



**THE FOOD
REVOLUTION
GROUP**

Via email

13 December 2017

Ms Dawn James
Adviser, Listings (Perth)
ASX Compliance Pty Ltd
20 Bridge Street,
Sydney NSW 2000

Dear Ms James,

FOD's announcement lodged with ASX on 11 December 2017 regarding final director's interest (Appendix 3 Z) for Mr Hong Wang

Reference is made to the letter dated 12 December 2017 from ASX to The Food Revolution Group Limited regarding the Appendix 3Z notice lodged with ASX on 11 December 2017. Below are the responses to the inquiries set forth in the ASX Letter.

1. Please explain why the Appendix 3Z was lodged late.

The Appendix 3Z was lodged late due to an administrative oversight. The relevant Director had understood that the Company would prepare and lodge an Appendix 3Z on his behalf subsequent to the conclusion of the Annual General Meeting on November 30, 2017. Upon discovery of this oversight, an Appendix 3Z was immediately filed.

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

In accordance with listing rule 3.19B, the Company has the following processes in place to ensure it is able to meet its disclosure obligations:

- a) Each director is informed of ASX disclosure requirements upon their appointment;
- b) Part of the appointment packages for all new directors is a letter of appointment which places an obligation on the directors to notify of their initial interests on appointment, final interests on their retirement or resignation and any ongoing disclosure of any changes; and

- c) The Company's Securities Trading Policy (announced to ASX on 17 February 2016) requires any director wishing to trade in the Company's securities must first obtain the consent to do so from the Chairman or the Board, or in the case of the Chairman, the Board.
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 has reviewed its current procedures and has confirmed its internal procedures to ensure timely market disclosure via Appendices 3X, 3Y and 3Z of directors' interest notifications. The Company believes the above will ensure future compliance with listing rule 3.19B.

Yours sincerely

A handwritten signature in black ink, appearing to read 'John Fitzgerald', with a stylized flourish extending from the top right.

John Fitzgerald

Company Secretary

The Food Revolution Group Limited



12 December 2017

Mr John Fitzgerald
Company Secretary
The Food Revolution Group Limited

By email:

Dear Mr Fitzgerald

The Food Revolution Group Limited (the “Entity”): Appendix 3Z – Final Director’s Interest Notice

We refer to the Appendix 3Z lodged by the Entity with ASX on 11 December 2017 for Mr Hong Wang (the “Appendix 3Z Notice”) and the following;

1. Listing rule 3.19A which requires an entity to tell ASX the following:

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.

2. 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.

As the Appendix 3Z indicated that the director ceased to be a director on 30 November 2017 the Appendix 3Z should have lodged with ASX by no later than 7 December 2017. As it was lodged on 11 December 2017, it appears that there may have been a breach by the Entity of 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.

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*, we ask that you answer each of the following questions.

1. Please explain why the Appendix 3Z 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?
3. 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 at dawn.james@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, not later than 4:00 pm WST on Friday 15 December 2017.

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

Yours sincerely

[Sent electronically without signature]

Dawn James

Adviser, Listings (Perth)