# Monash IVF Group

Monash IVF Group Limited Level 1, 510 Church St Cremorne VIC 3121 Australia

+61394208235

groupenquiries@monashivf.com monashivfgroup.com.au ABN 90 169 302 309

1 May 2024

ASX Compliance ASX Limited 20 Bridge Street SYDNEY NSW 2000

By email: ListingsComplianceSydney@asx.com.au

Dear ASX Compliance Team

# Monash IVF Group Limited (Company): Appendix 3Y – Change of Director's Interest Notice

We refer to your letter dated 30 April 2024 in relation to the Appendix 3Y for Mr Michael Knaap lodged on 29 April 2024.

The Company acknowledges that the Appendix 3Y announcement was lodged with ASX outside the required timeframe for such notices and notes that this was an inadvertent breach of its obligations.

Using your numbering, the Company responds as follows:

- 1. The Appendix 3Y was lodged late due to an internal administrative oversight. Upon being identified by the Company, the notice was lodged as soon as possible.
- 2. The Company and its directors take their disclosure obligations seriously and all the directors have been reminded of their obligation to keep the Company informed of any changes to their interests in the Company or circumstances giving rise to a disclosure obligation under Listing Rule 3.19A within 5 business days of such change occurring. The Company has a protocol in place to ensure ongoing compliance with Listing Rule 3.19B pursuant to which directors must advise the Company of any change in their holdings in the securities of the Company. Mr Knaap sought and obtained clearance for the acquisition of the shares in accordance with the Company's securities trading policy and the late lodgement is due to an internal administrative oversight.
- 3. The Company is satisfied that current arrangements in place are adequate to ensure compliance with the Listing Rule 3.19B. However, in light of the oversight on this occasion, the Company has reviewed and improved its administrative procedures to ensure that it meets its obligations in the future.

Yours sincerely

Malik Jainudeen Company Secretary



30 April 2024

Reference: 93182

Mr Malik Jainudeen Company Secretary Monash IVF Group Limited Level 1, 510 Church Street Cremorne, VIC 3121

By email: mjainudeen@monashivf.com

Dear Mr Jainudeen

#### Monash IVF Group Limited ('MVF'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

- 1. MVF's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 29 April 2024 for Mr Michael Knaap (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 Knaap's notifiable interest occurred on 17 April 2024. It appears that the Notice should have been lodged with ASX by 24 April 2024. Consequently, MVF may have breached Listing Rules 3.19A and/or 3.19B.

**ASX Limited** 

#### **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 MVF 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 MVF 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 **12:00** <u>PM</u> AEST <u>Friday</u>, **3** May 2024</u>. 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, MVF'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 MVF to request a trading halt immediately.

Your response should be sent 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 MVF'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 MVF's securities under Listing Rule 17.3.

## Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to MVF'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 MVF'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.

Yours sincerely

**ASX** Compliance