

INDEPENDENT STATE OF PAPUA NEW GUINEA
Independent Consumer and Competition Commission Act

Act, Sec 81

Form 2

NOTICE OF APPLICATION FOR CLEARANCE FOR A BUSINESS ACQUISITION

- 1. FORM AND CONTENT:** In addition to providing a detailed submission in support of the application, the applicant/s is required to complete the application form in full. The Independent Consumer and Competition Commission (ICCC) may reject any applications that have not been filled out fully and properly in accordance with section 76 (4) (c) of the *Independent Consumer and Competition Commission Act, 2002*, (the Act)
- 2. WHERE TO APPLY:** Applications for Clearance for Business Acquisitions should be lodged at the ICCC's office at Level 2 Garden City Building, Boroko, National Capital District or mailed to P.O. Box 6394, Boroko, National Capital District, Papua New Guinea. Ensure to supply one (1) hard copy and (1) soft copy of your application.
- 3. WHEN TO APPLY.** It is a legal requirement to apply for clearance under section 81 of the Act if the proposed transaction would fall within the notification thresholds before proceeding to completion.
- 4. PENALTIES:** Failure to apply and proceeding to complete a merger or an acquisition (which falls within either of the notification thresholds) will result in pecuniary penalty of K750 000.00. Transactions that were not authorised or cleared and it has raised competition concerns under section 69; and successfully prosecuted by the ICCC, the penalties (1) are up to K500, 000 for an individual, (2) K10, 000 000 for a body corporate under section 95 (3) of the Act, (3) divestiture of assets or shares under section 98 of the ICCC Act.
- 5. FEE:** The fee for processing of a business acquisition clearance application is K20, 000. This must be paid by a cheque made out to the ICCC before any work is done on the application.
- 6. COLLECTION OF DETERMINATION:** It is the ICCC's duty to inform an applicant of its determination, in writing, in accordance with section 81 (3). The ICCC must determine the application within 20 days after the date of registration of the notice or for such period as mutually agreed by the ICCC and the Applicant.
- 7. LEGAL ADVICE:** Although it is not a requirement under the Act, the ICCC encourages applicants to seek independent legal advice before applying to the ICCC for clearance.
- 8. CONFIDENTIALITY:** The consideration of applications for clearance is a public process. All documents provided to the ICCC that were intended to form part of the application, will be placed on public record on the ICCC's Public Register. The ICCC may reject any claim for confidentiality if it considers that disclosure is in the best interest of the public. If the ICCC decides to disclose any information claimed to be confidential, the applicant will be provided with an opportunity to withdraw the information. If confidential information has been withdrawn, they will not be considered in the assessment and determination of the application. Where the applicant would like to apply for confidentiality, the applicant must complete an Application for Confidentiality Form (*ICCC Form-4*). The ICCC will consider, make a decision and inform the applicant accordingly.

PLEASE FOLLOW DIRECTIONS ON THE BACK TO COMPLETE THIS FORM

A Notice is hereby submitted under *Section 81 of the Independent Consumer & Competition Commission Act of 2002 (ICCC Act)* for Clearance for a Business Acquisition under *Section 69*, to acquire assets or shares in a business. All references made to provisions are to those provisions contained in the ICCC Act of 2002.

1. Applicant (the Acquirer)

**(a) Name of Applicant and registered office, including the IPA registration number:
(Refer to direction 1)**

PNGX Group Limited (1-132815) (PNGX Group)

Office 2 Level 1
Monian Tower
Douglas Street, Port Moresby
Moresby South, National Capital District (Port Moresby)
Papua New Guinea

(b) Address in PNG for service of documents:

(i) Physical address:

Office 2 Level 1
Monian Tower
Douglas Street, Port Moresby
Moresby South, National Capital District (Port Moresby)
Papua New Guinea

(ii) Postal address:

PO Box 1531
Port Moresby
Moresby South, National Capital District (Port Moresby)
Papua New Guinea

(iii) Phone and email address:

Phone: 320 1980
Mobile (AU): +61 4 1117 2697 | Mobile (PNG): +675 7149 6055
Email: david.lawrence@pngx.com.pg

**(c) Provide details of the business carried on by the Applicant including the goods and services the Applicant supplies:
(Refer to direction 2)**

PNGX Group is in the business of business service activities. PNGX Group is the owner and holding company of PNGX Markets Limited, the operator of PNGX Markets, the national stock exchange of Papua New Guinea.

PNGXG is duly incorporated in Papua New Guinea as a foreign enterprise given that Pacific Capital Markets Development Pty Limited (PCMD) is the majority shareholder in PNGX Group.

PCMD is duly incorporated in Australia and committed to the development of capital markets in the Pacific region. It holds strategic investments in regional stock exchanges and related infrastructure providers.

