

**HARVEY NORMAN
HOLDINGS LIMITED**

A.C.N 003 237 545

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20 October 2021

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

Dear Sir / Madam,

Re: 2021 Notice of Meeting and Proxy Form

We enclose a copy of the:

1. 2021 Notice of Meeting;
2. Proxy Form; and
3. Letter to Shareholders of Harvey Norman Holdings Limited.

If you have any queries, please do not hesitate to contact the writer.

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

Yours faithfully,



Chris Mentis
Company Secretary

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Shareholders of Harvey Norman Holdings Limited ACN 003 237 545 will be held on **Wednesday 24 November 2021 at 11am (AEDT)** as a virtual meeting online at <https://web.lumiagm.com/316079350>.

Online registration will commence at 10am (AEDT) on Wednesday 24 November 2021. Shareholders and Proxy Holders are encouraged to participate in the AGM online, which will allow them to view a live webcast, ask questions (in writing or by audio) and vote. Further information on how Shareholders and Proxy Holders are able to participate in the AGM are detailed at Attachment C.

AGENDA

Ordinary Business

Statements and Reports

1. To receive the Company's Financial Statements, the Directors' Declaration and the Directors' Report and Independent Audit Report for the year ended 30 June 2021.

Note: Shareholders are not required to vote on this item of business.

Remuneration Report

2. To adopt the Remuneration Report as included in the Directors' Report for the year ended 30 June 2021.

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

Election of Directors

3. To consider, and if thought fit, pass the following resolution as an ordinary resolution:
"That Mr Michael John Harvey, a Director who retires by rotation at the close of the Meeting in accordance with Article 63A of the Constitution of the Company and being eligible, be re-elected as a Director of the Company."
4. To consider, and if thought fit, pass the following resolution as an ordinary resolution:
"That Mr Christopher Herbert Brown, a Director who retires by rotation at the close of the Meeting in accordance with Article 63A of the Constitution of the Company and being eligible, be re-elected as a Director of the Company."
5. To consider, and if thought fit, pass the following resolution as an ordinary resolution:
"That Mr John Evyn Slack-Smith, a Director who retires by rotation at the close of the Meeting in accordance with Article 63A of the Constitution of the Company and being eligible, be re-elected as a Director of the Company."

Special Business

Grants of Performance Rights under Harvey Norman 2016 Long Term Incentive Plan

Grant of Performance Rights to Gerald Harvey and permit Gerald Harvey to acquire shares in the Company

6. To consider, and if thought fit, pass the following resolution as an ordinary resolution with or without amendment:

"That, for the purpose of Listing Rule 10.14 and for all other purposes, approval be given for the Company to grant up to 145,000 Performance Rights to

Mr Gerald Harvey and permit Mr Gerald Harvey to acquire shares in the Company (whether by issue or by on-market purchase) under the Harvey Norman 2016 Long Term Incentive Plan, on the terms set out in the Explanatory Notes."

Grant of Performance Rights to Kay Lesley Page and permit Kay Lesley Page to acquire shares in the Company

7. To consider, and if thought fit, pass the following resolution as an ordinary resolution with or without amendment:

"That, for the purpose of Listing Rule 10.14 and for all other purposes, approval be given for the Company to grant up to 406,000 Performance Rights to Ms Kay Lesley Page and permit Ms Kay Lesley Page to acquire shares in the Company (whether by issue or by on-market purchase) under the Harvey Norman 2016 Long Term Incentive Plan, on the terms set out in the Explanatory Notes."

Grant of Performance Rights to David Matthew Ackery and permit David Matthew Ackery to acquire shares in the Company

8. To consider, and if thought fit, pass the following resolution as an ordinary resolution with or without amendment:

"That, for the purpose of Listing Rule 10.14 and for all other purposes, approval be given for the Company to grant up to 121,000 Performance Rights to Mr David Matthew Ackery and permit Mr David Matthew Ackery to acquire shares in the Company (whether by issue or by on-market purchase) under the Harvey Norman 2016 Long Term Incentive Plan, on the terms set out in the Explanatory Notes."

Grant of Performance Rights to John Evyn Slack-Smith and permit John Evyn Slack-Smith to acquire shares in the Company

9. To consider, and if thought fit, pass the following resolution as an ordinary resolution with or without amendment:

"That, for the purpose of Listing Rule 10.14 and for all other purposes, approval be given for the Company to grant up to 121,000 Performance Rights to Mr John Evyn Slack-Smith and permit Mr John Evyn Slack-Smith to acquire shares in the Company (whether by issue or by on-market purchase) under the Harvey Norman 2016 Long Term Incentive Plan, on the terms set out in the Explanatory Notes."

Grant of Performance Rights to Chris Mentis and permit Chris Mentis to acquire shares in the Company

10. To consider, and if thought fit, pass the following resolution as an ordinary resolution with or without amendment:

"That, for the purpose of Listing Rule 10.14 and for all other purposes, approval be given for the Company to grant up to 121,000 Performance Rights to Mr Chris Mentis and permit Mr Chris Mentis to acquire shares in the Company (whether by issue or by on-market purchase) under the Harvey Norman 2016 Long Term Incentive Plan, on the terms set out in the Explanatory Notes."

