

4 March 2021

Ms Lisa Banh
Senior Advisor, Listings Compliance (Sydney)
ASX Limited
20 Bridge Street
Sydney NSW 2000

By email: lisa.banh@asx.com.au

Dear Ms Banh,

**Healius Limited (HLS) Appendix 3Y – Change of Director’s Interest Notice
Dr Paul Francis Jones (lodged 25 February 2021)**

Thank you for your letter dated 4 March 2021.

Your letter has alerted me to the fact that the Appendix 3Y lodged on 25 February 2021 in respect of Dr Paul Jones contains a typographical error – the Date of Change is incorrectly recorded as 10 December 2020, rather than the actual date on which the change occurred, which was 25 February 2021, the same day the Appendix 3Y was lodged.

I apologise to the ASX for this error.

I answer the Request for Information contained in your letter as follows, using the same numbering:

1. The Appendix 3Y was lodged on the same day the change occurred. Unfortunately the Appendix 3Y contained a typographical error (the Date of Change) which created the incorrect impression that the Appendix 3Y had been lodged late. The Date of Change should have read “25 February 2021”.
2. HLS currently enters into a Letter of Appointment with each Non-executive Director on appointment which includes a term that the Director promptly inform the Company Secretary of any dealings in HLS securities by that Director or their related parties. While Dr Jones did not receive such a letter (as his Directorship commenced in 2010 which pre-dates my appointment as Company Secretary), my dealings with Dr Jones over the years have enabled me to notify him of his obligations.

Additionally, my team has in place a watch list with Computershare, HLS’s Share Registry, to alert myself and my team to any dealing in HLS securities by Key Management Personnel, including Directors.

3. Because this issue has been caused by a typographical error rather than a lapse in LR 3.19B compliance arrangements, I do not consider any additional LR3.19B-related compliance steps are currently necessary.

I have reminded myself and my team of the importance of thoroughly checking every individual ASX announcement, including Appendix 3Ys, before lodgment. (I note in this regard that the other 2 Appendix 3Ys lodged on 25 February 2021 contain the correct Date of Change. I suspect the method chosen to generate the 3Ys of 25 February 2021 – separately using the 3 Appendix 3Ys of 10 December 2020 as templates – contributed to the error.)

Please don't hesitate to contact me if you have any questions about these responses.

I **enclose** a corrected Appendix 3Y with a covering letter briefly explaining the error. Please let me know if you would like me to lodge this directly via the Market Announcements Platform.

Yours sincerely,



Charles Tilley
Group Company Secretary
Healius Limited

Charles.tilley@healius.com.au
0466 308 962



4 March 2021

Reference: 31882

Mr Charles Tilley
Company Secretary
Healius Limited

By email:

Dear Mr Tilley

Healius Limited ('HLS'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. HLS's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 25 February 2021 for Dr Paul Francis Jones (the 'Notice');
2. Listing Rule 3.19A which requires an entity to tell ASX the following:

3.19A.1 *'The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.*

- *On the date that the entity is admitted to the official list.*
- *On the date that a director is appointed.*

The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.

3.19A.2 *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*

3.19A.3 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.'*

3. Listing rule 3.19B which states that:

'An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.'

The Notice indicates that a change in Dr Jones's notifiable interest occurred on 10 December 2020. It appears that the Notice should have been lodged with ASX by 17 December 2020. Consequently, HLS may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Dr Jones may have breached section 205G of the *Corporations Act 2001* (Cth).

Request for Information

Under Listing Rule 18.7, we ask that you answer each of the following questions having regard to Listing Rules 3.19A and 3.19B and *Guidance Note 22: Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does HLS have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does HLS intend to take to ensure compliance with Listing Rule 3.19B?

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **9.30 AM AEDT Monday, 8 March 2021**. You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, HLS's obligation is to disclose the information 'immediately'. This may require the information to be disclosed before the deadline set out in the previous paragraph and may require HLS to request a trading halt immediately.

Your response should be sent to me by e-mail at ListingsComplianceSydney@asx.com.au. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Trading halt

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in HLS's securities under Listing Rule 17.1. If you wish a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted. You can find further information about trading halts in *Guidance Note 16 Trading Halts & Voluntary Suspensions*.

Suspension

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in HLS's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to HLS's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. It should be noted that HLS's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Release of correspondence between ASX and entity

We reserve the right to release a copy of this letter, your reply and any other related correspondence between us to the market under Listing Rule 18.7A.

Questions

If you have any questions in relation to the above, please do not hesitate to contact me.

Kind regards

Lisa Banh
Senior Advisor, Listings Compliance (Sydney)