Attached is a copy of the certificate of good standing (long form) reflecting shareholding details in PNGX Group.

**(d) Detailed description of all related business/es or company/ies of the Applicant including the goods and services that each of them provide including the IPA registration number:
(Refer to direction 3)**

PNGX Group is the holding company of the following subsidiaries:

- PNGX Markets Limited (1-29172) (**PNGX Markets**)

PNGX Markets is the entity licensed by the Securities Commission of Papua New Guinea to operate the national stock exchange of Papua New Guinea, thereby being the official operator of the Papua New Guinea stock exchange.

- PNGX Services Limited (1-122911829) (**PNGX Services**)

PNGX Services serves as the internal service company for the PNGX group of companies.

- PNGCSD Limited (1-124285194) (**PNGCSD**)

PNGCSD was established with the intention to become the central securities depository (**CSD**) which will act as the central depository for settling market transactions on PNGX Markets and for holding securities on behalf of shareholders in PNG, in line with the *Central Depositories Act 2015*.

- PNGCSD Nominees Limited (1-124286913) (**PNGCSD Nominees**)

PNGCSD Nominees will serve as a nominee company to hold securities in the CSD on behalf of the beneficial owners.

- Fairfax Harbour Funds Management Limited (1-144527518) (**FHFM**)

FHFM has been established with the intention to pioneer the introduction of collective investment schemes and exchange-traded products in Papua New Guinea, providing diversified, professionally managed investment opportunities for both institutional and retail investors.

Attached is a copy of the PNGX Group structure.

(e) Name, address and phone number of any person/s (if any) for whose benefit or behalf the shares or assets acquired will be held:

Not applicable.

2. The Target Company

a. In the case of a registered business or company whose shares or assets are to be acquired:

(i) Name of the business or company including the IPA registration number

PNG Registries Limited (1- 49112) (**PNG Registries**).

(ii) Registered office of the business or company

Level 4, Cuthbertson House, Cuthbertson Street
Port Moresby, Moresby South
National Capital District (Port Moresby)
Papua New Guinea

(iii) Brief description of the business/es carried on by the business or company including the goods and services supplied

The principal activity of PNG Registries is to maintain the register of shareholders of PNG companies listed on the PNG Stock exchange and for non-listed companies, including shareholder communication, meeting services and dividend paying services.

(iv) Number and types of shares or description of assets to be acquired

PNGX Group is to acquire 100% of the issued share capital in PNG Registries from MUFG Corporate Markets (AU) Limited formerly Link Market Services Limited (ACN 083 214 537) (**Vendor or MUFG**). The Vendor is the sole shareholder of 100 ordinary shares in PNG Registries. **Attached** is the Certificate of Registration on Change of Name issued by the Australian Securities and Investments Commission.

b. Where it is a company whose shares are to be acquired, provide details of:

(i) The issued capital of the company

The issued capital of PNG Registries is comprised of 100 ordinary shares.

(ii) The holders of issued capital

The sole shareholder of the issued capital is MUFG Corporate Markets (AU) Limited previously known as Link Market Services Limited as reflected in the **attached** Certificate of Good Standing. MUFG Corporate Markets (AU) Limited is duly incorporated in Australia.

c. Provide details of all related business/es or company/ies of the business or company whose shares or assets are to be acquired by the applicant.

(Refer to direction 4)

PNG Registries is wholly owned by MUFG Corporate Markets (AU) Limited. MUFG Corporate Markets (AU) Limited is a wholly-owned subsidiary of MUFG Pension & Market Services Holdings Limited (formerly Link Group Limited) for which the ultimate holding company is Mitsubishi UFJ Financial Group. PNG Registries has no subsidiary companies.

d. Where it is a person whose assets are to be acquired

(i) Name and address of that person

Not applicable.

(ii) Detailed description of the business/es carried on by the person including the goods and services that person supplies

Not applicable.

(iii) Describe the assets to be acquired

Not applicable.

3. The Acquisition

(a) Outline the details of the offer contract, arrangement, understanding or proposal for the acquisition and, where possible also provide a copy of that document.

(Refer to direction 5)

The acquisition will involve the purchase of 100 issued share capital in PNG Registries from the Vendor by PNGX Group pursuant to a Share Purchase Agreement (**SPA**). Following the proposed acquisition, PNGX Group will own

100% of the issued share capital in PNG Registries. PNG Registries will therefore become a wholly owned subsidiary of PNGX Group.

