



31 May 2021

Mr Alex Sutton
Advisor – Geology, Listings Compliance
ASX Limited
Exchange Centre
20 Bridge St
Sydney NSW 2000

Alex.sutton@asx.com.au

Dear Mr. Sutton,

PPK Group Limited: Appendix 3Y – Change of Directors Interest Notice

We refer to your letter of 27 May 2021 addressing the lodgement by PPK Group Limited (“PPK”) of the form 3Y’s Change of Directors Interests on 26 May 2021 (the “Notices”) for Mr Robin Levison, Mr Dale McNamara and Mr Anthony McDonald (the “Directors”). In relation to the queries you have raised in your letter, PPK responds as follows:

1. Please explain why the Appendix 3Y was lodged late.

The Notices lodged on 26 May 2021 related to an issue of shares each of the Directors received pursuant to a capital raise in a non-listed related body corporate Li-S Energy Limited (“LIS”).

The company secretary of LIS was not the company secretary of PPK. The company secretary of PPK was an external service provider who was not based in the offices of PPK or LIS. The registry provider for LIS is a different registry provider for PPK.

As a result of the above, the company secretary of PPK was not aware of the issue of shares in LIS to the Directors at that time and as a result, did not lodge Appendix 3Y’s for the Directors.

2. What arrangements does PPK 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?

PPK operates procedures to ensure compliance with its disclosure obligations under Listing Rule 3.19A. PPK has adopted a Security Trading Policy which governs trading in PPK shares (in addition to the applicable statutory obligations) and requires Directors to notify the company secretary of their dealings in shares in PPK.

Regular reports relating to movements in PPK’s register are received by the company secretary and compliance checks are undertaken as part of the half year and year end processes.

The lodgement obligation relating to the Notices was detected whilst subsequent transfers were being processed and the Notices were lodged immediately with the ASX.

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

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PPK and its directors both take their disclosure obligations very seriously and the directors are very conscious of their obligations in trading in shares in PPK so as to ensure compliance with the Listing Rules obligations.

PPK considers that it has appropriate procedures in place to ensure compliance with Listing Rule 3.19B and these procedures are enforced. To further bolster the integrity of the PPK disclosure compliance regime, PPK has taken steps to ensure that communication of trading in related body corporate shares is more effectively achieved. PPK has also recently appointed an internal experienced company secretary and general counsel for both PPK and its related body corporates.

In light of its review of this matter and the above, PPK considers that this oversight was administrative in nature and not caused by systemic deficiencies.

PPK trusts that the above is of assistance to ASX in resolving this matter.

Yours Faithfully,

A handwritten signature in black ink, appearing to read 'P. Rogers', with a large, stylized flourish at the end.

Pat Rogers
General Counsel and Company Secretary
Email: p.rogers@ppkgroup.com.au
Ph: 0409 764 995



27 May 2021

Mr Patrick Rogers
General Counsel
PPK Group Limited
Level 27, 10 Eagle St
Brisbane, QLD 4000

By email:

Dear Mr Rogers

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

ASX refers to the following:

1. PPK's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 27 May 2021 for Mr Anthony Macdonald (the 'Notice');
2. PPK's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 27 May 2021 for Mr Robin Levison (the 'Notice');
3. PPK's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 27 May 2021 for Mr Dale McNamara (the 'Notice');
4. 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.'*

5. 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 Macdonald's notifiable interest occurred on 14 April 2021. It appears that the Notice should have been lodged with ASX by 21 April 2021. Consequently, PPK may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Mr Macdonald may have breached section 205G of the *Corporations Act 2001* (Cth).

The Notice indicates that a change in Mr Levison's notifiable interest occurred on 14 April 2021. It appears that the Notice should have been lodged with ASX by 21 April 2021. Consequently, PPK may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Mr Macdonald may have breached section 205G of the *Corporations Act 2001* (Cth).

The Notice indicates that a change in Mr Macdonald's notifiable interest occurred on 14 April 2021. It appears that the Notice should have been lodged with ASX by 21 April 2021. Consequently, PPK may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Mr Macdonald may have breached section 205G of the *Corporations Act 2001* (Cth).

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 PPK 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 PPK 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 **05:00 PM AEST Tuesday, 1 June 2021**. 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, PPK'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 PPK 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 PPK'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;

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- 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 PPK's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

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



Alex Sutton
Compliance Adviser, Geology, Listings Compliance (Sydney)