ELIGIBILITY TO VOTE

For the purposes of the AGM, the Directors have determined that shares will be taken to be held by persons registered as Shareholders of the Company at **7pm (AEDT) on Monday 22 November 2021.**

PROXIES

Each Shareholder who is entitled to attend and vote at the AGM may appoint not more than two proxies to attend and vote at the AGM on the Shareholder's behalf. A proxy need not be a Shareholder of the Company and may be either an individual or a body corporate. Where two proxies are appointed by a Shareholder, the Shareholder may specify the proportion or number of votes which each proxy is entitled to exercise on a poll. If the appointment does not specify the proportion or number of Shareholder's votes, each proxy may exercise one half of the votes on a poll.

CORPORATE REPRESENTATIVES

Body corporate Shareholders may attend and vote during the Meeting via corporate representative by using the Lumi website. Only one login per body corporate with voting rights will be permitted. Any other people from the body corporate wishing to attend should register as guests to attend the Meeting. By entering the body corporate's Voting Access Code you will be taken to have certified pursuant to section 250D of the Corporations Act that you have been validly appointed as the body corporate's representative to exercise all or any of the powers the body corporate may exercise at the AGM.

PROXY DEADLINE

A Proxy Form and, if the Proxy Form is not signed by the Shareholder, the power of attorney or other authority (if any) under which the Proxy Form is signed (or a certified copy of that power of attorney or other authority), must be received by the Company at least 48 hours before the time for holding the AGM – that is, by **11am (AEDT) on Monday 22 November 2021**. Documents may be lodged with the Company by the methods set out in the Proxy Form.

ATTACHMENTS

- A. Voting Exclusion Statement
- B. Explanatory Notes and Glossary
- C. Virtual Meeting Guidelines
- D. Proxy Form

Dated this 20th day of October 2021



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Chris Mentis
 Company Secretary

ATTACHMENT A VOTING EXCLUSION STATEMENT

HARVEY NORMAN HOLDINGS LIMITED ACN 003 237 545 (Company)

On 24 November 2021 at the Annual General Meeting of its Shareholders, the Company will disregard any votes cast on the following proposed resolutions:

Ordinary Business

Resolution 2 *To adopt the Remuneration Report as included in the Directors' Report for the year ended 30 June 2021*

- (a) by or on behalf of any key management personnel of the Company, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company, details of whose remuneration are included in the Remuneration Report (**Key Management Personnel**); and
- (b) by or on behalf of any associate or closely related party of any Key Management Personnel.

Closely related parties of Key Management Personnel are defined in the *Corporations Act 2001* (Cth) (**Corporations Act**) and include certain family members and any companies controlled by Key Management Personnel.

However, the Company need not disregard a vote if:

- it is cast by a proxy or attorney appointed in writing for a person who is entitled to vote, in accordance with a direction on the proxy form how the proxy is to vote on the proposed resolution;
- the vote is not cast on behalf of any Key Management Personnel, or any closely related party of any Key Management Personnel; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate or closely related party of any Key Management Personnel; and
 - (ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Special Business

Resolution 6 *Grant of Performance Rights to Gerald Harvey and permit Gerald Harvey to acquire shares in the Company*

- (a) by or on behalf of Mr Gerald Harvey, Ms Kay Lesley Page, Mr David Matthew Ackery, Mr John Evyn Slack-Smith and Mr Chris Mentis; and
- (b) by or on behalf of each associate of Mr Gerald Harvey, Ms Kay Lesley Page, Mr David Matthew Ackery, Mr John Evyn Slack-Smith and Mr Chris Mentis.

However, the Company need not disregard a vote if:

- it is cast by a proxy or attorney appointed in writing for a person who is entitled to vote, in accordance with a direction on the proxy form how the proxy is to vote on the proposed resolution;

- it is cast by the person chairing the Meeting as proxy or attorney for a person who is entitled to vote, in accordance with the direction on the proxy form to vote on the resolution as the proxy or attorney decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder in that way.

Resolution 7 *Grant of Performance Rights to Kay Lesley Page and permit Kay Lesley Page to acquire shares in the Company*

- (a) by or on behalf of Ms Kay Lesley Page, Mr Gerald Harvey, Mr David Matthew Ackery, Mr John Evyn Slack-Smith and Mr Chris Mentis; and
- (b) by or on behalf of each associate of Ms Kay Lesley Page, Mr Gerald Harvey, Mr David Matthew Ackery, Mr John Evyn Slack-Smith and Mr Chris Mentis.

However, the Company need not disregard a vote if:

- it is cast by a proxy or attorney appointed in writing for a person who is entitled to vote, in accordance with a direction on the proxy form how the proxy is to vote on the proposed resolution;
- it is cast by the person chairing the Meeting as proxy or attorney for a person who is entitled to vote, in accordance with the direction on the proxy form to vote on the resolution as the proxy or attorney decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder in that way.

Resolution 8 *Grant of Performance Rights to David Matthew Ackery and permit David Matthew Ackery to acquire shares in the Company*

- (a) by or on behalf of Mr David Matthew Ackery, Mr John Evyn Slack-Smith, Mr Gerald Harvey, Ms Kay Lesley Page and Mr Chris Mentis; and
- (b) by or on behalf of each associate of Mr David Matthew Ackery, Mr John Evyn Slack-Smith, Mr Gerald Harvey, Ms Kay Lesley Page and Mr Chris Mentis.

However, the Company need not disregard a vote if:

- it is cast by a proxy or attorney appointed in writing for a person who is entitled to vote, in accordance with a direction on the proxy form how the proxy is to vote on the proposed resolution;
- it is cast by the person chairing the Meeting as proxy or attorney for a person who is entitled to vote, in accordance with the direction on the proxy form to vote on the resolution as the proxy or attorney decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
- (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder in that way.

