



10 April 2025

Ms. Melissa Kostopoulos
Compliance Adviser, Listings Compliance (Melbourne),
ASX Compliance Pty Ltd,
Level 50, Rialto South Tower,
525 Collins Street,
Melbourne Vic. 3000

Dear Ms Kostopoulos,

RESPONSE TO LETTER

We refer to your letter dated 3 April 2025 (**Letter**) addressed to Vitura Health Limited (**VIT** and **Company**) and provide the following responses to the questions raised in it.

1. When did VIT first become aware of the trading that was notified in the Appendix 3Y?

Response: Mr Robert Iervasi, the Director for whom the Appendix 3Y was lodged, sent confirmation of the relevant share purchase to the VIT Company Secretary at 7.31 am on 27 February 2025, being the day after the Company filed its half-year results and a Cleansing Notice.

2. Why did the Appendix 3Y state in Part 3 that no interests in VIT's securities were traded during a closed period?

Response: The Company believed the trading was in compliance with the VIT Trading Policy and that the ASX market was fully informed at the time the trading occurred. On receipt of the Letter, the Company identified that, due to an administrative oversight, the VIT Trading Policy defined the "Closed Period" as expiring "at the close of trading the business day after the release" and not the day that the relevant documents were released.

Technically, the trading by Mr Iervasi's related entity was in compliance with the Trading Policy, as a written clearance notification for trading was provided by the Company. However, that clearance notification from the Notification Officer was provided in error one business day prior to the expiry of the Closed Period (but clearly after the ASX market was fully informed).

3. Did Mr Iervasi notify the Company Secretary (or other person authorised under the Trading Policy) in writing of their intention to cause the Trustee to trade? If not, why not?

Response: Yes, Mr Iervasi sought trading clearance in writing from the VIT Company Secretary in accordance with the VIT Trading Policy. It was an administrative oversight by the Company Secretary (in circumstances where the Company had, prior to the opening of trading that day, also lodged a Cleansing Notice) that permission in writing was given to Mr Iervasi.

VITURA HEALTH LIMITED

ASX: VIT

PO Box 6168, South Yarra

Victoria 3141, Australia

VITURA.COM.AU





4. *Did the Company Secretary (or other person authorised under the Trading Policy) provide prior written clearance to Mr Iervasi to trade during the closed period? If so, please provide a copy of the written communication.*

Response: Written clearance was given to Mr Iervasi in the form of an email from the VIT Notification Officer, however that notification of trading clearance did not match the format of Annexure B of the VIT Trading Policy (which Annexure prescribes a form / content for the written trading clearance notification).

5. *Did Mr Iervasi breach the Trading Policy? If not, please explain why not.*

Response: Mr Iervasi sought and obtained trading clearance prior to trading. The technical breach of the Trading Policy was due to an administrative error by the Company Secretary in confirming that clearance 24 hours earlier than prescribed under the Trading Policy.

6. *Does the board of VIT propose to take disciplinary or remedial action in relation to any breach of VIT's Trading Policy? If so, please advise of those actions.*

Response: This response has been considered by the VIT Board and, given that the market was fully informed (with the release of the half-year results), a Cleansing Notice was lodged at the commencement of trading on the day prior to the trading and that the purchase on market was completed at a 26% premium to the current market price, the VIT Board intends to take no further action, other than reminding all VIT staff of their obligations under the Trading Policy. Mr Iervasi was prohibited from acquiring VIT shares at the time of the Company's recent capital raise but, once the relevant Cleansing Notice had been lodged, chose to purchase shares in the Company to show support.

7. *Please explain what arrangements VIT has in place with its directors to ensure that it meets its disclosure obligations under Listing Rule 3.19A.*

Response: We believe our Trading Policy and compliance processes are adequate. The inadvertence in providing clearance in the circumstances where there was no doubt that the market was fully informed, by virtue of the Cleansing Notice, caused no loss or damage to market integrity. Of course, the Company regrets that the trading clearance was inadvertently given earlier than permitted in respect of the defined "Closed Period", but it also notes the trading purchases occurred at 8.6 cents, being a 26% premium to the current share price of 6.8 cents.

8. *Please confirm that VIT is complying with the Listing Rules and, in particular, Listing Rule 3.1.*

Response: Yes.

