

4 August 2023

Mr Ben Dawson
ASX Limited
Level 40, Central Park
152-158 St George's Terrace
PERTH WA 6000

By Email: ListingsCompliancePerth@asx.com.au

Dear Ben

**NANOVEU LIMITED (ASX: NVU) – APPENDIX 3Y – CHANGE OF DIRECTOR'S INTEREST NOTICE
QUERY AND APPENDIX 3Z – FINAL DIRECTOR'S INTEREST NOTICE QUERY**

I refer to your letter to Nanoveu Limited (**Company** or **NVU**) dated 1 August 2023 in relation to the:

- (a) Appendix 3Y for Mr Alfred Chong, lodged by NVU on 18 July 2023;
- (b) Appendix 3Y for Mr David Pevcic, lodged by NVU on 18 July 2023;
- (c) Appendix 3Y for Dr Michael Winlo, lodged by NVU on 18 July 2023;
- (d) Appendix 3Y for Mr Steven James Apedaile, lodged by NVU on 18 July 2023;
- (e) Appendix 3Y for Mr Michael van Uffelen, lodged by NVU on 18 July 2023; and
- (f) Appendix 3Z lodged for Mr Michael van Uffelen, lodged by NVU on 18 July 2023,

(the **Notices**).

The Company's response to each of your queries is as follows:

Question 1 – Please explain why the Appendix 3Y Notice and the Appendix 3Z were lodged late

The Notices were lodged late due to an administrative oversight. The Notices were lodged on the Market Announcement Platform (**MAP**) by the Company Secretary. The previous Company Secretary had resigned from the Company with effect from 20 June 2023. Handover to the new Company Secretary commenced thereafter and the need to complete the lodgement of the Appendix 3Y by the 23 June 2023 and Appendix 3Z by the 7 July 2023 was unfortunately overlooked during the handover period. The Company lodged the Notices on MAP as soon as it became aware that the Notices were outstanding.

Question 2 – What arrangements does NVU 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 Company maintains a Continuous Disclosure Policy and Trading Policy (the **Policies**). The Company is in regular communication with each of its Directors about information regarding changes to their respective securities holdings and providing these changes to the Company Secretary as soon as possible. These policies are included in the Company's Corporate Governance Plan and are publicly available on the Company's website.

Each of the Directors are aware of the Company's obligations under the Listing Rules, including Listing Rule 3.19A and 3.19B, and under the terms of their respective letter of appointment agree to provide the relevant information to the Company so it can meet its disclosure obligations under Listing Rule 3.19A and 3.19B.

In respect of changes in Directors' interests caused by the issue of securities to a Director that have been approved by shareholders in accordance with the Listing Rules, the Company Secretary prepares the Directors' interest notices, liaises with the relevant Director to ensure the information provided is accurate and then lodges the required Appendix 3Y on the MAP, in conjunction with arranging the issue of the relevant securities.

Where a Director ceases to be a Director, the Company Secretary prepares the required Appendix 3Z based on the last released Appendix 3Y and confirms with the relevant Director if there have been any changes to their holdings since the last released Appendix 3Y.

The Company Secretary is aware that these actions must occur within 5 business days of the date of the change of a Director's interest or a Director ceasing to be a Director. The late lodgement of the Notices was not a result of a failure to implement the Policies.

Question 3 – If the current arrangements are inadequate or not being enforced, what additional steps does NVU intend to take to ensure compliance with Listing Rule 3.19B?

The Company considers that the current arrangements to ensure compliance with Listing Rule 3.19B described above are adequate and are enforced by the Company. The

Company acknowledges that the late lodgement of the Notices on this occasion was an unfortunate administrative oversight, but it considers that the circumstances in which it took place are unlikely to occur again. The Notices were not lodged late because of a Director's failure to notify the Company of its change in interests.

Yours sincerely

Naomi Haydari
Chief Financial Officer and Company Secretary



1 August 2023

Reference: 76463

Ms Naomi Haydari
Company Secretary
Nanoveu Limited

By email:

Dear Ms Haydari

Nanoveu Limited ('NVU'): Appendix 3Y – Change of Director's Interest Notice Query and Appendix 3Z – Final Director's Interest Notice Query

ASX refers to the following:

1. NVU's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 18 July 2023 for Mr Alfred Chong;
2. NVU's Appendix 3Y lodged on MAP on 18 July 2023 for Dr David Pevcic;
3. NVU's Appendix 3Y lodged on MAP on 18 July 2023 for Dr Michael Winlo;
4. NVU's Appendix 3Y lodged on MAP on 18 July 2023 for Mr Steven James Apedaile;
5. NVU's Appendix 3Y lodged on MAP on 18 July 2023 for Mr Michael van Uffelen (together, the 'Appendix 3Y Notices'); and
6. NVU's Appendix 3Z lodged on MAP on 18 July 2023 for Mr Michael van Uffelen (the 'Appendix 3Z').
7. 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.'

8. Listing rule 3.19B which states that:

'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 Notices indicate that a change in each Directors' notifiable interest occurred on 16 June 2023. It appears that the Appendix 3Y Notices should have been lodged with ASX by 23 June 2023. Consequently, NVU may have breached Listing Rules 3.19A and/or 3.19B. It also appears that each Director may have breached section 205G of the *Corporations Act 2001* (Cth).

As the Appendix 3Z indicated that Mr van Uffelen ceased to be a director on 30 June 2023 it appears the Appendix 3Z should have been lodged with ASX by 7 July 2023. As it was lodged on 18 July 2023, it appears that NVU may have breached Listing Rules 3.19A and/or 3.19B.

Request for Information

Under Listing Rule 18.7, we ask that you answer each of the following questions 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*.

1. Please explain why the Appendix 3Y Notices and the Appendix 3Z were lodged late.
2. What arrangements does NVU 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 NVU intend to take to ensure compliance with Listing Rule 3.19B?

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 **1:00 PM AWST Friday, 4 August 2023**. 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, NVU'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 NVU to request a trading halt immediately.

Your response should be sent to me by e-mail at ListingsCompliancePerth@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, you should discuss with us whether it is appropriate to request a trading halt in NVU'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

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- 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 NVU's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

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

ASX reserves the right to release all or any part 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.

Kind regards

Ben Dawson
Adviser, Listings Compliance