



Australian Government
Takeovers Panel

Level 10, 63 Exhibition Street
MELBOURNE VIC 3000

Ph: +61 3 9655 3500
Fax: +61 3 9655 3511

Internet: www.takeovers.gov.au
Email: takeovers@takeovers.gov.au

[insert date]

File: [##]/2011

Party

C/-

[Legal advisors]

[address of advisors]

By Email:

Party

C/-

[Legal advisors]

[address of advisors]

By Email:

**Australian Securities & Investments
Commission**

C/-

By Email:

Dear All

Process Letter - [Matter Name]

1. We refer to the application dated [insert date]. Please note the following:
 - (a) Our website (www.takeovers.gov.au) contains detailed information on the Panel process (including how to become a party and communication protocols).
 - (b) Documents are to be lodged at this address - takeovers@takeovers.gov.au.
 - (c) Documents sent to the Panel must be in Microsoft **Word** format (parties may be sent **PDF** format if desired). Any attachments must be clearly identified and numbered.
 - (d) Emails must be no larger than **3MB** for any one attachment and **8MB** in total. Separate emails are acceptable if needed.
 - (e) Tell us if you have not received a copy of the application.
 - (f) Tell us of anyone else who may be affected who may not have a copy of the application.
 - (g) Complete the attached Notice of Appearance, if you have not already provided one. Include contact details for up to 4 people on whom Panel documents can be served. The notice includes the necessary confidentiality and media undertakings.

Takeovers Panel

Process Letter - [Matter Name]

- (h) Supply the following information (if not already supplied or if incorrect in the application), to help us check for conflicts of interest:
 - (i) the names of your directors, advisers (including legal, financial and accounting/audit), relevant/major shareholders, related bodies corporate (including your ultimate parent company or controller) and
 - (ii) your interests in relevant companies in which you have a substantial holding (as defined in the Corporations Act) and
 - (i) When notified of the sitting Panel, advise us if you think any of the sitting Panel members may have interests such that they may not be able to perform their duties properly. If you fail to do this promptly you may be taken to have waived any right to object on the basis of such interests.
 - (j) The reasons for decision will identify the names of legal or financial adviser firms acting for parties in connection with the proceedings.
2. The Panel uses email as its primary mode of communication during proceedings and expects parties to do likewise. Please let us know if this is a problem.
3. All documents in proceedings must be served on each party at the same time (so far as practicable) as they are lodged with the Panel. This should be clear on the face of the email (i.e., no "blind copies").

Yours faithfully

Allan Bulman
Director
Takeovers Panel
Ph: (03) 9655 3500
Fax: (03) 9655 3511
E-mail: takeovers@takeovers.gov.au

NOTICE OF APPEARANCE

Proposed party: [*name of proposed party]

In this proceeding, the proposed party:

1. seeks to be a party and requests that the Panel accept this Notice of Appearance [and]
2. gives the following contact details and undertakings [and]
3. *Optional:* seeks to be legally represented and requests the Panel's consent to be represented by [***name of legal adviser**].

CONTACT DETAILS (for up to 4 individuals)

Name and position:

Office address:

Direct office telephone number:

Office fax number:

Mobile number:

Email address:

UNDERTAKINGS

The proposed party undertakes to the Panel under section 201A of the *Australian Securities and Investments Commissions Act 2001* (Cth) and to each party to the matter from time to time that it and its directors, officers and advisers will not:

- A. use or disclose any confidential information provided to it in the proceeding. This undertaking is not limited by time. However, this undertaking does not apply to inhibit the use of confidential information:
 - in the proceeding itself as permitted under the Panel's rules or
 - disclosed as required by law or the rules of a securities exchange.
- B. directly or indirectly cause, participate in or assist the canvassing in any media of any issue that is before (or likely to be before) the Panel in this proceeding. This undertaking applies:
 - until the Panel publishes its reasons for decision and
 - if an application is made in a proceeding to vary any final order, from the time the proposed party becomes aware of the application until it is determined by the Panel.*However, this undertaking does not apply to statements that, without discussing merits, identify the parties or the subject matter of the proceeding or the broad nature of the unacceptable circumstances alleged or the orders sought.

The proposed party also undertakes to instruct each of its directors, officers and advisers to comply with the preceding undertakings.

Dated:

Signed on behalf of the proposed party by:

[full name and position of signatory]

A person authorised to bind the proposed party

* This does not extend to review proceedings. If there is a review, new Notices of Appearance are required