



Healthscope

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10 October 2017

John Johansson  
Senior Adviser, Listings (Melbourne)  
ASX Compliance Pty Limited

By email

**Re: Appendix 3Y – Change of Director's Interest Notice**

We refer to your letter dated 6 October 2017 in relation to the Appendix 3Y lodged by the Company on 5 October 2017 for Ms Jane McAloon and respond to the questions raised in your letter as follows:

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

On 20 September 2017, HUB24 Super Fund divested on-market 28,328 Company shares which were held indirectly on behalf of Ms McAloon. The direction to divest these shares was made in error by Ms McAloon's financial adviser, without her knowledge or approval. When Ms McAloon became aware of the error she promptly advised the Company so that the change could be notified via the Appendix 3Y.

**2. What arrangements does the Entity 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?**

The Company's directors are aware of and understand their obligations under listing rule 3.19A. In addition, the Company has entered into a standard letter agreement in the form set out in attachment 1 of Guidance Note 22 *Disclosure of Directors' Interests* of the ASX listing rules with each of its directors.

**3. If the current arrangements are inadequate or not being enforced, what additional steps does the Entity intend to take to ensure compliance with listing rule 3.19B?**

The Company considers that the arrangements it has in place are adequate to ensure compliance with listing rule 3.19B. The non-disclosure to which this letter relates arose as a consequence of an administrative error on the part of the director's financial adviser, however the notification from the ASX has been circulated to all directors to remind them of their obligations under listing rule 3.19A and section 205G of the Corporations Act.

Yours faithfully,

**Ingrid Player**  
General Counsel & Company Secretary



6 October 2017

Ms Ingrid Player  
General Counsel and Company Secretary  
Level 1, 312 St Kilda Road  
Melbourne VIC 3004

By email: [ingrid.player@healthscope.com.au](mailto:ingrid.player@healthscope.com.au)

Dear Ingrid

**Healthscope Limited (the “Entity”): Appendix 3Y – Change of Director’s Interest Notice**

We refer to the following;

1. The Appendix 3Y lodged by the Entity with ASX on Thursday, 5 October 2017 for Ms Jane McAloon (the “Director 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 as follows.

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 Appendix 3Y indicate that a change in Director's notifiable interest occurred on 20 September 2017. It appears that the Director's Notice should have been lodged with ASX by 27 September 2017. Consequently, the Entity may be in breach of listing rules 3.19A and/or 3.19B. It also appears the directors concerned may have breached section 205G of the Corporations Act.

Please note that ASX is required to record details of breaches of the listing rules by listed entities for its reporting requirements.

ASX reminds the Entity of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Entity make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

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*, under listing rule 18.7 we ask that you answer each of the following questions.

1. Please explain why the Appendix 3Y were lodged late.
2. What arrangements does the Entity 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 the Entity intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail. It should not be sent to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, not later than half an hour before the start of trading (ie before 9.30 a.m. A.E.D.T.) on Wednesday, 11 October 2017.

Under listing rule 18.7A, a copy of this letter and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked.

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

*[Sent electronically without signature]*

John Johansson

**Senior Adviser, Listings (Melbourne)**