In accordance with Direction 5, PNGX Group further provides the following additional information:

- (a) **the date the contract, arrangement, understanding or proposal was or is intended to be made,**
SPA was recently executed and is dated 27 November 2025;
- (b) **the date the public bid was advertised,**
Not applicable.
- (c) **the intended date the contract, arrangement, understanding or proposal was or is intended to be concluded,**
[REDACTED]
- (d) **the intended date of consummation of the acquisition,**
The exact date will not be known until completion occurs.
- (e) **the consideration proposed to be exchanged for the acquisition.**

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

- (b) **Explain the commercial argument for the proposed acquisition and provide copies of all documents prepared specifically to assess the proposed acquisition with respect to the market/s affected and the nature of those effects.**

The commercial argument for the proposed acquisition is to streamline the roles of market operator and the share registry operations under one group. The acquisition is consistent with broader national policy objectives to develop the PNG capital markets. It is also consistent with the operating models of stock exchanges in emerging capital markets globally.

Also, the PNG market requires greater automation and the adoption of a CSD and PNGX Group's subsidiaries – PNGCSD and PNGCSD Nominees – were established in anticipation, to fill this role.

Ownership of PNG Registries registry operations for the majority of the market will facilitate a migration to a CSD structure, enabling automation of order entry into the market, the removal of inefficient paper-based settlement and the implementation of automated settlement on T1. All of which are a pre-requisite to building liquidity. Operation of a central share registry for the PNG market is explicitly envisaged within the *Central Depositories Act* 2015. CSD Rules for PNGCSD Limited have already been approved by the PNG Securities Commission.

- (c) **Indicate whether the acquisition involves any additional commercial arrangements and describe those arrangements.**

[REDACTED]

(d) Provide a copy of the draft Sale or Purchase agreement.

As the matters included in the SPA are of a commercial and confidential nature and parties do not wish it to be publicly available, a copy of the SPA is provided on a strictly confidential basis.

4. Threshold

(a) What is the purchase price of the proposed transaction in terms of PNG Kina?

[REDACTED]

[REDACTED]

(b) What are the market shares of the parties involved in the proposed transaction?

PNGX Markets is the sole operator of stock exchanges in PNG.

PNG Registries provides registry services to 8 of the 11 companies listed on PNGX Markets (72%). The Australian office of Computershare provides registry services to 3 of the 11 companies listed on PNGX Markets (i.e. 28%).

Other than its current ownership of PNG Registries, MUFG has no other presence in PNG.

Professional services companies provide individual registry services to their own clients on an ad hoc basis (market share unknown).

5. Background Information

**(a) Describe the industry sector/s in which the acquisition relates.
(Refer to direction 6)**

The acquisition relates to the capital market industry.

PNGX Group is the holding company for PNGX Markets Limited – the subsidiary which runs and maintains the independent operations of the stock market in the country.

PNG Registries maintains the share registers for 8 of the 11 entities that are listed on the PNG stock exchange. PNG Registries provides services for listed companies including maintenance of share registers, transfer of shares, administration of the payment of dividends, administration of general meetings, management of shareholder enquiries.

**(b) Describe the area/s where there is an overlap in the operations of the Applicant and the Target and any related businesses of the merger parties
(Refer to direction 7)**

There is no overlap between the services provided by PNGX Group and PNG Registries. The services provided by PNG Registries are “downstream” services arising from transactions undertaken on the PNG stock exchange. However, the primary customer-base of both PNGX Markets and PNG Registries are similar to the extent that PNG Registries provides services to 8 of the 11 companies listed on the market operated by PNGX Markets.

(c) Provide details of any other acquisitions that may have been made by the Applicant or the Target Company and any other acquisitions made in the industry sector/s in the last five years

PNGX Group – nil acquisition.

PNG Registries – nil acquisition.

To the best of our knowledge there have been no similar acquisitions by any party within the industry for the last 5 years other than the offshore acquisition of MUFG Pension & Market Services Holdings Limited (formerly Link Group Limited) by Mitsubishi UFJ Trust & Banking Corporation in mid 2024.

(d) Provide details (if any) of existing vertical or horizontal relationship between the Applicant and the Target Company

The services provided by PNG Registries are “downstream” services arising from transactions undertaken on the PNG stock exchange. The primary customer-base of both PNGX Markets and PNG Registries are similar to the extent that PNG Registries provides services to 8 of the 11 companies listed on the market operated by PNGX Markets.

(e) Describe (if any) other cooperative agreements that the Applicant or Target Company may be a party to

Nil.

6. Market definition

**Describe the relevant market/s the acquisition is most likely to have a competition effect on – this should include the market/s for the supply of goods and services and markets for the acquisition of goods and services.
(Refer to direction 8)**

The relevant market is the market for the operation of share registries in PNG.

Given that there are currently only three suppliers operating as share registries, the acquisition of 100% shares in PNG Registries by PNGX Group will not result in a change to the level of competition in any relevant market. The acquisition will not lessen competition. There are no barriers to entry of new share registry operators. However, operation of a central share registry (CSD) for the PNG market is explicitly envisaged within the *Central Depositories Act 2015*.

