

Wednesday, 29 January 2025

Attention: Yulia Gurdina  
Senior Adviser, Listings Compliance  
By email: [ListingsComplianceSydney@asx.com.au](mailto:ListingsComplianceSydney@asx.com.au)

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

Dear Ms Gurdina,

We refer to your letter dated 23 January 2025 requesting certain information from Harmony Corp Limited (the **Company**) under Listing Rule 18.7. Please find our responses to your questions as follows:

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

We refer to the Appendix 3Y lodged by the Company on the ASX Market Announcements Platform on 23 January 2025 for Mr John Quirk, a non-executive director of the Company. This related to purchases of shares in the Company between 19 and 22 November 2024 by Mr Quirk. 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's clearance procedures are set out in its [Trading Policy](#). Mr Quirk did provide notice of his intention to purchase Company shares in accordance with the Trading Policy; however, he did not provide the Company with confirmation that the purchases had taken place until 23 January 2025. The Company then immediately filed the Appendix 3Y in respect of the purchases.

*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 governance obligations which they accepted upon their appointment. These include the Company's [Disclosure and Communications Policy](#), which generally notes the Company's continuous disclosure obligations under the ASX Listing Rules (paragraph 2.1), and the Company's [Trading Policy](#), which specifically notes the directors' disclosure obligations in relation to dealings with Company shares, with respect to the ASX Listing Rules (paragraph 8). Further, every meeting of the Board of directors of the Company includes the declaration of interests as a standing agenda item, and the Company assists its directors with the preparation and filing of disclosures, including Appendix 3Ys.

*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 have recently introduced a mandatory training module for all staff regarding the Company's Trading Policy, and will also provide bespoke training to the Board. In addition, where a director discloses their intention to deal with Company shares, the Company will make note of the applicable clearance period, and proactively follow up with the director at the end of that period to confirm whether there was any such share dealing. We will also confirm with the Company's registry service provider that it will provide the Company with a notification in respect of any change to a director's shareholding in the Company.

We consider that these changes will ensure the Company's future compliance with Listing Rule 3.19B.

Yours faithfully,



Michael Travis  
General Counsel



23 January 2025

Reference: 105474

Mr Michael William Travis  
Communication Person  
Harmony Corp Limited  
Level 3, 110 Customs Street West  
AUCKLAND NZ 1010

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 23 January 2025 for Mr John Edward Quirk (the 'Notice').
2. Listing Rule 3.19A.2 which requires an entity to tell ASX the following:

*'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. 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 Quirk's notifiable interest occurred on 19, 20, 21 and 22 November 2024. It appears that the Notice should have been lodged with ASX by 26 November 2024. 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 3Y 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?

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### **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 **9:00 AM AEDT on Wednesday, 29 January 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, 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 by e-mail to **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.

### **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.

Regards

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ASX Compliance