

1 July 2019

Mr Dean Litis
Principal Adviser, Listings Compliance
ASX Compliance Pty Ltd
Level 4, North Tower, Rialto Towers, 525 Collins Street
Melbourne VIC 3000

Dear Mr Litis

Afterpay Touch Group Limited (APT) – Price Query

APT refers to your letter of 28 June 2019 regarding a change in the price of APT's securities from a high of \$28.77 to a low of \$23.95 on that date, and increase in volume traded particularly in the last 45 minutes of trading.

APT provides the following responses in relation to your letter.

1. *Is APT aware of any information concerning it that has not been announced to the market which, if known by some in the market, could explain the recent trading in its securities?*

No.

2. *If the answer to question 1 is "yes".*

- (a) *Is APT relying on Listing Rule 3.1A not to announce that information under Listing Rule 3.1? Please note that the recent trading in APT's securities would suggest to ASX that such information may have ceased to be confidential and therefore APT may no longer be able to rely on Listing Rule 3.1A. Accordingly, if the answer to this question is "yes", you need to contact us immediately to discuss the situation.*

- (b) *Can an announcement be made immediately? Please note, if the answer to this question is "no", you need to contact us immediately to discuss requesting a trading halt (see below).*

- (c) *If an announcement cannot be made immediately, why not and when is it expected that an announcement will be made?*

Not applicable.

3. *If the answer to question 1 is "no", is there any other explanation that APT may have for the recent trading in its securities?*

In answering this question, please comment on an article in the online edition of the Australian Financial Review by Sarah Thompson and Anthony Macdonald entitled 'Sting in the tail at Afterpay as shares fall sharply' which suggests that investors have reacted to a Visa Card announcing it would pilot a 'suite of Visa's instalment solutions' which will enable customers to opt to pay for transactions via instalments using a Visa card'.

Media reporting may have influenced the recent trading in APT securities however APT is unable to confirm that the change in price or increase in volume was specifically related to this factor. There are many factors which may influence the intraday price and trading volume of listed securities. We note that other ASX listed companies operating in this sector (including Zip Co (ASX:Z1P) and Splitit Payments (ASX:SPT)) also experienced similar movements in share price over the same period.

4. *Please confirm that APT is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.*

This is confirmed.

5. *Please confirm that APT'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 APT with delegated authority from the board to respond to ASX on disclosure matters.*

I confirm that these responses have been authorised under APT's Continuous Disclosure Policy and approved by the APT Continuous Disclosure Committee.

Please feel free to contact me if you would like to discuss these responses further.

Yours sincerely



Christopher Stevens
General Counsel & Company Secretary
Afterpay Touch Group Limited



28 June 2019

Reference: 03740

Mr Christopher Stevens
Company Secretary & General Counsel
Afterpay Touch Group Limited
Level 5, 406 Collins Street
Melbourne VIC 3000

By email: christopher.stevens@afterpay.com.au

Dear Mr Stevens

Afterpay Touch Group Limited ('APT'): Price Query

We note the change in the price of APT's securities from a high of \$28.77 to a low of \$23.95 today.

We also note the significant increase in the volume of APT's securities traded today, particularly in the last 45 minutes of trading.

Request for Information

In light of this, ASX asks APT to respond separately to each of the following questions and requests for information:

1. Is APT aware of any information concerning it that has not been announced to the market which, if known by some in the market, could explain the recent trading in its securities?
2. If the answer to question 1 is "yes".
 - (a) Is APT relying on Listing Rule 3.1A not to announce that information under Listing Rule 3.1? Please note that the recent trading in APT's securities would suggest to ASX that such information may have ceased to be confidential and therefore APT may no longer be able to rely on Listing Rule 3.1A. Accordingly, if the answer to this question is "yes", you need to contact us immediately to discuss the situation.
 - (b) Can an announcement be made immediately? Please note, if the answer to this question is "no", you need to contact us immediately to discuss requesting a trading halt (see below).
 - (c) If an announcement cannot be made immediately, why not and when is it expected that an announcement will be made?
3. If the answer to question 1 is "no", is there any other explanation that APT may have for the recent trading in its securities?

In answering this question, please comment on an article in the online edition of the *Australian Financial Review* by Sarah Thompson and Anthony Macdonald entitled '*Sting in the tail at Afterpay as shares fall sharply*' which suggests that investors have reacted to an Visa Card announcing it would pilot a 'suite of Visa's instalment solutions' which will enable customers to opt to pay for transactions via instalments using a Visa card'.

4. Please confirm that APT is complying with the Listing Rules and, in particular, Listing Rule 3.1.

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5. Please confirm that APT'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 APT 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 **9:30 AM AEST today Monday, 1 July 2019**. If we do not have your response by then, ASX will likely suspend trading in APT's securities under Listing Rule 17.3. 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, APT'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.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market. Your response should be sent to me by e-mail at ListingsComplianceMelbourne@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.

Listing Rules 3.1 and 3.1A

Listing Rule 3.1 requires a listed entity to give ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities. Exceptions to this requirement are set out in Listing Rule 3.1A. In responding to this letter, you should have regard to APT'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 APT'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.

Trading halt

If you are unable to respond to this letter by the time specified above, or if the answer to question 1 is "yes" and an announcement cannot be made immediately, you should discuss with us whether it is appropriate to request a trading halt in APT'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 may 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 APT's securities under Listing Rule 17.3.

Enquiries

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

Dean Litis
Principal Adviser, Listings Compliance (Melbourne)