The operations of PNG Registries are solely within PNG.

7. Suppliers

(a) Describe the inputs into the production of goods or services by both the Applicant and the Target Company in the relevant market/s and indicate the value of those inputs as a proportion of total production. Where alternative inputs are available, provide a list of substitutes.

The primary inputs to the delivery of share registry services are technology systems and human resources. These comprise the majority of input costs.

**(b) Provide the names and contact details of a representative selection of suppliers of inputs to both the Applicant and the Target Company in the relevant market/s
(Refer to direction 9)**

The primary customer-base of both PNGX Markets and PNG Registries are similar to the extent that PNG Registries provides services to 8 of the 11 companies listed on the market operated by PNGX Markets. These are:

- BSP Financial Group Limited
- Credit Corporation (PNG) Limited
- PNG Air Limited
- City Pharmacy Limited
- Kina Asset Management Limited
- Kina Securities Limited
- NGIP Agmark Limited
- Niuminco Group Limited

These are large entities in various industries which include Banking and Finance, Aviation, Investment, Industrial and Mining and Exploration. PNGX Group is unable to provide an estimate of the value of the goods and services provided.

(c) Describe any purchasing arrangements in place with each of the suppliers identified above and outline whether it is expected or anticipated that these arrangements will continue or be varied in anyway post acquisition.

There are no formal commercial agreements contracting arrangements between PNG Registries and its clients.

8. Competitors

**(a) Provide details of alternative suppliers of products now or shortly to be competitive with, or otherwise substitutable for, goods or services produced by the Applicant and Target company in the relevant market/s
(Refer to direction 10)**

The capital market is relatively small and in addition to PNG Registries, the other share registry service providers are the Australian office of Computershare Limited – a company incorporated in and operating out of Australia, Appello Services – a company incorporated in New Zealand and The Software Factory- a company incorporated in FIJI.

In relation to the services provided by Computershare to Santos Limited, PNGX Markets acts as an agent for Computershare to facilitate the delivery of share transfer forms to Australia, to facilitate the mail distribution of documents to Santos' PNG shareholders and to respond to shareholder enquiries.

There are no barriers to entry of other share registry providers in PNG.

A listed company could operate its own share registry in-house if it chose.

(b) If the suppliers identified above do not produce goods or services which are substantially the same as those goods and services produced by the merger parties in the relevant market/s, explain why it is considered that these goods or services are viable alternatives.

The services provided are of the same nature.

9. Customers

**(a) Provide the names and contact details of a representative selection of the customers of each of the merger parties in the relevant market/s
(Refer to direction 11)**

- BSP Financial Group Limited
- Credit Corporation (PNG) Limited
- PNG Air Limited
- City Pharmacy Limited
- Kina Asset Management Limited
- Kina Securities Limited
- NGIP Agmark Limited
- Niuminco Group Limited

(b) Describe the distribution channels available to the merger parties in supplying goods and services to customers and identify the relevant distribution channels in respect of each of the customers identified above.

The relevant distribution channel is listing on the PNGX market.

**(c) Describe the existing supply arrangements that the Applicant and Target Company have in place with the customers identified above and whether it is expected or anticipated that these arrangements will continue or be varied in anyway post-acquisition
(Refer to direction 12)**

It is expected or anticipated that arrangements with listed companies will continue unvaried post-acquisition.

10. Market concentration

**Provide estimates of or actual current and post-acquisition market shares for the merger parties and market shares of the existing alternative suppliers or purchasers in the relevant market/s identified above.
(Refer to direction 13)**

The current market share of listed companies is as below and is not expected to change post-acquisition

PNG Registries – 72%

Computershare – 28%

11. Countervailing Power

(a) Describe the relative strength of bargaining power possessed by customers of the products in the identified markets;

Based upon apparent pricing structures, prices are negotiable based upon volume of business. Bargaining power will remain unchanged as a result of the acquisition. Customer bargaining power is increasing given the declining barriers to entry of new providers and the development of cloud based technology solutions by providers located across Australia, New Zealand, FIJI, Asia and Europe.

(b) Describe to what extent it is possible for customers to bypass the merger parties by either importing or producing the product or service themselves, vertically integrating, or utilizing an alternative supplier; and

Listed companies can maintain the share register themselves if desired. However, this is unlikely owing to the scale and cost efficiencies of outsourcing to an external registry manager. For example, there are private companies in PNG with over 20,000 shareholders which maintain their own share registry. As demonstrated by the 3 companies which use an Australian share registry (Computershare), there is scope to move from PNG Registries if required. In any market, for example Australia and New Zealand, the number of commercial share registry managers is small.

(c) Describe the ability of suppliers to identify and switch to alternative customers.
(Refer to direction 14)

There are only a small number of providers currently active in PNG, only one of which (PNG Registries) is resident in PNG.

