

**HARVEY NORMAN
HOLDINGS LIMITED**

A.C.N 003 237 545

A1 RICHMOND ROAD
HOMEBUSH WEST, N.S.W 2140
LOCKED BAG 2
SILVERWATER DC, NSW 1811
AUSTRALIA

Telephone: (02) 9201 6111
Facsimile: (02) 9201 6250

8 March 2024

Justin Nelson
Principal Adviser, Listing Compliance (Sydney)
ASX

By email: ListingsComplianceSydney@asx.com.au

Dear Justin

**Harvey Norman Holdings Limited (Company)
Appendix 3Y – Change of Director's Interest Notice Query**

I refer to your letter of 6 March 2024, regarding the late lodgement of the Appendix 3Y – Change of Director's Interest Notice for KL Page, lodged on 5 March 2024.

In response to your questions:

1. The Appendix 3Y was lodged late because Ms Page did not receive notice from ANZ Bank of the intended date for implementation of a change of banking arrangements and the appointment of a new custodian in respect of the shares that were the subject of the 5 March 2024 disclosure.

Ms Page had understood, at that time, that there was no material change to the existing security arrangements with ANZ Bank that would have required disclosure.

At the time the change was implemented by ANZ Bank, Ms Page was overseas and the Company needed some time to understand what had happened in order to complete the Appendix 3Y correctly.

There has been no change in the beneficial interest of the relevant shares.

The short delay (of 2 days) in lodging the form arose from the Company obtaining an understanding as to what had transpired so that the form could be completed accurately and lodged.

2. The Company and its directors are aware of their obligations under ASX Listing Rules 3.19A and 3.19B to provide the necessary information to the Company to meet its disclosure obligations. The Company is satisfied that it has the necessary reporting and notification practices in place to ensure compliance with its disclosure requirements and the late lodgment was due to a restructuring of banking arrangements initiated by ANZ Bank where the timing was not within the control of the relevant director. As a safeguard the Company has arrangements with Boardroom Limited that provides registry services to the Company, to notify the Company immediately upon any transaction affecting interests of directors.

3. The Company considers that the late lodgment is an isolated incident and believes that its current practices are adequate to ensure compliance with ASX Listing Rule 3.19B.

This document was authorised to be provided to the ASX by Chris Mentis, Company Secretary of the Company.

Yours sincerely



Chris Mentis
Company Secretary

For personal use only



6 March 2024

Reference: 90077

Mr Chris Mentis
Company Secretary
Harvey Norman Holdings Limited
A1 Richmond Road
Homebush West NSW 2140

By email: chris.mentis@au.harveynorman.com

Dear Mr Mentis

Harvey Norman Holdings Limited ('HVN'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. HVN's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 5 March 2024 for Ms Kay Lesley Page (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 Ms Page's notifiable interest occurred on 23 February 2024. It appears that the Notice should have been lodged with ASX by 1 March 2024. Consequently, HVN 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 HVN 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 HVN 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 Monday, 11 March 2024**. 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, HVN's obligation is to disclose the information 'immediately'. This may require the information to be disclosed before the deadline set out in this paragraph and may require HVN 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 HVN's securities under Listing Rule 17.1. If you wish to request 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 HVN's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

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

Yours sincerely

ASX Compliance