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14 August 2015

Mr Ivan Tatkovich ASX Compliance Pty Ltd 20 Bridge Street SYDNEY NSW 2000

Dear Ivan,

## Lindsay Australia Ltd (the "Company") – Change of Directors Interest Notice R.A Anderson (the "Director")

We refer to your letter in connection with the lodgment of the Appendix 3Y in relation to the Director on 11 August 2015.

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

The Director interests related to the Director and his wife's position as directors of family superannuation entities which acquired shares under the Company's recent Share Purchase Plan. The Director had not until this week received any formal confirmation of the allotment of the shares confirming the new holding, which would typically trigger a notification event.

2. What arrangements does the Company have in place with its Directors to ensure it is able to meet its disclosure obligations under LR 3.19A?

The Company has documented arrangements requiring Directors to notify the Company of any transactions involving a change in their notifiable interest to enable reporting within the required time frame. The Company Secretary and relevant officers of the Company review Computershare trading reports on a daily basis to ensure Director holdings are identified and reported to ASX within the required time frames. In the case of an SPP the individual underlying acquirers are not identifiable on market when the allotment occurs. The company identified the new holding following a review of participant information provided by Computershare.

3. If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule



## 3.19B?

The Company considers that its current arrangements are adequate to ensure compliance with listing rule 3.19B, however the Company will put in place additional reminders for Directors of the disclosure requirements and apologises for any inconvenience caused.

Please contact me should you have any further queries regarding the above or any other matter.

Yours faithfully

LINDSAY AUSTRALIA LIMITED

31forex.

**Broderick Jones** 

Company Secretary



13 August 2015

Mr Broderick Jones Company Secretary Lindsay Australia Limited 44b Cambridge Street Rocklea QLD 4106

By email: broderick.jones@lindsayaustralia.com.au

Dear Mr Jones

Lindsay Australia Limited (the "Entity"): Appendix 3Y - Change of Director's Interest Notice

We refer to the following;

1. The Appendix 3Y lodged by the Entity with ASX on Tuesday, 11 August 2015 for Director, Richard Andrew Anderson;

(the "Director 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 as follows.

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.

4. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

The Appendix 3Y indicates that a change in the Directors' notifiable interests occurred on 8 July 2015. It appears that the Director Notices should have been lodged with ASX by 15 July 2015. Consequently, the Entity may be in breach of listing rules 3.19A and/or 3.19B. It also appears the directors concerned may have breached section 205G of the Corporations Act.

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

ASX reminds the Entity of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Entity make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

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*, under listing rule 18.7 we ask that you answer each of the following questions.

- 1. Please explain why the Director Notice was lodged late.
- 2. What arrangements does the Entity 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?
- If the current arrangements are inadequate or not being enforced, what additional steps does the Entity intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail. It should <u>not</u> be sent to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, not later than half an hour before the start of trading (ie before 9.30 a.m. A.E.S.T.) on Tuesday, 18 August 2015.

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.

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

Yours sincerely

[Sent electronically without signature]

Ivan Tatkovich

Adviser, Listings Compliance