

Wednesday, 27 September 2023

Attention: Karina So
Adviser, Listings Compliance
By email: ListingsComplianceSydney@asx.com.au

ASX reference: 80702

RE: Appendix 3Y – Change of Director’s Interest Notice Query

Dear Ms So,

We refer to your letter dated 22 September 2023 requesting certain information from Harmoney Corp Limited (the **Company**) under Listing Rule 18.7. Please find our responses to your questions as follows:

1. Please explain why the Appendix 3Ys were lodged late.

We refer to the Appendix 3Ys lodged by the Company on the ASX Market Announcements Platform on 12 September 2023 for each of Mr David Stevens and Mr Neil Roberts, who are executive directors of the Company. These related to purchases of shares in the Company between 29 August 2023 and 11 September 2023 (the **Purchase Period**) by each of Mr Stevens and Mr Roberts.

We acknowledge that disclosure of these share purchases was required under ASX Listing Rule 3.19A.2 no more than 5 business days after the date of each such purchase.

The Company anticipated that each director’s share purchases could be summarised within a single Appendix 3Y, but the duration of the Purchase Period was unexpectedly long, due to low liquidity. The late filing of the Appendix 3Ys in respect of the earlier share purchases covered by the Purchase Period was therefore an administrative error.

2. What arrangements does HMY 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?

The Company’s directors are subject to governing rules which they accepted upon their appointment. These governing rules include the Company’s [Disclosure and Communications Policy](#), which generally notes the Company’s continuous disclosure obligations under the Listing Rules (paragraph 2.1), and the Company’s [Trading Policy](#), which specifically notes the disclosure obligations in relation to directors’ shares under the Listing Rules (paragraph 8). The Company assists its directors with the preparation and filing of such disclosures, including Appendix 3Ys.

In addition, a "Declaration of interests" is a standing agenda item at every meeting of the Board of directors of the Company, and the Company’s registry service provider provides the Company with a "Flagged Holdings Movement Report" in respect of any change to a director’s shareholding in the Company.

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

We apologise for this error, and as a result have undertaken a review of our arrangements. We consider that the arrangements are adequate, and would be enforced as required, to ensure future compliance with Listing Rule 3.19B.

Yours faithfully,



Michael Travis
General Counsel



22 September 2023

Reference: 80702

Mr Michael William Travis
General Counsel
Harmony Corp Limited
Level 3, 110 Customs Street West
Auckland NZ1010

By email

Dear Mr Travis

Harmony Corp Limited ('HMY'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. HMY's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 12 September 2023 for Mr David Stevens and Mr Neil Roberts (the 'Notices');
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 Notices indicates that changes in Mr Stevens's and Mr Roberts's notifiable interests firstly occurred on 29 August 2023. It appears that the Notices should have been lodged with ASX by 5 September 2023. Consequently, HMY 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 3Ys was lodged late.
2. What arrangements does HMY 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 HMY 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 **9.30 AM AEST Wednesday, 27 September 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, HMY'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 HMY 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 HMY'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 HMY's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

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

Questions

If you have any questions in relation to the above, please do not hesitate to contact me.

Kind regards

Karina So
Adviser, Listings Compliance