


# ***CR 2026/13 - Locate Technologies Limited - scheme of arrangement***

 This cover sheet is provided for information only. It does not form part of *CR 2026/13 - Locate Technologies Limited - scheme of arrangement*



---

Status: **legally binding**

---

## Class Ruling

# Locate Technologies Limited – scheme of arrangement

---

### **📌 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.

---

<b>Table of Contents</b>	<b>Paragraph</b>
What this Ruling is about	1
Who this Ruling applies to	4
When this Ruling applies	6
<b>Ruling</b>	<b>7</b>
<b>Scheme</b>	<b>24</b>

---

### **What this Ruling is about**

1. This Ruling sets out the income tax consequences for Locate Technologies Limited (Australian company number 636 364 246, now named Locate Technologies Pty Ltd) (Locate) shareholders who disposed of their shares in Locate in exchange for shares in Locate Technologies Limited (New Zealand company number 9371162) (Locate NZ) on 16 December 2025 (Implementation Date) by way of a scheme of arrangement.
2. Details of this scheme are set out in paragraphs 24 to 36 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:
  - were registered on the Locate share register as a holder of Locate shares on 15 December 2025 (Record Date)
  - held your Locate shares on capital account – that is, your Locate shares were neither held as a ‘revenue asset’ (as defined in section 977-50) nor as ‘trading stock’ (as defined in subsection 995-1(1))
  - disposed of your Locate shares and received Locate NZ shares in exchange under the scheme of arrangement, and
  - are a resident of Australia as defined in subsection 6(1) of the *Income Tax Assessment Act 1936*.
5. This Ruling does not apply to you if you:
  - are a ‘temporary resident’ as defined in section 995-1

---

Status: **legally binding**

---

- held any shares, options or rights acquired under an employee share scheme to which Subdivision 83A-C applies and your deferred taxing point has not occurred or occurred on or after the Implementation Date
- are subject to the investment manager regime under Subdivision 842-I in regard to your Locate shares
- are subject to the taxation of financial arrangements rules under Division 230 in regard to your Locate shares.

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 2025 to 30 June 2026.

## **Ruling**

### **CGT event A1 happened on the disposal of your Locate Technologies Limited shares**

7. CGT event A1 happened when you disposed of your Locate shares (section 104-10).
8. The time of CGT event A1 was on the Implementation Date (paragraph 104-10(3)(b)).
9. The capital proceeds from CGT event A1 happening to each Locate share is the market value of the Locate NZ share you received in respect of your disposal of the Locate share (subsection 116-20(1)). The market value of the Locate NZ share is worked out as at the time of CGT event A1 happening.
10. You made a capital gain from CGT event A1 happening if the capital proceeds from the disposal of your Locate share were more than the cost base of that share (subsection 104-10(4)).
11. You made a capital loss from CGT event A1 happening if the capital proceeds from the disposal of your Locate share were less than the reduced cost base of that share (subsection 104-10(4)).

### **Availability of scrip for scrip roll-over**

12. Subject to the qualification in paragraph 13 of this Ruling, if you made a capital gain from the disposal of your Locate shares, you may choose to obtain scrip for scrip roll-over for the capital gain (sections 124-780 and 124-785).
13. Scrip for scrip roll-over cannot be chosen if any capital gain you might make from a replacement Locate NZ share would be disregarded, except because of a roll-over (paragraph 124-795(2)(a)).

---

Status: **legally binding**

---

**Consequences if you choose scrip for scrip roll-over*****Capital gain is disregarded***

14. If you choose scrip for scrip roll-over, you disregard the capital gain you made from CGT event A1 happening on the disposal of your Locate shares (subsection 124-785(1)).

***Cost base and reduced cost base of shares in Locate Technologies Limited (NZ)***

15. If you choose scrip for scrip roll-over, the first element of the cost base and reduced cost base of a replacement Locate NZ share you received is worked out by reasonably attributing to it the cost base and reduced cost base (respectively) of the Locate share for which it was exchanged and for which you obtained the roll-over (subsections 124-785(2) and (4)).

16. If all of your Locate shares were acquired on the same date and they have identical rights and obligations, we accept that a reasonable method of attribution would be to calculate the first element of the cost base and reduced cost base (respectively) of each replacement Locate NZ share by dividing the total cost bases and total reduced cost bases (respectively) of your Locate shares by the number of replacement Locate NZ shares you received.

***Acquisition date of shares in Locate Technologies Limited (NZ) shares***

17. If you choose scrip for scrip roll-over, for the purposes of working out whether a future capital gain from the replacement Locate NZ share is a discount capital gain, the Locate NZ share you acquired in exchange for your Locate share is taken to have been acquired on the date you acquired, for capital gains tax purposes, the corresponding Locate share involved in the roll-over (table item 2 of subsection 115-30(1)).

**Consequences if you do not choose, or cannot choose, scrip for scrip roll-over for your Locate Technologies Limited (NZ) shares*****Capital gain is not disregarded***

18. If you do not choose, or cannot choose, scrip for scrip roll-over, you must take into account any capital gain or capital loss from CGT event A1 happening on the disposal of your Locate shares in working out your net capital gain or net capital loss for the income year in which CGT event A1 happened (sections 102-5 and 102-10).

