



Helios Energy Ltd

29 May 2025

Appendix 3Y Lodgements

ASX Code: HE8

Directors

Philipp Kin

Managing Director

Mark Lochtenberg

Non-Executive Director

John Kenny

Non-Executive Director

John Cathcart

Non-Executive Director

Henko Vos

Non-Executive Director &
Company Secretary

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CC: Raj.Logaraj@asx.com.au

Helios Energy Ltd (ASX: HE8) (“**Helios**” or the “**Company**”) refers to the letter from ASX on 27 May 2025 relating to the lodgement of Appendix 3Y’s “Change of Director’s Interest Notices” for Messrs Philipp Kin, John Cathcart and Mark Lochtenberg on 15 May 2025. The Company responds as follows:

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

Messrs Kin, Cathcart and Lochtenberg participated in the sub-underwriting of the Company’s Entitlement Offer as announced on 20 March 2025. The Shortfall Shares under the Offer were subsequently issued on 7 May 2025. On 9 May 2025, the Company announced that it is transitioning its Share Registry from Computershare to Automic, effective 12 May 2025. To ensure a smooth and successful transition, it was the intention of the Company to lodge the 3Y no later than 14 May 2025. Due to an administrative oversight, the Company however only lodged the Appendix 3Y’s the following day, being on 15 May 2025.

As to Mr Lochtenberg’s shares, Mr Lochtenberg had an indirect change in his holdings on 5 September 2023, with a share movement from Rigi Investments Pty Ltd (The Cape A/C), a company associated with him, to The Rigi Superannuation Fund, a fund in which Mr Lochtenberg is a shareholder and in which he has a beneficial interest. There was consequently no change in his underlying shareholdings, instead just a movement between indirect holdings.

2. What arrangements does HE8 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 and its directors are aware of their obligations under Listing Rules 3.19A and 3.19B, as well as the Company’s policy for dealing in its securities. This includes obtaining pre-approvals for all security trading. In addition, the Company also receives automatic notifications from its share registry for any movements in accounts associated with a director, or certain other nominated entities. Security holdings and trading confirmations are also a standing Board agenda item to ensure full transparency and continual confirmation.

3. If the current arrangements are inadequate or not being enforced, what additional steps does HE8 intend to take to ensure compliance with Listing Rule 3.19B?

The Company considers the lodgement outside the prescribed timeframe by one day as an isolated incident and believes its current process remains sufficient to ensure compliance with Listing Rule 3.19B.

Released with the authority of the Board.

For further information please contact:

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NED & Company Secretary

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27 May 2025

Reference: 109698

Mr Henko Vos
Company Secretary
Helios Energy Limited

By email: Henko.Vos@nexiaperth.com.au

Dear Mr Vos

Helios Energy Limited ('HE8'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. HE8's Appendix 3Ys released on the ASX Market Announcements Platform ('MAP') on 15 May 2025 for Mr Philipp Kin, Mr John Cathcart and Mr Mark Lochtenberg (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 Kin, Mr Cathcart and Mr Lochtenberg's notifiable interest occurred on 7 May 2025. It appears that the Notice should have been lodged with ASX by 14 May 2025. Consequently, HE8 may have breached Listing Rules 3.19A and/or 3.19B.

The Appendix 3Y for Mr Lochtenberg indicates that a change in Mr Lochtenberg's notifiable interest also occurred on 5 September 2023. This notice should have been lodged with ASX by 12 September 2023.

Consequently, HE8 may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Mark Lochtenberg 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 Appendix 3Y was lodged late.
2. What arrangements does HE8 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 HE8 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 **12 PM AWST Friday, 30 May 2025**. 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, HE8'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 HE8 to request a trading halt immediately.

Your response should be sent to me by e-mail at ListingsCompliancePerth@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 HE8'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*.

Suspension

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in HE8's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to HE8'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 HE8'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

ASX reserves the right to release all or any part of this letter, your reply and any other related correspondence between us to the market under Listing Rule 18.7A.

Yours sincerely

ASX Compliance