

**TAMWORTH RURAL LIMITED**  
ABN 33 028 642 685  
("the Company")

**INSTRUCTIONS FOR TRANSFERRING SHARES IN THE COMPANY**

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**STEP 1 – UNDERSTANDING THE LIMITS ON THE TRANSFER OF SHARES**

- The Company's constitution imposes various restrictions on share transfers. You should particularly note -Section 2.10.1 which states that the number of shares held by or on behalf of a Member must not exceed a number of Shares equal to five percent (5%) of the total number of shares;
  - Section 7.4 which provides that the Board may, at their discretion, refuse to register any transfer of shares and need not give reasons for such refusal;
  - Section 7.1 regulates the type of share transfer form to be used. This can be obtained by contacting the Company or you may visit the Company's website at [www.tamworthrural.com.au](http://www.tamworthrural.com.au) to download an appropriate share transfer form.
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**STEP 2 – COMPLETION OF SHARE TRANSFER FORM**

The following sections of the transfer form must be completed in full.

<b>Number of Shares</b>	The actual number of shares in the Company being transferred (the "Transfer Shares").
<b>Class of Shares</b>	the class of the Transfer shares. Please refer to section 2 of the Company's constitution for details of available classes of Shares before completing this section.
<b>Name of Seller</b>	These details must match those on the Register. All names must be stated.
<b>Consideration</b>	this is the amount (Monetary or otherwise) paid by the Buyer for the Transfer Shares. If the Transfer Shares are being transferred for no consideration, the reason for transfer must be provided (eg. Dissolution of partnership, transferring to beneficial owners, divorce, etc)
<b>Date of Transfer</b>	The date the share transfer has been signed by both the Seller and the Buyer.
<b>Name of Buyer</b>	Full names must be provided. Note: up to 3 persons can be registered as joint holders.
<b>Buyer's address</b>	Only one address can be nominated. The most appropriate postal address should be provided, as this is where all correspondence will be forwarded.
<b>Seller's Signature</b>	All those named on the Share Register should ordinarily sign the transfer personally. In cases where some other party is signing on behalf of the Seller, proof of authority will be required and the original or certified copy of the authorisation must accompany the transfer form.

**Buyer's Signature** All those named as buyers must sign the transfer form. Buyers should ordinarily sign the transfer personally. In cases where some other party is signing on behalf of the Buyer proof of authority will be required and the original or certified copy of the authorisation must accompany the transfer form.

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### **STEP 3 – STAMP DUTY ON SHARE TRANSFERS**

Once the transfer form is completed and signed by the Buyer and the Seller, either party (usually the Buyer) must lodge the transfer form with the NSW Office of State Revenue for the assessment of stamp duty. The NSW State Revenue details are as follows;

NSW Office of State Revenue	Telephone	(02) 9689 6200
GPO Box 4042,	Fax:	(02) 9689 6464
Sydney NSW 2001		
Website - <a href="http://www.osr.nsw.gov.au">www.osr.nsw.gov.au</a>		

**If you have any enquiries regarding stamp duty, you should contact the NSW Office of State Revenue or your legal or financial advisor.**

Once the transfer form has been assessed and any stamp duty paid, the NSW Office of State Revenue will return the form to you.

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### **STEP 4 – SUBMIT DOCUMENTS TO THE COMPANY**

The following documents must be sent to the Company following completion of Step 3:

- The stamped share transfer form
- In the case where the transfer has not been personally signed by the Buyer or Seller, the original or a certified copy of the authorisation under which it is signed . In the case of a certified copy, the certification should -
  - state the full name and qualification of the person certifying; and
  - include a statement to the effect that the person giving the certification has compared the copy to the original document and found it to be a true copy of the original.

### **STEP 5 – DECISION ON THE APPLICATION**

Subject to the Company's Constitution and the procedures set out in Step 1, the Board will consider the documents supplied to it by the Buyer. If the Board is satisfied that all of its requirements have been met and that the shareholding limit provisions will not be breached, the Board may authorise the registration of the transfer.