

Friday, 15 September 2023

Laura Gomme
ASX Listing & Compliance
Via: listingcomplianceperth@asx.com.au

Re: ASX Query Letter dated 7 September 2023

Dear Ms Gomme

Please find below Veris Ltd's (the **Company** or **Veris**) responses to the queries contained in the ASX's Query Letter dated 7 September 2023.

1. Noting that the Transaction does not appear to have occurred within a prescribed Trading Window (in this case being within 1 month prior to the scheduled release of VRS' annual results) is VRS of the view that the Transaction was conducted in accordance with the Trading Policy?

- The Transaction was conducted in accordance with the Trading Policy as a consequence of the following timeline of events:
- Section 3(a) of the Company's Trading Policy defines a "Trading Window", being the period which the Company's securities can be traded by directors, officers and employees of the Company for the period of four weeks next following two business days after the release of the Company's annual results, half yearly results or a prospectus by the Company (other than a transaction specific prospectus).
- On Thursday 27 July 2023 Veris released an announcement "FY23 Unaudited Financial Guidance" which contained details of Veris' FY23 full year results (**Unaudited FY23 Results**). In accordance with the terms of Trading Policy, the Chairman formed the opinion that the release of the Unaudited FY23 Results to trigger the beginning of a "Trading Window" as defined in the Trading Policy.
- On Sunday 30 July 2023, Ms Gosling sought and obtained approval for the Transaction from the Chairman.
- On Monday 31 July 2023, Ms Gosling placed the order to purchase the shares that were the subject of the Transaction, being *"2 days after the release of the Company's annual result"*.
- On Tuesday 1 August 2023, the Transaction occurred when the bid was filled on the following day.
- On Monday 28 August 2023, Veris subsequently released its audited annual report (**Audited FY23 Results**), being 4 calendar weeks subsequent to the order being placed.
- Veris notes that the Company's Audited FY23 Results were unchanged from the details disclosed to the market in the announcement of 27 July 2023.
- Veris is of the view that the market was fully informed following the release of the Unaudited FY23 Results as the figures contained in the audited annual report released on Monday 28 August 2023 were unchanged.

- Veris considers that the “release of the Company’s annual results” in its Securities Trading Policy is intended to refer to its interim results. However, it concedes that its Securities Trading Policy is unclear and will amend its Securities Trading Plan to refer specifically to “release of the Company’s annual audited results”.

2. *If the Transaction complied with the Trading Policy:*

2.1 *Please explain the basis for that view.*

Please refer to the response to Question 1.

2.2 *Please provide a copy of the approval provided by the Chairman to Ms Gosling, as required by clause 2(b) of the Trading Policy (not for release to the market).*

The approval of the Chairman was verbal and documented in an email from the Company Secretary. See attached.

3. *If the Transaction resulted in a breach of the Trading Policy, please outline what disciplinary and remedial action VRS intends to take in response to the breach.*

Not applicable.

4. *Was Ms Gosling aware of any material information concerning VRS which had not been disclosed to market at the time they undertook the Transaction?*

No.

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

Veris confirms that it is complying with the Listing Rules, and in particular Listing Rule 3.1.

6. *Please confirm that VRS’ responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of VRS with delegated authority from the board to respond to ASX on disclosure matters.*

The Company confirms that the responses to the questions above have been authorised and approved in accordance with its published Continuous Disclosure Policy.



7 September 2023

Reference: 79765

Mr Steven Harding
41 Bishop Street
Jolimont WA 6014

By email: S.Harding@veris.com.au

Dear Mr Burgess

Veris Limited ('VRS'): Securities Trading Policy Query

ASX refers to the following:

- A. The Appendix 3Y lodged by VRS and released on the ASX Market Announcements Platform ('MAP') on 3 August 2023 which disclosed that VRS' Director, Ms Tracey Gosling, acquired an interest in 128,205 VRS fully paid ordinary shares on-market on 1 August 2023 and that the interest in the relevant securities were not traded in a closed period (the 'Transaction').
- B. 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.'*
- C. 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.'*
- D. VRS' 2023 Corporate Governance Charter, published on VRS' website (the 'Trading Policy'), which states (relevantly):

In clause 2

"In implementing this policy, and without limiting the general principles, there are a number of rules and provisions that must, on all occasions, be followed:

