



**Urbanise**

Urbanise.com Limited  
Level 3, 385-389 Little Lonsdale Street  
Melbourne VIC 3000

**ABN:** 70 095 768 086

**W:** urbanise.com

5 September 2018

Lux Wigneswaran  
Principal Adviser, Listings Compliance (Sydney)  
Australia Securities Exchange

**Email** [Luxmy.Wigneswaran@asx.com.au](mailto:Luxmy.Wigneswaran@asx.com.au)

Dear Lux

## **Urbanise.com Limited: Appendix 3Y - Change of Director's Interest Notice**

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We refer to your letter of 3 September 2018 and our responses to each of ASX's queries are set out below.

Capitalised terms not defined in this letter have the meaning given to them in your letter.

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

The Appendix 3Y was lodged late because the relevant director had inadvertently omitted to notify the Entity of the relevant change until the time that the Appendix 3Y was lodged.

As soon as the Entity was aware of the change of director's interest, the Entity took steps to lodge the Appendix 3Y.

### **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?**

The Entity considers that it has the necessary policies in place to ensure compliance with its disclosure obligations.

The Entity ensures that all directors are notified of their obligations to inform the Entity of any changes in their relevant interests at the time of their appointment as well as being reminded periodically throughout the year (including most recently as a result of the late lodgment of the Appendix 3Y).

The Entity has also developed and lodged with ASX its Securities Trading Policy to assist directors and other restricted persons to comply with their disclosure obligations. The



Securities Trading Policy includes the requirement that all directors promptly disclose to the Company Secretary all the information required to comply with their obligations under section 205G *Corporations Act 2001* (Cth).

**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?**

The Entity confirms that is it aware of, and understands, its obligations under Listing Rules 3.19A and 3.19B and confirms that its current practices are adequate.

We trust that our responses sufficiently address your queries, but please do not hesitate to contact us if you have any further queries or comments.

Yours sincerely

**Kim Clark**  
**Company Secretary**  
**Urbanise.com Limited**

3 September 2018

**Ms Kim Clark**

Company Secretary  
Urbanise.com Limited  
Level 3, 385-389 Little Lonsdale Street  
Melbourne VIC 3000

Dear Ms Clark

**Urbanise.com 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 24 August 2018 for Mr Johan Almero Strauss (the “Appendix 3Y”).
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.

The Appendix 3Y indicates that a change in Mr Strauss' notifiable interest occurred on 26 June 2018. It appears that the Appendix 3Y should have been lodged with ASX by 3 July 2018. Consequently, the Entity 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 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 Appendix 3Y 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. 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 half an hour before the start of trading (i.e. before 9.30am AEST) on Thursday 6 September 2018.

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.

Kind regards

[Sent electronically without signature]

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Lux Wigneswaran

Principal Adviser, Listings Compliance (Sydney)