

2 March 2023

Ms Karina So
Adviser, Listings Compliance
Australian Securities Exchange
By email: ListingsComplianceSydney@asx.com.au

Dear Ms So

Servcorp Limited ("SRV"): Trading during closed period (Appendix 3Y) - Query (ref: ODIN69356)

We refer to your letter of 1 March 2023, requesting information with respect to an Appendix 3Y for Mr Alfred George Moufarrige, lodged on 23 February 2023.

Prior to addressing the questions in your letter, Servcorp wishes to apologise for using an out of date Appendix 3Y, which did not include Part 3, and also to explain that the Directors were of the opinion that, as the half-year results were lodged prior to market opening on 16 February 2023, the trading day after the announcement was 16 February 2023, and accordingly trading in SRV shares was allowed from 17 February 2023.

Servcorp responds as follows to your request for information:

- 1- SRV has entered into an agreement with each Director that requires disclosure to the Company of all information needed for it to comply with the obligation to notify ASX of Director's holdings and interests in its securities.
- 2- SRV became aware of Sovori Pty Ltd's on-market Transaction on 17 February 2023.
- 3- SRV confirms that Mr Moufarrige did notify the Company Secretary of his intention to carry out the Transaction before entering into it, as required under section 6.1 of the Trading Policy.
- 4- Following the Board meeting on 15 February 2023, Mr Moufarrige had disclosed to the Board his intention to enter the market following cessation of the closed period. The Directors openly discussed the date that trading may recommence and were of the opinion that, as it was intended that the half-year results were to be lodged prior to market opening on 16 February 2023, there would be a full day of trading on 16 February 2023, and accordingly, trading in SRV shares would be allowed from 17 February 2023. Directors have now revisited the Trading Policy and have been reminded of the need for such an approval to be written, not just verbal, and will ensure this will take place in all future instances.
- 5- As stated in point 4 above, it is considered that the Transaction did not take place during a closed period, however if the ASX considers that the trade did occur during a closed period, then permission had been granted by the Chairman.
- 6- SRV confirms that no Transactions by Directors have taken place during a closed period. We again apologise for using the out of date Appendix 3Y.
- 7- As explained, the Board had reached the decision that trading was permitted on 17 February 2023, and accordingly no disciplinary or remedial action is required.

- 8- SRV re-lodged the complete Appendix 3Y on 1 March 2023.
- 9- SRV confirms that in future the complete set of Appendix 3Y will be lodged.
- 10- SRV confirms it is complying with the Listing Rules and, in particular, Listing Rule 3.1.
- 11- SRV confirms that the above responses have been authorised and approved by its Board.

SRV understands that the decision to end the closed period at the conclusion of trading on 16 February has raised concerns with the ASX. The Directors have agreed that, to ensure there is no such concern in the future, the “trading day after the announcement” will not in any circumstance be considered the same day as the results have been announced.

Please contact me if you have any further questions.

Yours sincerely

Greg Pearce

Company Secretary



1 March 2023

Reference: ODIN69356

Mr Greg Pearce
Company Secretary
Servcorp Limited
Level 63 MLC Centre
19 Martin Place
Sydney NSW 2000

By email

Dear Mr Pearce

Servcorp Limited ('SRV'): Trading during closed period (Appendix 3Y) – Query

ASX refers to the following:

- A. The announcement by SRV entitled 'Change of Director's Interest Notice' lodged on the ASX Market Announcements Platform on 23 February 2023 (the 'Announcement'). The Announcement disclosed:
- (i) The on-market purchase of 75,778 shares in SRV by Sovori Pty Ltd, of which SRV's director Mr Alfred George Moufarrige is a director of Sovori Pty Ltd, on 17 February 2023 (the 'Transaction');
 - (ii) No information as to whether the Transaction was carried out during a closed period; and
 - (iii) No information as to whether prior written clearance was provided to allow the trade to proceed during the closed period, and if prior written was provided, on what date was this provided.
- B. 'SRV Securities Trading Policy' lodged on the ASX Market Announcements Platform on 30 December 2010 (the 'Trading Policy') which states, among other things, the following:
- "5.1 For the purpose of this policy, a "closed period" is:*
- (a) the period commencing six weeks prior to the announcement to the ASX of the Company's half-year results to and including the day after the announcement;*
 - (b) the period commencing six weeks prior to the announcement to the ASX of the Company's full-year results to and including the day after the announcement;*
 - (c) any other period when the Directors of the Company are of the opinion that trading in Company Securities should be restricted."*
- C. Guidance Note 27: *Director Disclosure of Interests and Transactions in Securities – Obligations of Listed Entities* which was published to assist listed entities with their obligations under Listing Rules 3.19A and 3.19B and to give an overview of ASX policy in relation to disclosure of directors' interests and transactions in securities, and Guidance Note 22: *Trading Policies* which was published to assist listed entities to comply with their obligations under Listing Rules 12.9-12.12 regarding trading policies.

ASX notes the following:

1. SRV's closed period commenced from six weeks prior to the announcement to the ASX of SRV's half-year results and including the day after the announcement.
2. SRV's half-year results for the half-year ended 31 December 2022 was released on 16 February 2023 on the ASX Market Announcement Platform.

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3. The Transaction would appear to have taken place during a closed period in breach of section 5.1 of the Trading Policy.
 4. Part 3 of Appendix 3Y was omitted in the Announcement and a number of previous Appendices 3Ys lodged by SRV.

Request for Information

Having regard to the above, and pursuant to Listing Rule 18.7, ASX asks SRV to respond separately to each of the following questions.

1. Please explain what arrangements SRV has in place with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A.
2. When did SRV first become aware of Sovori Pty Ltd's on-market Transaction?
3. Did Mr Moufarrige comply with section 6.1 of the Trading Policy and notify the Company Secretary in writing of his intention to carry out the Transaction before entering into it? If not, why not?
4. Did the Board advise Mr Moufarrige in writing that there is no known reason to preclude him from dealing in SRV's securities before Sovori Pty Ltd entered into the on-market Transaction, as required under 6.1 of the Trading Policy? If so, please provide a copy of the written communications. If not, why not?
5. Did the Chairman of the Board grant approval (written or otherwise) to Mr Moufarrige to carry out the Transaction that appear to have taken place during a closed period? If so, on what basis did it do so? If not, why not?
6. For any Appendices 3Y previously lodged omitting Part 3 of that form, did the trading take place during a closed period? If yes, please provide the details.
7. What disciplinary or remedial action is the board of SRV proposing to take in relation to the apparent breaches of SRV's Trading Policy?
8. Please re-lodge the complete [Appendix 3Y](#) (ie including Part 3) for Mr Moufarrige in relation to the Announcement.
9. Please confirm that SRV will lodge the complete set of Appendix 3Y in future. Appendix 3Y can be accessed via https://www.asxonline.com/static/companies/files/Appendix_03Y.DOC.
10. Please confirm that SRV is complying with the Listing Rules and, in particular, Listing Rule 3.1.
11. Please confirm that SRV's responses to the questions above have been authorised and approved under its published continuous disclosure policy or otherwise by its board or an officer of SRV 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 **9:00 AM AEDT on Tuesday, 7 March 2023**. 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, SRV'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 SRV 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 SRV'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 SRV's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to SRV'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 SRV'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.

Regards

Karina So
Adviser, Listings Compliance