

3 January 2023

Jenita Iyalu
Adviser, Listings Compliance
Australian Securities Exchange
Level 40, Central Park
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Perth WA 6000

By email: ListingsCompliancePerth@asx.com.au

Dear Jenita,

Response to ASX letter of 29 December 2022

Austal refers to your letter dated 29 December 2022 (Ref: ODIN65971) and responds as follows to the questions therein:

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

The Appendix 3Z in relation to Mr Everist was lodged later due to the fact that shortly after his resignation, the Company ascertained there had been a discrepancy in the amount of outstanding salary owed to him at the date of his resignation. This matter was resolved between Mr Everist and the Company by not issuing share rights that Mr Everist would otherwise have been entitled to, however it took longer than expected to resolve the correct number of rights and to obtain all relevant instructions to effect this. Time differences between Australia and England, where Mr Everist resides, further impacted the timing.

2. What arrangements does ASB 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?

All directors are made aware of the need to keep the Company, typically through the Company Secretary, aware of matters which would require disclosure in a timely manner.

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

The Company considers the current arrangements are generally adequate however in this instance there was a particular administrative system issue that resulted in the Director in question being inaccurately paid by a minor amount.

The Company has checked the payments being made to all other directors and rectified the situation with all of them.

Yours sincerely,



Adrian Strang
Company Secretary
Austal Ltd



29 December 2022

Reference: ODIN65971

Mr Adrian Strang
Company Secretary
Austal Limited

By email

Dear Mr Strang

Austal Limited ('ASB'): Appendix 3Z – Final Director's Interest Notice Query

ASX refers to the following:

1. ASB's Appendix 3Z lodged on ASX Market Announcements Platform ('MAP') on 21 December 2022 for Mr Charles Roland Giles Everist (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.'

As the Appendix 3Z indicated that the director, Mr Everist, ceased to be a director on 9 December 2022 it appears the Appendix 3Z should have been lodged with ASX by 16 December 2022. As it was lodged on 21 December 2022, it appears that ASB 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 3Z was lodged late.
2. What arrangements does ASB 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 ASB 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 **10:00 AM AWST Thursday, 5 January 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, ASB'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 ASB to request a trading halt immediately.

Your response should be sent to me by e-mail at ListingsCompliancePerth@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 ASB'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 ASB's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

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

Yours sincerely

Jenita Iyalu
Adviser, Listings Compliance