Resolution 9 *Grant of Performance Rights to John Evyn Slack-Smith and permit John Evyn Slack-Smith to acquire shares in the Company*

- (a) by or on behalf of Mr John Evyn Slack-Smith, Mr Gerald Harvey, Ms Kay Lesley Page, Mr David Matthew Ackery and Mr Chris Mentis; and
- (b) by or on behalf of each associate of Mr John Evyn Slack-Smith, Mr Gerald Harvey, Ms Kay Lesley Page, Mr David Matthew Ackery and Mr Chris Mentis.

However, the Company need not disregard a vote if:

- it is cast by a proxy or attorney appointed in writing for a person who is entitled to vote, in accordance with a direction on the proxy form how the proxy is to vote on the proposed resolution;
- it is cast by the person chairing the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction on the proxy form to vote as the proxy or attorney decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder in that way.

Resolution 10 *Grant of Performance Rights to Chris Mentis and permit Chris Mentis to acquire shares in the Company*

- (a) by or on behalf of Mr Chris Mentis, Mr David Matthew Ackery, Mr John Evyn Slack-Smith, Mr Gerald Harvey and Ms Kay Lesley Page; and
- (b) by or on behalf of each associate of Mr Chris Mentis, Mr David Matthew Ackery, Mr John Evyn Slack-Smith, Mr Gerald Harvey and Ms Kay Lesley Page.

However, the Company need not disregard a vote if:

- it is cast by a proxy or attorney appointed in writing for a person who is entitled to vote, in accordance with a direction on the proxy form how the proxy is to vote on the proposed resolution;
- it is cast by the person chairing the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction on the proxy form to vote as the proxy or attorney decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder in that way.

ATTACHMENT B EXPLANATORY NOTES

Defined Terms

In these Explanatory Notes, capitalised terms are defined in the Glossary included at the end of these Explanatory Notes.

Item 1 To receive the Company's Financial Statements, the Directors' Declaration and the Directors' Report and Independent Audit Report for the year ended 30 June 2021

- 1.1 The 2021 Annual Report of the Company has been made available to Shareholders and is published on the Company's website (www.harveynormanholdings.com.au).
- 1.2 The Chairman will allow a reasonable opportunity for the Shareholders as a whole at the Meeting to ask questions about, or make comments on, the management of the Company.
- 1.3 Shareholders will be given a reasonable opportunity to ask the auditor of the Company questions about the conduct of the audit or the content of the Independent Audit Report.
- 1.4 Shareholders are not required to vote on this item of business.

Resolution 2 – Adoption of Remuneration Report

- 2.1 Section 250R(2) of the Corporations Act provides that a resolution that the remuneration report be adopted must be put to the vote at the Annual General Meeting of the Company. This vote is advisory only and does not bind the Directors or the Company.
- 2.2 The Chairman will allow a reasonable opportunity for the Shareholders as a whole to ask questions about, or make comments on, the Remuneration Report.
- 2.3 If you appoint the Chairman as your proxy, the Chairman will not vote any undirected proxies in respect of Resolution 2.
- 2.4 If you appoint the Chairman as your proxy and you want your shares to be voted on Resolution 2, you should direct the Chairman how to vote on Resolution 2 by completing Step 2 in the Proxy Form.
- 2.5 Votes will not be counted in respect of Resolution 2 if you provide an undirected proxy, unless you nominate as your proxy the Designated Proxy Holder (as defined in the Proxy Form attached to the Notice of Meeting) or any person who is not:
 - (a) Key Management Personnel; or
 - (b) a closely related party of any Key Management Personnel.
- 2.6 The Designated Proxy Holder intends to vote undirected proxies **in favour of Resolutions 2 to 10 (inclusive)**.

Resolutions 3 to 5 – Election of Directors

- 3.1 Article 63A of the Constitution of the Company provides that at every annual general meeting, one third of the Directors of the Company must retire from office and that no Director shall retain office for a period exceeding three years, without submitting himself or herself for re-election.
- 3.2 Mr Michael John Harvey, Mr Christopher Herbert Brown and Mr John Evyn Slack-Smith who retire at the end of the Annual General Meeting, submit themselves for re-election.

- 3.3 The Board (with the exception of each Director in relation to his own election) supports the re-election of Mr Michael John Harvey, Mr Christopher Herbert Brown and Mr John Evyn Slack-Smith.

Resolution 3 – Michael John Harvey

- 3.4 Mr Harvey was appointed as a director of the Company in 1993. Mr Harvey holds a Bachelor of Commerce degree and joined the Company in 1987. Since 2013, Mr Harvey has been a director of CaraCare Limited, a registered charity.

Resolution 4 – Christopher Herbert Brown OAM FAICD

- 4.1 Mr Brown was appointed as a director of the Company in 1987. Mr Brown is a senior partner at Brown Wright Stein Lawyers, the firm that has acted as lawyers for the Company since 1982. Mr Brown is the Chairman of Windgap Foundation Limited and in 2013 was awarded the Medal of the Order of Australia for service to the community.

Resolution 5 – John Evyn Slack-Smith

- 5.1 Mr Slack-Smith was appointed as a director of the Company in 2001. Mr Slack-Smith has overall executive responsibility for the operations of the Company. Mr Slack-Smith is the Chair of the Barker College Foundation Limited and a Member of Council at Barker College.