As referred to above, PNG companies can switch to Computershare or any other offshore share registry manager. Alternatively, they could manage the registry operation internally themselves. There is no barrier to entry to new providers.

12. Imports

(a) Provide estimates of the actual and potential level of import competition in the relevant market/s and details of the importers;
(Refer to direction 15)

As referred to above, PNG companies can switch to Computershare or any other offshore share registry manager. Alternatively, they could manage the registry operation internally themselves. There is no barrier to entry to new providers.

(b) Provide historical importation figures;

The Australian office of Computershare services 3 of the 11 companies listed on PNGX Markets. Appello Services of New Zealand has recently been appointed as the share register for the Pacific Balanced Fund. The Software Factory of Fiji provides member registry services to domestic PNG superannuation funds. As the Software Factory platform is used for share registry services in Fiji, it can be readily rolled out in PNG.

(c) List which products are imported into the relevant market/s, and who undertakes the importation and their relative share of the market;

The Australian office of Computershare services 3 of the 11 companies listed on PNGX Markets. Appello Services manages 1 share register. Women's Micro Bank operates its own share registry for over 20,000 holders.

(d) Show the relationship (if any) between domestic prices and import product prices; and

Pricing is not publicly available.

(e) Provide details of the extent of which imports provide a constraint on domestic suppliers including the merger parties in the relevant market/s post acquisition
(Refer to direction 16)

Not applicable.

13. Substitutes

Provide information concerning the extent to which substitutes are available in the relevant market/s or are likely to be available in the market
(Refer to direction 17)

As referred to above, PNG companies can switch to Computershare or any other offshore share registry manager. Alternatively, they could manage the registry operation internally themselves. There is no barrier to entry to new providers and competition is not limited by geographic location of providers.

14. Barriers to entry

(a) Provide details of any barriers to entry and expansion in the relevant market/s
(Refer to direction 18)

PNGX Group does not consider there to be any major barriers to entry and expansion in the relevant market except that the following may hinder expansion:

- relatively small market;
- lack of advertising and promotion;
- high cost and low margins being dependent upon volume for sustainability;
- the establishment of a CSD as envisaged by the Central Depositories Act; and
- vagueness in the current securities legislation.

(b) Provide details of the ability of any firm not currently producing goods or services in the relevant market/s but which could enter the relevant market quickly and provide an effective competitive constraint

PNGX Group has the ability to establish a central securities depository as envisaged by the *Central Depositories Act* 2015 to facilitate development of the PNG capital market could potentially provide an effective competitive constraint.

(c) Provide details of any firms which have recently tried and failed to enter the relevant market/s, including the reasons (if known) for their failure

PNGX Group is not aware of any firms which have recently tried and failed to enter the relevant market.

15. Dynamic characteristics

Provide details of the dynamic characteristics of the relevant market/s, including growth, innovation and product and/or service differentiation.
(Refer to direction 19)

The PNG capital market has not developed for over 20 years. The registries business has not been invested in for many years and significantly lags behind world standards. The vertical integration of PNG Registries into PNGX

Group will facilitate the development of a central securities depository which, in turn, will facilitate the development of automated order entry into the PNGX equities market (i.e. enabling trading from mobile phones) and hence accelerate the innovation and development of the market. Without vertical integration, as adopted in most evolving capital markets (see, for example, Fiji) the PNG capital market will not evolve and meet the national objectives.

16. Vigorous and effective competitor

Indicate whether the merger parties in the relevant market/s would separately be considered as a vigorous and effective competitor?

(Refer to direction 20)

PNGX Group and PNG Registries could not be considered as competitors as PNGX Group does not currently provide share registry services.

17. Vertical integration

(a) Describe whether the proposed acquisition would, or would be likely to, result in vertical integration between firms involved at different functional levels in the relevant market/s

(Refer to direction 21)

The vertical integration of PNG Registries into PNGX Group will facilitate the development of a central securities depository which, in turn, will facilitate the development of automated order entry into the PNGX equities market (ie enabling trading from mobile phones) and the abolition of inefficient high risk manual paper based settlement hence accelerating the innovation and development of the market. Without vertical integration, as adopted in most evolving capital markets (see, for example, Fiji), the PNG capital market will not evolve and meet the national objectives.

(b) Describe the extent to which vertical integration currently exists, where either merger party currently operates as a customer or supplier to competitors in the relevant market/s: and

PNGX Group is not a customer or supplier to PNG Registries. However, PNG Registries is directly dependent upon the level of business and activity on the market operated by PNGX Markets. PNG Registries relies upon the number of companies listed on PNGX Markets. There is limited scope to provide services to unlisted companies, but it is marginal to the business of PNG Registries. In effect, both PNGX Group and PNG Registries provide related, but different, services to the same customer group.

