

1 August 2024

Listings Compliance
ASX Limited
20 Bridge Street
Sydney NSW 2000

By email: ListingsComplianceSydney@asx.com.au

Dear Sir/Madam,

Appendix 3Z – Final Directors Interests Notice Query

We refer to the letter dated 30 July 2024 with reference number 97220 (Letter). Audio Pixels Holdings Limited ABN 98 094 384 273 (AKP) apologises for the delay in lodgement of the relevant Appendix 3Z for its Director Mr Mark Ureda.

We respond to the request for information raised in the Letter as follows:

1) *Please explain why the Appendix 3Z was not lodged.*

AKP advises that the late lodgement of the Appendix 3Z was due to an administrative oversight rather than a systemic problem with the Company's existing share trading policies and procedures.

2) *What arrangements does AKP 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?*

AKP has the following arrangements in place under ASX Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A:

- a) the Company and its directors are aware of their obligations under the ASX Listing Rules 3.19A and 3.19B;
- b) in accordance with ASX Listing Rule 3.19B and Guidance Note 22, this is also covered in the agreements with each of its directors;
- c) at each Board meeting there is a standing item for directors to provide an update to any interest or potential conflicts; and
- d) through its registry provider, Computershare, AKP has in place monitoring for any changes in director's interests.

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

The Company has reviewed its processes and confirms its belief that AKP arrangements are adequate and enforceable and that this was an isolated breach. The Company confirms it will ensure that disclosures are released to the ASX in accordance with the timing requirements of the ASX Listing Rules in the future.

We hope this addresses the concerns raised in the letter.

Yours sincerely,



Shawn van Boheemen
Company Secretary



30 July 2024

Reference: 97220

Mr Shawn van Boheemen
Company Secretary
Audio Pixels Holdings Limited
Suite 3, Level 12 75 Elizabeth Street
SYDNEY NSW 2000

By email

Dear Mr van Boheemen

Audio Pixels Holdings Limited ('AKP'): Appendix 3Z – Final Director's Interest Notice Query

ASX refers to the following:

1. AKP's announcement lodged on the ASX Market Announcements Platform ('MAP') on 22 July 2024 confirmed the resignation of Mr Mark Ureda as a director of AKP effective on 16 July 2024 (the 'Announcement').
2. To date, AKP has not lodged an Appendix 3Z for Mr Ureda (the 'Notice').
3. Listing Rule 3.19A which requires an entity to tell ASX the following:

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.
4. 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.

As the Announcement indicated that Mr Ureda ceased to be a director on 16 July 2024 it appears the Appendix 3Z should have been lodged with ASX by 23 July 2024. As the Notice has not been lodged on MAP, it appears that AKP 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 3Z was not lodged.
2. What arrangements does AKP 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 AKP 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 on Friday, 2 August 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, AKP'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 AKP to request a trading halt immediately.

Your response should be sent by e-mail to **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 MAP.

Suspension

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in AKP's securities under Listing Rule 17.3.

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.

Regards

ASX Compliance