Resolutions 6 to 10 – Grant of performance rights and acquisition of shares in the Company under the LTI Plan

2016 Long Term Incentive Plan

- 6.1 In Resolutions 6 to 10 (inclusive), Shareholders are being asked to approve the grant of performance rights and acquisition of shares in the Company by Directors of the Company, details of which are set out below, under the Harvey Norman 2016 Long Term Incentive Plan (**LTI Plan**). An overview of the rules governing the LTI Plan is set out below.

Remuneration Principles and Strategy

- 6.2 The executive remuneration strategy of the Company is designed to attract, motivate and retain high performing individuals and align the interests of executives with shareholders. A detailed illustration of how the remuneration strategy of the Company aligns with the strategic direction and links remuneration outcomes to performance is set out at page 54 of the 2021 Annual Report.

Responsibilities of the Remuneration Committee

- 6.3 The Remuneration Committee is responsible for making recommendations to the Board on the remuneration arrangements for executive Directors and non-executive Directors (**NEDs**).

The Remuneration Committee assesses the appropriateness of the nature and amount of remuneration of NEDs and executives on a periodic basis by reference to relevant employment market conditions, with the overall objective of ensuring maximum stakeholder benefit from the retention of a high performing director and executive team. The Remuneration Committee engaged an independent expert external consultant (**Consultant**) to provide analysis, observations and advice to the Remuneration Committee in relation to the design, level and composition of executive remuneration (**Expert Advice**). The Expert Advice was used by the Remuneration Committee to inform the decisions of the Remuneration Committee in relation to the design, level and composition of executive remuneration.

- 6.4 The Remuneration Committee comprises three NEDs, two of whom are independent NEDs (which includes the chairman of the Committee). Further information on the role, responsibilities and membership of the Remuneration Committee can be seen in the 2021 Annual Report, which is also accessible at www.harveynormanholdings.com.au.

Summary of the LTI Plan Rules

- 6.5 The LTI Plan is part of the Company's executive remuneration framework, aimed at aligning executive remuneration with the creation of sustainable shareholder value over the long-term. The LTI Plan is governed by the **LTI Plan Rules**.
- 6.6 Under the LTI Plan Rules, the Board in its absolute discretion, may invite executive directors of the Company and such other persons as the Board selects (**Participant**), to participate in the LTI Plan. On acceptance of the invitation, a Participant is granted performance rights (**Performance Rights**), each being a right to acquire one ordinary share in the Company on payment of the exercise price (if any) on the terms and conditions determined by the Board. The invitation to Participants will set out the terms of issue of any grant of Performance Rights, including such service conditions and financial and non-financial terms and conditions (**Conditions**) as the Board (after consideration of recommendations of the Remuneration Committee), determines from time to time.
- 6.7 Performance Rights:
- (a) will not carry any voting or dividend rights.
 - (b) are non-transferable except in limited circumstances or with the consent of the Board.
 - (c) will not be quoted on the ASX.
- 6.8 In general, where a Participant resigns or is terminated for cause before a Performance Right vests, all unvested Performance Rights will lapse. Subject to the law, the Board (after consideration of the recommendations of the Remuneration Committee) has discretion to determine the treatment of any unvested Performance Rights where a Participant ceases employment in "good leaver" circumstances (such as by reason of death, disability or otherwise in circumstances approved by the Board).
- 6.9 The Company has established an employee share trust for the purpose of acquiring and holding shares to be used to satisfy the entitlements of Participants in respect of their vested Performance Rights. For this purpose, the Company may issue new shares to the trust or procure (including by making contributions to the trust) that shares are acquired on market to be held by the trust. Under the LTI Plan Rules, the Board also has the discretion to make it a term of the grant of Performance Rights that shares awarded on the vesting of Performance Rights must be held in the trust for a restricted period before the Participant is entitled to deal with those shares.
- 6.10 In the event of fraud, dishonesty or breach of obligations, the Board (after consideration of the recommendations of the Remuneration Committee) may make a determination, including lapsing Performance Rights, to ensure that no unfair benefit is obtained by a Participant.
- 6.11 In the event of a takeover, scheme of arrangement or other transaction which may result in a person becoming entitled to exercise control over the Company, the Board has a discretion to determine whether any unvested Performance Rights should vest, lapse or become subject to different Conditions or whether any restricted period applying to resulting shares should be lifted.

- 6.12 The LTI Plan and its rules are administered by the Board. Subject to the Listing Rules and applicable legal requirements, the Board has the right (after consideration of the recommendations of the Remuneration Committee) to:
- (a) make all determinations required under the LTI Plan Rules; and
 - (b) waive or modify the application of all or any of the LTI Plan Rules or any grant made under the LTI Plan Rules, including any Conditions,
- as the Board considers appropriate.
- 6.13 A copy of the LTI Plan Rules will be available for inspection at the Company's registered office during normal business hours, prior to the 2021 Annual General Meeting of the Company.

