Mahnoosh Darabi
Adviser, Listings Compliance
ASX Compliance Pty Ltd
20 Bridge Street
Sydney NSW 2000

By email: ListingsComplianceSydney@asx.com.au

Dear Ms Darabi,

**Response to Query Reference: ODIN109098**

Vinyl Group Ltd (ACN: 106 513 580) responds to your query dated 12 May 2025, regarding the delay in filing appendix 3Y as filed on 12 May 2025. The three questions in particular are addressed below:

1. Please explain why the Appendices 3Y were lodged late.

We actually filed a timely Appendix 3Y for Mr. Gledden on 7 May 2025 in which we had all the notices from the broker for the transaction details at the time. We were subsequently given a further transaction confirmation after the 5 day period that had not been originally included. This is the amount and transaction included in the Appendix 3Y published on 12 May 2025.

2. What arrangements does VNL 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?

Directors advise the Chair and Secretary of any transactions as part of complying with our Securities Trading Policy and making sure of compliance with the disclosure obligations. Mr Gledden provided the necessary details that allowed us to prepare the additional Appendix 3Y. We prepared a draft disclosure which was reviewed for accuracy. This transaction included three trades which were all part of one instruction, but we had only received the first two at the time of the first Appendix 3Y filing. We were unaware of the third transaction as this occurred under a Nominee Structure.

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

The current system works as the initial filing was prepared to disclose the change and the error was discovered through the policies in place with the Director receiving the broker confirmation and providing the necessary information to the Company to update the disclosure information. All previous Director's notices had been issued correctly with numerous changes recorded in the previous six months all logged on a timely basis.

Regards,



Jorge Nigaglioni

Company Secretary

12 May 2025

Reference: ODIN109098

Mr Jorge Nigaglioni
Company Secretary
Vinyl Group Ltd
11 Wilson Street
South Yarra VIC 3141

By email: jorge.nigaglioni@jaxsta.com

Dear Mr Nigaglioni

**Vinyl Group Ltd ('VNL'): Appendix 3Y – Change of Director's Interest Notice Query**

ASX refers to the following:

1. VNL's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 12 May 2025 for Mr Stephen Gledden (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 Gledden's notifiable interest occurred on 1 May 2025. It appears that the Notice should have been lodged with ASX by 8 May 2025. Consequently, VNL 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 VNL 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 VNL 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 **11:00 AM AEST Thursday, 15 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, VNL'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 VNL 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 VNL'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 VNL's securities under Listing Rule 17.3.

**Listing Rules 3.1 and 3.1A**

In responding to this letter, you should have regard to VNL'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 VNL'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 faithfully

ASX Compliance