(c) Describe whether the proposed acquisition is likely to increase the risk of coordinated behavior.

There is scope for the acquisition to increase the potential for coordinated behaviour given the nature of the transaction flow in the market. However, the coordinated behaviour between PNGX Group and PNG Registries is essential for the automation and development of the PNG market and is envisaged and provided for in the *Central Depositories Act 2015*.

18. Prices and profit margins

(a) Provide details of recent and current levels of pricing in the relevant market/s including the use of rebates and discounts

We are not aware of the use of discounts or rebates with share registry customers.

(b) Provide details of supply costs of goods and services supplied by the merger parties including manufacturing, marketing and distribution costs in the relevant market/s

There have been no marketing and distribution costs incurred.

(c) Describe the competitive constraints, if any, which would, or would be likely to, prevent the merger parties from being able to significantly and sustainably increase, the prices paid by their customers, or lower the prices paid to their suppliers, post-acquisition in the relevant market/s

Customers aggrieved by PNG Registries pricing can transfer services to the Australian office of Computershare or other like provider. The ability to transfer service providers was recently evidenced by the move of the Newcrest share register from PNG Registries to the Australian office of Computershare as a consequence of the takeover by Newmont and its listing in PNG and the appointment of Appello Services to the Pacific Balanced Fund.

**(d) Describe the impact of the acquisition on the potential for coordinated conduct between remaining competitors in the relevant market/s post-acquisition
(Refer to direction 22)**

The potential for the acquisition on the potential for coordinated conduct between remaining competitors in the relevant market/s post-acquisition is considered low given the differing scale of business between PNG Registries and Computershare.

(e) Describe the likely impact of the acquisition on the profit margins of the merger parties post-acquisition and the expected cause of any change

In the short term, the profit margins are expected to remain static. Both PNGX Group and PNG Registries operate at near break-even levels of profitability. The profitability of PNG Registries will decline for the first 2 years owing to the high cost of replacing existing technology. Any change in profit in the medium term will come from operational synergies (eg staffing and rent) rather than pricing.

19. Related markets

**(a) Describe the extent of complementarity between products supplied by the merger parties
(Refer to direction 23)**

PNGX Group considers that the information required by Item 19 is not relevant or applicable in the context of the proposed acquisition as PNGX Group currently does not supply or maintain any registry services.

It is also worth noting that PNGX Markets acts as agent for Computershare but does not provide registry services; and as part of the CSD framework, the *Central Depositories Act 2015* permits PNGX Markets to mandate the use of a central depository.

**(b) Describe the extent to which the products identified above are, or could be, offered to customers as a product range through bundling or tying
(Refer to direction 24)**

As part of the CSD framework, the *Central Depositories Act 2015* permits PNGX Markets to mandate the use of a central depository.

(c) Describe the competitive constraints that would, or would be likely to, prevent such bundling or tying from significantly foreclosing the ability of the merged entity's competitors to compete, including foreclosure of access to distribution by the merged entity's competitors.

As part of the CSD framework, the *Central Depositories Act 2015* permits PNGX Markets to mandate the use of a central depository. This would not prevent another provider from providing ancillary services such as administration of the payment of dividends, administration of general meetings, management of shareholder enquiries.

20. Other grounds for grant of clearance

Outline any grounds for the granting by the Commission of the clearance not already addressed above.

The acquisition is important for capital market development and capital market infrastructure. The development of a CSD is envisaged in the PNG Financial Sector Development Strategy 2018-2030 and in the *Central Depositories Act 2015*.

21. The counterfactual

Describe the likely state of the relevant market/s in the future if the proposed acquisition does not take place, giving reasons

If the acquisition does not proceed, the capital market will remain as is with only two primary suppliers. Without the acquisition, PNGX Group will endeavour to establish a central securities depository to complement the PNG stock exchange and to provide depository clearing and settlement services on all the securities and stocks traded on the PNG stock exchange. However, this will take many years and significantly higher costs to develop with significantly higher commercial risk. As a result, the PNG capital market will not be automated for many years, thereby remaining as one of a handful of paper-based markets in the world. This, in turn, will reduce the ability of PNG to attract foreign investment into the public capital market.

22. International

(a) Does the acquisition involve:

(i) A company operating in PNG that has a foreign parent?

Yes. PNGX Group's largest shareholder is Pacific Capital Markets Development Pty Limited, a company duly incorporated in Australia.

PNG Registries' current sole shareholder is MUFG Corporate Markets (AU) Limited, a company duly incorporated in Australia.

(ii) PNG businesses or consumers affected by the conduct occurring overseas?

The transaction concerns shares in a company incorporated in PNG. PNGX Group is not aware of any PNG business or consumers affected by any occurrences overseas.