Summary of Terms of Issue

- 6.14 Each executive named in Resolutions 6 to 10 (inclusive) will be granted Performance Rights to acquire shares in the Company, subject to the satisfaction of performance conditions and service conditions as determined by the Board (after consideration of the recommendations of the Remuneration Committee).
- 6.15 The Performance Rights will be granted in a single tranche (**Tranche FY22**) immediately after the 2021 AGM and, subject to certain performance conditions and service conditions being met, will be exercisable between 1 January 2025 and 31 October 2026.
- 6.16 The number of Performance Rights proposed to be granted to each of the executive Directors is calculated as a proportion of the fixed remuneration of each respective executive Director based on the 10-day VWAP following the announcement of the results of the Company for the year ending 30 June 2021, and is set out in the following table:

Executive	Tranche FY22 Performance Rights
Gerald Harvey	145,000
Kay Lesley Page	406,000
John Evyn Slack-Smith	121,000
David Matthew Ackery	121,000
Chris Mentis	121,000

- 6.17 No amount is payable in respect of the grant of a Performance Right.
- 6.18 The exercise price for each Performance Right will be nil.
- 6.19 Performance Rights will not be listed on the ASX.
- 6.20 If exercised, each Performance Right will convert into one ordinary share in the Company. Application will be made to list any new shares issued on the exercise of the Performance Rights on the ASX and such shares will rank equally with other ordinary shares of the Company and will not carry restrictions on trading.
- 6.21 Unexercised Performance Rights will lapse, irrespective of whether they have become exercisable, when one of the following events occur:
- (a) on 31 October 2026 or such earlier date specified by the Board;

- (b) the Board determines the Performance Rights granted to a Participant should lapse, as a result of any fraud, gross misconduct or conduct by that Participant which brings the Company into disrepute; or
 - (c) the Board determines the relevant requirements in relation to Performance Rights granted to a Participant, including performance conditions and a service condition, have not been and are incapable of being, met.
- 6.22 Performance conditions will apply to the Performance Rights, and are to be tested over a three year period. Each Performance Right granted to a Participant is subject to a service condition.
- 6.23 The Board (after consideration of the recommendations of the Remuneration Committee) may at any time, reduce the number of exercisable Performance Rights if there is only partial achievement of the performance conditions.
- 6.24 The Board reserves the right to make adjustments to the number of Performance Rights, subject to the Listing Rules, if there is a bonus or rights issue or other reconstruction of capital before the Performance Rights are exercised.
- 6.25 Performance Rights are transferable only after satisfaction of all performance conditions and will carry no right to receive dividends or to vote.
- 6.26 Subject to the Listing Rules, Performance Rights may be exercised before their specified exercise date, in limited circumstances including:
- (a) a change of control in the Company eg. a takeover offer is made to acquire the whole of the Company's shares then the Performance Rights may be exercised; or
 - (b) special circumstances, including retirement, redundancy, death or permanent disability of the Participant.
- 6.27 A Performance Right will not entitle a Participant to participate in new issues without exercising the Performance Right. If there is a reorganisation of the capital of the Company, the rights attaching to a Performance Right may be changed by the Board (after consideration of the recommendations of the Remuneration Committee), subject to compliance with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- 6.28 If there is a pro rata issue (except a bonus issue) to the holders of underlying securities in the Company, the number of Performance Rights will be adjusted in accordance with the Listing Rules.
- 6.29 Shareholder approval is required under Listing Rule 10.14 for all issues of Performance Rights to directors of the Company. The Board (after consideration of the recommendations of the Remuneration Committee), has reviewed the overall remuneration arrangements of each executive director named in proposed Resolutions 6 to 10 (**Grantee**) and believes the Performance Right allocations proposed are reasonable having regard to the circumstances of the Company, the duties and responsibilities of each Grantee and market levels of remuneration of executives of similar sized organisations.
- 6.30 The Board (after consideration of the recommendations of the Remuneration Committee), considers the number of Performance Rights proposed to be granted to each Grantee is appropriate.

Performance Conditions

- 6.31 Performance conditions are deemed to be an essential component of all variable reward entitlements. The proposed allocation of Performance Rights will be subject to service conditions and financial performance conditions. The Board (after consideration

of the recommendations of the Remuneration Committee) may, in its discretion, impose additional non-financial performance conditions which must be satisfied as a condition of exercise of any Performance Rights by a Grantee.

Financial Performance Conditions

6.32 In this condition, the following terms have the following meanings:

- (a) **Aggregate APBT** means the aggregate of the amounts of the annual net profit before income tax of the consolidated entity for each of the Financial Years, but excluding any amounts accounted for in the financial statements of the consolidated entity for increments or decrements arising from any revaluation of land or buildings in the Financial Years;
- (b) **Aggregate Net Assets** means the amount equivalent to the aggregate of the amounts of the net assets of the consolidated entity, excluding non-controlling equity interests, as at each of 30 June 2021, 2022 and 2023 as described in the annual report of the consolidated entity in respect of each of the Financial Years;
- (c) **Financial Years** means the financial years ending 30 June 2022, 2023 and 2024;
- (d) **RONA** means the following fraction expressed as a percentage:

$$\frac{\text{Aggregate APBT}}{\text{Aggregate Net Assets}}$$

$$\text{Aggregate Net Assets}$$

6.33 RONA is a key financial metric link to performance. Full vesting of the Performance Rights is conditional upon achievement of RONA of at least 21%. If an amount of 16% is achieved, 50% of the Performance Rights will vest with a proportionate or partial vesting of the remaining 50% of the Performance Rights upon the achievement of RONA in the range of 16% to 21%.

