

8 March 2019

Listings Compliance  
Attn Ms Belinda Chiu  
ASX Limited  
20 Bridge Street  
Sydney NSW 2000

Dear Ms Chiu,

### **Response to ASX query**

Envirosuite Limited (“The Company” or “EVS”) is pleased to provide the responses set out below to the ASX query letter received 7 March 2019, in relation to the Tata Steel win announced by the Company on Wednesday 6 March 2019.

*1. Does EVS consider the Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities?*

Yes

*2. If the answer to question 1 is “no”, please advise the basis for that view.*

Not applicable

*3. When did EVS first become aware of the Information?*

Tuesday 5<sup>th</sup> of March 2019

*4. If the answer to question 1 is “yes” and EVS first became aware of the Information before the relevant date, did EVS make any announcement prior to the relevant date which disclosed the information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe EVS was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps EVS took to ensure that the information was released promptly and without delay.*

Sequence of events:

- We received early notification of the win on Tuesday morning 5<sup>th</sup> of March from our European office with advice that confirmation of the details of the purchase order were still pending. Due to the time difference of UK business hours, the details could not be received until our Tuesday evening AEDT.
- As per the announcement, the contract is on normal commercial terms and thus not material on a monetary basis alone. However while awaiting details of the purchase order, the CEO discussed the win with the Company Secretary and with the Chairman, and through that discussion the general view was formed that, subject to confirmation of details by the European office, that the win was viewed as sufficiently strategic in its implication, as subsequently set out in the announcement,

such that it should be disclosed under Listing Rule 3.1.

- An announcement was drafted and the details included in the draft were amended and confirmed overnight with the local European/UK based team members.
- The announcement was then finalised and approved for release by the board and lodged prior to the opening of trade on Wednesday 6<sup>th</sup> of March 2019.

The Company confirms that no prior announcement of any kind was made concerning the details of the ASX announcement prior to its release.

*5. Please confirm that EVS is complying with the Listing Rules and, in particular, Listing Rule 3.1.*

The Company confirms that it is in compliance with the Listing Rules including Listing Rule 3.1.

*6. Please confirm that EVS' responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of EVS with delegated authority from the board to respond to ASX on disclosure matters.*

The responses contained herein have been reviewed and approved for forwarding by the board.

Should you require any further information, please do not hesitate to contact me.

On behalf of the Board of Envirosuite Limited



Adam Gallagher  
Director & Company Secretary



7 March 2019

Mr Adam Gallagher  
Company Secretary  
EnviroSuite Limited

By email: adam.gallagher@envirosuite.com

Dear Mr Gallagher

**EnviroSuite Limited ('EVS'): Aware Query**

ASX refers to the following:

- A. EVS' announcement entitled "*Tata Steel signs with EnviroSuite*" lodged on the ASX Market Announcements Platform and released at 9:45 AM on 6 March 2019 (the 'Announcement'), disclosing the adoption of the EnviroSuite platform by Tata Steel Limited ('Information').
- B. Listing Rule 3.1, which requires a listed entity to immediately give ASX any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.
- C. The definition of "aware" in Chapter 19 of the Listing Rules, which states that:

*"an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity" and section 4.4 in Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B "When does an entity become aware of information."*

- D. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied.

*"3.1A Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:*

*3.1A.1 One or more of the following applies:*

- *It would be a breach of a law to disclose the information;*
- *The information concerns an incomplete proposal or negotiation;*
- *The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*
- *The information is generated for the internal management purposes of the entity; or*
- *The information is a trade secret; and*

*3.1A.2 The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and*

*3.1A.3 A reasonable person would not expect the information to be disclosed."*

- E. ASX's policy position on the concept of "confidentiality", which is detailed in section 5.8 of Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B. In particular, the Guidance Note states that:

*"Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the listed entity. Accordingly, even though an entity may consider*

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*information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it ceases to be confidential information for the purposes of this rule.”*

### **Request for Information**

Having regard to the above, ASX asks EVS to respond separately to each of the following questions and requests for information:

1. Does EVS consider the Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
2. If the answer to question 1 is “no”, please advise the basis for that view.
3. When did EVS first become aware of the Information?
4. If the answer to question 1 is “yes” and EVS first became aware of the Information before the relevant date, did EVS make any announcement prior to the relevant date which disclosed the information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe EVS was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps EVS took to ensure that the information was released promptly and without delay.
5. Please confirm that EVS is complying with the Listing Rules and, in particular, Listing Rule 3.1.
6. Please confirm that EVS’ responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of EVS 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 AEDT **Monday, 11 March 2019**.

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, EVS’ 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 EVS to request a trading halt immediately.

If you wish to request 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*.

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ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

Your response should be sent to me by e-mail at [ListingsComplianceSydney@asx.com.au](mailto:ListingsComplianceSydney@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.

### **Listing Rules 3.1 and 3.1A**

In responding to this letter, you should have regard to EVS' 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 EVS' 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.

### **Suspension**

If you are unable to respond to this letter by the time specified above ASX will likely suspend trading in EVS' securities under Listing Rule 17.3.

### **Enquiries**

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

Kind regards

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**Belinda Chiu**  
Senior Adviser, Listings Compliance (Sydney)