

AUSTRALIAN BOND EXCHANGE HOLDINGS LIMITED
ACN 629 543 193
(Company)

CORPORATE GOVERNANCE STATEMENT

The Statement has been approved by the Board and is current as at 30 November 2021. The Statement details the Company's compliance with the fourth edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

Corporate Governance Council recommendation		Does the Company comply?	Explanation of compliance / non-compliance
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	<p>A listed entity should have and disclose a board charter setting out:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	Yes	<p>The business of the Company is managed under the direction of the board of directors of the Company (Board), which is responsible for the Company's corporate governance. The Board meets on a regular basis and is required to discuss pertinent business developments, investment decisions and issues, and review the operations and performance of the Company.</p> <p>The responsibilities of the Board include:</p> <ul style="list-style-type: none"> • providing leadership and setting the strategic direction, objectives and goals of the Company; • appointing and when necessary replacing the chief executive officer (CEO); • overseeing and evaluating management's implementation of the Company's strategic direction, objectives and goals, and its performance generally; • the prudential control of the Company's finances and operations, including monitoring its financial performance and approving its budgets and major capital expenditure; • overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit; • overseeing the Company's process for making timely and balanced disclosure of all material information concerning it that a reasonable person would expect to have a material effect on the price or value of the Company's securities; • identifying and managing significant business risks in accordance with the Company's risk management and internal compliance and control systems; • approving the Company's remuneration framework; and • supervising compliance with the Company's governance practices and monitoring their effectiveness. <p>Further details about the responsibilities of the Board are set out in the Company's Board Charter, a summary of which is disclosed in the Company's replacement Prospectus lodged on 5 November 2021 (Prospectus) and a copy of which is available on the Company's website at https://www.bondexchange.com.au/.</p>

Corporate Governance Council recommendation		Does the Company comply?	Explanation of compliance / non-compliance
			The Board has delegated to the CEO the authority to manage the day to day affairs of the Company and the authority to control the affairs of the Company in relation to all matters other than those responsibilities reserved to itself in the Board Charter. The CEO has authority to sub-delegate to the senior management team.
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	Yes	Prior to appointing a person, or putting forward to security holders a candidate for election, screening checks are undertaken as to the person's experience, education, criminal history and bankruptcy history. When presenting a director for election or re-election, the Company has provided shareholders with details of the director's skills and experience, independence and current term served by the director in office and whether the Board supports the election or re-election.
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	The Company has entered into director appointment agreements with each non-executive director and executive services agreements with each senior executive (including executive directors).
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	The company secretaries of the Company (Secretaries) are accountable directly to the Board, through the chairperson of the Company (Chair), on all matters to do with the proper functioning of the Board including ensuring Board compliance with procedures and other governance requirements. Each director has access to the Secretaries and vice versa.

Corporate Governance Council recommendation		Does the Company comply?	Explanation of compliance / non-compliance
1.5	<p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: <ul style="list-style-type: none"> (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: <ul style="list-style-type: none"> (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	Yes	<p>The Company has a Diversity Policy that complies with paragraph (b).</p> <p>A summary of the Diversity Policy is disclosed in the Prospectus and a copy of the Diversity Policy is available on the Company's website at https://www.bondexchange.com.au/.</p> <p>Paragraph (c) does not yet apply to the Company as the first reporting period during which the Company is/will be a listed entity has not yet ended.</p>
1.6	<p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period. 	Yes	<p>The Company's Board Charter and Nomination and Remuneration Committee Charter provides for:</p> <ul style="list-style-type: none"> • the Chair and Nomination and Remuneration Committee to oversee the implementation of policies and systems for evaluation of the performance of the Board, Board committees and directors individually, using both measurable and qualitative indicators; and • before each annual general meeting: <ul style="list-style-type: none"> ○ the Chair to assess the performance of any director standing for re-election; and ○ the Board (excluding the Chair) and the Nomination and Remuneration Committee to conduct the review of the Chair. <p>The Nomination and Remuneration Committee will make recommendations to the Board regarding the process for evaluating performance of the Board, its committees and the directors.</p> <p>This process will involve an annual review of Director performance on an individual basis including input from all other Board members.</p> <p>Paragraph (b) does not yet apply to the Company as the first reporting period during which the Company is/will be a listed entity has not yet ended.</p>

