

**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

29 March 2021

Company Announcements  
Australian Stock Exchange Limited  
Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir / Madam,

**Re: Performance Rights – Tranche 3**

Attached is an Appendix 3G, setting out a change to the number of Performance Rights on issue.

Also attached is an Appendix 3Y for Gerald Harvey.

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

Yours faithfully,



**Chris Mentis**  
Company Secretary

For personal use only

## Appendix 3G

### Notification of issue, conversion or payment up of equity +securities

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

If you are an entity incorporated outside Australia and you are issuing a new class of +securities other than CDIs, you will need to obtain and provide an International Securities Identification Number (ISIN) for that class. Further information on the requirement for the notification of an ISIN is available from the Create Online Forms page. ASX is unable to create the new ISIN for non-Australian issuers.

\*Denotes minimum information required for first lodgement of this form, with exceptions provided in specific notes for certain questions. The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.

#### Part 1 – Entity and announcement details

Question no	Question	Answer
1.1	*Name of entity <i>We (the entity here named) give notice of the issue, conversion or payment up of the following unquoted +securities.</i>	Harvey Norman Holdings Limited
1.2	*Registration type and number <i>Please supply your ABN, ARSN, ARBN, ACN or another registration type and number (if you supply another registration type, please specify both the type of registration and the registration number).</i>	ABN 54 003 237 545
1.3	*ASX issuer code	HVN
1.4	*This announcement is <i>Tick whichever is applicable.</i>	<input type="checkbox"/> A new announcement <input checked="" type="checkbox"/> An update/amendment to a previous announcement <input type="checkbox"/> A cancellation of a previous announcement
1.4a	*Reason for update <i>Mandatory only if "Update" ticked in Q1.4 above. A reason must be provided for an update.</i>	Reduction in the total number of Performance Rights – Tranche 3 on issue due to the exercise of Performance Rights which vested on 1 January 2021.
1.4b	*Date of previous announcement to this update <i>Mandatory only if "Update" ticked in Q1.4 above.</i>	7 January 2021
1.4c	*Reason for cancellation <i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i>	Not Applicable
1.4d	*Date of previous announcement to this cancellation <i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i>	Not Applicable
1.5	*Date of this announcement	29 March 2021

Part 2 – Type of issue

Question No.	Question	Answer
2.1	<p>*The +securities the subject of this notification are:</p> <p><i>Select whichever item is applicable.</i></p> <p><i>If you wish to notify ASX of different types of issues of securities, please complete a separate Appendix 3G for each type of issue.</i></p>	<p><input type="checkbox"/> +securities issued as a result of options being exercised or other +convertible</p> <p><input type="checkbox"/> +securities being converted and that are not to be quoted on ASX</p> <p><input type="checkbox"/> partly paid +securities that have been fully paid up and that are not to be quoted on ASX</p> <p><input checked="" type="checkbox"/> +securities issued under an +employee incentive scheme that are not being immediately quoted on ASX</p> <p><input type="checkbox"/> other [please specify]</p> <p><i>If you have selected 'other' please provide the circumstances of the issue here:</i></p>
2.2a.1	<p>Please state the number and type of options that were exercised or other +convertible securities that were converted (including their ASX security code if available)?</p> <p><i>Answer this question if your response to Q2.1 is "securities issued as a result of options being exercised or other convertible securities being converted and that are not to be quoted on ASX".</i></p>	Not Applicable
2.2a.2	<p>And the date the options were exercised or other +convertible securities were converted:</p> <p><i>Answer this question if your response to Q2.1 is "securities issued as a result of options being exercised or other convertible securities being converted and that are not to be quoted on ASX".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the options was exercised or convertible securities was converted.</i></p>	Not Applicable
2.2b.1	<p>Please state the number and type of partly paid +securities that were fully paid up (including their ASX +security code if available)?</p> <p><i>Answer this question if your response to Q2.1 is "partly paid securities that have been paid up and that are not to be quoted on ASX".</i></p>	Not Applicable
2.2b.2	<p>And the date the +securities were fully paid up:</p> <p><i>Answer this question if your response to Q2.1 is "partly paid securities that have been paid up and that are not to be quoted on ASX".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the securities was fully paid up.</i></p>	Not Applicable

