

20 March 2024

Mr Stuart Roberts
Adviser
Listings Compliance
ASX Limited
ListingsComplianceSydney@asx.com.au

Dear Mr Roberts

Tyro Payments Limited ('TYR'): Appendix 3Y – Change of Director's Interest Notice Query

Thankyou for your letter of 18 March 2024 and for your time during our earlier telephone conversation when Tyro self-reported the late lodgment of the relevant Appendix 3Y's.

In response to your request for information, using the same numbering as your letter:

1. The relevant Appendix 3Y's were lodged late due to administrative error.
2. The changes in interests in question were initiated by the Company and not by the relevant Directors. As such, in this instance it was for the Company to notify the relevant Directors of the change to their interests and the timing of those changes.

For completeness, Non-Executive Directors' letters of appointment require Directors to notify Tyro of any change to their interests in Tyro Securities to enable the Company to give the ASX notice of those changes within 5 business days. Executive Directors are subject to employee obligations which require compliance with relevant regulatory obligations.

3. Tyro has taken measures to ensure future compliance by reiterating roles and responsibilities with the relevant employees and incorporating a more detailed cross check when there are Company initiated changes to Directors' interests.

Finally, I note that the Directors' interests which are the subject of the relevant Appendix 3Y's are interests which had previously been disclosed to the market.

Please let me know if you require any further information.



Jairan Amigh
Company Secretary



18 March 2024

Reference: 90884

Ms Jairan Amigh
Company Secretary
Tyro Payments Limited
18/55 Market Street, Sydney NSW 2000

By email: jamigh@tyro.com

Dear Ms Amigh

Tyro Payments Limited ('TYR'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. TYR's Appendix 3Y's lodged on the ASX Market Announcements Platform ('MAP') on 15 March 2024 for Mr David Fite and Mr Jonathan Davey ('The Notices').
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 Notices indicate that: (a) Changes in Mr Fite's notifiable interests occurred on 2 November 2023 and on 20 November 2023. It appears that the Notices should have been lodged with ASX by 9 November 2023 and 27 November 2023, respectively; and (b) Changes in Mr Davey's notifiable interests occurred on 16 February 2024. It appears that the Notice should have been lodged with ASX by 23 February 2024. Consequently, TYR may have breached Listing Rules 3.19A and/or 3.19B.

ASX acknowledges that the Company self-reported the late lodgement of the Notices to ASX on 15 March 2024, after it had lodged the Notices on MAP.

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 3Ys were lodged late.
2. What arrangements does TYR 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 TYR 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 **9:30 AM AEDT Thursday, 21 March 2024**. 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, TYR'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 TYR 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 TYR'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 TYR's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

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

Questions

If you have any questions in relation to the above, please do not hesitate to contact me.

Yours sincerely

ASX Compliance