

# SECOND SUPPLEMENTARY TARGET'S STATEMENT



## NSX LIMITED

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Incorporating  
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ABN: 33 089 447 058  
National Stock Exchange of Australia Limited  
ABN: 11 000 902 063  
SIM Venture Securities Exchange Limited  
ABN: 41 087 708 898

This is an important document and requires your immediate attention. If you are in any doubt as to how to act, you should consult your financial or legal adviser as soon as possible. If you have recently sold all of your NSX Shares, please disregard this document.

## Second Supplementary Target's Statement

This document is a supplementary target's statement under section 644 of the *Corporations Act 2001* (Cth). It is the second supplementary target's statement (**Second Supplementary Target's Statement**) to the target's statement of NSX Limited (ACN 089 447 058) (**NSX**) dated 22 June 2011 (**Original Target's Statement**) in relation to the off-market takeover bid of FEX Equity Markets Pty Limited (ACN 150 665 044) (**FEX**) for all of the ordinary shares in NSX (**Offer**). The first supplementary target's statement was dated 18 July 2011 (**First Supplementary Target's Statement**).

This Second Supplementary Target's Statement supplements, and should be read together with, the Original Target's Statement and the First Supplementary Target's Statement. This Second Supplementary Target's Statement will prevail to the extent of any inconsistency with the Original Target's Statement or the First Supplementary Target's Statement. Unless the context requires otherwise, capitalised terms defined in the Original Target's Statement have the same meaning where used in this Second Supplementary Target's Statement.

This Second Supplementary Target's Statement is dated, and was lodged with the Australian Securities and Investments Commission (**ASIC**) on **2 September 2011**. Neither ASIC nor any of its officers takes any responsibility for the contents of this Second Supplementary Target's Statement.

This Second Supplementary Target's Statement has been approved by a resolution passed by the directors of NSX other than Ann Bowering and Thomas Price who did not attend at the Board meeting approving this Second Supplementary Target's Statement.

Signed for and on behalf of NSX Limited.

**Michael Cox**  
Chairman

**2 September 2011**

# ASIC notice in relation to Mr Brian Price

## Copy of Notice given to NSXA and SIM VSE

National Stock Exchange of Australia Ltd (NSXA) and, SIM Venture Securities Exchange (SIM VSE) have received a notice from ASIC under section 853D(2) of the Corporations Act (ASIC Notice).

ASIC has stated in the ASIC Notice that it proposes to make a declaration under section 853C of the Corporations Act in relation to Mr Brian John Price to disqualify him from involvement in market licences. ASIC has stated in the ASIC Notice that Mr Price is "involved in" NSXA and SIM VSE, each of which holds an Australian Market Licence. Under the Corporations Act a person is "involved in" an Australian Market Licence holder if:

- (a) the individual is a director, secretary or senior manager of the licensee or applicant, or in a holding company of the licensee or applicant; or
- (b) the individual has more than 15% of the total voting power in the licensee or applicant, or in a holding company of the licensee or applicant.

Under the Corporations Act a disqualified individual must take all reasonable steps to ensure that he or she ceases to be involved in the relevant market license holder.

## Involvement by Mr Price on NSX Australian Market Licences

Mr Price is involved with NSX because he has more than 15% of the voting power in NSX Limited, the holding company of NSXA and SIM VSE. Mr Price is involved with SIM VSE because he is a director of SIM VSE.

## ASIC Hearing

ASIC has scheduled a hearing to consider this matter on Monday 19 September 2011. ASIC will receive a report from the delegate who conducts that hearing. ASIC must make a decision about whether or not to make the declaration as soon as practicable after the hearing.

## Directors Recommendation

There is no certainty as to whether ASIC will make such a declaration after the hearing nor as to whether any such decision will be made prior to the close of the Offer.

FEX have stated in their Third Supplementary Bidder's Statement released on 31 August 2011 that they will meet their obligations with respect to the Offer. Consequently, the Directors of NSX continue to recommend that you ACCEPT the Offer.

## Further Information

Shareholders should refer the Supplementary Bidder's Statement released to ASX by FEX Equity Markets Pty Ltd on 31 August 2011 for more information.

If you have any questions in relation to the Offer, please call the NSX Shareholder Information Line on 02 4929 6377 (inside Australia) or +61 2 4929 6377 (outside Australia) between 10.00am and 4.00 pm (Sydney time) Monday to Friday.