

Mr Daniel Nicholson  
Australian Stock Exchange Limited  
Level 40, Central Park  
152-158 St George's Terrace  
Perth WA 6000

16 January 2019

By email: ListingsCompliancePerth@asx.com.au

Dear Daniel,

**CHANGE OF DIRECTOR'S INTEREST NOTICE QUERY**

I refer to your letter dated 16 January 2019 concerning Hazer Group Limited's (the Company or Hazer) Appendix 3Y lodged on the ASX Market Announcements Platform (MAP) on 16 January 2019 which should have been lodged with the ASX by 14 January 2019.

In response to your queries:

1. *Please explain why the Appendix 3Y was lodged late.*

The Appendix 3Y was lodged 2 days late due to human error. The Director, Mr Tim Goldsmith, advised the Company Secretary that he would exercise his listed option holding in adherence with the Company's policy. The Appendix 3Y was prepared by the Company Secretary in preparation for the listed options being exercised, however, due to an oversight it was not lodged with the ASX on the day the listed options were exercised, 7 January 2019, along with the other ASX documentation for this share issue. The error was picked up on 15 January 2019 in a regular review of Director's interests and ASX announcements by the Company Secretary in preparation for a Board meeting and the Appendix 3Y lodged immediately on the MAP. As the MAP was closed the Appendix 3Y was released on 16 January 2019.

2. *What arrangements does HZR have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rules 3.19A?*

The Company has an "AGREEMENT FOR COMPLIANCE WITH ASX LISTING RULE 3.19B" with each Director which is entered into on their appointment. Under this agreement directors are obliged to provide the necessary information to enable compliance with Listing Rule 3.19A. In addition, the Company's Securities Dealing Policy provides that any dealing in the Company's securities must be advised in writing to the Company Secretary within 2 business days after the dealing, together with sufficient information to enable the Company Secretary to submit an Appendix 3Y to ASX on behalf of the director to fulfil the Company's and the director's obligation to ASX. The Company Secretary also regularly reviews Director's interests to ensure they are consistent with the latest Appendix 3Y.

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3. *If the current arrangements are inadequate or not being enforced, what additional steps does HZR intend to take to ensure compliance with Listing Rule 3.19B?*

The Company does not consider its current arrangements are inadequate and believes the non-compliance was an isolated incident.

Kind Regards,



**Emma Waldon**  
**Company Secretary**

[ENDS]



16 January 2019

Ms Emma Waldon  
Company Secretary  
Hazer Group Limited

By email

Dear Ms Waldon

**Hazer Group Limited ('HZR'): Appendix 3Y – Change of Director's Interest Notice Query**

ASX refers to the following:

1. HZR's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 16 January 2019 for Mr Tim Goldsmith (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 Mr Goldsmith's notifiable interest occurred on 7 January 2019. It appears that the Notice should have been lodged with ASX by 14 January 2019. Consequently, HZR may have breached Listing Rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the Listing Rules by listed entities for its reporting requirements.

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ASX reminds HZR of its contract with ASX to comply with the Listing Rules. In the circumstances, HZR should make necessary arrangements to ensure it does not continue to breach the Listing Rules.

### **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 HZR 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 HZR intend to take to ensure compliance with Listing Rule 3.19B?

When and where to send your response

Your response should be sent to me by e-mail at [ListingsCompliancePerth@asx.com.au](mailto:ListingsCompliancePerth@asx.com.au). It should not be sent to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, no later than half an hour before the start of trading (i.e. before 9:30 am AEDT) on 18 January 2019.

Under Listing Rule 18.7A, a copy of this letter and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked.

### **Enquiries**

If you have any queries or concerns about any of the above, please contact me immediately.

Yours faithfully

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**Daniel Nicholson**  
Adviser, Listings Compliance (Perth)