



26 May 2020

Australian Stock Exchange
Level 4, North Tower
525 Collins St, Melbourne VIC 3000

By email: ListingsComplianceMelbourne@asx.com.au

Dear Ms Kostopoulos,

I refer to the request for information in your letter of 22 May 2020 in relation to the Appendix 3Y lodged by Althea Group Holdings Ltd on the ASX Announcements Platform on 20 March 2020.

For ease of reference, I have provided responses below to each of your requests.

1. Please explain why the Appendix 3Y was lodged late.

On review of the Appendix 3Y, I note an administrative error was made where the date of change was incorrectly entered as 26 August 2019. The correct dates are 18 March 2020 and 19 March 2020. The 3Y was lodged on 20 March 2020, within the required timeframe.

2. What arrangements does AGH 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?

Althea's Policy for Dealing in Shares requires directors to inform the Company Secretary immediately after dealing in any securities of the company and to provide requisite details of the dealings. This process was followed in relation to the securities the subject of the Appendix 3Y.

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

The current processes described above were followed and are being enforced. Moving forward, an additional layer of review will take place to prevent this administrative error recurring.

4. Please explain why Part 3 in the Appendix 3Y was not completed.

This section was not completed due to an administrative error.

5. Were the interests in the securities or contracts detailed in the Appendix 3Y traded during a closed period where prior written clearance was required?

No.



6. If so, was prior written clearance provided to allow the trade to proceed during this period?

N/A

7. If prior written clearance was provided, on what date was that provided?

N/A

Kind Regards,

Robert Meissner
Company Secretary
Althea Group Holdings Limited



22 May 2020

Reference: ODIN18413

Mr Robert Meissner
Company Secretary
Althea Group Holdings Limited
Level 37, 360 Elizabeth Street
Melbourne Vic 3000

By email: rmeissner@althea.com.au

Dear Mr Meissner

Althea Group Holdings Limited ('AGH'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. AGH's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 20 March 2020 for Mr Joshua Michael Fegan (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 Fegan's notifiable interest occurred on 26 August 2019. It appears that the Notice should have been lodged with ASX by 2 September 2019. Consequently, AGH may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Mr Fegan may have breached section 205G of the *Corporations Act 2001* (Cth).

Please note that ASX is required to record details of breaches of the Listing Rules by listed entities for its reporting requirements.

ASX reminds AGH of its contract with ASX to comply with the Listing Rules. In the circumstances, AGH 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 AGH 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 AGH intend to take to ensure compliance with Listing Rule 3.19B?
4. Please explain why Part 3 in the Appendix 3Y was not completed.
5. Were the interests in the securities or contracts detailed in the Appendix 3Y traded during a closed period where prior written clearance was required?
6. If so, was prior written clearance provided to allow the trade to proceed during this period?
7. If prior written clearance was provided, on what date was that provided?

When and where to send your response

Your response should be sent to me by e-mail at ListingsComplianceMelbourne@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 27 May 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.

Regards

Melissa Kostopoulos
Compliance Adviser, Listings Compliance (Melbourne)