



30 January 2023

Ms L Banh  
Senior Adviser, ASX Listings Compliance  
Reference: 66894  
Email submission: ListingsComplianceSydney@asx.com.au

Dear Ms Banh

### **Appendix 3Y – Change of Director’s Interest Notice Query**

Vectus Biosystems Limited (ASX:VBS) refers to your letter dated 25 January 2023 in regard to the Appendix 3Y lodged with ASX on 20 January 2023 for Mr Maurie Stang and VBS replies to your request for information as follows:

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

VBS confirms that the late lodgement was due to an administrative oversight.

2. *What arrangements does VBS 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?*

VBS confirms that the agreements it has in place with its Directors, in compliance with ASX Listing Rule 3.19B, are that at each Board meeting ASX ‘Disclosure and Changes in Interest’ is an Agenda item, and Directors are asked to advise if they have purchased or sold shares in VBS since the previous Board meeting. This matter is also covered in the Letters of Engagement with Directors and is included in VBS’s Corporate Governance Compliance Manual.

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

VBS confirms that it believes its current arrangements to be adequate to ensure it meets its disclosure obligations under ASX Listing Rule 3.19B, and that this omission is an isolated case, as can be seen from prior compliance with Listing Rule 3.19, and was impacted by the holiday period. VBS did lodge (on 30 December 2022) an Appendix 3Y for Mr Maurie Stang for the shares he took up in VBS’s Share Purchase Plan, and apologises for overlooking the lodgement of the Appendix 3Y for the issue of the options to him following shareholder approval at VBS’s Annual General Meeting. VBS should have lodged this Appendix 3Y when it lodged the Appendix 3G for the issue of these options to Mr Maurie Stang on 15 December 2022.

VBS intends to ensure full and timely compliance with Listing Rule 3.19 going forward.

Yours sincerely  
**Vectus Biosystems Limited**

A handwritten signature in black ink that reads 'R Waring'. The signature is written in a cursive style with a loop at the end.

**Robert J Waring**  
Company Secretary



25 January 2023

Reference: 66894

Mr Robert Waring  
Company Secretary  
Vectus Biosystems Limited

By email:

Dear Mr Waring

**Vectus Biosystems Limited ('VBS'): Appendix 3Y – Change of Director's Interest Notice Query**

ASX refers to the following:

1. VBS's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 20 January 2023 for Mr Maurie Stang (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 Stang's notifiable interest occurred on 14 December 2022. It appears that the Notice should have been lodged with ASX by 21 December 2022. Consequently, VBS may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Mr Stang may have breached section 205G of the *Corporations Act 2001* (Cth).

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## 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 VBS 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 VBS 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 **4.00 PM AEDT Monday, 30 January 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, VBS'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 VBS to request a trading halt immediately.

Your response should be sent to me by e-mail at [ListingsComplianceSydney@asx.com.au](mailto: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 VBS'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 VBS's securities under Listing Rule 17.3.

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### **Listing Rules 3.1 and 3.1A**

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

Regards

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**Lisa Banh**  
Senior Adviser, Listings Compliance