of the following is a director of the company:

(a) Anyone who has been appointed as a director of the company;
(b) Anyone who has been appointed as an alternate director;
(c) Anyone who acts in the position of a director (even if not appointed as a director); or
(d) Anyone with whose instructions or wishes the directors are accustomed to act.

Senior Manager
Each of the following is a senior manager of the company:

(a) Anyone who is not a director or secretary of the company but who makes, or participates in making, decisions that affect the whole, or a substantial part of, the business; and
(b) Anyone who is not a director or secretary of the company but who has the capacity to affect significantly the company's financial standing.

Who Controls your company and who are its Related Parties?
The concept of "control" and the concept of a "Related Party" are linked. To find out who are your company's "related parties, you need to first work out who "controls" your company, and who are "associates" of anyone who controls your company.

Associates
The following are "**associates**" of a person:

(a) (if the person is a company) the company's directors and secretaries
(b) (if the person is a company) the company's related bodies corporate, and the directors and secretaries of their related bodies corporate
(c) Anyone acting in concert with the person

Control

Your company is "**controlled**" by a person or company if that person or company has the capacity to determine the outcome of your company's decisions. When deciding whether a person or another company controls your company, you need to look at the practical influence that person or company has, not just the legal rights it has.

Related Party

The following are your company's related parties:

1. Any company that is a subsidiary of your company.

   A company is a **subsidiary** of your company if:

   (a) Your company holds more than half its issued shares; or
   (b) Your company controls the voting of more than half its voting shares; or
   (c) Your company controls the composition of its board.

2. Any company that is a holding company of your company.

   A company is a **holding company** of your company if:

   (a) It holds more than half of your company's issued shares; or
   (b) It controls the voting of more than half of your company's voting shares; or
   (c) It controls the composition of your company's board.

3. Any company that has the same holding company as your company.

   Note: Companies that fall within the above 3 categories are called "**Related Bodies Corporate**" of your company.

4. Any entity that is **controlled*** by the same person or company that controls your company

5. Any entity that is controlled by an **associate*** of a person or company that controls your company.

When is a company "Listed"?

A company is "listed" if it is included in the official list of a prescribed financial market operated in Australia (eg ASX or NSX).

When are you issuing a "credit facility"?

The circumstances in which someone issues a "credit facility" to another person or entity are set out in detail in Regulation 7.1.06 of the Regulations to the Corporations Act. In summary, they involve providing credit to another person or company by deferring a debt owed, or incurring a deferred debt. Please obtain specific advice if you think you or a related company might be using funds raised via a CSF offer to provide a credit facility.