For personal use only

2.2c.1	<p>Please state the number and type of +securities (including their ASX security code) issued under an +employee incentive scheme that are not being immediately quoted on ASX</p> <p><i>Answer this question if your response to Q2.1 is "securities issued under an employee incentive scheme that are not being immediately quoted on ASX".</i></p>	<p>On 1 January 2021, 226,400 Performance Rights – Tranche 3 vested after certain financial conditions were satisfied.</p> <p>On 6 January 2021, 191,025 vested Performance Rights – Tranche 3 were exercised.</p> <p>On 26 March 2021, 35,375 vested Performance Rights – Tranche 3 were exercised.</p>																		
2.2c.2	<p>*Please attach a document or provide details of a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms.</p> <p><i>Answer this question if your response to Q2.1 is "securities issued under an employee incentive scheme that are not being immediately quoted on ASX".</i></p>	<p><a href="https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2995-01674875-2A886445?access_token=83ff96335c2d45a094df02a206a39ff4">https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2995-01674875-2A886445?access_token=83ff96335c2d45a094df02a206a39ff4</a></p>																		
2.2c.3	<p>*Are any of these +securities being issued to +key management personnel (KMP) or an +associate</p> <p><i>Answer this question if your response to Q2.1 is "securities issued under an employee incentive scheme that are not being immediately quoted on ASX".</i></p>	<p>Yes</p>																		
2.2c.3.a	<p>*Provide details of the recipients and the number of +securities issued to each of them.</p> <p><i>Answer this question if your response to Q2.1 is "securities issued under an employee incentive scheme that are not being immediately quoted on ASX" and your response to Q2.2c.3 is "Yes". Repeat the detail in the table below for each KMP involved in the issue. If the securities are being issued to the KMP, repeat the name of the KMP or insert "Same" in "Name of registered holder". If the securities are being issued to an associate of a KMP, insert the name of the associate in "Name of registered holder".</i></p> <table border="1" data-bbox="336 1205 1362 1688"> <thead> <tr> <th data-bbox="336 1205 675 1283">Name of KMP</th> <th data-bbox="675 1205 930 1283">Name of registered holder</th> <th data-bbox="930 1205 1362 1283">Number of +securities</th> </tr> </thead> <tbody> <tr> <td data-bbox="336 1283 675 1361">Gerald Harvey</td> <td data-bbox="675 1283 930 1361">Same</td> <td data-bbox="930 1283 1362 1361">Vested on 1/1/21: 35,375; Exercised on 26/03/21: 35,375.</td> </tr> <tr> <td data-bbox="336 1361 675 1440">Kay Lesley Page</td> <td data-bbox="675 1361 930 1440">Same</td> <td data-bbox="930 1361 1362 1440">Vested on 1/1/21: 63,675; Exercised on 6/1/21: 63,675.</td> </tr> <tr> <td data-bbox="336 1440 675 1518">John Eryn Slack-Smith</td> <td data-bbox="675 1440 930 1518">Same</td> <td data-bbox="930 1440 1362 1518">Vested on 1/1/21: 42,450; Exercised on 6/1/21: 42,450.</td> </tr> <tr> <td data-bbox="336 1518 675 1597">David Matthew Ackery</td> <td data-bbox="675 1518 930 1597">Same</td> <td data-bbox="930 1518 1362 1597">Vested on 1/1/21: 42,450; Exercised on 6/1/21: 42,450.</td> </tr> <tr> <td data-bbox="336 1597 675 1688">Chris Mentis</td> <td data-bbox="675 1597 930 1688">Same</td> <td data-bbox="930 1597 1362 1688">Vested on 1/1/21: 42,450; Exercised on 6/1/21: 42,450.</td> </tr> </tbody> </table>		Name of KMP	Name of registered holder	Number of +securities	Gerald Harvey	Same	Vested on 1/1/21: 35,375; Exercised on 26/03/21: 35,375.	Kay Lesley Page	Same	Vested on 1/1/21: 63,675; Exercised on 6/1/21: 63,675.	John Eryn Slack-Smith	Same	Vested on 1/1/21: 42,450; Exercised on 6/1/21: 42,450.	David Matthew Ackery	Same	Vested on 1/1/21: 42,450; Exercised on 6/1/21: 42,450.	Chris Mentis	Same	Vested on 1/1/21: 42,450; Exercised on 6/1/21: 42,450.
Name of KMP	Name of registered holder	Number of +securities																		
Gerald Harvey	Same	Vested on 1/1/21: 35,375; Exercised on 26/03/21: 35,375.																		
Kay Lesley Page	Same	Vested on 1/1/21: 63,675; Exercised on 6/1/21: 63,675.																		
John Eryn Slack-Smith	Same	Vested on 1/1/21: 42,450; Exercised on 6/1/21: 42,450.																		
David Matthew Ackery	Same	Vested on 1/1/21: 42,450; Exercised on 6/1/21: 42,450.																		
Chris Mentis	Same	Vested on 1/1/21: 42,450; Exercised on 6/1/21: 42,450.																		

