

15 December 2022

Jenita Iyalu  
Adviser, Listings  
Compliance (Perth) ASX  
Compliance  
Level 40, Central Park  
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Dear Jenita

**Gullewa Limited – Response to Appendix 3Y – Change of Director’s Interest Notice Query**

Gullewa Limited (**Gullewa** or the **Company**) acknowledges receipt of the letter dated 12 December 2022.

The Company responds to the questions posed in your letter as set out below:

1. *Please explain why the Appendix 3Y’s were lodged late*

The Appendix 3Ys were lodged late by Mr Anthony William Howland-Rose because he did not receive, prompt notice of the reported trades (whether verbally, electronically or written) from having a standing order with the broker which was made some months prior.

2. *What arrangements does GUL 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?*

In accordance with ASX Listing Rule 3.19B, the Company has in place agreements with its directors to ensure that the Company is able to meet its disclosure obligations under ASX Listing Rule 3.19A within the allowed time period.

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

The Company believes that its current practices are adequate to ensure compliance with ASX Listing Rule 3.19B and that the non-compliance was an isolated incident. Directors have been reminded of their obligations to notify the Company of changes to their interests in the Company, so as to ensure that future Appendix 3Y’s are lodged within the required timeframe.

Yours sincerely

David Deitz  
Director



12 December 2022

Reference: ODIN65507

Mr David Deitz  
Company Secretary  
Gullewa Limited

By email

Dear Mr Deitz

### **Gullewa Limited ('GUL'): Appendix 3Y – Change of Director's Interest Notice Query**

ASX refers to the following:

1. GUL's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 9 December 2022 for Mr Anthony William Howland-Rose (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 Howland-Rose's notifiable interest occurred on 24 November 2022. It appears that the Notice should have been lodged with ASX by 1 December 2022. Consequently, GUL may have breached Listing Rules 3.19A and/or 3.19B.

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## 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 GUL 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 GUL 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 **2:00 PM AWST Thursday, 15 December 2022**. 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, GUL'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 GUL to request a trading halt immediately.

Your response should be sent to me by e-mail at [ListingsCompliancePerth@asx.com.au](mailto:ListingsCompliancePerth@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 GUL'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 GUL's securities under Listing Rule 17.3.

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

In responding to this letter, you should have regard to GUL'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 GUL'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**

We reserve the right to release a copy of this letter, your reply and any other related correspondence between us to the market under Listing Rule 18.7A.

### **Questions**

If you have any questions in relation to the above, please do not hesitate to contact me.

Yours sincerely

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**Jenita Iyalu**  
Adviser, Listings Compliance (Perth)