Non-Financial Conditions

6.34 The Board (after consideration of the recommendations of the Remuneration Committee) may impose non-financial performance conditions consistent with the execution of the strategy of the Company and mitigation of risk. The question as to whether any non-financial performance conditions have been satisfied will be determined by the Board (after consideration of the recommendations of the Remuneration Committee).

Service Conditions

6.35 The service condition in respect of Performance Rights of a Participant will be deemed to be satisfied if at the time of exercise of the Performance Rights:

- (a) the Participant has not resigned or provided notice of resignation of employment from the Company, except in order to retire from the workforce;
- (b) the Company has not terminated the employment of the Participant for cause; and
- (c) the Board has not determined that the Performance Rights should lapse as a result of any fraud, gross misconduct or conduct of the Participant which brings the Company into disrepute.

6.36 If the Participant dies before the Performance Rights are exercised, but the relevant performance condition has been satisfied and the conditions in paragraph 6.35 do not apply, the estate of the Participant may exercise the Performance Rights.

- 6.37 No Director may participate in deliberations by the Board about, or decisions of the Board in respect of, the remuneration of that Director.

Information required under Listing Rules

Listing Rules 10.14 and 10.15 – Acquisition of securities in the Company

- 7.1 Shareholder approval is required under Listing Rule 10.14 for all grants of Performance Rights to Directors and acquisition of securities in the Company by Directors.
- 7.2 The Company is proposing to grant Performance Rights and permit executive Directors to acquire shares in the Company under the LTI Plan, as set out in Resolutions 6 to 10 (inclusive) and in the corresponding Explanatory Notes in this Attachment B.
- 7.3 Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:
- Listing Rule 10.14.1* - a director of the company;
- Listing Rule 10.14.2* - an associate of a director of the company; or
- Listing Rule 10.14.3* - a person whose relationship with the company or a person referred to in the Listing Rule 10.14.1 or 10.14.2 is such that, in the ASX's opinion, the acquisition should be approved by its shareholders,
- unless that company obtains the approval of its shareholders.
- 7.4 The LTI Plan falls within Listing Rule 10.14 above and therefore requires the approval of the Company's Shareholders under Listing Rule 10.14.
- 7.5 Resolutions 6 to 10 (inclusive) seek the required shareholder approval for the purposes of Listing Rule 10.14.
- 7.6 If Resolutions 6 to 10 (inclusive) are passed, the Company will:
- (a) grant the Performance Rights to each executive Director; and
 - (b) permit each executive Director to acquire shares in the Company under the LTI Plan, and on the terms set out in the Explanatory Notes.
- 7.7 If Resolutions 6 to 10 (inclusive) are not passed:
- (a) the Company will not grant any Performance Rights to any Director; and
 - (b) no Director will be permitted to acquire shares in the Company under the LTI Plan.
 - (c) the Company instead will pay the cash equivalent amount of the value of the benefit that would have been received by each executive Director had the Performance Rights been granted.
- 7.8 Listing Rule 10.15 requires that a notice of meeting to approve the issue of securities under Listing Rule 10.14 include the following information:
- Listing Rule 10.15.1 – Name of the person*
- (a) the names of all persons entitled to participate in the scheme are Gerald Harvey, Kay Lesley Page, David Matthew Ackery, John Evyn Slack-Smith, and Chris Mentis;
- Listing Rule 10.15.2 – Which category in rules 10.14.1 – 10.14.3 the person falls within and why*
- (b) each person identified in Resolutions 6 to 10 (inclusive) is a director of the Company and falls within Listing Rule 10.14.1;

Listing Rule 10.15.3 – The number and class of securities proposed to be issued to the person under the scheme for which approval is being sought

- (c) subject to satisfaction of all relevant conditions:
- (i) the maximum number of securities that may be acquired by each Grantee in respect of each Performance Right exercised by that Grantee is one ordinary share in the Company;
 - (ii) the total number of Performance Rights which will be granted to each Grantee under the LTI Plan, in the financial year ending 30 June 2022 (Tranche FY22) is set out below:

Grantee	Tranche FY22 Performance Rights
Gerald Harvey	145,000
Kay Lesley Page	406,000
David Matthew Ackery	121,000
John Evyn Slack-Smith	121,000
Chris Mentis	121,000

Listing Rule 10.15.4 – Details (including the amount) of the director's current total remuneration package

- (d) set out below are the details (including the amount) of the current total remuneration package of each Grantee:

		Short Term Benefits				Post-Employment	Long Term Incentives	Other	
		Salary & Fees	Performance Cash Incentive	Other Short Term	Non-Monetary Benefits	Superannuation	Performance Rights	Long Service Leave (a)	
Gerald Harvey Executive Chairman	2021	717,906	-	10,400	-	21,694	246,818	-	996,818
Kay Lesley Page Executive Director/CEO	2021	2,054,631	1,092,706	-	23,675	21,694	670,410	-	3,863,116
John Evyn Slack-Smith Executive Director/COO	2021	1,228,306	941,988	-	-	21,694	401,781	20,472	2,614,241
David Matthew Ackery Executive Director	2021	1,210,306	941,988	18,000	-	21,694	401,781	20,472	2,614,241
Chris Mentis Executive Director/CFO	2021	886,093	791,270	-	42,213	21,694	311,465	14,768	2,067,503

For the avoidance of doubt, the current total remuneration package summarised above does not include the proposed Tranche FY22 grant;

Listing Rule 10.15.5 – the Number of securities that have previously been issued to the person under the scheme and the average acquisition price (if any) paid by the person for those securities

- (e) the number of Performance Rights previously issued under the LTI Plan to each Grantee is set out in the following table. All Performance Rights have been issued for nil consideration.