For personal use only

2.2d.1	<p>*The purpose(s) for which the entity is issuing the securities is:</p> <p><i>Answer this question if your response to Q2.1 is "Other".</i></p> <p><i>You may select one or more of the items in the list.</i></p>	<p><input type="checkbox"/> to raise additional working capital</p> <p><input type="checkbox"/> to fund the retirement of debt</p> <p><input type="checkbox"/> to pay for the acquisition of an asset [provide details below]</p> <p><input type="checkbox"/> to pay for services rendered [provide details below]</p> <p><input type="checkbox"/> other [provide details below]</p> <p><i>Additional details:</i></p>
2.2d.2	<p>Please provide any further information needed to understand the circumstances in which you are notifying the issue of these +securities to ASX, including why the issue of the +securities has not been previously announced to the market in an Appendix 3B</p> <p><i>Answer this question if your response to Q2.1 is "Other".</i></p>	Not Applicable
2.3	<p>*The +securities being issued are:</p> <p><i>Tick whichever is applicable</i></p>	<p><input checked="" type="checkbox"/> Additional +securities in an existing unquoted class that is already recorded by ASX ("existing class")</p> <p><input type="checkbox"/> New +securities in an unquoted class that is not yet recorded by ASX ("new class")</p>

### Part 3A – number and type of +securities being issued (existing class)

*Answer the questions in this part if your response to Q2.3 is "existing class".*

Question No.	Question	Answer
3A.1	*ASX +security code & description	HVN – Harvey Norman Holdings Limited Performance Rights
3A.2	*Number of +securities being issued	<p>No new Performance Rights – Tranche 3 are being issued.</p> <p>The number of Tranche 3 Performance Rights on issue has reduced to Nil following exercise of 35,375 vested Rights.</p>
3A.3a	*Will the +securities being issued rank equally in all respects from their issue date with the existing issued +securities in that class?	Not Applicable
3A.3b	<p>*Is the actual date from which the +securities will rank equally (non-ranking end date) known?</p> <p><i>Answer this question if your response to Q3A.3a is "No".</i></p>	Not Applicable
3A.3c	<p>*Provide the actual non-ranking end date</p> <p><i>Answer this question if your response to Q3A.3a is "No" and your response to Q3A.3b is "Yes".</i></p>	Not Applicable

For personal use only

3A.3d	*Provide the estimated non-ranking end period <i>Answer this question if your response to Q3A.3a is "No" and your response to Q3A.3b is "No".</i>	Not Applicable
3A.3e	*Please state the extent to which the +securities do not rank equally: <ul style="list-style-type: none"> <li>• in relation to the next dividend, distribution or interest payment; or</li> <li>• for any other reason</li> </ul> <i>Answer this question if your response to Q3A.3a is "No".</i> <i>For example, the securities may not rank at all, or on a pro rata basis for the next dividend, distribution or interest payment; or the securities may not rank at all or on a pro rata basis or be entitled to participate in some other event, such as an entitlement issue.</i>	Not Applicable

### Part 3B – number and type of +securities being issued (new class)

Answer the questions in this part if your response to Q2.3 is "new class".

Question No.	Question	Answer
3B.1	*Security description	Not Applicable
3B.2	*Security type <i>Select one item from the list</i> <i>Please select the most appropriate security type from the list. This will determine more detailed questions to be asked about the security later in this section. Select "ordinary fully or partly paid shares/units" for stapled securities or CDIs. For interest rate securities, please select the appropriate choice from either "Convertible debt securities" or "Non-convertible debt securities". Select "Other" for performance shares/units and performance options/rights or if the selections available in the list do not appropriately describe the security being issued.</i>	<input type="checkbox"/> Ordinary fully or partly paid shares/units <input type="checkbox"/> Options <input type="checkbox"/> +Convertible debt securities <input type="checkbox"/> Non-convertible +debt securities <input type="checkbox"/> Redeemable preference shares/units <input type="checkbox"/> Other
3B.3	ISIN code <i>Answer this question if you are an entity incorporated outside Australia and you are issuing a new class of securities other than CDIs. See also the note at the top of this form.</i>	Not Applicable
3B.4	*Number of +securities being issued	Not Applicable
3B.5a	*Will all the +securities issued in this class rank equally in all respects from the issue date?	Not Applicable
3B.5b	*Is the actual date from which the +securities will rank equally (non-ranking end date) known? <i>Answer this question if your response to Q3B.5a is "No".</i>	Not Applicable
3B.5c	*Provide the actual non-ranking end date <i>Answer this question if your response to Q3B.5a is "No" and your response to Q3B.5b is "Yes".</i>	Not Applicable