Corporate Governance Council recommendation		Does the Company comply?	Explanation of compliance / non-compliance
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	Yes	<p>The Company's Board Charter provides for the Board to oversee and evaluate management's performance. The Board will undertake reviews of Senior Management including the CEO, CTO, General Manager, Head of Sales and Financial Controller on an annual basis.</p> <p>Paragraph (b) does not yet apply to the Company as the first reporting period during which the Company is/will be a listed entity has not yet ended.</p>

Corporate Governance Council recommendation		Does the Company comply?	Explanation of compliance / non-compliance
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	No	<p>The chairperson of the Nomination and Remuneration Committee is Allan Farrar, a Non-executive Director. The Board currently comprises four Directors, two of whom are Non-executive and only one of whom is independent, Nina Vanneck. Nina Vanneck is the Deputy Chairperson of the Nomination and Remuneration Committee. Given the current composition of the Board, the Board considers the composition of this committee to be appropriate at this time.</p> <p>A copy of the Nomination and Remuneration Committee Charter is available on the Company's website at https://www.bondexchange.com.au/.</p> <p>The members of the Nomination and Remuneration Committee are disclosed in the Prospectus which is available on the Company's website at https://www.bondexchange.com.au/.</p> <p>Paragraph (a)(5) does not yet apply to the Company as the first reporting period during which the Company is/will be a listed entity has not yet ended.</p>
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	No	<p>The Board has not, at this time, adopted a board skills matrix. However, the Company will seek to have Directors with an appropriate range of skills, experience and expertise and an understanding of and competence to deal with current and emerging issues of the business. In addition, the Company's succession plans are designed to maintain an appropriate balance of skills, experience and expertise on the Board.</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	Yes	<p>The Board considers that Nina Vanneck is an independent director.</p> <p>The length of service of each director is set out below:</p> <ul style="list-style-type: none"> Bradley McCosker – appointed 22 October 2018 Michael Vanderdonk – appointed 22 October 2018 Allan Farrar – appointed 22 October 2018 Nina Vanneck – appointed 7 October 2021

Corporate Governance Council recommendation		Does the Company comply?	Explanation of compliance / non-compliance
2.4	A majority of the board of a listed entity should be independent directors.	No	<p>The composition of the Board is as follows:</p> <ul style="list-style-type: none"> • Allan Farrar, Non-executive Chairperson; • Bradley McCosker, Chief Executive Officer and Managing Director; • Michael Vanderdonk, Executive Director and CTO; and • Nina Vanneck, Non-executive Director. <p>A majority of the Board are not independent Directors. The Company will seek to appoint independent Directors in the future so that it is compliant with this recommendation.</p>
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	No	<p>The Chair of the Board of the Company is Allan Farrar, who is not an independent Director.</p> <p>The Company may seek to appoint an independent Chair in the future, so that it is compliant with this recommendation. In any event, the Directors note that the Chair of the Board of the Company is not the CEO of the Company.</p>
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	<p>The Company's Board Charter provides that directors are expected to participate in any induction or orientation programs on appointment, and any continuing education or training arranged for them. This program involves each director becoming familiar with each aspect of the Company's business and understanding the operational, key performance and risk aspect behind each business activity.</p>
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	Yes	<p>The Company has a Code of Conduct, Whistleblower policy and Anti-bribery and Corruption policy which encourages a culture of respect. The Company also has a strict policy of compliance with its AFSL, in particular acting lawfully, ethically and in the best interests of its clients.</p>
3.2	<p>A listed entity should:</p> <p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</p>	Yes	<p>The Company has a Code of Conduct that complies with paragraph 3.2.</p> <p>A summary of the Code of Conduct is disclosed in the Company's Prospectus and a copy of the Code of Conduct is available on the Company's website at https://www.bondexchange.com.au/.</p>
3.3	<p>A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p>	Yes	<p>The Company has a Whistleblower policy that complies with paragraph 3.3.</p> <p>A summary of the Whistleblower policy is disclosed in the Company's Prospectus and a copy of the Whistleblower policy is available on the Company's website at https://www.bondexchange.com.au/.</p>
3.4	<p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</p>	Yes	<p>The Company has an Anti-bribery and Corruption policy that complies with paragraph 3.4.</p> <p>A summary of the Anti-bribery and Corruption policy is disclosed in the Company's Prospectus and a copy of the Anti-bribery and Corruption policy is available on the Company's website at https://www.bondexchange.com.au/.</p>