9. *Please confirm that VIT's responses to the above questions have been authorised and approved consistently with its published continuous disclosure policy, or otherwise by its board or an officer of VIT with delegated authority from the board to respond to ASX on disclosure matters.*

Response: Yes.

Yours sincerely,

A handwritten signature in blue ink, appearing to read "T. Howitt".

THOMAS G. HOWITT
Company Secretary



3 April 2025

Reference: 107882

Mr Thomas Howitt
Company Secretary
Vitura Health Limited
Suite 8, Level 3, 299 Toorak Road
South Yarra, Victoria 3141

By email: tom.howitt@vitura.com.au

Dear Mr Howitt

Vitura Health Limited ('VIT'): Trading during a closed period

ASX refers to the following:

- A. The announcement by VIT entitled '*Change of Director's Interest Notice*' lodged on the ASX Market Announcements Platform ('MAP') on 27 February 2025 (the 'Appendix 3Y'). The Appendix 3Y related to trading in VIT's securities by Iervasi Holdings Pty Ltd (the 'Trustee'). As a result of the trading, Mr Robert Iervasi increased his indirect interest in VIT shares.
- B. The Appendix 3Y stated that the trading did not occur during a closed period under VIT's trading policy.
- C. VIT's trading policy which is available on VIT's website¹ (the 'Trading Policy') and which states, among other things, the following:

"1.2 WHO DOES THIS POLICY APPLY TO?"

This policy applies as follows:

...

(b) parts 3 to 6 (trading policy) apply to all directors, officers and other key management personnel of the Company and any other person designated by the Board of Directors (Board) from time to time (each, a Designated Person); and...

3.1 CLOSED AND PROHIBITED PERIODS

Designated Persons must not deal in the Company's Securities during the following prohibited periods (except in accordance with this policy):

(a) the following closed periods:

(i) from the day after the half year end (i.e. 1 January) to the close of trading on the business day after the Company's half year results are announced to ASX;"

ASX notes the following:

- 1. VIT's closed period commenced on 1 January 2025 and ended at the close of trading on 27 February 2024 (being the business day after VIT released its Appendix 4D& Half-Year Financial Statements on MAP).
- 2. The trading appears to have taken place during this period. This is despite VIT stating in Part 3 of the Appendix 3Y that no interests in VIT's securities were traded during a closed period.

¹ <https://www.vitura.com.au/wp-content/uploads/2023/02/Vitura-Trading-Policy-February-2023.pdf>

Request for information

Having regard to the above, and pursuant to Listing Rule 18.7, ASX asks VIT to respond separately to each of the following questions.

1. When did VIT first become aware of the trading that was notified in the Appendix 3Y?
2. Why did the Appendix 3Y state in Part 3 that no interests in VIT's securities were traded during a closed period?
3. Did Mr Iervasi notify the Company Secretary (or other person authorised under the Trading Policy) in writing of their intention to cause the Trustee to trade? If not, why not?
4. Did the Company Secretary (or other person authorised under the Trading Policy) provide prior written clearance to Mr Iervasi to trade during the closed period? If so, please provide a copy of the written communication.
5. Did Mr Iervasi breach the Trading Policy? If not, please explain why not.
6. Does the board of VIT propose to take disciplinary or remedial action in relation to any breach of VIT's Trading Policy? If so, please advise of those actions.
7. Please explain what arrangements VIT has in place with its directors to ensure that it meets its disclosure obligations under Listing Rule 3.19A.
8. Please confirm that VIT is complying with the Listing Rules and, in particular, Listing Rule 3.1.
9. Please confirm that VIT's responses to the above questions have been authorised and approved consistently with its published continuous disclosure policy, or otherwise by its board or an officer of VIT with delegated authority from the board to respond to ASX on disclosure matters.

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 **9:30 AM AEDT Thursday, 10 April 2025**. 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, VIT'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 VIT to request a trading halt immediately.

Your response should be sent by e-mail to ListingsComplianceMelbourne@asx.com.au. It should not be sent directly to the ASX Market Announcements Office. This is to allow ASX 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.

Suspension

If you do not respond to this letter by the time specified above, ASX may suspend trading in VIT's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to VIT'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 VIT'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. The usual course is for the correspondence to be released to the market.

Regards

ASX Compliance