

**TAMWORTH RURAL LIMITED**  
ABN 33 028 642 685  
(“the Company”)  
**SHARE TRADING INTRODUCTION REGISTER**  
**PROCEDURES AND RULES**

**1. Purpose of Register**

Because the Company’s shares are not listed on any stock exchange, the Share Trading Register will assist people wishing to buy or sell shares in the Company.

**2. Management**

The Share Trading Register will be managed by the Company. From time to time, the Company will appoint one of its personnel to manage the day to day operations of this facility.

**3. Register of Sellers and Buyers**

The Share Trading Register will comprise of 2 registers, one which lists people wishing to sell shares (“**Sellers**”) and the other which lists people wishing to buy shares (“**Buyers**”).

The Sellers Register will contain the following details:

- The names and contact details of the sellers;
- The number and class of shares each seller wishes to sell;
- The date each seller was registered on the Sellers Register;

The Buyers Register will contain the following details:

- The names and contact details of the buyers;
- The number of shares the buyer wishes to purchase;
- The date each buyer was registered on the Buyers Register.

The details of Sellers and Buyers will only be entered on a Register after the seller or buyer has authorised the Company to record those details on the relevant register (**‘Authorisation’**).

**4. Restrictions on Share Purchases**

The Company’s constitution imposes limits on the number of shares in the company that any person may hold. Those limits and the procedures and rules governing the transfer of shares from a seller to a buyer can be viewed by reading the *Instructions for Transferring Shares* document or the Constitution.

**5. Dealings between Seller and Buyer**

It is the responsibility of a seller and a buyer to negotiate all terms, including price, of any sales and purchase of shares. The Company cannot advise on or assist in any negotiation for the sale or purchase of shares. Neither the Company nor any of its personnel accept any responsibility for any sale or

purchase of shares. Sales and purchases of shares cannot take place on the Share Trading Registers.

## **6. Step by Step Procedure – Seller**

Set out below is a step by step procedure for the use of the Share Trading Register by people wishing to sell shares. This procedures document is included on the Company's Website.

### **6.1 Initial contact**

Sellers wishing their details to be entered on the Sellers Register will contact the Company.

### **6.2 Authorisation**

Following initial contact from the seller, the Company will send to the seller an Authorisation letter, seeking the Seller's written confirmation of details to be entered onto the Sellers Register. This form may also be downloaded from the Company's website.

### **6.3 Entry on Sellers Register**

Once the company receives the Seller's Authorisation, the Company will;

- Record the seller's details on the Sellers Register; and
- Within 48 hours send to the seller a copy of the latest Buyers Register.

The Seller may indicate on the Seller's Authorisation that the seller wishes to receive communications by mail, facsimile or email. The Seller may also access the Share Trading Register via the Company's website.

### **6.4 Negotiation of Sale**

Sellers and Buyers negotiate all terms of the sale and purchase of shares.

### **6.5 Agreement to sell**

If a Seller and a Buyer enter into an agreement for the sale and purchase of shares, the transfer of shares **must** be on the form provided by the Company. Either the Buyer or the Seller can obtain the share transfer form by contacting the Company or by downloading the share transfer form from the Company's website. The share transfer form must be fully completed and signed and dated by the seller and buyer. Either the Seller or the Buyer must arrange for the share transfer form to be assessed for stamp duty by the NSW Office of State Revenue. Once the share transfer form is duly stamped, it must be sent to the Company.

### **6.6 Updating Sellers Register**

The Company will remove a Seller's name and details from the sellers register once the Seller's shares have been sold. The Seller may request the Company to remove or amend the Seller's name and details from the Sellers Register at any time by written request.

## **7. Step by Step Procedure – Buyer**

Set out below is a step by step procedure for the use of the Share Trading Register by people wishing to buy shares. This procedures document is included on the Company's Website.

### **7.1 Initial Contact**

Buyers wishing their details to be entered on the Buyers Register will contact the Company.

### **7.2 Authorisation**

Following initial contact from the buyer, the Company will send to the Buyer an Authorisation letter, seeking the Buyer's written confirmation of details to be entered into the buyers register. This form may also be downloaded from the Company's website.

### **7.3 Entry on Buyers Register**

Once the company receives the Buyer's Authorisation, the Company will;

- Record the Buyer's details on the Buyer's Register; and
- Within 48 hours send to the Buyer a copy of the latest Sellers Register.

The buyer may indicate on the Buyer's Authorisation that the Buyer wishes to receive communications by mail, facsimile or email. The Buyer may also access the Share Trading Register via the Company's website.

### **7.4 Negotiation of Sale**

Buyers and Sellers negotiate all terms of the sale and purchase of Shares.

### **7.5 Agreement to sell**

If a buyer and a seller enter into an agreement for the sale and purchase of Shares, the transfer of Shares **must** be on the form provided by the Company. Either the Buyer or the Seller can obtain the share transfer form by contacting the Company or by downloading the share transfer form for the Company's website.

Instructions for transferring shares are set out on the Company's website. Those instructions must be adhered to as failure to do so may cause the refusal to register a share transfer.

### **7.6 Updating Buyers Register**

The Buyer may request the Company to remove or amend the Buyer's name and details from the Buyers Register at any time by written request.

## **8. Disclaimers, release and indemnity**

Tamworth Rural Limited's Share Trading Register is not a financial market nor a stock exchange. The Company does not carry out any financial services business. The Company cannot provide advice to any person regarding the sale, purchase or holding of Shares or any other financial service. If any person is

uncertain on any matter relating to selling, buying or holding shares, the Company recommends that the person seek professional advice.

The Company cannot negotiate on behalf of any person wishing to buy or sell Shares. Subject or privacy considerations, the Company may indicate the prices at which Shares have been sold in the past, however, any such information does not constitute a recommendation as to whether to sell, buy or hold.

Since all sale and purchase transactions are entered into between the Seller and Buyer without advice or intervention of the Company, the Company expressly states that any indication as to the price at which Shares may have been sold in the past may not be a complete or accurate indication of the actual price or the full consideration received in connection with any sale of Shares or the value of Shares.

The Company offers the Share Trading Register as a service for people wishing to sell or buy shares. Any person may buy or sell Shares without the use of the Share Trading Register.

All persons who use the Share Trading Register and/or seek from the Company an indication of prices paid for Shares in the past do so at their own risk and they release the Company from and indemnify the Company against any claim, damage, loss or cost whatever in connection therewith.