



Mr Corey Lian
Adviser
Listing Compliance (Sydney)

20 July 2020

By Email: ListingsComplianceSydney@asx.com.au

Dear Corey,

We refer to your letter dated 15 July 2020 and adopting the same paragraph numbering as contained therein respond as follows:

- 1. Does 1ST consider the Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities?**

No

- 2. If the answer to question 1 is “no”, please advise the basis for that view, making particular reference to the trading in 1ST's securities following the release of the Announcement.**

The Company formed the view that the agreement signed on 1 June 2020 was not material when it was signed as it is a revenue sharing arrangement. As such the revenue to be received by the Company is variable, depending on the take up by customers. Furthermore, the Company only made the announcement because Openpay Group Ltd (ASX: OPY) included reference to this agreement in their quarterly statement.

- 3. When did 1ST first become aware of the Information?**

When the agreement was signed on 1 June 2020.

- 4. If the answer to question 1 is “yes” and 1ST first became aware of the Information before the relevant date, did 1ST make any announcement prior to the relevant date which disclosed the information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe 1ST was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps 1ST took to ensure that the information was released promptly and without delay.**

Not applicable

5. Please confirm that 1ST is complying with the Listing Rules and, in particular, Listing Rule 3.1.

We confirm that the Company is in compliance with the Listing Rules and in particular Listing Rule 3.1.

6. Please confirm that 1ST's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of 1ST with delegated authority from the board to respond to ASX on disclosure matters.

1ST confirms that the response to the questions above have been authorised and approved in accordance with its published continuous disclosure policy and has been authorised by the Board of Directors of 1ST.

Please do not hesitate to contact me if you require anything further.

Yours Faithfully



Andrew Whitten
Company Secretary

About 1st Group Limited

1st Group is an ASX listed digital health group building Australia's leading health services portal, MyHealth1st.com.au, Australia's online pet service portal PetYeti.com.au and corporate and government solutions platform GoBookings.com. These integrated platforms provide an easy to use online search and appointment booking service and offer a range of value-added apps and services that facilitate digital patient and customer engagement. We improve lives by connecting consumers to a variety of healthcare services and information anytime, anywhere, so they can get well sooner and stay well longer. To find out more visit 1stGrp.com, MyHealth1st.com.au, PetYeti.com.au and GoBookings.com.



15 July 2020

Reference: 20524

Mr Andrew Whitten
Company Secretary
1ST Group Limited
Level 5, 126 Phillip St
Sydney, NSW 2000

By email:

Dear Mr Whitten

1ST Group Limited ('1ST'): General – Aware Query

ASX refers to the following:

A. 1ST's announcement entitled "Strategic partnership with Openpay" lodged on the ASX Market Announcements Platform ('MAP') and released at 9:31 AM on 15 July 2020 (the 'Announcement'), disclosing a revenue sharing agreement ('Agreement') with OpenPay Group Ltd ('OPY') ('A').

B. OPY lodged its quarterly activity report on MAP on 15 July 2020 which references the Agreement and states the following (emphasis added):

"...a strategic revenue share partnership agreement ... was signed with digital health group 1st Group (ASX: 1ST) in June." ('B')

(A and B, together is the 'Information')

C. Listing Rule 3.1, which requires a listed entity to immediately give ASX any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.

D. The definition of "aware" in Chapter 19 of the Listing Rules, which states that:

"an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity" and section 4.4 in Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B "When does an entity become aware of information."

E. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied.

"3.1A Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:

3.1A.1 One or more of the following applies:

- *It would be a breach of a law to disclose the information;*
- *The information concerns an incomplete proposal or negotiation;*
- *The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*
- *The information is generated for the internal management purposes of the entity; or*

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- *The information is a trade secret; and*
- 3.1A.2 *The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and*
- 3.1A.3 *A reasonable person would not expect the information to be disclosed.”*
- F. ASX’s policy position on the concept of “confidentiality”, which is detailed in section 5.8 of Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. In particular, the Guidance Note states that:

“Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the listed entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it ceases to be confidential information for the purposes of this rule.”

Request for information

Having regard to the above, ASX asks 1ST to respond separately to each of the following questions and requests for information:

1. Does 1ST consider the Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
2. If the answer to question 1 is “no”, please advise the basis for that view, making particular reference to the trading in 1ST’s securities following the release of the Announcement.
3. When did 1ST first become aware of the Information?
4. If the answer to question 1 is “yes” and 1ST first became aware of the Information before the relevant date, did 1ST make any announcement prior to the relevant date which disclosed the information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe 1ST was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps 1ST took to ensure that the information was released promptly and without delay.
5. Please confirm that 1ST is complying with the Listing Rules and, in particular, Listing Rule 3.1.
6. Please confirm that 1ST’s responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of 1ST with delegated authority from the board to respond to ASX on disclosure matters.

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **9:30 AM AEST Monday, 20 July 2020**. You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, 1ST’s obligation is to disclose the information ‘immediately’. This may require the information to be disclosed before the deadline set out in the previous paragraph and may require 1ST to request a trading halt immediately.

Your response should be sent to me by e-mail at ListingsComplianceSydney@asx.com.au. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Trading halt

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in 1ST's securities under Listing Rule 17.1. If you wish a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted. You can find further information about trading halts in Guidance Note 16 *Trading Halts & Voluntary Suspensions*.

Suspension

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in 1ST's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to 1ST's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. It should be noted that 1ST's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Release of correspondence between ASX and entity

We reserve the right to release a copy of this letter, your reply and any other related correspondence between us to the market under listing rule 18.7A.

Questions

If you have any questions in relation to the above, please do not hesitate to contact me.

Kind regards

Corey Lian
Adviser, Listings Compliance (Sydney)