- a) Directors, officers and employees of the Group and persons associated with them (i.e ALL insiders) are prohibited from trading in the Company's securities other than during 'Trading Windows'. This provision is paramount and paragraphs (b), (c) and (d) are to be read subject to it.*
- b) A Director, the Company Secretary and the Chief Financial Officer, and persons associated with them, are required to obtain the approval of the Chairman in respect of a proposed trade in the Company's securities prior to any trade by them. The Chairman's approval which is to be provided in writing, shall be valid for a period of no longer than two weeks and is to be reported at the following board meeting.*
- c) The Chairman is required to obtain the approval of the Chief Executive Officer and one other Non-Executive Director prior to any trade by the Chairman or a person associated with the Chairman. The approval, which is to be provided in writing, shall be valid for a period of no longer than two weeks and is to be reported at the next following Board meeting.*
- d) Key management personnel (being persons having authority and responsibility for planning, directing and controlling the major activities of the group, directly or indirectly, other than the Chairman, Directors and the Company Secretary) are required to discuss and obtain approval for a proposed trade in the Company's securities with the Chief Executive Officer prior to any trade by them or a person associated with them. The approval, which is to be provided in writing, shall be valid for a period of no longer than 2 weeks."*

In Clause 3 – Trading windows and Close Periods

- a) "Subject to them not being a Closed Period, the following periods are considered to be "Trading Windows" when, subject to the foregoing, trades in the Company's securities by Insiders are permitted:*
 - the period of four (4) weeks next following two (2) business days after the release of:*
 - the Company's annual or half yearly results; and*
 - a Prospectus by the Company (other than a transaction specific prospectus);*
 - such other periods designated by resolution of the Board as "Trading Windows" either generally, or for specific personnel (i.e. to respond to circumstances of financial hardship or need for a particular officer or employee of the Group).*
- b) The following periods are considered to be "Closed Periods" when trades in the Company's securities by Insiders are prohibited:*
 - one month prior to the scheduled release of the Company's annual or half yearly results; and*
 - such other periods designated by resolution of the Board as "Closed Periods".*

E. Listing Rules 12.9 and 12.12 which require the following:

12.9 *An entity must have a +trading policy that complies with the requirements of ASX Listing Rule 12.12. An entity must give its +trading policy to the +market announcements office for release to the market.*

12.12 *At a minimum, an entity's +trading policy must include the following information:*

12.12.1 *The entity's +closed periods.*

12.12.2 *The restrictions on trading that apply to the entity's +key management personnel.*

12.12.3 *Any trading which is not subject to the entity's +trading policy.*

12.12.4 *Any exceptional circumstances in which the entity's +key management personnel may be permitted to trade during a +prohibited period with prior written clearance.*

12.12.5 *The procedures for obtaining prior written clearance for trading under rule 12.12.4.*

F. Guidance Note 27: Trading Policies, which states:

"Implicit in the requirement for an entity to have a trading policy is that it should also have appropriate measures to ensure that its KMP are aware of, and understand, their obligations under the policy and to monitor and enforce compliance with the policy. For it not to do so would be a failure to comply with its obligation under Listing Rule 19.2 to honour the spirit, intention and purpose of the Listing Rules."

Request for information

Under Listing Rule 18.7, we ask that you answer each of the following questions and requests for information having regard to the above, Listing Rules 3.19A and 3.19B and *Guidance Note 22: Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*:

1. Noting that the Transaction does not appear to have occurred within a prescribed Trading Window (in this case being within 1 month prior to the scheduled release of VRS' annual results) is VRS of the view that the Transaction was conducted in accordance with the Trading Policy?
2. If the Transaction complied with the Trading Policy:
 - 2.1 Please explain the basis for that view.
 - 2.2 Please provide a copy of the approval provided by the Chairman to Ms Gosling, as required by clause 2(b) of the Trading Policy (not for release to the market).
3. If the Transaction resulted in a breach of the Trading Policy, please outline what disciplinary and remedial action VRS intends to take in response to the breach.
4. Was Ms Gosling aware of any material information concerning VRS which had not been disclosed to market at the time they undertook the Transaction?
5. Please confirm that VRS is complying with the Listing Rules and, in particular, Listing Rule 3.1.
6. Please confirm that VRS' responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of VRS 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 **12 PM AWST Wednesday, 13 September 2023**. 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, VRS' 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 VRS to request a trading halt immediately.

Your response should be sent to me by e-mail at **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 VRS'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 VRS' securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to VRS'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 VRS'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.

Questions

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

Yours sincerely

Laura Gomme
Senior Adviser, Listings Compliance