



3 December 2021

Ms Nicola Lombardi  
ASX Compliance Officer,  
Listings Compliance (Sydney)  
20 Bridge Street  
Sydney NSW 2000

Via email: ListingsComplianceSydney@asx.com.au

**Inghams Group Limited (ING : Ingham's)**  
**Late Lodgement of Appendix 3Y - Change of Director's Interest Notices**

Ingham's is committed to compliance with the ASX Listing Rules.

On 24 November 2021 Ingham's lodged two Appendix 3Y Change of Director's Interest Notices ("Notices"). The Notices should have been lodged on 23 November 2021.

ASX has requested an explanation as to why the Notices were lodged late, together with confirmation of Ingham's arrangements to ensure it meets its obligations under listing rule 3.19B.

The Notices were lodged late because Ingham's Secretariat was attending to administrative matters relating to the purchase of shares the subject of the Notices, and inadvertently allowed the time frame for lodgement to pass. This was quickly identified, and the Notices were then lodged immediately.

I confirm that Ingham's Secretariat has processes in place to manage notification of Appendix 3Y to ASX as required by the listing rules, and has strengthened those processes by diarising the time frames for lodgement with reminders as to relevant deadlines.

Yours sincerely,

**David Matthews**  
**General Counsel / Company Secretary**

**Inghams Group Limited**

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25 November 2021

Reference: ODIN43263

Mr David Matthews  
Company Secretary  
Inghams Group Limited  
Level 4  
1 Julius Avenue  
North Ryde  
Sydney NSW 2113

By email: dmatthews@ingham.com.au

Dear Mr Matthews

**Inghams Group Limited ('ING'): Appendix 3Y – Change of Director's Interest Notice Query**

ASX refers to the following:

1. ING's Appendix 3Ys lodged on the ASX Market Announcements Platform ('MAP') on 24 November 2021 for Ms Linda Bardo Nicholls and Ms Jacqueline McArthur (the 'Notices');
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 that:

*'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.'*

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The Notice indicates that changes in Ms Nicholls's and Ms McArthur's notifiable interests occurred on 16 November 2021. It appears that the Notices should have been lodged with ASX by 23 November 2021. Consequently, ING may have breached Listing Rules 3.19A and/or 3.19B.

### Request for Information

Under Listing Rule 18.7, we ask that you answer each of the following questions 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*.

1. Please explain why the Appendix 3Ys were lodged late.
2. What arrangements does ING 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 ING intend to take to ensure compliance with Listing Rule 3.19B?

### 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 **12 PMAEDT Tuesday, 30 November 2021**. 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, ING'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 ING to request a trading halt immediately.

Your response should be sent to me by e-mail at [ListingsComplianceSydney@asx.com.au](mailto: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 ING'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 ING's securities under Listing Rule 17.3.

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### **Listing Rules 3.1 and 3.1A**

In responding to this letter, you should have regard to ING'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 ING'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



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**Nicola Lombardi**  
Compliance Officer, Listings Compliance (Sydney)

CC: Kavitha Pakala, Inghams Group Limited