For personal use only

3B.5d	*Provide the estimated non-ranking end period <i>Answer this question if your response to Q3B.5a is "No" and your response to Q3B.5b is "No".</i>	Not Applicable
3B.5e	*Please state the extent to which the +securities do not rank equally: <ul style="list-style-type: none"> <li>in relation to the next dividend, distribution or interest payment; or</li> <li>for any other reason</li> </ul> <i>Answer this question if your response to Q3B.5a is "No".</i> <i>For example, the +securities may not rank at all, or on a pro rata basis for the next dividend, distribution or interest payment; or the +securities may not rank at all or on a pro rata basis or be entitled to participate in some other event, such as an entitlement issue.</i>	Not Applicable
3B.6	Please attach a document or provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued <i>You may cross reference a disclosure document, PDS, information memorandum, investor presentation or other announcement with this information provided it has been released to the ASX Market Announcements Platform.</i>	Not Applicable
3B.7	*Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1? <i>Answer this question only if you are an ASX Listing. (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question).</i> <i>If your response is "No" and the securities have any unusual terms, you should approach ASX as soon as possible for confirmation under listing rule 6.1 that the terms are appropriate and equitable.</i>	Not Applicable
3B.8a	<b>Ordinary fully or partly paid shares/units details</b> <i>Answer the questions in this section if you selected this security type in your response to Question 3B.2.</i>	
	*+Security currency <i>This is the currency in which the face amount of an issue is denominated. It will also typically be the currency in which distributions are declared.</i>	Not Applicable
	*Will there be CDIs issued over the +securities?	Not Applicable
	*CDI ratio <i>Answer this question if you answered "Yes" to the previous question. This is the ratio at which CDIs can be transmuted into the underlying security (e.g. 4:1 means 4 CDIs represent 1 underlying security whereas 1:4 means 1 CDI represents 4 underlying securities).</i>	Not Applicable
	*Is it a partly paid class of +security?	Not Applicable

For personal use only

	<p><b>*Paid up amount: unpaid amount</b>  <i>Answer this question if answered "Yes" to the previous question.</i>  <i>The paid up amount represents the amount of application money and/or calls which have been paid on any security considered 'partly paid'</i>  <i>The unpaid amount represents the unpaid or yet to be called amount on any security considered 'partly paid'.</i>  <i>The amounts should be provided per the security currency (e.g. if the security currency is AUD, then the paid up and unpaid amount per security in AUD).</i></p>	Not Applicable
	<p><b>*Is it a stapled +security?</b>  <i>This is a security class that comprises a number of ordinary shares and/or ordinary units issued by separate entities that are stapled together for the purposes of trading.</i></p>	Not Applicable
3B.8b	<p><b>Option details</b>  <i>Answer the questions in this section if you selected this security type in your response to Question 3B.2.</i></p>	
	<p><b>*+Security currency</b>  <i>This is the currency in which the exercise price is payable.</i></p>	Not Applicable
	<p><b>*Exercise price</b>  <i>The price at which each option can be exercised and convert into the underlying security. If there is no exercise price please answer as \$0.00.</i>  <i>The exercise price should be provided per the security currency (i.e. if the security currency is AUD, the exercise price should be expressed in AUD).</i></p>	Not Applicable
	<p><b>*Expiry date</b>  <i>The date on which the options expire or terminate.</i></p>	Not Applicable
	<p><b>*Details of the number and type of +security (including its ASX +security code if the +security is quoted on or recorded by ASX) that will be issued if an option is exercised</b>  <i>For example, if the option can be exercised to receive one fully paid ordinary share with ASX security code ABC, please insert "One fully paid ordinary share (ASX:ABC)".</i></p>	Not Applicable
3B.8c	<p><b>Details of non-convertible +debt securities, +convertible debt securities, or redeemable preference shares/units</b>  <i>Answer the questions in this section if you selected one of these security types in your response to Question 3B.2.</i>  <i>Refer to Guidance Note 34 and the "Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities" for further information on certain terms used in this section</i></p>	
	<p><b>*Type of +security</b>  <i>Select one item from the list</i></p>	<p><input type="checkbox"/> Simple corporate bond  <input type="checkbox"/> Non-convertible note or bond  <input type="checkbox"/> Convertible note or bond  <input type="checkbox"/> Preference share/unit  <input type="checkbox"/> Capital note  <input type="checkbox"/> Hybrid security  <input type="checkbox"/> Other</p>

For personal use only

	<p><b>*+Security currency</b> <i>This is the currency in which the face value of the security is denominated. It will also typically be the currency in which interest or distributions are paid.</i></p>	Not Applicable
	<p><b>Face value</b> <i>This is the principal amount of each security. The face value should be provided per the security currency (i.e. if security currency is AUD, then the face value per security in AUD).</i></p>	Not Applicable
	<p><b>*Interest rate type</b> <i>Select one item from the list Select the appropriate interest rate type per the terms of the security. Definitions for each type are provided in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities</i></p>	<input type="checkbox"/> Fixed rate <input type="checkbox"/> Floating rate <input type="checkbox"/> Indexed rate <input type="checkbox"/> Variable rate <input type="checkbox"/> Zero coupon/no interest <input type="checkbox"/> Other
	<p><b>Frequency of coupon/interest payments per year</b> <i>Select one item from the list.</i></p>	<input type="checkbox"/> Monthly <input type="checkbox"/> Quarterly <input type="checkbox"/> Semi-annual <input type="checkbox"/> Annual <input type="checkbox"/> No coupon/interest payments <input type="checkbox"/> Other
	<p><b>First interest payment date</b> <i>A response is not required if you have selected "No coupon/interest payments" in response to the question above on the frequency of coupon/interest payments</i></p>	Not Applicable
	<p><b>Interest rate per annum</b> <i>Answer this question if the interest rate type is fixed.</i></p>	Not Applicable
	<p><b>*Is the interest rate per annum estimated at this time?</b> <i>Answer this question if the interest rate type is fixed.</i></p>	Not Applicable
	<p><b>If the interest rate per annum is estimated, then what is the date for this information to be announced to the market (if known)</b> <i>Answer this question if the interest rate type is fixed and your response to the previous question is "Yes". Answer "Unknown" if the date is not known at this time.</i></p>	Not Applicable
	<p><b>*Does the interest rate include a reference rate, base rate or market rate (e.g. BBSW or CPI)?</b> <i>Answer this question if the interest rate type is floating or indexed</i></p>	Not Applicable
	<p><b>*What is the reference rate, base rate or market rate?</b> <i>Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".</i></p>	Not Applicable

