



# **Medibank Private Sale (Interests in Shares) Regulation 2014**

## **Select Legislative Instrument No. 128, 2014**

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I, General the Honourable Sir Peter Cosgrove AK MC (Ret'd), Governor-General of the Commonwealth of Australia, acting with the advice of the Federal Executive Council, make the following regulation.

Dated 28 August 2014

Peter Cosgrove  
Governor-General

By His Excellency's Command

Mathias Cormann  
Minister for Finance

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*OPC60625 - A*



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## **Part 1—Preliminary**

### **1 Name of regulation**

This regulation is the *Medibank Private Sale (Interests in Shares) Regulation 2014*.

### **2 Commencement**

This regulation commences on the day after it is registered.

### **3 Authority**

This regulation is made under the *Medibank Private Sale Act 2006*.

### **4 Definitions**

In this regulation:

***Act*** means the *Medibank Private Sale Act 2006*.

***instalment receipt*** means a security issued by a sale-scheme trustee that confers a beneficial interest in a share in a Medibank Private company.

***interest*** in a share has the meaning given by item 38 of Schedule 2 to the Act.

***lead manager*** means a person who, by agreement with the Commonwealth, facilitates the settlement of an allocation of shares or interests in shares in a Medibank Private company, including by undertaking to ensure that:

- (a) the Commonwealth does not fail to receive payment for a share or interest of that kind; or
- (b) a person entitled to receive a share or interest of that kind does not fail to receive the share or interest.

***sale-scheme trustee*** means a company to which the Commonwealth has transferred interests in its shares in a Medibank Private company in the company's capacity as the

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trustee of a trust established by a trust deed as part of a Medibank Private sale scheme.

## **Part 2—Disregarded interests in shares**

### **5 Purpose of this Part**

- (1) For paragraph 39(1)(c) of Schedule 2 to the Act, this Part prescribes interests in shares in a Medibank Private company that must be disregarded for the purposes of determining whether an unacceptable ownership situation exists in relation to the company.
- (2) It does so by:
  - (a) setting out interests of a prescribed kind in a share in a Medibank Private company; and
  - (b) prescribing persons who hold such an interest.

### **6 Settlement process**

- (1) An interest in a share in a Medibank Private company is an interest of a prescribed kind if the interest in the share is transferred from the Commonwealth before 11.00 pm (by legal time in the Australian Capital Territory) on the earliest day (the *transfer day*) on which shares are transferred or instalment receipts are issued for a Medibank Private sale scheme.
- (2) A person who holds such an interest is prescribed.
- (3) Subsections (1) and (2) cease to have effect in relation to the interest in the share, and the person, at 11.00 pm (by legal time in the Australian Capital Territory) on the transfer day.

### **7 Lead manager**

- (1) An interest in a share in a Medibank Private company is an interest of a prescribed kind if the interest exists solely as a result of an action that, because the interest-holder is a lead manager (or related company), is taken by the interest-holder:
  - (a) for the purpose of:
    - (i) carrying out the function of a lead manager; or
    - (ii) assisting any other lead manager to carry out that function; or

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- (iii) meeting an obligation arising from an activity under subparagraph (i) or (ii); and
  - (b) before the end of 37 days after shares or instalment receipts are first quoted on a listing market in relation to a Medibank Private company.
- (2) Subsection (1) applies to an interest only if the interest is disposed of by the interest-holder before the end of:
  - (a) 90 days after its acquisition; or
  - (b) if the Secretary of the Department, by written notice, allows a longer period—that longer period.
- (3) The interest-holder is a prescribed person.

## 8 Agent

- (1) An interest in a share in a Medibank Private company is an interest of a prescribed kind if the interest exists solely as a result of an action taken by the interest-holder (the **agent**) in the agent's capacity as:
  - (a) a depositary for another person; or
  - (b) a custodian for another person; or
  - (c) a nominee of another person.
- (2) The agent is a prescribed person if the agent does not:
  - (a) hold a beneficial interest in the share; or
  - (b) have authority, by proxy or any other arrangement with the holder of the beneficial interest, to exercise in a discretionary way the voting rights attaching to the share.

## 9 Broker

- (1) An interest in a share in a Medibank Private company is an interest of a prescribed kind if the interest exists solely as a result of an action taken by the interest-holder:
  - (a) in the interest-holder's capacity as a broker in securities, in the ordinary course of business; and
  - (b) on the express instruction of a client of the interest-holder.



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- (2) The interest-holder is a prescribed person if the interest-holder does not:
- (a) hold a beneficial interest in the share; or
  - (b) have authority, by proxy or any other arrangement with the holder of the beneficial interest, to exercise in a discretionary way the voting rights attaching to the share.