



Perpetual Limited
ABN 86 000 431 827

3 December 2015

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Australia
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The Companies Office
ASX Limited
Level 6
Exchange Centre
20 Bridge St
SYDNEY NSW 2000

Attention : Stephanie So
By Email: Stephanie.So@asx.com.au

Dear Stephanie

**Perpetual Limited ("Perpetual") – Appendix 3Y – Geoff Lloyd lodged on 26 November 2015
regarding the sale of 1026 shares in Perpetual**

The above Appendix 3Y for Geoff Lloyd was lodged 2 days' late due to an administrative oversight.

Perpetual has in place an internal policy regarding the notification by directors of any change in their interests that satisfies Listing Rule 3.19 (B) and believes these arrangements are adequate.

Yours sincerely

**Joanne Hawkins
Company Secretary**

Phone: 02 9229 9000
E-mail: joanne.hawkins@perpetual.com.au



30 November 2015

Ms Joanne Hawkins
Company Secretary
Perpetual Limited
Level 12
123 Pitt Street
Sydney NSW 2000

By email: joanne.hawkins@perpetual.com.au

Dear Ms Hawkins,

Perpetual 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 on Thursday, 26 November 2015 for Mr Geoff Lloyd (the "Director's 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 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.

4. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

The Director's Notice indicate that a change in the Director's notifiable interest occurred on 17 November 2015. It appears that the Director's Notice should have been lodged with ASX by 24 November 2015. Consequently, the Entity may be in breach of listing rules 3.19A and/or 3.19B.

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 Director's Notice was 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. 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 (ie before 9.30 a.m. A.E.D.T.) on Thursday, 3 December 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]

Stephanie So
Senior Adviser, Listings Compliance (Sydney)