Corporate Governance Council recommendation		Does the Company comply?	Explanation of compliance / non-compliance
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	No	<p>The chairperson of the Compliance, Audit and Risk Committee is Michael Vanderdonk, an Executive Director. The Board currently comprises four Directors, two of whom are Non-executive and only one of whom is independent, Nina Vanneck. The Compliance, Audit and Risk Committee comprises two Non-executive Directors and one Executive Director. Nina Vanneck is the Deputy Chairperson of the Compliance, Audit and Risk Committee. Given the current composition of the Board, the Board considers the composition of this committee to be appropriate at this time.</p> <p>A copy of the Audit and Risk Committee Charter is available on the Company's website at https://www.bondexchange.com.au/.</p> <p>The relevant qualifications and experience of the members of the Audit and Risk Management Committee are disclosed in the Prospectus and on the Company's website at https://www.bondexchange.com.au/.</p> <p>Paragraph (a)(5) does not yet apply to the Company as the first reporting period during which the Company is/will be a listed entity has not yet ended.</p>
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Yes	The Board receives a declaration from the CEO and CFO, prior to seeking approval to sign off on the entity's financial statements that they have been prepared using properly maintained financial records, comply with appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes	The Board process with respect to any unaudited corporate reports released to the market involves a declaration as to its accuracy and integrity from the CEO and CFO, and where necessary the CTO, which are to be the subject of a detailed Board paper tabled prior to the authorisation for its release.
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Yes	<p>The Company has a Disclosure and Communication Policy that complies with paragraph 5.1.</p> <p>A summary of the Disclosure and Communication Policy is disclosed in the Prospectus and a copy of the Disclosure and Communication Policy is available on the Company's website at https://www.bondexchange.com.au/.</p>

Corporate Governance Council recommendation		Does the Company comply?	Explanation of compliance / non-compliance
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	The Company will provide its board with copies of all material market announcements promptly after they have been made.
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	The Company will upload new and substantive investor or analyst presentations on the ASX Market Announcements Platform ahead of the presentation.
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Yes	Information about the Company and its governance is provided via the Company's website at https://www.bondexchange.com.au/ .
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	<p>The Company's Disclosure and Communication Policy describes the Board's policy for ensuring shareholders and potential investors of the Company receive or obtain access to information publicly released.</p> <p>The Company's primary portals are its website, Annual Report, Annual General Meeting (AGM), Half-Yearly Report and notices to the ASX.</p> <p>The Secretaries will oversee and coordinate the distribution of all information by the Company to the ASX, shareholders, the media and the public.</p> <p>All shareholders have the opportunity to attend the AGM and ask questions of the Board.</p>
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	<p>The Company holds an AGM of shareholders in November each year. The date, time and venue of the AGM will be notified to the ASX when the notice of the AGM is circulated to shareholders and lodged with the ASX each year.</p> <p>The Board will choose a date, venue and time considered convenient to the greatest number of its shareholders.</p> <p>A notice of meeting will be accompanied by explanatory notes on the items of business and together they will seek to clearly and accurately explain the nature of the business of the meeting.</p> <p>Shareholders are encouraged to attend the meeting, or if unable to attend, to vote on the motions proposed by appointing a proxy. The proxy form included with the Notice of Meeting will seek to explain clearly how the proxy form is to be completed and submitted.</p>
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	The Company will ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	The Company will provide its security holders with an electronic communication option.

