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17 June 2021

Mr. Elvis Onyura
Senior Adviser, Listings Compliance (Sydney)
ASX
Exchange Centre
20 Bridge Street
Sydney NSW 2000

By Email: ListingsComplianceSydney@asx.com.au

Dear Elvis

Tubi Limited ('2BE'): Appendix 3X - Initial Director's Interest Notice Query

I refer to your letter dated 16 June 2021 and respond to your queries contained therein as follows:

1. Please explain why the Appendices 3X were lodged late.

The Appendices were lodge late due to an administrative oversight. The two directors for whom the Appendices were lodged late for were appointed outside the Company's usual course of business. The directors were appointed by the Voluntary Administrators in accordance with an Order from the Federal Court of Australia on 5 May 2021 following which the Voluntary Administration came to an end.

2. What arrangements does 2BE 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's standard letter of appointment of a director includes, *inter alia*, an agreement by the director to provide details of their notifiable interests as at their date of appointment as soon as reasonably possible after the date of their appointment and no later than three business days after the date of their appointment (**Initial Disclosure**) together with ongoing and final disclosure obligations.

However, due to factors outside the Company's control, the Company's usual procedure for appointment of a director were not followed in this instance. The directors were appointed by the Voluntary Administrators in accordance with an Order from the Federal Court of Australia. Tubi will endeavour to put in place letters of appointment for each new director which will include an agreement from them with regards to ongoing and final disclosure of their notifiable interests.

3. If the current arrangements are inadequate or not being enforced, what additional steps does 2BE intend to take to ensure compliance with Listing Rule 3.19B?

The Company believes its current arrangements are adequate. The administrative oversight resulting in the late lodgement of the Appendices 3X happened during an unusual time for the

Company and the Company is not expecting to be in that position again. The Board understands the importance of the need to ensure compliance with the Listing Rules, and the is confident that it has adequate processes in place to ensure compliance with Listing Rules 3.19B.

Yours sincerely

A handwritten signature in blue ink, appearing to be "Elissa Hansen".

Elissa Hansen
Company Secretary



16 June 2021

Reference: 35901

Ms Elissa Hansen
Company Secretary
Tubi Limited
2 Hopetoun Street
Paddington NSW 2021

By email

Dear Ms Hansen

Tubi Limited ('2BE'): Appendix 3X – Initial Director's Interest Notice Query

ASX refers to the following:

1. 2BE's announcement lodged on the ASX Market Announcements Platform ('MAP') on 6 May 2021 confirming the appointment of Mr John Mouawad and Mr Ryan Shaw as directors of 2BE effective on 6 May 2021;
2. 2BE's Appendices 3X lodged on the ASX Market Announcements Platform ('MAP') on 10 June 2021 for Messrs Mouawad and Shaw (the 'Notices');
3. 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.'*

4. 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.'

As the Notices indicated that Messrs Mouawad and Shaw were appointed on 6 May 2021, it appears that the Notices should have been lodged with ASX by 13 May 2021. As the Notices were lodged on 10 June 2021, it

appears that 2BE may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Messrs Mouawad and Shaw may have breached section 205G of the *Corporations Act 2001* (Cth).

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 Appendices 3X were lodged late.
2. What arrangements does 2BE 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 2BE 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 **9:30 AM AEST Monday, 21 June 2021**. 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, 2BE'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 2BE to request a trading halt immediately.

Your response should be sent to me by e-mail at 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.

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 2BE's securities under Listing Rule 17.1. If you would like 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*.

Suspension

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in 2BE's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to 2BE'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 2BE'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

We reserve the right to release a copy 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

Elvis Onyura

Senior Adviser, Listings Compliance (Sydney)