19. If you do not choose, or cannot choose, scrip for scrip roll-over and you made a capital gain on the disposal of your Locate shares, you can treat the capital gain as a discount capital gain provided that the conditions of Subdivision 115-A are met. In particular, the Locate shares you disposed of must have been acquired at least 12 months before the Implementation Date (section 115-25).

***Cost base and reduced cost base of shares in Locate Technologies Limited (NZ)***

20. If you do not choose, or cannot choose, scrip for scrip roll-over, the first element of the cost base and reduced cost base of a replacement Locate NZ share you received is equal to the market value of the Locate share you gave in respect of acquiring the Locate NZ share (paragraph 110-25(2)(b) and subsection 110-55(2)).

---

Status: **legally binding**

---

21. The market value of the Locate shares you gave is worked out as at the time when you acquired the replacement Locate NZ shares on the Implementation Date.

22. We accept that you can apportion the total market value of your Locate shares (worked out as at the Implementation Date) across the total number of Locate NZ shares you acquired on the Implementation Date (subsection 112-30(1)).

### **Acquisition date of shares in Locate Technologies Limited (NZ)**

23. If you do not, or cannot, choose scrip for scrip roll-over, the acquisition date of the Locate NZ shares is the date on which those shares were issued to you, being the Implementation Date (table item 2 of section 109-10).

## **Scheme**

24. 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.

### **Background**

25. Locate was incorporated in Australia in 2019 and was formerly listed on the Australian Securities Exchange.

26. Locate, together with its subsidiaries, operates as a technology-driven logistics software company.

27. Locate has one class of share on issue and more than 300 shareholders.

28. Locate NZ was incorporated on 11 September 2025 in New Zealand with a primary purpose to facilitate the scheme of arrangement.

### **Scheme of arrangement**

29. On 12 September 2025, Locate entered into the Scheme Implementation Deed with Locate NZ for Locate NZ to acquire all of the shares in Locate via a court-approved scheme of arrangement. Under the Scheme Implementation Deed, Locate proposed to implement a 'top hat' scheme of arrangement under Part 5.1 of the *Corporations Act 2001* where Locate shares held on the Record Date would be transferred to Locate NZ and in exchange, Locate shareholders would receive one share in Locate NZ.

30. On 1 December 2025, a resolution in favour of the scheme of arrangement was passed by the shareholders of Locate.

31. On 10 December 2025, the Supreme Court of New South Wales approved the scheme of arrangement.

32. On 16 December 2025, the scheme of arrangement was implemented under which Locate NZ acquired all the shares in Locate and, in exchange, Locate shareholders received one share in Locate NZ for each share held in Locate on the Record Date.

33. On 17 December 2025, Locate was delisted from the Australian Securities Exchange.

34. Locate NZ is quoted on the New Zealand Stock Exchange using ticker code 'LOC'.

---

Status: **legally binding**

---

## **Other matters**

35. No dividend, return of capital or other distribution is paid or credited by Locate or Locate NZ in connection with the scheme of arrangement.

36. No choice will be made by Locate NZ under paragraphs 124-795(4)(a) and (b) to preclude the availability of roll-over.

---

**Commissioner of Taxation**

15 April 2026

---

---

Status: **not legally binding**

---

## References

---

### *Legislative references:*

- ITAA 1936 6(1)
  - ITAA 1997 Subdiv 83A-C
  - ITAA 1997 102-5
  - ITAA 1997 102-10
  - ITAA 1997 104-10
  - ITAA 1997 104-10(3)(b)
  - ITAA 1997 104-10(4)
  - ITAA 1997 109-10
  - ITAA 1997 110-25(2)(b)
  - ITAA 1997 110-55(2)
  - ITAA 1997 112-30(1)
  - ITAA 1997 Subdiv 115-A
  - ITAA 1997 115-25
  - ITAA 1997 115-30(1)
  - ITAA 1997 116-20(1)
  - ITAA 1997 124-780
  - ITAA 1997 124-785
  - ITAA 1997 124-785(1)
  - ITAA 1997 124-785(2)
  - ITAA 1997 124-785(4)(a)
  - ITAA 1997 124-795(4)(b)
  - ITAA 1997 124-795(2)(a)
  - ITAA 1997 124-795(4)
  - ITAA 1997 Div 230
  - ITAA 1997 Subdiv 842-I
  - ITAA 1997 977-50
  - ITAA 1997 995-1
  - ITAA 1997 995-1(1)
  - Corporations Act 2001 Pt 5.1
- 

### ATO references

NO: 1-196Y4XBX  
 ISSN: 2205-5517  
 BSL: PG  
 ATOLaw topic: Capital gains tax ~~ CGT events ~~ A1 - disposal of a CGT asset  
 Capital gains tax ~~ Rollovers ~~ Scrip for scrip

---

© AUSTRALIAN TAXATION OFFICE FOR THE COMMONWEALTH OF AUSTRALIA

You are free to copy, adapt, modify, transmit and distribute this material as you wish (but not in any way that suggests the ATO or the Commonwealth endorses you or any of your services or products).