



3 January 2025

Mr Stuart Roberts  
ASX Compliance  
ASX Limited  
20 Bridge Street  
Sydney NSW 2000

By email: [listingscompliancesydney@asx.com.au](mailto:listingscompliancesydney@asx.com.au)

Dear Mr Roberts

**Nine Entertainment Co. Holdings Limited: Appendix 3Y – Change of Director’s Interest Notice Query**

I refer to your letter dated 2 January 2025, requesting information under ASX Listing Rule 18.7 about the late lodgment of an Appendix 3Y.

1. The Appendix 3Y was lodged after the required time due to an accidental delay in the necessary information being provided to allow for completion and filing of the Appendix 3Y.
2. Nine’s Securities Trading Policy, which applies to all directors and is referenced in the appointment letter provided to directors, requires that a trading confirmation be sent to the Company Secretary within 2 business days after any dealing in Nine securities. The Securities Trading Policy is available on Nine’s website.

In addition, the Company Secretary reminds any person granted approval to deal in Nine securities of the requirement to provide a copy of the trade confirmation, at the time that approval is granted.

3. Nine considers that these arrangements are adequate to ensure compliance with ASX Listing Rule 3.19B. However, as an additional step, the Company Secretary will follow up any person who is given approval to deal in Nine securities 4 business days after the approval is granted, to seek confirmation on whether or not they have completed their proposed dealing. This will serve as an additional reminder of the need to provide the trading confirmation, in time for lodgment of an Appendix 3Y.

Please let me know if you require any further information.

Yours sincerely

A handwritten signature in black ink, appearing to read "Rachel Launders", with a long horizontal flourish extending to the right.

**Rachel Launders**  
**General Counsel & Company Secretary**

For personal use only



2 January 2025

Reference: 104942

Ms Rachel Launders  
Company Secretary  
Nine Entertainment Co. Holdings Limited  
1 Denison St, North Sydney NSW 2068

By email: rlaunders@nine.com.au

Dear Ms Launders

**Nine Entertainment Co. Holdings Limited ('NEC'): Appendix 3Y – Change of Director's Interest Notice Query**

ASX refers to the following:

1. NEC's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 2 January 2025 for Ms Mandy Pattinson (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 Ms Pattinson's notifiable interest occurred on 18 December 2024. It appears that the Notice should have been lodged with ASX by 27 December 2024. Consequently, NEC 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 the Appendix 3Y was lodged late.
2. What arrangements does NEC 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 NEC 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 AEDT Wednesday, 8 January 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, NEC'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 NEC to request a trading halt immediately.

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 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 NEC'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 NEC's securities under Listing Rule 17.3.

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

In responding to this letter, you should have regard to NEC'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 NEC's obligation

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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

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ASX Compliance