Grantee	Total number of Performance Rights previously granted
Gerald Harvey	384,000
Kay Lesley Page	886,500
David Matthew Ackery	552,000
John Evyn Slack-Smith	552,000
Chris Mentis	474,000

Listing Rule 10.15.6 – Further information if securities are not fully paid ordinary shares

- (f) Any securities acquired by a Grantee under the LTI Plan will be fully paid ordinary securities in the Company.

Listing Rule 10.15.7 – The date or dates on or by which the entity will issue the securities to the person under the scheme. This must be no later than 3 years after the date of the meeting

- (g) The Performance Rights will be granted in a single tranche as described below, and subject to satisfaction of the relevant performance conditions and service conditions, are exercisable between 1 January 2025 and 31 October 2026.

Executive	Tranche FY22 Performance Rights
Gerald Harvey	145,000
Kay Lesley Page	406,000
John Evyn Slack-Smith	121,000
David Matthew Ackery	121,000
Chris Mentis	121,000

- (h) it is intended the Performance Rights will be granted immediately following the 2021 AGM, but in any event must be issued before that date which is no later than 23 November 2024;

Listing Rule 10.15.8 – The price at which the entity will issue the securities to the person under the scheme

- (i) the price for each Performance Right and the exercise price of any Performance Right will be nil;

Listing Rule 10.15.9 – A summary of the material terms of the scheme

- (j) a summary of the material terms of the LTI Plan is set out in the Explanatory Notes in Attachment B to this Notice of Meeting;

Listing Rule 10.15.10 – A summary of the material terms of any loan that will be made to the person in relation to the acquisition

- (k) no loan is proposed in relation to the grant of Performance Rights or the acquisition of shares in the Company under the LTI Plan;

Listing Rule 10.15.11 – Details of securities issued to be published in annual report and participation in scheme

- (l) details of any securities issued under this scheme will be published in each annual report of the Company relating to a period in which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14;
- (m) any additional persons who become entitled to participate in the scheme after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14;

Listing Rule 10.15.12 – A voting exclusion statement

- (n) a voting exclusion statement is set out in Attachment A to this Notice of Meeting.

7.9 If Shareholder approval is given under Listing Rule 10.14, approval is not required under Listing Rule 7.1.

7.10 The NEDs are not entitled to participate in the proposed grant of Performance Rights. The non-executive directors are Christopher Herbert Brown, Kenneth William Gunderson-Briggs, Luisa Catanzaro, Michael John Harvey and Maurice John Craven.

Part 2E of the Corporations Act

8.1 The following information is provided in accordance with section 219 of the Corporations Act:

The related parties to whom Resolutions 6 to 10 would permit the financial benefit to be given

- 8.2 The related parties to whom the proposed resolutions would permit financial benefits to be given are:
- (a) Gerald Harvey;
 - (b) Kay Lesley Page;
 - (c) David Matthew Ackery;
 - (d) John Evyn Slack-Smith; and
 - (e) Chris Mentis.

The nature of the financial benefit

8.3 The nature of the proposed financial benefits is described above in paragraphs 6.1 to 6.37.

The recommendations of the directors of the company

8.4 Each of the Directors of the Company recommends that Shareholders approve the Resolutions 6 to 10 (inclusive) for the reasons set out below:

- (a) the Directors wish to maintain a remuneration plan for senior executive which involves pay for performance, consistent with good corporate governance;

- (b) the Directors believe that the maintenance of the plan will assist the Company to attract and retain key employees who, in the opinion of the Board are able by virtue of their experience and skills, to influence operational performance necessary to achieve sustained growth in shareholder wealth;
- (c) the Board believes that the proposed grant of the Performance Rights to the Grantees under the LTI Plan will align the remuneration of the senior executive team with the long term strategic objectives of the Company by tying performance conditions to measures, targets and initiatives designed to execute and achieve the strategic objectives determined by the Board.

The interest of each director in the outcome of Resolutions 6 to 10 (inclusive):

Gerald Harvey

- 8.5 Gerald Harvey is a director of the Company and has a relevant interest in shares in the Company. Gerald Harvey is an employee of the Company and an associate of Kay Lesley Page and may benefit directly from the outcome of Resolutions 6 and 7, and as such Gerald Harvey has an interest in the outcome of Resolutions 6 and 7.
- 8.6 If Resolution 6 is approved, Gerald Harvey will obtain a benefit by way of the grant to him of the Performance Rights and (subject to satisfaction of all relevant Conditions) acquisition of shares in the Company, as described above in paragraphs 6.1 to 6.37.
- 8.7 If Resolution 7 is approved, Gerald Harvey and Kay Lesley Page will obtain a benefit by way of the grant to Kay Lesley Page of the Performance Rights and (subject to satisfaction of all relevant Conditions) acquisition of shares in the Company, as described above in paragraphs 6.1 to 6.37.

