

12 July 2022

Dale Wang
Australian Securities Exchange
525 Collins Street,
Melbourne VIC 3000

By email: ListingsComplianceMelbourne@asx.com.au

Dear Dale

ASX price query

We refer to the price query letter from the ASX dated 11 July 2022 and respond as follows to the specific questions asked:

- 1. Is CGC aware of any information concerning it that has not been announced to the market which, if known by some in the market, could explain the recent trading in its securities?**

In responding to this question, please consider in particular whether CGC is aware of any information that its earnings for the first half year of 2022:

- a. are likely to differ materially (downwards or upwards) from any earnings guidance it has given for the period; or**
- b. if CGC has not given any earnings guidance for the period, are otherwise likely to come as a surprise to the market (by reference to analyst forecasts for the period or, if CGC is not covered by analysts, its earnings for the prior corresponding period)?**

The Company is not aware of any information that its earnings for the first half year of 2022 are likely to come as a surprise to the market, when those earnings are considered in reference to the prior corresponding period. As noted in the market update lodged on 11 July 2022, the Company expects the unaudited results for both the International and Domestic produce segments for the first half of 2022 to be ahead of the prior corresponding period (ie. the first half of 2021). In addition, the Company notes that it expects unaudited Group EBITDA before movement in biological assets and material items ("EBITDA-S") for the first half of 2022 to be approximately 10-15% ahead of the Group EBITDA-S for the prior corresponding period.

The vast majority of analysts that provide forecast earnings for the Company do not provide specific forecasts for the first half of 2022, so the Company does not believe that there is any meaningful analyst consensus for this period. We also note some analysts have provided updates to their earnings forecasts since yesterday's market update.

2. If the answer to question 1 is “yes”.

- (a) **Is CGC relying on Listing Rule 3.1A not to announce that information under Listing Rule 3.1? Please note that the recent trading in CGC’s securities would suggest to ASX that such information may have ceased to be confidential and therefore CGC may no longer be able to rely on Listing Rule 3.1A. Accordingly, if the answer to this question is “yes”, you need to contact us immediately to discuss the situation.**
- (b) **Can an announcement be made immediately? Please note, if the answer to this question is “no”, you need to contact us immediately to discuss requesting a trading halt (see below).**
- (c) **If an announcement cannot be made immediately, why not and when is it expected that an announcement will be made?**

The answer to question 1 is “no”, therefore this question is inapplicable.

3. If the answer to question 1 is “no”, is there any other explanation that CGC may have for the recent trading in its securities?

The Company is aware that a report issued on 8 July by a broker following the Company included a revision to the Company’s earnings. While noting that this is the subjective view of one particular analyst, the Company also notes that this would not materially impact on analyst consensus. The Company is also aware that the particular broker in question has since provided a further update, clarifying their initial comments in light of the recent share price movements.

4. Please confirm that CGC is complying with the Listing Rules and, in particular, Listing Rule 3.1.

We confirm that the Company is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

5. Please confirm that CGC’s responses to the questions above have been authorised and approved under its published continuous disclosure policy or otherwise by its board or an officer of CGC with delegated authority from the board to respond to ASX on disclosure matters.

Confirmed.

Yours faithfully



David Thomas
Company Secretary



11 July 2022

Mr David Thomas
Company Secretary
COSTA GROUP HOLDINGS LIMITED
Unit 1, 271-279 Robinsons Road
RAVENHALL VIC 3023

By email: david.thomas@costagroup.com.au

Dear Mr Thomas

COSTA GROUP HOLDINGS LIMITED ('CGC'): Price - Query

ASX refers to the following:

- A. The change in the price of CGC's securities from a high of \$2.80 to a low of \$2.55 today.
- B. The significant increase in the volume of CGC's securities traded from 8 July 2022 to 11 July 2022.

Request for information

In light of this, ASX asks CGC to respond separately to each of the following questions and requests for information:

- 1. Is CGC aware of any information concerning it that has not been announced to the market which, if known by some in the market, could explain the recent trading in its securities?

In responding to this question, please consider in particular whether CGC is aware of any information that its earnings for the first half year of 2022:

- (a) are likely to differ materially (downwards or upwards) from any earnings guidance it has given for the period; or
 - (b) if CGC has not given any earnings guidance for the period, are otherwise likely to come as a surprise to the market (by reference to analyst forecasts for the period or, if CGC is not covered by analysts, its earnings for the prior corresponding period)?
- 2. If the answer to question 1 is "yes".
 - (a) Is CGC relying on Listing Rule 3.1A not to announce that information under Listing Rule 3.1? Please note that the recent trading in CGC's securities would suggest to ASX that such information may have ceased to be confidential and therefore CGC may no longer be able to rely on Listing Rule 3.1A. Accordingly, if the answer to this question is "yes", you need to contact us immediately to discuss the situation.
 - (b) Can an announcement be made immediately? Please note, if the answer to this question is "no", you need to contact us immediately to discuss requesting a trading halt (see below).
 - (c) If an announcement cannot be made immediately, why not and when is it expected that an announcement will be made?
- 3. If the answer to question 1 is "no", is there any other explanation that CGC may have for the recent trading in its securities?
- 4. Please confirm that CGC is complying with the Listing Rules and, in particular, Listing Rule 3.1.

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5. Please confirm that CGC's responses to the questions above have been authorised and approved under its published continuous disclosure policy or otherwise by its board or an officer of CGC 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 **9:30 AM AEST Tuesday, 12 July 2022**. 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, CGC's 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 CGC to request a trading halt immediately.

Your response should be sent to me by e-mail at **ListingsComplianceMelbourne@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, or if the answer to question 1 is "yes" and an announcement cannot be made immediately, you should discuss with us whether it is appropriate to request a trading halt in CGC'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 CGC's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to CGC'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 CGC'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

We reserve the right to release a copy 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.

Regards

Dale Wang
Adviser, Listings Compliance (Melbourne)