



17 March 2025

ASX Listing Compliance Sydney  
20 Bridge Street

SYDNEY NSW 2000

By email: listingscompliancesydney@asx.com.au

**Gratifii Limited ('GTI' or 'Company'): - Response to ASX Request for information**

The Company refers to ASX'S request for information letter dated 12 March 2025 (**Letter**). The Company makes this announcement to provide a response to the Letter which is set out below, defined terms have the meaning prescribed in the Letter:

**1. Does GTI consider the information disclosed in the Announcements as set out in Paragraph B above, or any part thereof, to be information that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of either:**

**1.1 the assets and liabilities, financial position and performance, profits and losses and prospects of GTI; or**

Yes.

**1.2 the rights and liabilities attaching to the relevant securities?**

No.

**2. If the answer to either limb of question 1 is “no”, please advise the basis for that view.**

The Announcements was in relation to the financial report for the half year ended 31 December 2024 and does not contain any information on the rights and liabilities to any securities.

**3. Does GTI consider the Announcements to include information for which it is reasonable for investors and their professional advisers to expect to find in a disclosure document?**

Yes.

**4. If the answer to question 3 is “no”, please advise the basis for that view.**

Not applicable.

**5. If the answer to question 3 is “yes”, please detail the information.**

The Announcements contain information that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of the assets and liabilities, financial position and performance, profits and losses and prospects of the Company.

**6. If the answer to either limb in question 1 is “yes”, when did GTI first become aware of the relevant information in the Announcements?**

GTI was not aware of the contents of the Announcements, inclusive of the Appendix 4D and Interim Accounts at the time it issued the Cleansing Notice.

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The Audit and Risk Committee (a sub-committee of the board) had previously been briefed by the auditors on the progress of the audit and key risk matters. However, the information received was preliminary, subject to change and had a number of outstanding matters.

The Cleansing Notice was issued by GTI by lodgement on the MAP at 9:17am on 26 February 2025. At this point in time, the Announcements had not been circulated to the board of directors of GTI. GTI received the auditor's report in relation to the Announcements at 4:27 pm on 26 February 2025. The Announcements were first circulated to the board of directors of GTI for review and approval at 4:44 pm on 26 February 2025. The Announcements were subsequently approved by all the board of directors of GTI in the late afternoon of 26 February 2025, resulting in the release of the Announcements to the MAP the following day on 27 February 2025.

- 7. If GTI first became aware of the relevant information before lodging the Cleansing Notice on MAP, was GTI relying on the provisions of Listing Rule 3.1A not to release the information before GTI lodged the Announcements on MAP?**

Not applicable.

- 8. If GTI first became aware of the information prior to the lodging of the Cleansing Notice on MAP, please explain why the information was not set out in the Cleansing Notice pursuant to the Act?**

Not applicable.

- 9. Please confirm that GTI is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.**

Confirmed.

- 10. Please confirm that GTI's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of GTI with delegated authority from the board to respond to ASX on disclosure matters.**

Confirmed.

Please do not hesitate to contact me if further information is required.

Yours sincerely

A handwritten signature in black ink, appearing to read "Ben Newling".

Ben Newling  
Company Secretary

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12 March 2025

Reference: 107141

Mr Ben Newling  
Chief Financial Officer and Company Secretary  
Gratific Limited

By email only.

Dear Mr Newling

**Gratific Limited ('GTI'): Cleansing Notice Timing**

ASX refers to the following:

- A. GTI's announcement entitled 'Cleansing Statement' released on the ASX Market Announcements Platform ('MAP') at 9:17 AM on 26 February 2025 (the 'Cleansing Notice'), disclosing amongst other things:

*"... 2. As at the date of this notice, the Company has complied with:*

- (a) The provision of Chapter 2M of the Corporations Act as they apply to the Company; and*
- (b) Sections 674 of the Corporations Act; and*

*3. As at the date of this notice, there is no excluded information for the purposes of sections 708A(7) and 708A(8) of the Corporations Act".*

- B. GTI's announcements titled 'Appendix 4D and Interim Accounts', '1H FY25 Results Announcement' and '1H FY25 Results Presentation' (together, the 'Announcements') released on MAP on 27 February 2025, each marked as "market sensitive", contained key financial metrics and operational information of GTI for the half year ending 31 December 2024 that are relevant to assess GTI's financial position and performance.

- C. Section 708A(7) of the Corporations Act 2001 (Cth) (the 'Act') which states:

*'For the purposes of subsection (6), excluded information is information:*

- (a) that has been excluded from a continuous disclosure notice in accordance with the listing rules of the relevant market operator to whom that notice is required to be given; and*
- (b) that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:*
  - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the body; or*
  - (ii) the rights and liabilities attaching to the relevant securities.'*

- D. The definition of 'aware' in Chapter 19 of the Listing Rules. This definition states that:

*'an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity.'*

Additionally, you should refer to section 4.4 in Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B 'When does an entity become aware of information?'

- E. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied.

3.1A Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:

3.1A.1 One or more of the following 5 situations applies:

- It would be a breach of a law to disclose the information;
- The information concerns an incomplete proposal or negotiation;
- The information comprises matters of supposition or is insufficiently definite to warrant disclosure;
- The information is generated for the internal management purposes of the entity; or
- The information is a trade secret; and

3.1A.2 The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and

3.1A.3 A reasonable person would not expect the information to be disclosed.'

#### **Request for information**

Having regard to the above, ASX asks GTI to respond separately to each of the following questions.

Given the proximity of time in releasing the Cleansing Notice and the Announcements, it appears to ASX that GTI would have been in the final stage of preparing its half year account ending 31 December 2024 at the time it released the Cleansing Notice on MAP. In light of this:

1. Does GTI consider the information disclosed in the Announcements as set out in Paragraph B above, or any part thereof, to be information that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of either:
  - 1.1 the assets and liabilities, financial position and performance, profits and losses and prospects of GTI; or
  - 1.2 the rights and liabilities attaching to the relevant securities?
2. If the answer to either limb of question 1 is "no", please advise the basis for that view.
3. Does GTI consider the Announcements to include information for which it is reasonable for investors and their professional advisers to expect to find in a disclosure document?
4. If the answer to question 3 is "no", please advise the basis for that view.
5. If the answer to question 3 is "yes", please detail the information.
6. If the answer to either limb in question 1 is "yes", when did GTI first become aware of the relevant information in the Announcements?
7. If GTI first became aware of the relevant information before lodging the Cleansing Notice on MAP, was GTI relying on the provisions of Listing Rule 3.1A not to release the information before GTI lodged the Announcements on MAP?
8. If GTI first became aware of the information prior to the lodging of the Cleansing Notice on MAP, please explain why the information was not set out in the Cleansing Notice pursuant to the Act?
9. Please confirm that GTI is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

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10. Please confirm that GTI's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of GTI with delegated authority from the board to respond to ASX on disclosure matters.

**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 **9:10 AM AEDT Monday, 17 March 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, GTI's obligation is to disclose the information 'immediately'. This may require the information to be disclosed before the deadline set out above and may require GTI to request a trading halt immediately if trading in GTI's securities is not already halted or suspended.

Your response should be sent by e-mail to **ListingsComplianceSydney@asx.com.au**. It should not be sent directly to the ASX Market Announcements Office. This is to allow us 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.

**Suspension**

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

**Listing Rules 3.1 and 3.1A**

In responding to this letter, you should have regard to GTI'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 GTI'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 all or any part of this letter, your reply and any other related correspondence between us to the market under Listing Rule 18.7A. The usual course is for the correspondence to be released to the market.

Yours sincerely

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**ASX Compliance**

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