



28 July 2023

Ms Vanessa Nevjestic
Senior Adviser, Listings Compliance
ASX
152-158 St Georges Tce
Perth WA 6000

Dear Ms Nevjestic,

**Intelligent Monitoring Group Limited (“Company”)
Appendix 3Y – Change of Director’s Interest Notice Query**

I refer to your query in relation to the recent lodgement of an Appendix 3Y on behalf of Mr Dennis Hambling, a director of the Company, and advise as follows:

The Company allotted shares to eligible shareholders pursuant to a Retail Entitlement Offer, lodging an Appendix 2A on 18 July 2023. Through Mr Hambling’s personal superannuation fund, the trustees of that fund subscribed for their entitlement, and were allotted their shares. Mr Hambling has previously declared the indirect interest in the Company’s shares held in the name of the fund.

Mr Hambling should have notified the Company of his increased interest in the Company’s shares, to enable the Company to notify ASX in accordance with its obligations, within 5 days of the allotment, or by 25 July. Such notification was made on the 6th day, and the Appendix 3Y was lodged prior to the market opening on 26 July. One day late.

The Company has previously made announcements about its proposed acquisition of ADT Security in Australia and New Zealand, which is due to settle on 1 August. Mr Hambling is currently in New Zealand, finalising several critical components of the acquisition. This has potentially been a source of distraction for him. As soon as he became aware of the change in his indirect interest in shares, he advised the Company.

The Company has strict requirements, including a formal Securities Trading Policy, a process of direct disclosure and arrangements with the share registry, in accordance with LR 3.19B to ensure that it is able to meet its disclosure obligations under LR 3.19A. Notwithstanding that there was a delay of some hours on this occasion. The Company believes that current arrangements are adequate to ensure ongoing compliance with LR 3.19B.

Yours faithfully

A handwritten signature in blue ink, appearing to read "Neil A Green".

Neil A Green
Company Secretary

INTELLIGENT MONITORING GROUP LIMITED

ABN 36 060 774 227

ASX:IMB

Suite 2, 1 Tully Road, East Perth WA 6004

Phone: 1300 847 328

Website: www.theimg.com.au



27 July 2023

Reference: ODIN76832

Mr Neil Green
Company Secretary
Intelligent Monitoring Group Limited
Suite 2, 1 Tully Road
East Perth, Western Australia 6004

By email: ngreen@theimg.com.au

Dear Mr Green

Intelligent Monitoring Group Limited ('IMB'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. IMB's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 26 July 2023 for Mr Dennison Hambling (the 'Notice');
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 Notice indicates that a change in Mr Hambling's notifiable interest occurred on 18 July 2023. It appears that the Notice should have been lodged with ASX by 25 July 2023. Consequently, IMB 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 3Y was lodged late.
2. What arrangements does IMB 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 IMB 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 **9:00 AM AWST Tuesday, 1 August 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, IMB'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 IMB to request a trading halt immediately.

Your response should be sent to me by e-mail at ListingsCompliancePerth@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 IMB'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 IMB's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

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

ASX reserves the right to release all or any part 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.

Yours sincerely

Vanessa Nevjestic
Senior Adviser, Listings Compliance