(iii) Foreign consumers affected by the conduct occurring in PNG

PNGX Group is not aware of any foreign consumers who will be affected by the acquisition occurring in PNG.

(b) Provide details of competition authorities in jurisdictions other than PNG to which the proposed acquisition has been, or is intended to be, notified and the timing of such notifications.

PNGX Group is not aware of any competition clearances required in any other jurisdictions.

23. Further information

Name, postal address, telephone, facsimile and email contact details of the person authorized by the applicant to provide additional information in relation to this application.

Mr. David Lawrence
PNGX Group Limited
PO Box 1531, Port Moresby 121

Mobile (AU): +61 4 1117 2697 | Mobile (PNG): +675 7149 6055
Email: david.lawrence@pngx.com.pg

24. Information provided in relation to the target

Where the target has been consulted during the preparation of information provided in response to the questions contained in this form relating to the target, an authorized representative of the target must indicate here that information relating to the target is complete and accurate.

Information relating to the target is complete and accurate.

25. Declaration

The undersigned declare that, to the best of their knowledge and belief, the information given in response to the questions in this form is true and correct and complete, that complete copies of documents required by this form have been supplied, and that all estimates are identified as such and are their best estimates of the underlying facts and that all the opinions expressed are sincere.

The undersigned are aware of section 128(4)(b) of the ICC Act, in that it is an offence to give information or provide an answer that is false in any particular



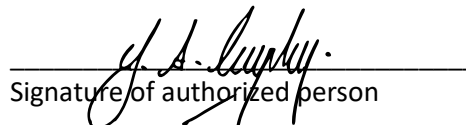
Signature of authorized person

Group Chairman, PNGX Group Limited

Office held

David Lawrence

(Print) Name of authorized person



Signature of authorized person

Frank Dunphy, Director

Office held

Frank Dunphy

(Print) Name of authorized person

This 4 day of December 2025

DIRECTIONS

1. If you are an individual making this application on behalf of a company please state the name of the company. Note that the application must only be signed by a person authorized in writing by the company to do so and relevant correspondence confirming that the individual has been authorized to sign on behalf of the company must also be attached.

If the space on this form is insufficient to provide all the information required, the information must be provided on separate sheets of paper, numbered consecutively and signed by or on behalf of the applicant.

The Commission welcomes any other additional information that the applicant deems relevant in support of the application.

2. The response should detail the ownership structure, a list of the shareholders (where applicable) and the applicant's latest annual report (if any).
3. The response should disclose details of a holding company (if any) or subsidiary/ies (if any) as defined under *Section 5 of the Companies Act of 1997*.
4. The response must disclose details of a holding company (if any) or subsidiary/ies (if any) as defined under *Section 5 of the Companies Act of 1997*.
5. The response should disclose:
 - (a) the date the contract, arrangement, understanding or proposal was or is intended to be made,
 - (b) the date the public bid was advertised,
 - (c) the intended date the contract, arrangement, understanding or proposal was or is intended to be concluded,
 - (d) the intended date of consummation of the acquisition,
 - (e) the consideration proposed to be exchanged for the acquisition.

Also provide where possible, a copy of the contract, arrangement, understanding or proposal between the Applicant and the Target.

6. The response should include background information on the industry sector/s relating to the acquisition and the role of the Applicant and Target Company in the industry sector/s related to the acquisition. The information should also include a description of goods and services supplied both locally and internationally.
7. The response should detail all the goods and services produced and/or supplied and identify areas where there is an overlap (same or similar goods and services produced and/or supplied or same area of business conducted by the applicant and target) in the production and/or supply of goods and services by the Applicant and the Target.
8. In determining whether an acquisition breaches *Section 69* of the Act, an assessment of the relevant market/s must be made. The response must detail the product, functional, geographical and time dimensions of the market/s.
 - (a) The product dimension of the market must include the identification of goods and services supplied by the Applicant and the Target Company. The next step is to identify the goods or services that may be considered substitutable or interchangeable with goods and services supplied by the applicant and target by customers – Demand side substitutability. Also identify possibilities of customers to switch to alternative suppliers given a permanent price increase and other suppliers start producing the goods and services in question or produce a substitute product – Supply side substitutability.
 - (b) The functional dimension of the market must describe the vertical stages of productions and distribution that comprises the relevant arena of competition. Consider whether products produced or sold at several levels by vertically integrated firms, or by firms at another level of distribution than the merging firms,

should be included in the relevant market because the exercise of market power at one stage of distribution can be constrained by firms at an adjacent level of distribution.

