



Status: **legally binding**

Class Ruling

MyVenue Pty Ltd – employee share scheme – minimum holding period

❶ Relying on this Ruling

This publication is a public ruling for the purposes of the *Taxation Administration Act 1953*.

If this Ruling applies to you, and you correctly rely on it, we will apply the law to you in the way set out in this Ruling. That is, you will not pay any more tax or penalties or interest in respect of the matters covered by this Ruling.

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What this Ruling is about

1. This Ruling sets out the income tax consequences for employees of MyVenue Pty Ltd (MyVenue) who acquired options (Options), and shares from exercising those Options (Option Shares), in the MyVenue Employee Share Purchase Plan (ESOP) and subsequently sold them pursuant to a Share and Option Sale Agreement (SSA) on 24 April 2025.
2. Details of the disposal are set out in paragraphs 9 to 22 of this Ruling.
3. All legislative references in this Ruling are to the *Income Tax Assessment Act 1997*, unless otherwise indicated.

Who this Ruling applies to

4. This Ruling applies to you if you:
 - acquired Options in MyVenue under the ESOP on 1 July 2022 or later
 - were entitled to reduce the amount included in your assessable income in accordance with section 83A-33 (with the exception of the condition in subsection 83A-45(4) – minimum holding period) when you acquired the Options
 - were employed by MyVenue at all times from the date you acquired the Options until 24 April 2025, and
 - were a ‘resident of Australia’ (as defined in subsection 6(1) of the *Income Tax Assessment Act 1936*) on the date you disposed of your Options and Option Shares pursuant to the SSA.

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5. This Ruling does not apply to anyone who is subject to the taxation of financial arrangements rules in Division 230 of the *Income Tax Assessment Act 1997* in relation to the scheme outlined in paragraphs 9 to 22 of this Ruling.

Note: Division 230 will not apply to individuals unless they have made an election for it to apply.

When this Ruling applies

6. This Ruling applies from 1 July 2022 to 30 June 2025.

Ruling

Minimum holding period

7. The Commissioner will allow the minimum holding period to end at the earlier time of 24 April 2025 for the Options and Option Shares you acquired under the ESOP (paragraph 83A-45(5)(a)).

8. Therefore, you remain entitled to reduce the amount included in your assessable income in accordance with section 83A-33.

Scheme

9. The following description of the scheme is based on information provided by the applicant. If the scheme is not carried out as described, this Ruling cannot be relied upon.

MyVenue Pty Ltd

10. MyVenue was incorporated in Australia on 5 September 2017 and is a resident of Australia for income tax purposes.

11. MyVenue is a cloud-based provider of point-of-sale solutions specifically designed for stadiums, arenas and hospital venues.

MyVenue Employee Share Option Plan

12. MyVenue established the ESOP in November 2021 as an employee share scheme for eligible persons of MyVenue. The ESOP operated in accordance with the ESOP rules.

13. The ESOP rules define an 'Eligible Person' as any employee, contractor or director (or prospective employee, contractor or director) of MyVenue selected by the Board to participate in the ESOP.

14. Under the ESOP, the default vesting conditions were that 25% of the Options vested immediately upon acceptance of an offer, with the remaining 75% vesting in equal tranches of 25% per year over the subsequent 3 years, on each anniversary of the offer acceptance date.

15. Under the ESOP, the Options and Option Shares were subject to a restriction period where you could not dispose of the Options and Option Shares until the earlier of:

- 3 years from the date the Options were granted to you, or

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- the date that the recipient ceased to be employed by MyVenue.

Acquisition of MyVenue Pty Ltd

16. MyVenue was approached by GSV Acquisitions, LLC (GSV) in December 2024 to have a discussion. In February 2025, GSV discussed with MyVenue the potential to acquire 100% of the issued shares in, and options over shares, in MyVenue.

17. MyVenue Holdings LP, acting by its general partner MyVenue Holdings GP LLC of c/o GSV (MyVenue US), acquired 100% of the Options and Option Shares in MyVenue on 24 April 2025, pursuant to the SSA.

18. The acquisition was completed for a cash consideration amount and scrip component, as defined in the SSA.

19. MyVenue US is unrelated to MyVenue and was incorporated shortly before 24 April 2025 for the sole purpose of acquiring MyVenue.

20. The ESOP was suspended with effect from 24 April 2025, pursuant to the SSA.

Other matters

21. MyVenue did not enter into any formal discussions with GSV, MyVenue US or any other entities concerning a takeover or some other acquisition of all of its shares at any time prior to the issue of the final tranche of Options on 30 September 2024.

22. MyVenue did not market itself as available for a takeover prior to the approach from GSV.

Commissioner of Taxation

20 May 2026

Status: **not legally binding**

References

Legislative references:

- | | |
|--------------------|--------------------------|
| - ITAA 1936 6(1) | - ITAA 1997 83A-45(4) |
| - ITAA 1997 83A-33 | - ITAA 1997 83A-45(5)(a) |
| | - ITAA 1997 Div 230 |
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ATO references

NO: 1-180Q4W5N
ISSN: 2205-5517
BSL: PG
ATOlaw topic: Income tax ~~ Assessable income ~~ Employee share schemes ~~ Minimum holding period

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