

21 September 2021

Ms N Lombardi
Compliance Officer
Listings Compliance (Sydney)
Australian Securities Exchange
20 Bridge Street
Sydney NSW 2000

Dear Ms Lombardi

Appendix 3X – Initial Director’s Interest Notice Query – your reference 39804

We refer to your letter dated 20 September 2021 and respond to your questions as follows:

1. The Appendix 3X was lodged late due to an administrative oversight which occurred around the time our office went into lockdown due to the current Delta outbreak.
2. Abacus has comprehensive arrangements in place as required under Listing Rule 3.19B to ensure compliance with the disclosure obligations under Listing Rule 3.19A. These arrangements include a Trading Policy which requires Directors to obtain the consent of the Chair before trading in Abacus securities and to provide full details of the trade following execution. In addition, a monitoring report of trading by Directors is provided by the share registry to ensure that all trades are captured.

For new Directors, details of their holding in Abacus are obtained as part of the Group’s standard disclosure documents completed by each Director prior to appointment. Based on Mr Bloom’s disclosure an Appendix 3X showing his nil holding was prepared in June but as mentioned previously it was inadvertently not lodged.

3. We consider that the current arrangements are adequate and the late lodgement on this occasion is a rare exception to the Group’s lodgement history.

Your sincerely

A handwritten signature in black ink, appearing to be "R Baulderstone".

R Baulderstone



20 September 2021

Reference: 39804

Mr Rob Baulderstone
Chief Financial Officer and Company Secretary
Abacus Property Group
Level 34 Australia Square
264-278 George Street
SYDNEY NSW 2000

By email:

Dear Mr Baulderstone

Abacus Property Group ('ABP'): Appendix 3X – Initial Director's Interest Notice Query

ASX refers to the following:

1. ABP's announcement lodged on the ASX Market Announcements Platform ('MAP') on 18 June 2021 confirming the appointment of Mr Mark Bloom as a non-executive director of ABP effective on 1 July 2021;
2. ABP's Appendix 3X lodged on the ASX Market Announcements Platform ('MAP') on 17 September 2021 for Mr Bloom (the '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.'

As the Notice indicated that Mr Bloom was appointed on 1 July 2021, it appears that the Notice should have been lodged with ASX by 8 July 2021. As the Notice was lodged on 17 September 2021, it appears that ABP may have

breached Listing Rules 3.19A and/or 3.19B. It also appears that Mr Bloom 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 3X was lodged late.
2. What arrangements does ABP 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 ABP 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 AMAEST Thursday, 23 September 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, ABP'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 ABP 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 ABP'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 ABP's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

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

Nicola Lombardi
Compliance Officer, Listings Compliance (Sydney)

CC: Cynthia Rouse, Abacus Property Group