

Ms Shannon Hong
Senior Adviser
Listing Compliance
ASX Compliance Pty Ltd
20 Bridge Street
Sydney NSW 2000

BY EMAIL: shannon.hong@asx.com.au

6 November 2015

Dear Ms Hong

EBOS Group Limited (the Company)
Appendix 3Y – Change of Director’s Interest Notice

I refer to your letter dated 5 November 2015 regarding the Appendix 3Y for Mr Peter Kraus and Appendix 3Y for Mr Barry Wallace lodged on 4 November 2015 (the Appendices).

Our response to your questions are set out below.

1. Please explain why the Appendices were lodged late

The Company is listed on the New Zealand Stock Exchange (NZX) and ASX. The Company has been lodging disclosures related to the interests of directors of the Company in accordance with the relevant New Zealand legislation. These disclosures (usually entitled ‘NZX Ongoing Disclosure Notice’) are lodged on both the NZX and ASX announcements platforms.

The Company lodged an Appendix 3X (Initial Director’s Interest notice) upon its listing on ASX in 2013. It has recently been identified that disclosure of director’s interests since that time has not been made in the form required under the ASX Listing Rules, that is, by way of lodging an Appendix 3Y. Following this matter being identified, the Company has prepared disclosures for release to ASX in respect of each relevant director setting out changes in their interests since the Company’s listing on ASX. These include the Appendices, an Appendix 3Z

lodged on 3 November 2015 and also other Appendix 3Y's to be lodged by the Company on 9 November 2015.

2. What arrangements does the Entity 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 entity has the following arrangements in place:

- (a) Share Trading Policy: the Company's Share Trading Policy applies to directors and others and, amongst other matters, describes the obligations of directors (and others required by New Zealand legislation) to disclose relevant interests in securities;
- (b) Shareholding information: the directors are regularly provided with a summary of their direct and indirect interests of which the Company has been notified; and
- (c) Share registry 'watch list': the Company's share registry notifies the Company of any trades by persons/ entities nominated by the Company. The list of those persons/ entities nominated by the Company includes the directors and persons/ entities associated with them of which the Company is aware.

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

The current arrangements are regarded as adequate. The Company has disclosed directors' interests, albeit not in the form required by the ASX Listing Rules. The Company acknowledges this and will ensure that in future any changes to directors' interests of which it becomes aware will be disclosed in accordance with both the relevant New Zealand legislation and the ASX Listing Rules.

Your sincerely



**Janelle Cain
General Counsel
EBOS Group Limited**



5 November 2015

Ms Janelle Cain
General Counsel
EBOS Group Limited
Level 3, 484 St Kilda Road
Melbourne VIC 3004

By email

Dear Ms Cain,

EBOS Group Limited (the “Entity”): Appendix 3Y – Change of Director’s Interest Notice

We refer to the following;

1. The Appendix 3Y lodged by the Entity with ASX Limited (“ASX”) on Wednesday, 4 November 2015 for Mr Peter Kraus ; and
2. The Appendix 3Y lodged by the Entity with ASX on Wednesday, 4 November for Mr Barry Wallace;
(Together, the “Director Notice”)
3. 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.

4. Listing rule 3.19B which states as follows.

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 Appendices 3Y indicate that a change in Director's notifiable interest occurred on 2 April 2015, 17 October and 4 April 2014. It appears that the Director's Notice should have been lodged with ASX by 9 April 2015, 24 October and 11 April 2014 respectively. Consequently, the Entity may be in breach of listing rules 3.19A and/or 3.19B. It also appears the directors concerned may have breached section 205G of the Corporations Act.

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

ASX reminds the Entity of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Entity make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

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*, under listing rule 18.7 we ask that you answer each of the following questions.

1. Please explain why the Appendices were lodged late.
2. What arrangements does the Entity 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 the Entity intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail at shannon.hong@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, not later than half an hour before the start of trading at **9.30am AEDT on Monday, 9 November 2015**.

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.

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

Yours sincerely

[Sent electronically without signature]

Shannon Hong
Senior Adviser, Listings Compliance