



12 November 2021

Corey Lian
ASX Listings Compliance
20 Bridge Street,
Sydney NSW 2000

By email: ListingsComplianceSydney@asx.com.au

Dear Corey

Calix Limited (CXL) – Response to Appendix 3Y – Change of Director’s Interest Notice Query

Calix Limited (**Calix** or the **Company**) refers to your letter of 10 November 2021.

The Company’s responses to the questions and requests for information in your letter as follows.

1. Please explain why the Appendix 3Y was lodged late.

As noted in your letter, CXL lodged an Appendix 3Y on the ASX Market Announcements Platform on 10 November 2021 for the director, Dr Mark Geoffrey Sceats, (**Notice**) in respect of an off-market transfer of 49,500 shares in Calix from Ingrid Elenius to Elizabeth Elenius.

The off-market transfer was undertaken by Ingrid, the daughter of Dr Mark Sceats’ spouse, Elizabeth. As the transfer increased Elizabeth’s number of shares held in Calix, a change to Dr Sceats’ notifiable interests was notifiable pursuant ASX Listing Rule 3.19A.

Ingrid lodged the share transfer with Boardroom Pty Limited (**Boardroom**) without notifying Elizabeth or Dr Sceats. Boardroom only processed the transfer and notified Elizabeth of the share transfer on 9 November 2021, but the date of transfer was recorded as 27 October 2021.

Once Boardroom had contacted Elizabeth, Dr Sceats was made aware of the change. He then contacted the company secretary of Calix (**Company Secretary**), who prepared and lodged the Notice with the ASX, without delay, on 10 November 2021.

The delay between the date of the transfer and the lodgment of the Notice appears to be a result of a combination of (i) a lack of communication between a third party (being Ingrid) in respect of her actions to lodge the off-market share transfer; and (ii) a delay by Boardroom in the processing and notification of the transfer of shares from Ingrid to Elizabeth.

2. What arrangements does CXL 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?

Calix regards compliance with the ASX Listings Rules as paramount. Calix’s Security Trading Policy (available at <https://www.calix.global/wp-content/uploads/2021/10/Calix-Security-Trading-Policy-October-2021.pdf>) (**Policy**) aims to ensure that the Company Secretary has sufficient time to lodge the appropriate notice with the ASX in order to comply with ASX Listing 3.19A.



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The Policy requires that directors provide all relevant information regarding trading of their notifiable interests in the Company's securities to the Company Secretary within 3 business days of any change. While the Policy applies to all directors and their spouses, it does not require that a child of a spouse of a director over the age of 18 years (such as Ingrid) be made aware and comply with its terms. This is in keeping with trading policies for other ASX-listed companies.

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

The delay between the transfer of shares and the lodgment of the Notice is an unusual situation, which Calix has not previously encountered, but is still highly regrettable. Calix believes that its current arrangements detailed in its Policy are sufficient to elicit the relevant information from a director of the Company once the director becomes aware of any change to a notifiable interest.

However, given the delay by Boardroom in the processing and notification in respect of the transfer of shares, Calix proposes to work with Boardroom to ensure that any change resulting from an off-market transaction that results in a change to a notifiable interest of a director is notified to the Company Secretary without delay.

If you have further questions or require any additional information, please let us know.

Yours faithfully



Darren Charles
Company Secretary

10 November 2021

Reference: 42412

Mr Darren Charles
Chief Financial Officer and Company Secretary
Calix Limited
Level 1, 9-11 Bridge St
Pymble, NSW 2073

By email:

Dear Mr Charles

Calix Limited ('CXL'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. CXL's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 10 November 2021 for Dr Mark Geoffrey Sceats (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 Dr Geoffrey Sceats's notifiable interest occurred on 27 October 2021. It appears that the Notice should have been lodged with ASX by 3 November 2021. Consequently, CXL 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 CXL 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 CXL 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 **5:00 PM AEDT Friday, 12 November 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, CXL'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 CXL 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 CXL'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 CXL's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

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

Corey Lian

Compliance Adviser, Listings Compliance (Sydney)