

Corey Lian
Listing Compliance (Sydney)
Australia Securities Exchange

Email: ListingsComplianceSydney@asx.com.au

ASX: VRT
3 March 2020

Dear Corey

VIRTUS HEALTH LIMITED (VRT): APPENDIX 3Y – CHANGE OF DIRECTOR’S INTEREST NOTICE QUERY

We refer to your letter of 2 March 2020 and our response to each of ASX’s queries are set out below.

Please explain why the Appendix 3Y was lodged late

The delay in lodgement of the Appendix 3Y Notice was due to an internal administrative oversight of which Dr Hale was not aware and which was not attributable to him. Upon being identified by VRT, the notice has been immediately lodged.

What arrangements does VRT 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?

The Company considers that it has the necessary policies in place to ensure compliance with its disclosure obligations.

The Company ensures that all directors are notified of their obligations to inform the Company of any changes in their relevant interests at the time of their appointment as well as being reminded periodically throughout the year.

The Company has also developed and lodged with ASX its Securities Trading Policy to assist directors and other restricted persons to comply with their disclosure obligations. The Securities Trading Policy includes the requirement that all directors promptly disclose to the Company Secretary all the information required to comply with their obligations under section 205G Corporations Act 2001 (Cth).

If the current arrangements are inadequate or not being enforced, what additional steps does VRT intend to take to ensure compliance with Listing rule 3.19B?

VRT’s existing arrangements are considered adequate and the late lodgement of this particular Appendix 3Y notice was an isolated incident. VRT is mindful of its disclosure obligations under ASX Listing Rule 3.19A.2. The directors are also aware of their personal obligation involving SDA’s securities

Yours sincerely

A handwritten signature in blue ink, appearing to read "Glenn Powers". The signature is fluid and cursive, with a long horizontal stroke at the end.

Glenn Powers
Secretary



2 March 2020

Reference: 14917

Mr Glenn Powers
Company Secretary
Virtus Health Limited
Level 3, 176 Pacific Highway
Greenwich NSW 2065

By email:

Dear Mr Powers

Virtus Health Limited ('VRT'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. VRT's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 2 March 2020 for Mr Lyndon Grant Hale (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 Hale's notifiable interest occurred on 1 October 2019. It appears that the Notice should have been lodged with ASX by 8 October 2019. Consequently, VRT may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Mr Hale may have breached section 205G of the *Corporations Act 2001* (Cth).

Please note that ASX is required to record details of breaches of the Listing Rules by listed entities for its reporting requirements.

ASX reminds VRT of its contract with ASX to comply with the Listing Rules. In the circumstances, VRT should make necessary arrangements to ensure it does not continue to breach the Listing Rules.

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 VRT 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 VRT intend to take to ensure compliance with Listing Rule 3.19B?

When and where to send your response

Your response should be sent to me by e-mail at ListingsComplianceSydney@asx.com.au. It should not be sent to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, no later than half an hour before the start of trading (i.e. before 9:30 am AEDT) on 5 March 2020.

Under Listing Rule 18.7A, a copy of this letter and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked.

Enquiries

If you have any queries or concerns about any of the above, please contact me immediately.

Kind regards

Corey Lian
Adviser, Listings Compliance (Sydney)