

6 March 2023

Mr Elvis Onyura

Principal Adviser, Listings Compliance
ASX Limited **ACN 008 624 691 (ASX)**
20 Bridge Street
Sydney NSW 2000

By email: ListingsComplianceSydney@asx.com.au

Dear Mr Onyura,

Appendix 3Y – Change of Director’s Interest Notice Query

We refer to the letter dated 2 March 2023 with reference number 69459 (**Letter**). Enero Group Limited ABN 97 091 524 515 (**EGG**) apologises for the delay in lodgement of the relevant Appendix 3Y for each of its Directors Mr Brain and Mr Rowden.

We respond to the request for information raised in the Letter as follows:

1) *Please explain why the Appendices 3Y were lodged late.*

EGG advises that the late lodgement of each Appendix 3Y was due to administrative delays in confirming the purchase details.

2) *What arrangements does EGG 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?*

EGG has the following arrangements in place under ASX Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under ASX Listing Rule 3.19A:

- (a) the Company and its directors are aware of their obligations under the ASX Listing Rules including ASX Listing Rules 3.19A and 3.19B;
- (b) in accordance with ASX Listing Rule 3.19B and Guidance Note 22, this is also covered in the agreements EGG has entered into with each of its directors;
- (c) at each Board meeting there is a standing agenda item for directors to provide an update to any changes in interests or potential conflicts; and
- (d) through its registry provider, Automic, EGG has now implemented monitoring for any changes in directors’ interests.



3) *If the current arrangements are inadequate or not being enforced, what additional steps does EGG intend to take to ensure compliance with Listing Rule 3.19B?*

EGG confirms its belief that EGG's arrangements are adequate and enforceable and that these are isolated breaches.

We hope this addresses the concerns raised in the Letter.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Cathy Hoyle', is written over a light grey rectangular background.

Catherine Hoyle
**Group General Counsel
& Company Secretary**

This announcement has been authorised for release by the Company Secretary.



2 March 2023

Reference: 69459

Ms Catherine Hoyle
Group General Counsel & Company Secretary
Enero Group Limited
Level 2
100 Harris Street
Pymont NSW 2009

By email

Dear Ms Hoyle

Enero Group Limited ('EGG'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. EGG's Appendices 3Y lodged on the ASX Market Announcements Platform ('MAP') on 1 March 2023 and 2 March 2023 for Mr David Brain and Mr Ian Rowden respectively (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.'

The Notices indicates that a change in Mr Brain's and separately, Mr Rowden's notifiable interests occurred on 21 February 2023. It appears that the Notices should have been lodged with ASX by 28 February 2023. Consequently, EGG 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 Appendices 3Y were lodged late.
2. What arrangements does EGG 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 EGG 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 **9:30 AM AEDT Tuesday, 7 March 2023**. 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, EGG'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 EGG 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 EGG'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 EGG's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to EGG's obligations under Listing Rules 3.1 and 3.1A and to Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. It should be noted that EGG'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

Elvis Onyura
Principal Adviser, Listings Compliance