

11<sup>th</sup> August 2016

Ms Belinda Mai  
Senior Adviser, Listings (Sydney)  
ASX  
20 Bridget Street  
SYDNEY NSW 2000

By email: Belinda.Mai@asx.com.au

Dear Belinda,

Appendix 3Y – Change of Director's Interest Notice

I refer to your letter dated 10<sup>th</sup> August 2016 in relation to the above matter and respond as follows:

1. This particular Appendix was lodged late due to an administrative oversight by the company;
2. The company has a procedure to ensure compliance with Listing Rule 3.19A (among other things) which is set out in a Letter of Appointment which each director must sign, whereby they agree to “.... provide all necessary information requested from you to enable the Company to comply with the statutory requirements in respect of its register of directors and to comply with ASX Listing Rule requirements, including complying with all of the Company's corporate governance charters and policies including the Code of Conduct, Securities Dealing Policy and the Price Sensitive Information Policy.  
Upon receipt of such information, the Company Secretary is aware, and VHT has internal procedures to ensure, that such information is communicated to the market as soon as possible.”
3. The company will ensure future compliance with listing rule 3.19B.

Please contact me if you have any further queries.

Yours faithfully,



John Diddams  
Company Secretary



10 August 2016

Mr Brian Leighs  
Mr John Diddams  
Joint Company Secretary

By email: [brian.leighs@volparasolutions.com](mailto:brian.leighs@volparasolutions.com); [jfdiddams@jfdcpa.com.au](mailto:jfdiddams@jfdcpa.com.au)

Dear Mr Leighs and Mr Diddams,

**Volpara Health Technologies 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 8 August 2016 for Mr John Flower Diddams (the “Director 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.

The Appendix 3Y indicate that a change in Director's notifiable interest occurred on 18 June 2016. It appears that the Director's Notice should have been lodged with ASX by 24 June 2016. 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 Appendix 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 [Belinda.mai@asx.com.au](mailto:Belinda.mai@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 (ie before 9.30 a.m. AEST) on Monday, 15 August 2016

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.



ASX

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

Yours sincerely

*[Sent electronically without signature]*

Belinda Mai

**Senior Adviser, Listings (Sydney)**