

14<sup>th</sup> April 2016

Mr John Johansson  
Adviser, Listings Compliance (Melbourne)  
Level 4, North Tower, Rialto  
525 Collins Street  
Melbourne, VIC, 3000

BY EMAIL

Dear John,

**Response to ASX letter dated 12 April 2016**

Further to your correspondence of 12 April 2016, please see our response to your questions below:

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

The Appendix 3Y was lodged late due to an administrative oversight.

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

The Company has systems in place to ensure that it meets its disclosure obligations under Listing Rule 3.19A. The Company has entered into an agreement with each director that requires that director to disclose all information necessary to allow it to comply with its disclosure obligations. Mr Trude and Mr Osborne complied with those obligations on time following the issue of securities pursuant to the Company's Dividend Reinvestment Plan.

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 the current system that is in place is adequate and the late lodgement was due to an administrative oversight.

Yours faithfully,



Julia Chand  
Company Secretary



12 April 2016

Ms. Julia Chand  
General Counsel and Company Secretary  
Hansen Technologies Limited  
2 Frederick Street  
Doncaster VIC 3108

By email: [Julia.chand@hsntech.com](mailto:Julia.chand@hsntech.com)

Dear Julia,

**Hansen Technologies Limited (the “Company”)**

We refer to the following;

1. The Appendix 3Y lodged by the Company with ASX on 11 April 2016 for Mr. David Trude and for Mr. David Osborne.
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 changes in Mr. David Trude's and Mr. David Osborne's notifiable interest occurred both on 31 March 2016. It appears that the Notice should have been lodged with ASX by 7 April 2016. Consequently, the Company may be in breach of listing rules 3.19A and/or 3.19B. It also appears the director 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 companies for its reporting requirements.

ASX reminds the Company of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Company 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", we ask that you answer each of the following questions:

1. Please explain why the Appendix was lodged late.
2. What arrangements does the Company have in place 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 the Company intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me on [john.johansson@asx.com.au](mailto:john.johansson@asx.com.au). It should not be sent to the Company 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 (**i.e. before 9.30 a.m. A.E.S.T.) on Friday, 15 April 2016.**



Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a form suitable for release and should separately address each of the questions asked. If you have any queries or concerns, please contact me immediately.

Yours sincerely,

*[Sent electronically without signature]*

John Johansson

**Adviser, Listings Compliance (Melbourne)**