

**ATTN ASX Compliance
ASX Limited**

By email:

ListingsComplianceSydney@asx.com.au

Dear Sir/Madam

Metrics Income Opportunities Trust ('MOT'): Query in relation to compliance with Listing Rules 3.1 and 15.7

1. Introduction

1.1 We refer to your letter dated 2 May 2024 with respect to the Metrics Income Opportunities Trust (**MOT**) and the Article (**Your Letter**). In this letter, capitalised terms have the meaning given in Your Letter unless otherwise defined. The Article refers to a capital raising announced by The Trust Company (RE Services) Limited (**RE, we, us**) by way of a placement of units in MOT to wholesale clients (**Placement**).

2. Background and additional facts

2.1 The RE determined to proceed with the Placement shortly before it made a request to ASX for a trading halt in respect of MOT's ordinary units in connection with the Placement (the time of such determination, the **Effective Time**). The request was emailed by the RE to ASX at 8.15am, and the trading halt was granted by ASX and released on MAP at 8.53am (**Halt Announcement**), on 30 April 2024. Until the Effective Time, there had not been a determination that the Placement would proceed and the discussions surrounding the Placement prior to this time were (for the purposes of Listing Rule 3.1) negotiations and incomplete proposals.

2.2 As is customary, the Halt Announcement disclosed that the reason for the trading halt was in respect of a proposed capital raise by MOT.

2.3 Following the Halt Announcement, the RE submitted the Announcement to the MAP system at 9.06am and confirmed submission to the Manager Representative (as defined below), but the Announcement was not released to the public on MAP until 9.11am.

2.4 The Article first appeared at 9.06am and was updated throughout the day on 30 April. Following our enquiries, it appears that the version of the Article that was posted at 9.06 contained only that a capital raise of \$92 million was proposed, and the members of the broker syndicate. The version of the Article that contained the price of the capital raise was, as far as we are aware, published at a later point. Due to the nature of the Article, although it was updated, the original time of 9.06 is not subsequently updated.

3. Responses to ASX's questions

Question 1: Did MOT, or anyone representing MOT, provide a statement to the media concerning the information in the Article?

3.1 Following our enquiries, we have learned that a senior representative of Metrics Credit Partners Pty Ltd (**Manager**), MOT's investment manager, who was involved and working with the RE in connection with the Placement (**Manager Representative**) had communicated with the AFR.

Question 2: further information with respect to the communications

3.2 In response to the release of the Halt Announcement on MAP which disclosed that the capital raise was imminent, the Manager Representative received a message from the AFR querying the amount of the raise and the brokers appointed. The Manager Representative was aware that the

Halt Announcement disclosing the capital raise for MOT had been released by MAP. Relevantly, the Manager Representative was at this time travelling and in a non-Australian time zone.

- 3.3 The Manager Representative responded confirming that the raise could be up to MOT's current placement capacity of approximately \$92 million and provided the identity of the joint lead managers to the Placement. Following this communication, the Manager Representative received a further message as to the price in the raise (**Second Query**).
- 3.4 At 9.06am the RE submitted the Announcement to MAP for release and confirmed submission to the Manager Representative, however the Announcement was not released to the public on MAP until 9.11am.
- 3.5 At 9.08am, the Manager Representative, responded to the Second Query confirming that the price of the capital raise would be at MOT's NAV.
- 3.6 The RE acknowledges that the above sequence of events and circumstances may give rise to a potential, technical and inadvertent breach of Listing Rule 15.7. We take this matter seriously, and in particular, given our role as a professional trustee, we appreciate the importance of Listing Rule 15.7 in ensuring informational equity and that MAP must be the central point of information for ASX listed entities as we have outlined below.
- 3.7 By way of background, and without seeking to qualify the importance of ensuring strict compliance with Listing Rule 15.7, we wish to draw certain considerations to ASX's attention:
- (a) the material substance of the communication, i.e. that a capital raising was being undertaken had been substantively released to the market by way of the Halt Announcement;
 - (b) the response to the Second Query took place following submission of the Announcement to MAP for release, but prior to its release to the public on MAP;
 - (c) the events giving rise to the Article all took place at a time when MOT was in a trading halt and outside of market trading hours.
- 3.8 In addition, all relevant matters were released by MAP at 9.11am. We refer to these factors to highlight that the impact of the communications referred to was minimal (having regards to the policy outcomes of Listing Rule 15.7 in ASX Guidance Note 14), in particular that the risk of informational inequity was low (given the short time frame) and there was not a risk of insider trading.

Question 3: If the answer to question 1 is "no", is there any other explanation as to how the information appeared in the Article?

- 3.9 Please refer to our response at paragraph 3.1.

Question 4: what arrangements does MOT have in place to ensure compliance with Listing Rule 15.7?

- 3.10 Both the Manager and the RE are aware of the imperative of strict compliance with the Listing Rules and have systems in place aimed at achieving this. Both the Manager and the RE are reviewing their respective systems and procedures in light of these matters.

