

15 June 2020

Lin Kang
Advisor, Listings Compliance (Sydney)
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Tempo Australia Ltd (ASX:TPP). Appendix 3Y – Change of Director's Interest Notice Query

Dear Ms Kang,

Thank you for your letter querying the Appendix 3Y for Mr Charles Rottier, which may have breached Listing Rules 3.19A and/or 3.19B by being lodged late.

- 1) The Appendix 3Y was lodged late due to an administrative oversight and as soon as the administrative oversight was identified the Appendix 3Y was lodged with the ASX.
- 2) The Directors are aware that any securities purchased, direct or indirect, must be notified to the Company Secretary. The Company Secretary regularly reviews the Directors' trading records to ensure notifiable transactions are duly notified.
- 3) The Company considers its current arrangements are adequate for ensuring timely notification and that the failure to do so on this occasion is due to an oversight. However, to avoid a repeat, the Company Secretary has reminded all Directors of their obligations under the Company's Securities Trading Policy together with the requirements of the ASX Listing Rules.

Yours faithfully



William Howard
Chief Financial Officer and Company Secretary
Temp Australia Ltd



15 June 2020

Reference: 19435

Ms Melissa Jones
General Manager
Company Matters Pty Limited
Level 12
680 George Street
Sydney
NSW
2000

By email: Jones@companymatters.com.au

Dear Ms Jones

Tempo Australia Ltd ('TPP'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. TPP's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 12 June 2020 for Mr Charles Louis Rottier (the '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 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 Notice indicates that a change in Mr Rottier's notifiable interest occurred on 29 May 2020 and 1 June 2020. It appears that the Notice should have been lodged with ASX by 5 June 2020. Consequently, TPP may have breached 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 TPP of its contract with ASX to comply with the Listing Rules. In the circumstances, TPP should make necessary arrangements to ensure it does not continue to breach the Listing Rules.

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 was lodged late.
2. What arrangements does TPP 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 TPP intend to take to ensure compliance with Listing Rule 3.19B?

When and where to send your response

Your response should be sent to me by e-mail at ListingsComplianceSydney@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, no later than half an hour before the start of trading (i.e. before 9:30 am AEST) on 18 June 2020.

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.

Enquiries

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

Kind regards

Lin Kang
Adviser, Listings Compliance (Sydney)