



Anti-Money Laundering and Counter-Terrorism Financing (Exemption— CPU Share Plans Pty Ltd) Instrument 2026 (No. 2)

I, Daniel Mossop, National Manager, Policy Rules and Guidance Branch of the Australian Transaction Reports and Analysis Centre (AUSTRAC), make the following exemption as a delegate of the AUSTRAC CEO.

Dated 17 February 2026

A handwritten signature in blue ink, appearing to read 'Daniel Mossop', is written over the page.

Daniel Mossop
National Manager, Policy Rules and Guidance Branch
AUSTRAC

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1 Name

This instrument is the *Anti-Money Laundering and Counter-Terrorism Financing (Exemption— CPU Share Plans Pty Ltd) Instrument 2026 (No. 2)*.

2 Commencement

This instrument commences on the day after it is signed.

3 Cessation

This instrument ceases to have effect 3 years after the day it is signed.

4 Authority

This instrument is:

- (1) made under paragraph 248(1)(a) of the Act; and
- (2) subject to the conditions in section 8 of this instrument, as authorised under paragraph 248(2)(b) of the Act.

5 Definitions

Note: A number of expressions used in this instrument are defined in section 5 of the Act, including the following:

- (a) designated service;
- (b) person;
- (c) security.

In this instrument:

Act means the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006*.

Corporate action means an action taken by an entity for the purposes of giving an entitlement to holders of a class of the entity's securities, including rights issues, bonus issues, dividends or other payment or offers under a buy-back scheme.

CPM means Computershare Plan Managers Pty Ltd ABN 56 084 591 131.

CSP means CPU Share Plans Pty Limited ABN 20 081 600 875.

Employee equity plan means an employee share scheme administered in Australia with the same meaning given by subsection 83A-10(2) of the *Income Tax Assessment Act 1997* (Cth) that is of a type listed in Schedule 1.

6 Application

This instrument applies to CSP in relation to the provision of designated services covered by item 46, as re-enacted from 31 March 2026, and 54 of table 1 in subsection 6(2) of the Act.

7 Exempt provisions

CSP is exempt from the following provisions of the Act:

From the date of commencement to 30 March 2026

- (1) Divisions 2 to 7 of Part 2 (other than section 39).

From 31 March 2026

- (1) Divisions 2 to 7 of Part 2 (other than sections 39 to 39F).

8 Conditions

This instrument is subject to the following conditions:

- (1) This exemption only applies in the following circumstances:
 - (a) where CSP is involved in arranging for the on-market sale of securities:
 - (i) formerly held by a participant in an employee equity plan administered by CPM on behalf of an issuer client; or
 - (ii) acquired through a corporate action, where the entitlement to participate in such corporate action was ultimately derived from the participant's securities acquired under an employee equity plan; or
 - (b) where CSP is required to hold securities that have exited an employee equity plan administered by CPM on behalf of an issuer client in a nominee account, pending delivery to the executing broker for their sale on-market.
- (2) CSP must, in writing, notify the AUSTRAC CEO within 14 days of any event that may affect its ability to comply with this instrument.

Schedule 1—Categories of employee equity plans

| Type of plan | Description | Trust-based, Name on register, or Custody-based plan | Vesting conditions | Cash movements |
|--------------------|--|--|--|---|
| Gift | Client will gift participant securities to the value of \$1,000 | Either — trust is more typical | 3 years. Employee can receive earlier if leaves employment | None — as gift |
| Contribution plan | Client will allow employee to purchase securities subject to a monetary cap (e.g. \$1,000 in a tax-exempt plan and \$5,000 in a tax deferred plan). Clients may also offer a matching component. | Trust structure is widely used and mandatory where a client matches contributions. | Exempt Plan – 3 years whilst they remain employed. Shares released earlier on cessation of employment. Deferred Plan – Vesting conditions apply to both the matching component (usually 2 or more years) and the contributed component (usually 12 months). The contributed component will vest earlier if the employee leaves, but the matched component will be forfeited. It does mean that unless the employee leaves, they are unable to sell securities received based on contributions until after 12 months after the date of contribution. | Contributions are made out of salary, in accordance with frequency of payroll, e.g. weekly, fortnightly or monthly |
| Loan Plans | These are very rare now (only 3 clients still have these plans on foot and are in run down). The client generally offers an interest free loan to the employee which is repaid through dividends. If the employee leaves the loan becomes repayable — it is either recourse or non-recourse beyond the proceeds of the sale of the securities. | Name on register | 3 years. If an employee leaves earlier the securities vest but the employee must pay out the loan. | Loans are repaid either from the sale of the securities and proceeds are paid to the employee net of the loan balance. An employee can pay through own funds, but funds must be through bank cheque in AU dollars. No personal cheques, cash or EFT is permitted. |
| Performance rights | These are zero priced options. Usually for relatively senior | Custody-based plan | Will have vesting conditions — often of 3 years or more (Computershare has a 5- | As they are zero priced options, no cash is payable. |

| | | | | |
|-----------------------|--|--------------------|--|---|
| | executives and potentially of high value. | | year vesting conditions) and also with stringent performance hurdles determining the number of rights which may be exercised. Forfeited if leave earlier. | |
| Deferred share grants | Client makes grants of shares for nil consideration. Usually as a long-term incentive to more senior management. The distinction with a performance right is that the employee has immediate entitlement to dividends. | Trust-based plan | Will have vesting conditions — at least 2 years. | No cash is involved. |
| Options | Less common now due to accounting treatment | Custody-based plan | Will always have an exercise period – at least 2 years and possibly longer. May have performance hurdles also. Will generally lapse if employee leaves before exercisable. | Exercise price can be funded through a cashless exercise where the broker sells shares and remits proceeds net of exercise price to employee. If the employee pays the funds, then it must do so through a bank cheque in AU dollars or through a 'broker' cheque. No personal cheques, cash or EFT is permitted. |

Schedule 2—Repeals

Exemption 1 of 2018

Repeal the whole of the instrument.

Important Notice to the person named in this instrument

1. Under subsection 248(3) of the Act, a person granted an exemption subject to one or more conditions must comply with the conditions specified in the instrument. Failure to comply with subsection 248(3) is a civil penalty provision and may result in any or all of the following:
 - the exemption ceasing to apply to the person during any period in which the person does not comply with the relevant condition/s;
 - the exemption being revoked;
 - the AUSTRAC CEO applying to the Federal Court of Australia for a civil penalty order requiring the person to pay a pecuniary penalty in respect of the breach.
2. This exemption is specific to, or is based on an assessment of the:
 - information or documents provided by, or on behalf of, the person to AUSTRAC in support of the application made under subsection 248(1) of the Act; and
 - facts and circumstances relevant to the application, including the nature and type of business activities the person undertakes at the time of the application.
3. Under sections 136 and 137 of the Act, it is an offence to provide false or misleading information or documents to the AUSTRAC CEO. If any of the information submitted by the applicant or its representatives is found to be false or misleading, the exemption may be revoked and action initiated against the applicant.
4. The person granted the exemption may request the AUSTRAC CEO to revoke or vary the exemption at any time.
5. Any request to vary or extend this exemption must be submitted to the AUSTRAC CEO or an approved delegate at least 6 months before the date the change is requested to commence.
6. This exemption does not preclude the person from making communications or disclosures that are otherwise permitted by law.