Corporate Governance Council recommendation		Does the Company comply?	Explanation of compliance / non-compliance
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	No	<p>The chairperson of the Compliance, Audit and Risk Committee is Michael Vanderdonk, an Executive Director. The Board currently comprises four Directors, two of whom are Non-executive and only one of whom is independent, Nina Vanneck. The Compliance, Audit and Risk Committee comprises two Non-executive Directors and one Executive Director. Nina Vanneck is the Deputy Chairperson of the Compliance, Audit and Risk Committee. Given the current composition of the Board, the Board considers the composition of this committee to be appropriate at this time.</p> <p>A copy of the Audit and Risk Committee Charter is available on the Company's website at https://www.bondexchange.com.au/.</p> <p>The members of the Audit and Risk Management Committee are disclosed in the Prospectus which is available on the Company's website at https://www.bondexchange.com.au/.</p> <p>Paragraph (a)(5) does not yet apply to the Company as the first reporting period during which the Company is/will be a listed entity has not yet ended.</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	Yes	<p>The Audit and Risk Management Committee is responsible for reviewing at least annually the Company's implementation of the risk management policy and framework and the Board's risk appetite statement.</p> <p>Paragraph (b) does not yet apply to the Company as the first reporting period during which the Company is/will be a listed entity has not yet ended.</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	Yes	<p>The Company does not have an internal audit function.</p> <p>The Company's Audit and Risk Management Committee is responsible for assisting the Board in overseeing the effectiveness of the Company's system of risk management and internal controls, and to review the Company's risk management program.</p>
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	Yes	Section 4.2 (w) of the Prospectus discloses the extent of the Company's material exposure to environmental and social sustainability risks and how it manages or intends to manage those risks.

Corporate Governance Council recommendation		Does the Company comply?	Explanation of compliance / non-compliance
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	No	<p>The chairperson of the Nomination and Remuneration Committee is Allan Farrar, a Non-executive Director. The Board currently comprises four Directors, two of whom are Non-executive and only one of whom is independent, Nina Vanneck. Nina Vanneck is the Deputy Chairperson of the Nomination and Remuneration Committee. Given the current composition of the Board, the Board considers the composition of this committee to be appropriate at this time.</p> <p>A copy of the Nomination and Remuneration Committee Charter is available on the Company's website at https://www.bondexchange.com.au/.</p> <p>The members of the Nomination and Remuneration Committee are disclosed in the Prospectus which is available on the Company's website at https://www.bondexchange.com.au/.</p> <p>Paragraph (a)(5) does not yet apply to the Company as the first reporting period during which the Company is/will be a listed entity has not yet ended.</p>
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Yes	<p>The Nomination and Remuneration Committee is responsible for reviewing and making recommendations to the Board regarding the remuneration of executive and non-executive directors and other senior executives. Further information will be provided in the remuneration reports of the Company.</p> <p>The remuneration presently payable to the directors is disclosed in the Prospectus.</p>

Corporate Governance Council recommendation		Does the Company comply?	Explanation of compliance / non-compliance
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	Yes	<p>The Company has adopted an Executive Loan Funded Share Plan (ELFSP). A summary of key aspects of the ELFSP are disclosed below. At the date of the Prospectus, the Company has not issued any Shares under the ELFSP.</p> <ul style="list-style-type: none"> ○ Eligible participants are any permanent, part-time or casual employee or consultant of the Company and any Director of the Company. ○ The Company may provide an interest-free, limited recourse loan to a participant to subscribe for its Shares. ○ Any shares issued under the scheme cannot be traded, disposed of or encumbered until a three (3) year period has elapsed since the Shares were issued, unless otherwise specified by the Directors and at any time until the loan for the Shares is repaid in full. ○ The securities issued under the Plan are limited to a maximum of 5% of the Shares on issue at the date of issue. ○ The Board has the discretion to amend the ELFSP or the conditions applying to the issue of any Shares or loan, subject to obtaining shareholder approval to amend the maximum number of Shares that may be granted under the ELFSP, subject to that maximum not exceeding 5% of the Shares on issue at the date of issue, or to make any change to rules 2 (establishment and purpose) and 3 (administration) of the ELFSP.