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Advisor – Listing Compliance
Australian Securities Exchange
Level 50
Rialto, South Tower
525 Collins Street
Melbourne VIC 3000

5 July 2024

By Email: ListingsComplianceMelbourne@asx.com.au

Dear Ash

RE: Viva Leisure Limited ('VVA'): Appendix 3Y – Change of Director's Interest Notice Query

We write to address the query raised by ASX on 2 July 2024 in relation to the Appendix 3Y – Change of Director's Interest Notice (**Notice**) lodged by Viva Leisure Limited (**the Company**) earlier that same day.

Response to the Notice

The trade that is the subject of the Notice occurred on 18 June 2024. In accordance with Listing Rule 3.19A.2, the Company was required to lodge the Appendix 3Y by 25 June 2024. The Company acknowledges that it lodged the Notice 4 days late on 2 July 2024 and therefore did not comply with Listing Rule 3.19A.2.

We respond to the three (3) questions contained in the Notice as follows:

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

- i. The Notice was lodged late due to an inadvertent oversight occurring during a period of lengthy international travel by the relevant Director.
- ii. The Director had originally placed an order for shares. It was the Director's initial understanding that the trade had not completed. The Director was not aware on the settlement date that the trade had partially completed for a lesser volume than the original order.
- iii. Once the Director became aware of the settlement of the trade, the Director notified the Company and caused the Appendix 3Y to be lodged, albeit late.

2. What arrangements does VVA 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 has a *Securities Trading Policy* which requires that Directors notify the Company Secretary of any trades as soon as practicable after the trade is confirmed.

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

- i. The Company is confident that the current arrangements are adequate to ensure compliance with Listing Rule 3.19B.
- ii. The short delay in lodging the Notice was not caused by inadequate process or ignorance as to the Listing Rules. It arose due to an honest oversight in circumstances where the Company has otherwise demonstrated a strong track record of compliance.

Best regards



Morgan Bryant
General Counsel



2 July 2024

Reference: 96366

Mr Morgan Bryant
General Counsel
Viva Leisure Limited
OF, Unit 7 Level 1, 141 Flemington Road
Mitchell, ACT, Australia 2911

By email: morgan.bryant@vivaleisure.group

Dear Mr Bryant

Viva Leisure Limited ('VVA'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. VVA's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 2 July 2024 for Mr Harry Konstantinou (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 Mr Konstantinou's notifiable interest occurred on 18 June 2024. It appears that the Notice should have been lodged with ASX by 25 June 2024. Consequently, VVA 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 VVA 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 VVA 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 AM AEST Friday, 5 July 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, VVA'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 VVA to request a trading halt immediately.

Your response should be sent to me by e-mail at ListingsComplianceMelbourne@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 VVA'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 VVA's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to VVA'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 VVA'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