For personal use only

	<p>*Does the interest rate include a margin above the reference rate, base rate or market rate? <i>Answer this question if the interest rate type is floating or indexed.</i></p>	Not Applicable
	<p>*What is the margin above the reference rate, base rate or market rate (expressed as a percent per annum) <i>Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".</i></p>	Not Applicable
	<p>*Is the margin estimated at this time? <i>Answer this question if the interest rate type is floating or indexed.</i></p>	Not Applicable
	<p>If the margin is estimated, then what is the date for this information to be announced to the market (if known) <i>Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".</i> <i>Answer "Unknown" if the date is not known at this time.</i></p>	Not Applicable
	<p>*S128F of the Income Tax Assessment Act status applicable to the +security <i>Select one item from the list</i> <i>For financial products which are likely to give rise to a payment to which s128F of the Income Tax Assessment Act applies, ASX requests issuers to confirm the s128F status of the security:</i></p> <ul style="list-style-type: none"> <li>• "s128F exempt" means interest payments are not taxable to non-residents;</li> <li>• "Not s128F exempt" means interest payments are taxable to non-residents;</li> <li>• "s128F exemption status unknown" means the issuer is unable to advise the status;</li> <li>• "Not applicable" means s128F is not applicable to this security</li> </ul>	<input type="checkbox"/> s128F exempt <input type="checkbox"/> Not s128F exempt <input type="checkbox"/> s128F exemption status unknown <input type="checkbox"/> Not applicable
	<p>*Is the +security perpetual (i.e. no maturity date)?</p>	Not Applicable
	<p>*Maturity date <i>Answer this question if the security is not perpetual</i></p>	Not Applicable

For personal use only

	<p>*Select other features applicable to the +security <i>Up to 4 features can be selected. Further information is available in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities.</i></p>	<input type="checkbox"/> Simple <input type="checkbox"/> Subordinated <input type="checkbox"/> Secured <input type="checkbox"/> Converting <input type="checkbox"/> Convertible <input type="checkbox"/> Transformable <input type="checkbox"/> Exchangeable <input type="checkbox"/> Cumulative <input type="checkbox"/> Non-Cumulative <input type="checkbox"/> Redeemable <input type="checkbox"/> Extendable <input type="checkbox"/> Reset <input type="checkbox"/> Step-Down <input type="checkbox"/> Step-Up <input type="checkbox"/> Stapled <input type="checkbox"/> None of the above
	<p>*Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?</p>	Not Applicable
	<p>*If yes, what is the first trigger date <i>Answer this question if your response to the previous question is "Yes".</i></p>	Not Applicable
	<p>Details of the number and type of +security (including its ASX +security code if the +security is quoted on ASX) that will be issued if the securities to be quoted are converted, transformed or exchanged <i>Answer this question if the security features include "converting", "convertible", "transformable" or "exchangeable".</i> <i>For example, if the security can be converted into 1,000 fully paid ordinary shares with ASX security code ABC, please insert "1,000 fully paid ordinary share (ASX:ABC)".</i></p>	Not Applicable

## Part 4 – Issue details

Question No.	Question	Answer
4.1	*Have the +securities been issued yet?	Yes
4.1a	*What was their date of issue? <i>Answer this question if your response to Q4.1 is "Yes".</i>	<p>On 1 January 2021, 226,400 Performance Rights – Tranche 3 vested.</p> <p>On 6 January 2021, 191,025 vested Performance Rights were exercised.</p> <p>On 26 March 2021, 35,375 vested Performance Rights were exercised.</p>
4.1b	*What is their proposed date of issue? <i>Answer this question if your response to Q4.1 is "No".</i>	Not Applicable

