

22 May 2024

Mr Stuart Roberts  
ASX Limited  
Level 4, 20 Bridge St  
Sydney NSW 2000  
e. [ListingsComplianceSydney@asx.com.au](mailto:ListingsComplianceSydney@asx.com.au)

Dear Mr Roberts

**Macquarie Technology Group Limited (MAQ) - Appendix 3Y Lodged on 15 May 2024 - Change of Director's Interest Notice Query**

Thank you for your letter on this matter dated 20 May 2024. MAQ provides the following information and responses to the matters raised (using the same capitalised terms as defined in your letter).

On 6 May 2024, a disposal of 350,000 shares by Claiward Pty Ltd, which is jointly owned by executive directors David Tudehope and Aiden Tudehope, occurred, and the following notices were subsequently filed:

Date	Party	Notice	Details provided
7 May 2024	MAQ on behalf of Claiward Pty Ltd	Form 604: Change of Substantial Holding	10,651,123: Claiward 10,650,990 David Tudehope 133
15 May 2024	MAQ on behalf of David Tudehope	Appendix 3Y	10,651,123
15 May 2024	MAQ on behalf of Aidan Tudehope	Appendix 3Y	10,650,990

MAQ acknowledges the late notification of the above two Appendix 3Y Notices in respect to such changes. The Notices should have been lodged by 13 May 2024, as opposed to 15 May 2024, and we acknowledge that lodging such Notices on time is the Company's responsibility.

**Responses to Request for Information**

- Reason for Delay** - The delay arose because of confusion over who was preparing the Notice forms. On prior occasions Directors have arranged for their agents to prepare and supply such forms to the Company for uploading with the ASX, as had occurred with the Form 604 eight days prior. The issue was exacerbated given the handover to the new Company Secretary occurring during the same period. We note that the details of the changes were all contained in the Form 604, and it was the duplication in Appendix 3Y of the same information that had already been lodged on 7 May 2024, which was late.
- Arrangements with Directors under Listing Rule 3.19B to ensure compliance with disclosure obligations under Listing Rule 3.19A** - We confirm that the Company has appropriate arrangements in place, including in its agreements and enforceable policies that apply to Directors, to ensure compliance with Listing Rule 3.19A.

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ACN 056 712 228  
Level 15, 2 Market Street, Sydney, NSW 2000  
[www.macquarietechnologygroup.com](http://www.macquarietechnologygroup.com)

3. **Additional steps to ensure compliance with Listing Rule 3.19B** - As part of the process to change MAQ's Company Secretary that took place on 15 May 2024, arrangements with Directors have been reviewed and going forward the Company will prepare the Appendix 3Y, and the Directors agent the form 604, which should avoid this issue arising again in the future.

Yours sincerely,



**Justin Forsell**  
Company Secretary  
Macquarie Technology Group Limited



20 May 2024

Reference: 94523

Mr Justin Forsell  
Company Secretary  
Macquarie Technology Group Limited  
Level 15, 2 Market Street, Sydney, NSW 2000  
By email: jforsell@macquarietechnologygroup.com

Dear Mr Forsell

**Macquarie Technology Group Limited ('MAQ'): Appendix 3Ys – Change of Director's Interest Notice Query**

1. MAQ's Appendix 3Y Notices lodged on the ASX Market Announcements Platform ('MAP') on 15 May 2024 for David and Aidan Tudehope (the 'Notices');
2. Listing Rule 3.19A which requires an entity to tell ASX the following:

**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. 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 indicates that a change in the respective notifiable interests of David and Aidan Tudehope occurred on 6 May 2024. It appears that the Notices should have been lodged with ASX by 13 May 2024. Consequently, MAQ 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 Notices were lodged late.
2. What arrangements does MAQ 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 MAQ 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 **9:00 AM AEST Thursday, 23 May 2024**. You should note that if the information

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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, MAQ'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 MAQ 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 MAQ'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 MAQ's securities under Listing Rule 17.3.

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

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

Yours sincerely

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ASX Compliance