



Clover Corporation Limited

ABN 85 003 622 866

9 December 2024

ASX Compliance
ASX limited – Listings Compliance
20 Bridge Street
SYDNEY NSW 2000

Cc Lisa Banh

**Notice of close of nominations – Breach of Listings Rule 3.13.1
(ASX Reference 100999)**

In reference to the notice received on the 5th December 2024, and in regard to late notice of release of the Nomination of Directors for the 2024 AGM and the 2023 AGM, I have now put in place a more robust process to ensure earlier release of the required notice.

This involves two points of action to confirm early release of said notice in accordance with the Listing Rule 3.13.1

1. Future releases have been diarised into our 'Board portal's' calendar for reminder notices to be issued, 4 weeks and 2 weeks before the required date of release; and
2. Working with Computershare, we have co-ordinated that a checklist also be prepared and circulated to avoid late notice in accordance with the Company constitution. This will also cover other documents required to be released by myself as Company Secretary.

Previous submissions were found to be late because of 'internal sign off' for the FY2024 AGM and not having created a diarised event to ensure compliance for FY2023 AGM.

We feel the actions taken will address the oversight on release with the required days of notice.

Signed for and on behalf of Clover Corporation Ltd

Andrew Allibon

Andrew Allibon
Company Secretary



5 December 2024

Reference: 100999

Mr Andrew Allibon
Company Secretary
Clover Corporation Limited
39 Pinnacle Road
Altona North VIC 3025

By email: andrewa@nu-mega.com

Dear Mr Allibon

Clover Corporation Limited ('CLV'): Notice of close of nominations – Listing Rule 3.13.1 – Breach

ASX refers to the following:

- A. CLV's announcement titled "AGM & Director Nominations", lodged on the ASX Market Announcements Platform ('MAP') and released at 1:38 pm AEDT on 7 October 2024 ('Announcement 1'), which disclosed the following:
 - i. "In accordance with rule 3.13.1 of the ASX Listing Rules, [CLV] advises that it is intending to hold its annual general meeting for this year... on 19 November 2024" ('2024 AGM'); and
 - ii. "... the closing date for receipt of nominations from persons to be considered for election as a director of [CLV] (who are not recommended by directors or currently a director) is 8 November 2024, being at least 30 business days prior to the [annual general meeting] as required by [CLV's] constitution."
- B. CLV's announcement titled "Correction to AGM & Director Notification", lodged on MAP and released at 1:54 pm AEDT on 7 October 2024 ('Announcement 2') which disclosed that "... the closing date for receipt of nominations from persons to be considered for election as a director of the Company (who are not recommended by directors or currently a director) is 8 October 2024, being at least 30 business days prior to the [annual general meeting] as required by [CLV's] constitution."
- C. CLV's announcement titled "AGM & Director Nominations", lodged on MAP and released at 8:47 am AEDT on 18 October 2023 ('Announcement 3'), which disclosed the following:
 - i. "In accordance with rule 3.13.1 of the ASX Listing Rules, [CLV] advises that it is intending to hold its annual general meeting for this year... on 23 November 2023" ('2023 AGM'); and
 - ii. "... under [CLV's] constitution, the closing date for receipt of nominations from persons wishing to be considered for election as a director of [CLV] at the AGM was 12 October 2023."
- D. Listing Rule 3.13.1 states that:

"3.13 An entity must tell ASX the following information.

3.13.1 If the entity is not an externally managed trust and directors may be elected at a meeting of security holders, the entity must tell ASX the date of the meeting and the closing date for the receipt of nominations from persons wishing to be considered for election as a director, at least 5 business days before the closing date for the receipt of such nominations. However, the failure to give such notice does not invalidate the meeting or the election of any director at the meeting."

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- E. ASX notes that, as CLV's constitution states that the closing date for the receipt of nominations from persons to be considered for election as a director of CLV (who are not recommended by directors or currently a director) is at least 30 business days prior to the annual general meeting, the ASX announcement required to comply with Listing Rule 3.13.1 would need to have been lodged on MAP by no later than:
- i. 1 October 2024 for the 2024 AGM; and
 - ii. 5 October 2023 for the 2023 AGM.

Based on the above, it appears CLV has breached Listing Rule 3.13.1 in respect of Announcements 1, 2 and 3.

Action required

In light of the above apparent consecutive annual breaches of Listing Rule 3.13.1, ASX requires:

1. CLV to confirm in writing that it has made the necessary arrangements to mitigate any further Listing Rule breaches.

When and where to send your response

Your response is required as soon as reasonably possible and, in any event, by no later than **4:00 pm AEDT Tuesday, 10 December 2024**.

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.

Compliance with the Listing Rules

ASX reminds CLV of its contract to comply with the Listing Rules. Please note that ASX is required to record details of breaches of the Listing Rules by listed entities as part of its reporting obligations.

In the circumstances, ASX considers it appropriate that CLV reviews its compliance arrangements to ensure it does not continue to breach the Listing Rules.

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