- (c) The geographic dimension of the market must identify the areas over which the Applicant and the Target Company and their competitors currently supply, the relevant products and to which the customers could practically turn. Also identifies other areas where customers could purchase these products given the merged firms raise prices.
 - (d) The time dimension of the market must address the period over which substitution possibilities must be considered.
9. The response should provide details of at least 5 suppliers and should be an even representation of suppliers ranging from small, to medium and then to large suppliers. The response should also include a description of the goods and services supplied by each of the suppliers and an estimated value of the goods and services supplied.
 10. The response should include the location of each of the suppliers identified and the areas to which each of the identified entities supplies goods or services.
 11. The response should provide details of at least 5 customers (if there are less, list all of them) and should be an even representation of the customers ranging from small, to medium and then to large customers and must include a description of the goods or services and the value of the goods and services purchased by these customers.
 12. The response should provide details of any contracts, exclusivity rebates and discounts and identify any customers who have contracts which are about to expire within the next two years and indicate the supply volumes associated with such contracts.
 13. The response should describe the market share of the suppliers or purchasers identified earlier, the market share of the Applicant and the market share of the Target Company in the relevant market/s over the last 5 years, including the total size of the domestic market. The documents relied upon to estimate the total market share sizes must be provided. The response should also include the number of buyers and sellers in the market.

Also outline the extent to which the Acquirer would be constrained in its actions by existing competitors in the relevant markets

14. The response should detail:
 - (a) the ability of competitors in the relevant market/s to increase supply,
 - (b) the ease with which customers could change suppliers including any switching costs that they would incur
 - (c) whether goods and services produced in the relevant market/s should be considered homogeneous or whether there are variations in price or quality and whether the relevant market/s are characterized by brand loyalty.
15. The response should detail whether it is viable for customers to import substitutes. Also indicate the origin of imports and address issues including but not limited to:
 - options for the transportation of imports (e.g. by air, sea or land);
 - transportation costs;
 - whether the product is a high or low value product;
 - whether the product is of high or low density; and
 - whether the product is durable for transportation without damage or deterioration in quality.

The response should also cover any barriers to importation in the relevant market/s including whether significant investment in facilities or in distribution arrangements is needed to facilitate importation.

16. The response should provide details of the price of actual or potential imports (including, additional costs such as freight and customs duties), whether existing import suppliers can accommodate a significant expansion in capacity without the need for significant investment and whether import competition would provide a constraint on companies post acquisition in the downstream market. The response should also include details of existing importers and their customers.
17. The response should cover relative capacities, cost structures and the cost of expansion in the market.
18. The response should detail –
 - (a) the market conditions that may affect the ability to entry and the ability of existing firms to expand;
 - (b) the nature and height of barriers to entry and expansion;
 - (c) details of exit;
 - (d) entry and expansion in the relevant market/s in the last 5 years;
 - (e) any incentives or disincentives for new entry; and
 - (f) effective competitor.

Barriers which must be addressed include, but are not limited to, the following:

- (a) Sunk costs in production capacity;
 - (b) Accessing shelf space;
 - (c) Advertising and promotion;
 - (d) Legal and Regulatory restrictions such as licensing requirements, industry standards and capital requirements;
 - (e) Requirement for scarce inputs;
 - (f) the extent of Brand loyalty in the relevant market/s;
 - (g) Minimum efficient scales of operation;
 - (h) Goodwill;
 - (i) Access to scarce resources such as intellectual property; and
 - (j) Threat of retaliatory action by incumbents to new entry.
19. The response should have information including but not limited to the following –
 - (a) Growth (whether the relevant market/s is/are growing or declining;
 - (b) Levels of innovation;
 - (c) Technological change (information on new technology used in production); and
 - (d) Product and/or service differentiation in the relevant market/s.
20. The response should include information of merger parties' respective historical and current pricing, quality, after sales service and purchasing behavior. The response should also include merger parties' record of innovation, its growth relative to the growth of the relevant market/s, and its history of independent behavior.
21. The response should detail -
 - (a) whether the Acquirer has market power in any market which could be leveraged into a vertically related market;
 - (b) whether the target firm would have been a likely entrant to a vertically related market;
 - (c) whether the merged firm will control access to an essential input;
22. The response should detail factors conducive to coordination in a market including, but not limited to, the following –
 - (a) The number of participants in the relevant market/s
 - (b) Transparency

- (c) Homogeneity of product
- (d) Homogeneity of firms
- (e) The size and frequency of purchases
- (f) The presence of the same firms in more than one market

23. The response should address the complementarity that occurs where there is significant commonality of customers' products and whether the strength of demand for one product is positively correlated with the strength of demand for another, either because the products form part of a range that distributors need to carry because they must be consumed together for technical reasons.
24. The response should detail the circumstances where two or more products are, or could be, supplied only as a bundle (pure bundling) or, if supplied individually, are also offered as a bundle at a price that is lower than the price charged if sold individually (mixed bundling). The response must also address circumstances where customers seeking to acquire one product are required also to purchase a second product or carry amounts of the second product (tying).