4.2	*Are the +securities being issued for a cash consideration? <i>If the securities are being issued for nil cash consideration, answer this question "No".</i>	No
4.2a	*In what currency is the cash consideration being paid <i>For example, if the consideration is being paid in Australian Dollars, state AUD. Answer this question if your response to Q4.2 is "Yes".</i>	Not Applicable
4.2b	*What is the issue price per +security <i>Answer this question if your response to Q4.2 is "Yes" and by reference to the issue currency provided in your response to Q4.2a. Note: you cannot enter a nil amount here. If the securities are being issued for nil cash consideration, answer Q4.2 as "No" and complete Q4.2c.</i>	Not Applicable
4.2c	Please describe the consideration being provided for the +securities <i>Answer this question if your response to Q4.2 is "No".</i>	<ol style="list-style-type: none"> <li>1. Performance Rights – Tranche 3 were offered under Company's Long Term Incentive Plan after shareholder approval at the Company's 2015 AGM.</li> <li>2. On 1 January 2021, 226,400 Performance Rights – Tranche 3, vested in accordance with their issue terms.</li> <li>3. On 6 January 2021, 191,025 vested Performance Rights- Tranche 3, were exercised for nil exercise price in accordance with their issue terms.</li> <li>4. On 26 March 2021, 35,375 vested Performance Rights – Tranche 3, were exercised for nil exercise price in accordance with their issue terms.</li> </ol>

## Part 5 – Unquoted +securities on issue

<p>Following the issue of the +securities the subject of this application, the unquoted issued +securities of the entity will comprise:</p> <p><i>Note: the figures provided in the table in section 5.1 below are used to calculate part of the total market capitalisation of the entity published by ASX from time to time. Please make sure you include in the table each class of unquoted securities issued by the entity.</i></p> <p><i>Restricted securities should be included in table 5.1.</i></p>											
5.1	<table border="1"> <thead> <tr> <th>*ASX +security code and description</th> <th>*Total number of +securities on issue</th> </tr> </thead> <tbody> <tr> <td>HVN Performance Rights – Tranche 3</td> <td>Nil</td> </tr> <tr> <td>HVN FY19 Performance Rights</td> <td>549,500</td> </tr> <tr> <td>HVN FY20 Performance Rights</td> <td>549,500</td> </tr> <tr> <td>HVN FY21 Performance Rights</td> <td>549,500</td> </tr> </tbody> </table>	*ASX +security code and description	*Total number of +securities on issue	HVN Performance Rights – Tranche 3	Nil	HVN FY19 Performance Rights	549,500	HVN FY20 Performance Rights	549,500	HVN FY21 Performance Rights	549,500
*ASX +security code and description	*Total number of +securities on issue										
HVN Performance Rights – Tranche 3	Nil										
HVN FY19 Performance Rights	549,500										
HVN FY20 Performance Rights	549,500										
HVN FY21 Performance Rights	549,500										

For personal use only

## Part 6 – Other Listing Rule requirements

The questions in this Part should only be answered if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not need to complete this Part) and:

- your response to Q2.1 is "+securities issued under an +employee incentive scheme that are not being immediately quoted on ASX"; or
- your response to Q2.1 is "Other"

Question No.	Question	Answer
6.1	<p>*Are the securities being issued under Listing Rule 7.2 exception 13<sup>1</sup> and therefore the issue does not need any security holder approval under Listing Rule 7.1?</p> <p><i>Answer this question if your response to Q2.1 is "securities issued under an employee incentive scheme that are not being immediately quoted on ASX".</i></p>	No, securities were issued under Listing Rule 7.2, exception 14.
6.2	<p>*Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?</p> <p><i>Answer this question if the response to Q6.1 is "No".</i></p>	No. Shareholder approval for original issue of the Performance Rights on 1 December 2017 given under Listing Rule 10.14
6.2a	<p>*Date of meeting or proposed meeting to approve the issue under listing rule 7.1</p> <p><i>Answer this question if the response to Q6.1 is "No" and the response to Q6.2 is "Yes".</i></p>	Meeting of shareholders held on 24 November 2015 approving issue under Listing Rule 10.14.
6.2b	<p>*Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?</p> <p><i>Answer this question if the response to Q6.1 is "No" and the response to Q6.2 is "No".</i></p>	No.

- 
- <sup>1</sup> Exception 13 An issue of securities under an employee incentive scheme if within 3 years before the issue date:
- (a) in the case of a scheme established before the entity was listed – a summary of the terms of the scheme and the maximum number of equity securities proposed to be issued under the scheme were set out in the prospectus, PDS or information memorandum lodged with ASX under rule 1.1 condition 3; or
  - (b) the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as an exception to this rule. The notice of meeting must have included:
    - a summary of the terms of the scheme.
    - the number of securities issued under the scheme since the entity was listed or the date of the last approval under this rule;
    - the maximum number of +equity securities proposed to be issued under the scheme following the approval; and
    - a voting exclusion statement.

