

Duties Act 1997 – Section 273B(2)

This form must be used for transactions which have occurred before 1 February 2024, or for applications made prior to 1 April 2024, affected by an arrangement or an agreement entered into before 19 September 2023.

Application for Exemption – Corporate Consolidation Transactions

From 1 February 2024, the exemption from duty for eligible corporate consolidation transactions is replaced with a concession of 10% of the duty that would otherwise be payable.

For transactions that will occur on or after 1 February 2024 use:

- Application for Concessional Duty: Corporate Consolidations – Pre-Transaction (ODA 028B – Pre) or
- Application for Concessional Duty: Corporate Consolidations – Post-Transaction (ODA 028B – Post)

Note:

- Under the Taxation Administration Act 1996, it is an offence to knowingly give false or misleading information or omit information
- This application must be completed in seeking exemption for a dutiable transaction and/or an acquisition of an interest in landholder (within the meaning of Chapter 4) through a corporate consolidation
- This application must be completed by a director of the head corporation
- If you need more room, complete your answers on a separate sheet and attach to this form
- **Applicant must provide the required information specifically noted in this Form. Failure to provide the requested information will result in your application being rejected.**

Applicant’s details

Corporation name		
Address		
Suburb	State	Postcode
Contact name	Daytime phone no. ()	
Email address		

Details of corporate consolidation > Go to page 4 for definitions

Name of corporation ➤ If a unit trust scheme, please include the name of trustee	ACN/ABN	Date of incorporation or establishment	Number of Issued Securities
Head Corporation:			
Trustee name (if applicable):			
Affected Corporation:			

Name of corporation ➤ If a unit trust scheme, please include the name of trustee	ACN/ABN	Date of incorporation or establishment	Number of Issued Securities
Trustee name (if applicable):			

Will/did the head corporation hold share/s in a subsidiary company or hold unit/s in a subsidiary unit trust scheme **immediately before** the corporate consolidation transaction or acquisition occurred?

Yes No

Is there more than one affected corporation?

Yes No

If yes, provide details of the steps by which the shares and/or units will be acquired and the register/s updated

Required information

You must provide the following:

- A complete copy of the most recent share register or unit register for the head corporation – ASIC extract not accepted
- A complete copy of the most recent share register or unit register for each of the affected corporations – ASIC extract not accepted
- A complete copy of the most recent financial statements for the head corporation
- If there is more than one affected corporation, confirmation as to how all the share registers and/or unit registers will be updated
- Copies of any agreements entered into that effect or evidence the corporate consolidation transaction

Security holder(s) before and after consolidation

Name(s) of Security holder(s)	Before consolidation		After consolidation	
	Affected Corporation		Head Corporation	
	Number of security held	% security holding	Number of security held or to be held	% security holding

Dutiable transaction and property details ➤ Please tick/cross what is applicable

Transfer of securities in Affected Corporation

Estimated value of this dutiable property \$

Transfer of securities in Head Corporation

Estimated value of this dutiable property \$

Acquisition of an interest in a landholder within the meaning of Chapter 4

Land in NSW (includes interest in land)

The property is described as (title reference)	
situated at street no and address	
Suburb	State
Estimated value of this dutiable property \$	

Goods in NSW

Estimated value of this dutiable property \$
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Undertaking

The applicant corporation undertakes: ➤ *Please tick/cross one*

If application is made **before** relevant transaction

1. to advise the Chief Commissioner in writing as soon as practicable, if any material change to matters disclosed in this application occurs on or before the execution of the relevant transaction, and
2. to abide by any other conditions subject to which approval is given, and
3. to advise the Chief Commissioner in writing if any such conditions are not met, and
4. to pay all duty assessed on the transactions or instruments if any such conditions are not met and if approval is revoked.

OR

If application is made **after** relevant transaction that occurred on (date)

1. to abide by any other conditions subject to which approval is given, and
2. to advise the Chief Commissioner in writing as soon as practicable if any such conditions are not met, and
3. to pay all duty assessed on the transactions or instruments if any such conditions are not met and if approval is revoked.

Declaration

I, (Name of director)	
a director of	Date

do solemnly and sincerely declare that:

1. I am authorised by the applicant corporation to make this declaration on its behalf
2. The transaction is/will be a corporate consolidation transaction as defined.
3. The only consideration given by the head corporation for the transfer or acquisition is/will be the issue or transfer of its securities to the person(s) from whom the affected corporation's securities were/will be transferred or acquired.
4. The head corporation did not/will not hold dutiable property or a vehicle or an interest in a corporation immediately before the transaction or acquisition occurred/is to occur.
5. The undertaking given in this application is complied with.

Under the Taxation Administration Act 1996 it is an offence to knowingly give false or misleading information or omit information¹.

I declare that all information provided is true and correct in every particular.

Date

¹ Penalties of up to 1,000 penalty units or 2 years imprisonment (or both) may apply

Definitions

Corporate consolidation transaction

means a dutiable transaction or an acquisition of an interest in a landholder (within the meaning of [Chapter 4](#)) that:

- a) is made to interpose a corporation (**the head corporation**) between another corporation (**the affected corporation**) and the holders of the affected corporation's securities, and
- b) is a transfer or an acquisition of securities of:
 - (i) the affected corporation by the head corporation for which the only consideration given by the head corporation is the issue or transfer of its securities to the person from whom the affected corporation's securities were transferred or acquired, or
 - (ii) the head corporation by a holder of securities of the affected corporation.

Corporation Security

includes a unit trust scheme

of a corporation means:


- a) in the case of a corporation other than a unit trust scheme, an issued share of the corporation, or
- b) in the case of a unit trust scheme, a unit issued under the scheme

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Contact details

 1300 139 814* (Monday – Friday, 8.30 am – 5.00 pm)

*Interstate clients please call (02) 7808 6900

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