



International Limited ACN 110 184 355

Corporate Head Office
91 High Street
Fremantle WA 6160
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9 September 2019

Ms Jessica Coupe
Adviser, Listings Compliance (Perth)
Australian Securities Exchange
Level 40, Central Park
152-158 St Georges Terrace
Perth WA 6000

By email: ListingsCompliancePerth@asx.com.au

Dear Ms Coupe,

Response to ASX query dated 5 September 2019

We refer to ASX's letter to TV2U International Limited (ASX:TV2) (**TV2** or **Company**) dated 9 September 2019 and to the Company's announcement (an Appendix 3Y – Change of Director's Interest Notice) released on ASX's Market Announcement Platform on 4 September 2019 (**Appendix 3Y**).

In response to your letter (using your numbering and capitalised terms):

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

The Appendix 3Y was not lodged within the prescribed time due to an administrative oversight with the Company's corporate office. The notice was lodged immediately on the oversight being discovered by the Company Secretary.

2. What arrangements does TV2 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 various arrangements in place, including the following:

- (a) The Company has adopted a Share Trading Policy, setting out the procedures and policies that all directors, officers and employees of the Company are required to follow in respect of trading of securities;
- (b) The conditions of appointment of each director are documented in an appointment letter, under which directors are required to provide the Company with any details of directors' interests in securities and in contracts relevant to securities within a required time period; and



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(c) The Company's share registry platform provides for notification to be provided on any directors' holding movements.

3. If the current arrangements are inadequate or not being enforced, what additional steps does TV2 intend to take to ensure compliance with Listing Rule 3.19B?

In light of the administrative oversight on this occasion, the Company has undertaken the following steps to ensure that it meets its obligations in the future:

- (a) All directors have been provided with a further copy of the Company's Share Trading Policy, as a reminder of their obligations and any black-out periods.
- (b) The notification option on the Company's share registry platform, which had inadvertently not been enabled in respect of directors' related entities, has since been enabled.
- (c) A weekly review of all director holdings on the Company's share registry platform will be undertaken going forward by the Company Secretary.

Yours faithfully,

Sophie Raven

Company Secretary

TV2U International Limited

GLOBAL OFFICE LOCATIONS

**BRAZIL
PERTH**

**INDONESIA
SINGAPORE**

**MALAYSIA
UNITED KINGDOM**



5 September 2019

Reference: ODIN06725

Ms Sophie Raven
Company Secretary
TV2U International Limited
c/- Beyond Integers Pty Ltd
91 High Street
Fremantle WA

By email: sraven@rnpartners.com.au

Dear Ms Raven

TV2U International Limited ('TV2'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. TV2's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 4 September 2019 for Mr Bret Silvey (the 'Notice') in relation to twenty on-market trades between 12 July 2019 and 2 September 2019;

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 the first change in Mr Silvey's notifiable interest occurred on 12 July 2019, with nineteen subsequent changes occurring between that date and 2 September 2019. It appears that the Notice

should have been lodged with ASX by 19 August 2019 and that additional notices should have been lodged for the subsequent changes within 5 business days of each change taking place. Consequently, TV2 may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Mr Silvey may have breached section 205G of the *Corporations Act 2001* (Cth).

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

ASX reminds TV2 of its contract with ASX to comply with the Listing Rules. In the circumstances, TV2 should make necessary arrangements to ensure it does not continue to breach the Listing Rules.

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 TV2 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 TV2 intend to take to ensure compliance with Listing Rule 3.19B?

When and where to send your response

Your response should be sent to me by e-mail at ListingsCompliancePerth@asx.com.au. It should not be sent to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, no later than half an hour before the start of trading (i.e. before 7:30 am AWST) on 10 September 2019.

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.

Enquiries

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

Yours sincerely

Jessica Coupe
Adviser, Listings Compliance (Perth)