



National  
Veterinary  
Care

*Excellence  
in Vet Care*

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Unit 1, 28 Burnside Road  
ORMEAU QLD 4208

6 December 2019

ASX Limited  
20 Bridge Street  
SYDNEY NSW 2000  
Attention: Corey Lian - Adviser, Listings Compliance (Sydney)

Dear Mr Lian

### **Appendix 3Y – Change of Director’s Interest Notice Query**

We refer to your letter dated 5 December 2019. National Veterinary Care Ltd (**NVL**) responds to the questions in your letter as set out below.

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

The Appendix 3Y was not lodged within the prescribed time period due to an administrative oversight. The notice was lodged immediately upon the oversight being discovered.

#### **2. What arrangements does NVL 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 terms of appointment of each director sets out their requirement to disclose their relevant interests in securities and changes in those interests. NVL’s directors comply with this requirement diligently.

On this occasion, the change in director’s interest for Mr Steenackers arose from the exercise of performance rights which NVL had granted to him and which had subsequently vested. NVL was aware of the exercise of performance rights and resulting issue of shares, but due to the oversight referred to above failed to lodge the required Appendix 3Y at the time.

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

NVL believes that the arrangements currently in place with its directors are adequate for ensuring compliance with ASX Listing Rule 3.19B, and has reviewed its procedures to ensure that it meets its obligations in future.

Yours faithfully

Janita Robba  
Company Secretary  
National Veterinary Care Ltd

For personal use only



5 December 2019

Reference: 11416

Ms Janita Lesley Robba  
Company Secretary  
National Veterinary Care Ltd  
Unit 1, 28 Burnside Road  
Ormeau QLD 4208

By email:

Dear Ms Robba

**National Veterinary Care Ltd ('NVL'): Appendix 3Y – Change of Director's Interest Notice Query**

ASX refers to the following:

1. NVL's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 29 November 2019 for Mr Tomas Antonio Steenackers (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 Steenackers's notifiable interest occurred on 1 November 2019. It appears that the Notice should have been lodged with ASX by 8 November 2019. Consequently, NVL may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Mr Steenackers may have breached section 205G of the *Corporations Act 2001* (Cth).

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

ASX reminds NVL of its contract with ASX to comply with the Listing Rules. In the circumstances, NVL 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 NVL 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 NVL 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](mailto: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 AEDT) on 9 December 2019.

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

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**Corey Lian**  
Adviser, Listings Compliance (Sydney)