



Lovisa Holdings Limited  
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22<sup>nd</sup> December 2022

Ms Rana Kurban  
Adviser, Listings Compliance (Melbourne)  
Australian Securities Exchange Limited

Via email - [ListingsComplianceMelbourne@asx.com.au](mailto:ListingsComplianceMelbourne@asx.com.au)

Dear Ms Kurban,

### **LOVISA HOLDINGS LIMITED (LOV) – APPENDIX 3Y CHANGE OF DIRECTORS INTEREST NOTICE QUERY**

We refer to your letter dated 20 December 2022 (ASX Letter) in relation to the Appendix 3Y's lodged by Lovisa Holdings Limited (Lovisa or the Company) on the ASX Market Announcements Platform on 19 December 2022 (the Notices). We provide the following responses to the queries set out in your Letter:

**1. Question 1 - Please explain why each of the Appendix 3Ys was lodged late.**

The Appendix 3Y's were not lodged within the prescribed time period due to an administrative oversight by the Company. Once identified by the Company, the Notices were immediately lodged.

**2. Question 2 - What arrangements does LOV 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?**

In accordance with Listing Rule 3.19B Lovisa has entered into agreements with each of its directors, which places an obligation on the directors to notify the Company of a change in a director's relevant interests within the allowed time period. Further, any director wishing to trade in the Company's securities must first obtain prior written approval from the Chairman and notify the Company Secretary in accordance with the Company's Securities Trading Policy. Upon receipt of such information, Lovisa has internal procedures in place to ensure that such information is communicated to the market as soon as possible. Directors are aware of their disclosure obligations and do disclose the necessary information to the Company.

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

The Company believes its current arrangements, as detailed above, are appropriate and sufficient, and accordingly does not believe any further steps are required to ensure compliance. The Company intends to ensure future timely compliance with ASX Listing Rule 3.19.

Yours Sincerely,

Chris Lauder  
Chief Financial Officer and Company Secretary

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20 December 2022

Reference: 65884

Mr Chris Lauder  
Company Secretary  
Lovisa Holdings Limited  
Level 1, 818-820 Glenferrie Road  
HAWTHORN VIC 3122

By email: ChrisL@lovisa.com

Dear Mr Lauder

**Lovisa Holdings Limited ('LOV'): Appendix 3Y – Change of Director's Interest Notice Query**

ASX refers to the following:

1. LOV's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 19 December 2022 for Mr John Charlton (the 'First Notice');
2. LOV's Appendix 3Y lodged on MAP on 19 December 2022 for Mr Bruce Carter (the 'Second Notice');
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.'*

The First Notice indicates that a change in Mr Charlton's notifiable interest occurred on 21 November 2022, 24 November 2022 and 7 December 2022. It appears that a notice separately covering each change should have been lodged with ASX by 28 November 2022, 1 December 2022 and 14 December 2022 respectively. Consequently, LOV may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Mr Charlton may

have breached section 205G of the *Corporations Act 2001* (Cth) in respect of the changes that occurred on 21 November 2022 and 24 November 2022.

The Second Notice indicates that a change in Mr Carter's notifiable interest occurred on 2 December 2022. It appears that the Second Notice should have been lodged with ASX by 9 December 2022. Consequently, LOV 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 each of the Appendix 3Ys was lodged late.
2. What arrangements does LOV 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 LOV 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 **4:00 PM AEDT Friday, 23 December 2022**. 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, LOV'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 LOV to request a trading halt immediately.

Your response should be sent to me by e-mail at [ListingsComplianceMelbourne@asx.com.au](mailto:ListingsComplianceMelbourne@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 LOV'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
- 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*.

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### **Suspension**

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

### **Listing Rules 3.1 and 3.1A**

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

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**Rana Kurban**  
Adviser, Listings Compliance (Melbourne)

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