



22nd March 2024

Ms. Nicola Lombardi
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000
Australia

By Email

Dear Ms. Lombardi,

BSP Financial Group Limited: Response to Query on Appendix 3Y – Change of Director’s Interest Notice

BSP Financial Group Limited (**ASX: BFL | PNGX: BSP**) refers to the ASX letter dated 20 March 2024 regarding the lodgment of an Appendix 3Y on 18 March 2024 for Dr Matagalofi Lua’iufi:

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

The *Appendix 3Y - Change of Director’s Interest Notice* was lodged late as the information was not available nor brought to the attention of BFL within time.

BFL became aware of the change in director’s interest on Friday 15 March 2024 and upon confirmation a lodgment was made on Monday 18 March 2024. BFL did not intentionally delay lodgment of the Appendix 3Y nor knowingly withhold information from the ASX as it did not have that information during the required disclosure period of 5 days.

The late disclosure to BFL was a result of miscommunication between the Director concerned, the broker and the company, correspondence regarding this dealing copied in the former acting Company Secretary (Miss Loh) although she had already resigned from BFL at the time when this trade was completed. This information was not communicated to the current acting Company Secretary until the evening of Friday 15 March 2024 through a discussion with Miss Loh. Immediately on Monday 18 March, this information was put before BFL’s Disclosure Committee and the Appendix 3Y was released to the market.

2. What arrangements does BFP 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?

BFL currently has a comprehensive corporate governance framework that places significance on its continuous disclosure obligations and disclosure of conflicts of interest, the following policies adequately address this requirement:



- BSP Board Charter;
- BSP Continuous Disclosure Policy;

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- BSP Securities Dealing Policy; and
- BSP Managing Conflicts of Interest Policy.

Directors of BFL are bound by these policies as well as their respective contracts with BFL, according to the current framework Directors are required to:

- disclose all interests they have and any material change in their interests;
- seek and obtain approval to deal with securities once a trading window has been declared;
- advise the Company Secretary when a dealing has been completed; and
- provide the Company Secretary with adequate information to enable BSP to comply with its disclosure requirements to notify the ASX, PNGX and SPX.

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

The existing arrangements within BFL have been effective except in this instance due to miscommunication stemming from the resignation of the previous Acting Company Secretary, BFL was not informed within time to enable it to comply with its obligation under Listing Rule 3.19A.

BFL has advised all its Directors of their duties to provide timely information regarding any change in their interests to enable BFL to comply with its disclosure obligations under the Listing Rules. Directors have been advised that there may be penalties for Directors and officers whose actions may cause a breach.

BFL is committed to ensuring compliance with all of its regulatory obligations in all countries in which it operates. It has an effective framework in place to ensure ongoing compliance with the ASX Listing Rules and will continue to work on its internal processes to ensure it remains compliant. BFL regrets that it was unable to disclose information within the required time but will take all necessary steps to avoid a similar occurrence in the future.

Sincerely,

BSP Financial Group Limited



Pamela Potane

Acting Company Secretary

BSP Financial Group Limited

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20 March 2024

Reference: 91183

Ms Pamela Potane
Acting Company Secretary
BSP Financial Group Limited
Section 34, Allotment 6 & 7, Klinki Street
Waigani Drive Hohola
Port Moresby NCD PG 121

By email:

Dear Ms Potane

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

ASX refers to the following:

1. BFL's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 18 March 2024 for Dr Matagalofi Lua'iufi (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 Dr Lua'iufi's notifiable interest occurred on 8 March 2024. It appears that the Notice should have been lodged with ASX by 15 March 2024. Consequently, BFL may have breached Listing Rules 3.19A and/or 3.19B.

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 BFL 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 BFL 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 PM AEDT Monday, 25 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, BFL'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 BFL 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 BFL'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 BFL's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

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

Kind regards

ASX Compliance