The RE is a member of the Perpetual Group and is subject to a robust set of policies and processes aimed to facilitate compliance with the Listing Rules. These processes are well understood between the parties, and are supplemented with obligations in the placement agreement governing the management of the Placement designed to facilitate Listing Rules' compliance, including with respect to Listing Rule 15.7. These processes exist within the RE's broader compliance framework.

Question 5: in light of the Article what additional steps will MOT take to ensure compliance with Listing Rule 15.7?

- 3.11 The RE is actively considering, and will implement, further measures aimed at ensuring ongoing compliance with Listing Rule 15.7. In particular, following discussions with the Manager, it has agreed that, with respect to capital raising activities of MOT, both the content and timing of any communication by the Manager to third parties (being those persons external to the Manager and

not involved with the capital raising process) will require approval from the Manager's in-house legal team. In addition, prior to any capital raising activity by MOT, all Manager staff with knowledge of the capital raising will undergo training to refresh their understanding of relevant Listing Rules obligations, including Listing Rule 15.7. This training will include specific instruction on the MAP process and the timeline between provision of documents to ASX and release by MAP. The RE will be undertaking a process of review to work with the Manager in order to ensure that the Manager's systems and processes for Listing Rule reporting and compliance are effective for MOT's purposes.

Question 6

4. We confirm that MOT's responses to the above have been authorised and approved in accordance with the Perpetual Group's (of which the Responsible Entity of MOT, The Trust Company (RE Services) Limited (TTCRESL) is part) **unpublished** Contact with Regulators Policy. That policy provides that for **non-routine** communications with the ASX (e.g. information requests), Company Secretariat is responsible for co-ordinating and managing these communications with the ASX. A copy of Your Letter has also been provided to the TTCRESL Board for its information.

Please let us know if there are further queries or requests for information from the ASX. We are happy to attend to any further concerns the ASX may have with respect to this matter.

Yours sincerely

Sylvie Dimarco
Company Secretary
The Trust Company (RE Services) Limited



2 May 2024

Reference: 93417

Ms Sylvie Dimarco
Company Secretary
Metrics Income Opportunities Trust
Level 18
123 Pitt Street
Sydney NSW 2000

By email only.

Dear Ms Dimarco

Metrics Income Opportunities Trust ('MOT'): Query in relation to compliance with Listing Rules 3.1 and 15.7

ASX refers to the following:

- A. The article appearing in the Australian Financial Review titled '*Metrics Income Opportunities Trust hires six brokers for raise*' published online at **9.06 PM AEST** on 30 April 2024 (the 'Article') which stated that MOT had hired a broker syndicate to raise up to \$92 million, with the raising expected to be done at par with the net tangible asset backing of circa \$2.15 per unit.
- B. MOT's announcement titled '*Wholesale Placement with Investor Presentation*' lodged with the ASX Market Announcements Platform ('MAP') and released at **9.11 PM AEST** on 30 April 2024 in which MOT announced a placement that was expected to raise \$92 million at \$2.14 per unit (the 'Announcement').
- C. Listing Rule 3.1 which states:
"Once an entity is or becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities, the entity must immediately tell ASX that information"
- D. Listing Rule 15.7 which states:
"An entity must not release information that is for release to the market to any person until it has given the information to ASX and has received an acknowledgment that ASX has released the information to the market."
- E. The note to Listing Rule 15.7 which states:
"Note: This rule prohibits an entity giving information to the media even on an embargoed basis."

As the Article was published prior to the Announcement being released on MAP, it appears that MOT may have breached Listing Rules 3.1 and 15.7.

Request for Information

Having regard to the above, ASX asks MOT to respond separately to each of the following questions and requests for information:

1. Did MOT, or anyone representing MOT, provide a statement to the media concerning the information in the Article?
2. If the answer to question 1 is "yes":

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- 2.1. please provide a copy of that correspondence (not for release to the market);
 - 2.2. explain when (time and date), and by whom, the information was first provided to the media; and
 - 2.3. does MOT consider this to be compliant with Listing Rule 15.7? If so, please explain the basis for that view.
3. If the answer to question 1 is “no”, is there any other explanation as to how the information appeared in the Article?
 4. What arrangements does MOT have in place to ensure compliance with Listing Rule 15.7?
 5. In light of the Article, what additional steps will MOT take to ensure compliance with Listing Rule 15.7?
 6. Please confirm MOT’s responses to the above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its Board or an officer of MOT with delegated authority from the Board to respond to ASX on disclosure matters.

ASX expects MOT to make reasonable enquiries to put itself in a position to answer the questions above.

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 **5.00 PM AEST Monday, 6 May 2024**. Your response should be sent by email to ListingsComplianceSydney@asx.com.au. It should not be sent directly to the ASX Market Announcements Office.

Release of correspondence between ASX and entity

We reserve 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