Exception 13 is only available if and to the extent that the number of +quity securities issued under the scheme does not exceed the maximum number set out in the entity's prospectus, PDS or information memorandum (in the case of (a) above) or in the notice of meeting (in the case of (b) above).

Exception 13 ceases to be available if there is a material change to the terms of the scheme from those set out in the entity's prospectus, PDS or information memorandum (in the case of (a) above) or in the notice of meeting (in the case of (b) above).

6.2b.1	<p>*How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?</p> <p><i>Answer this question if the response to Q6.1 is "No", the response to Q6.2 is "No" and the response to Q6.2b is "Yes".</i></p> <p><i>Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue that number of securities.</i></p>	Not Applicable
6.2c	<p>*Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?</p> <p><i>Answer this question if the response to Q6.1 is "No" and the response to Q6.2 is "No".</i></p>	No.
6.2c.1	<p>*How many +securities are being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?</p> <p><i>Answer this question if the response to Q6.1 is "No", the response to Q6.2 is "No" and the response to Q6.2c is "Yes".</i></p> <p><i>Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure C to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1A to issue that number of securities.</i></p>	Not Applicable

Introduced 01/12/19

For personal use only

## Appendix 3Y

### *Change of Director's Interest Notice*

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

<b>Name of entity</b>	Harvey Norman Holdings Limited
<b>ABN</b>	54 003 237 545

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Gerald Harvey
<b>Date of last notice</b>	4 January 2021

#### **Part 1 - Change of director's relevant interests in securities**

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	<b>Direct Interest</b>
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	
<b>Date of change</b>	26 March 2021
<b>No. of securities held prior to change</b>	(A) 101,277,994 Fully paid ordinary shares (B) 35,375 Performance Rights (C) 65,500 FY19 Performance Rights (D) 65,500 FY20 Performance Rights (E) 65,500 FY21 Performance Rights
<b>Class</b>	(A) Fully paid ordinary shares (B) Performance Rights (C) FY19 Performance Rights (D) FY20 Performance Rights (E) FY21 Performance Rights

+ See chapter 19 for defined terms.

For personal use only

Appendix 3Y  
Change of Director's Interest Notice

<b>Number acquired</b>	(A) Not Applicable (B) Not Applicable (C) Not Applicable (D) Not Applicable (E) Not Applicable
<b>Number disposed</b>	(A) Not Applicable (B) 35,375 Performance Rights (C) Not Applicable (D) Not Applicable (E) Not Applicable
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	(A) Not Applicable (B) Nil (C) Not Applicable (D) Not Applicable (E) Not Applicable
<b>No. of securities held after change</b>	(A) 101,277,994 Fully paid ordinary shares (B) Nil Performance Rights (C) 65,500 FY19 Performance Rights (D) 65,500 FY20 Performance Rights (E) 65,500 FY21 Performance Rights
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	(A) Not applicable (B) Exercise of vested Performance Rights (C) Not applicable (D) Not applicable (E) Not applicable

<b>Direct or indirect interest</b>	<b>Indirect Interest</b>
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	(Ai) G Harvey Nominees Pty Limited (as trustee for Harvey 1995 No 2 Trust) (Aii) G Harvey Nominees Pty Limited (as trustee for Harvey Lamino No 1 Trust) (B) Certane CT Pty Ltd (formerly named Sargon CT Pty Ltd, AET Corporate Trust Pty Ltd, AET Structured Finance Services Pty Limited) (as trustee for Harvey 2003 Option Trust) (C) Gerald Harvey (as trustee for Harvey 2003 Option Trust) (D) Gerald Harvey (as trustee for Harvey Option Trust) (E) Evitorn Pty Limited (as trustee for Harvey 2014 Share Trust) (F) HVN Rights Plan Pty Ltd (as trustee for Gerald Harvey)
<b>Date of change</b>	26 March 2021

+ See chapter 19 for defined terms.

For personal use only

<b>No. of securities held prior to change</b>	(Ai) 12,180,529 fully paid ordinary shares (Aii) 158,084,624 fully paid ordinary shares (B) 373,701 fully paid ordinary shares (C) 19,966,137 fully paid ordinary shares (D) 96,281,936 fully paid ordinary shares (E) 4,220,344 fully paid ordinary shares (F) Nil
<b>Class</b>	(Ai) Fully paid ordinary shares (Aii) Fully paid ordinary shares (B) Fully paid ordinary shares (C) Fully paid ordinary shares (D) Fully paid ordinary shares (E) Fully paid ordinary shares (F) Fully paid ordinary shares
<b>Number acquired</b>	(Ai) Not Applicable (Aii) Not Applicable (B) Not Applicable (C) Not Applicable (D) Not Applicable (E) Not Applicable (F) 35,375 fully paid ordinary shares
<b>Number disposed</b>	(A) Not Applicable (Aii) Not Applicable (B) Not Applicable (C) Not Applicable (D) Not Applicable (E) Not Applicable (F) Not Applicable
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	(Ai) Not Applicable (Aii) Not Applicable (B) Not Applicable (C) Not Applicable (D) Not Applicable (E) Not Applicable (F) Nil
<b>No. of securities held after change</b>	(Ai) 12,180,529 fully paid ordinary shares (Aii) 158,084,624 fully paid ordinary shares (B) 373,701 fully paid ordinary shares (C) 19,966,137 fully paid ordinary shares (D) 96,281,936 fully paid ordinary shares (E) 4,220,344 fully paid ordinary shares (F) 35,375 fully paid ordinary shares

+ See chapter 19 for defined terms.

For personal use only

Appendix 3Y  
Change of Director's Interest Notice

<p><b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>(A) Not Applicable (Aii) Not Applicable (B) Not Applicable (C) Not Applicable (D) Not Applicable (E) Not Applicable (F) Shares held on trust after exercise of 35,375 Performance Rights by G Harvey.</p>
---	--

<b>Direct or indirect interest</b>	<b>Indirect Interest</b>
<p><b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.</p>	<p>(Ai) G Harvey Nominees Pty Limited (as trustee for Harvey 1995 No 2 Trust) (Aii) G Harvey Nominees Pty Limited (as trustee for Harvey Lamino No 1 Trust) (B) Certane CT Pty Ltd (formerly named Sargon CT Pty Ltd, AET Corporate Trust Pty Ltd, AET Structured Finance Services Pty Limited) (as trustee for Harvey 2003 Option Trust) (C) Gerald Harvey (as trustee for Harvey 2003 Option Trust) (D) Gerald Harvey (as trustee for Harvey Option Trust) (E) Evitorn Pty Limited (as trustee for Harvey 2014 Share Trust) (F) HVN Rights Plan Pty Ltd (as trustee for Gerald Harvey)</p>
<p><b>Date of change</b></p>	<p>26 March 2021</p>
<p><b>No. of securities held prior to change</b></p>	<p>(Ai) 12,180,529 fully paid ordinary shares (Aii) 158,084,624 fully paid ordinary shares (B) 373,701 fully paid ordinary shares (C) 19,966,137 fully paid ordinary shares (D) 96,281,936 fully paid ordinary shares (E) 4,220,344 fully paid ordinary shares (F) 35,375 fully paid ordinary shares</p>
<p><b>Class</b></p>	<p>(Ai) Fully paid ordinary shares (Aii) Fully paid ordinary shares (B) Fully paid ordinary shares (C) Fully paid ordinary shares (D) Fully paid ordinary shares (E) Fully paid ordinary shares (F) Fully paid ordinary shares</p>

+ See chapter 19 for defined terms.

For personal use only

<b>Number acquired</b>	(Ai) Not Applicable (Aii) Not Applicable (B) Not Applicable (C) Not Applicable (D) Not Applicable (E) 35,375 fully paid ordinary shares (F) Not Applicable
<b>Number disposed</b>	(A) Not Applicable (Aii) Not Applicable (B) Not Applicable (C) Not Applicable (D) Not Applicable (E) Not Applicable (F) 35,375 fully paid ordinary shares
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	(Ai) Not Applicable (Aii) Not Applicable (B) Not Applicable (C) Not Applicable (D) Not Applicable (E) Nil (F) Nil
<b>No. of securities held after change</b>	(Ai) 12,180,529 fully paid ordinary shares (Aii) 158,084,624 fully paid ordinary shares (B) 373,701 fully paid ordinary shares (C) 19,966,137 fully paid ordinary shares (D) 96,281,936 fully paid ordinary shares (E) 4,255,719 fully paid ordinary shares (F) Nil
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	(A) Not Applicable (Aii) Not Applicable (B) Not Applicable (C) Not Applicable (D) Not Applicable (E) Off-market transfer of legal interest (F) Off-market transfer of legal interest

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	(A) Security Agreement entered into on or about 6 December 2019 between Mr Harvey and Australia and New Zealand Banking Group Limited to fund an investment.
---------------------------	--

+ See chapter 19 for defined terms.

For personal use only

<b>Nature of interest</b>	(A) Security interest over 29,485,000 fully paid ordinary shares held by Mr Harvey
<b>Name of registered holder (if issued securities)</b>	(A) Gerald Harvey
<b>Date of change</b>	(A) Not applicable
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	(A) 29,485,000 Fully paid ordinary shares
<b>Interest acquired</b>	(A) Not applicable
<b>Interest disposed</b>	(A) Not applicable
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	(A) Not applicable
<b>Interest after change</b>	(A) Security interest over 29,485,000 fully paid ordinary shares held by Mr Harvey in relation to loan advanced to Mr Harvey by Australia and New Zealand Banking Group Limited to fund an investment.

**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	Not Applicable
<b>If prior written clearance was provided, on what date was this provided?</b>	Not Applicable

+ See chapter 19 for defined terms.

For personal use only