Kay Lesley Page

- 8.8 Kay Lesley Page is a director of the Company and has a relevant interest in shares in the Company. Kay Lesley Page is an employee of the Company and an associate of Gerald Harvey and may benefit directly from the outcome of Resolutions 6 and 7, and as such Kay Lesley Page has an interest in the outcome of Resolutions 6 and 7.
- 8.9 If Resolution 7 is approved, Kay Lesley Page will obtain a benefit by way of the grant to her of the Performance Rights and (subject to satisfaction of all relevant Conditions) acquisition of shares in the Company, as described above in paragraphs 6.1 to 6.37.
- 8.10 If Resolution 6 is approved, Kay Lesley Page and Gerald Harvey will obtain a benefit by way of the grant to Gerald Harvey of the Performance Rights and (subject to satisfaction of all relevant Conditions) acquisition of shares in the Company, as described above in paragraphs 6.1 to 6.37.

David Matthew Ackery

- 8.11 David Matthew Ackery is a director of the Company and has a relevant interest in shares in the Company. David Matthew Ackery is an employee of the Company and may benefit directly from the outcome of Resolution 8, and as such David Matthew Ackery has an interest in the outcome of Resolution 8.
- 8.12 If Resolution 8 is approved, David Matthew Ackery will obtain a benefit by way of the grant to him of the Performance Rights and (subject to satisfaction of all relevant Conditions) the acquisition of shares in the Company, as described above in paragraphs 6.1 to 6.37.

John Evyn Slack-Smith

- 8.13 John Evyn Slack-Smith is a director of the Company and has a relevant interest in shares in the Company. John Evyn Slack-Smith is an employee of the Company and may benefit directly from the outcome of Resolution 9, and as such John Evyn Slack-Smith has an interest in the outcome of Resolution 9.

- 8.14 If Resolution 9 is approved, John Evyn Slack-Smith will obtain a benefit by way of the grant to him of the Performance Rights and (subject to satisfaction of all relevant Conditions) acquisition of shares in the Company, as described above in paragraphs 6.1 to 6.37.

Chris Mentis

- 8.15 Chris Mentis is a director of the Company and has a relevant interest in shares in the Company. Chris Mentis is an employee of the Company and may benefit directly from the outcome of Resolution 10, and as such Chris Mentis has an interest in the outcome of Resolution 10.
- 8.16 If Resolution 10 is approved, Chris Mentis will obtain a benefit by way of the grant to him of the Performance Rights and (subject to satisfaction of all relevant Conditions) acquisition of shares in the Company, as described above in paragraphs 6.1 to 6.37.

Christopher Herbert Brown

- 8.17 Christopher Herbert Brown is a director of the Company and has a relevant interest in shares in the Company but otherwise Christopher Herbert Brown has no interest in the outcome of the proposed Resolutions 6 to 10 (inclusive).

Michael John Harvey

- 8.18 Michael John Harvey is a director of the Company and has a relevant interest in shares in the Company. Michael John Harvey is an associate of Gerald Harvey and may benefit from the outcome of Resolution 6, and as such Michael John Harvey has an interest in the outcome of Resolution 6.
- 8.19 If Resolution 6 is approved, Michael John Harvey and Gerald Harvey will obtain a benefit by way of the grant to Gerald Harvey of the Performance Rights and (subject to satisfaction of all relevant Conditions) acquisition of shares in the Company, as described above in paragraphs 6.1 to 6.37.

Kenneth William Gunderson-Briggs

- 8.20 Kenneth William Gunderson-Briggs is a director of the Company and has a relevant interest in shares in the Company but otherwise Kenneth William Gunderson-Briggs has no interest in the outcome of the proposed Resolutions 6 to 10 (inclusive).

Maurice John Craven

- 8.21 Maurice John Craven is a director of the Company and has a relevant interest in shares in the Company but otherwise Maurice John Craven has no interest in the outcome of the proposed Resolutions 6 to 10 (inclusive).

Luisa Catanzaro

- 8.22 Luisa Catanzaro is a director of the Company and does not have any relevant interest in shares in the Company, and does not have any interest in the outcome of the proposed Resolutions 6 to 10 (inclusive).

Other information that is reasonably required by shareholders to make a decision and that is known to the Company or any of its directors

Taxation consequences

- 8.23 The grant of the Performance Rights to a Grantee constitutes the acquisition by that Grantee of a right under an employee share scheme. So far as each director in the Company is aware, there are no adverse taxation consequences for the Company, arising out of the grant of the Performance Rights. In particular, the grant of the Performance Rights should constitute a benefit constituted by the acquisition by the Grantee of a right under an employee share scheme, and accordingly will not

constitute a "fringe benefit" for the purposes of the *Fringe Benefits Tax Assessment Act 1986* (Cth).

Benefits foregone by whoever would give the benefits

- 8.24 The Performance Rights will have a gross estimated aggregate value of \$4,732,692 (calculated to the time of grant of the Performance Rights under the LTI Plan using a 10-day VWAP from 31 August 2021 following the release of the FY2021 results of \$5.178 per share). This calculation assumes 100% achievement of the performance conditions.
- 8.25 So far as each of the Directors and the Company are aware, there are no other benefits foregone by any party.

Dilution impact

- 8.26 As at 30 September 2021, a total of 1,246,006,654 shares in the Company were on issue.
- 8.27 The maximum number of shares that may be acquired by each executive Director in respect of each Performance Right exercised by that executive Director is one ordinary share in the Company. That is:

Executive Director	Total number of Performance Rights to be granted in FY 2022	Maximum number of shares an executive Director can acquire in the Company under the LTI Plan from Tranche FY22
Gerald Harvey	145,000	145,000
Kay Lesley Page	406,000	406,000
David Matthew Ackery	121,000	121,000
John Evyn Slack-Smith	121,000	121,000
Chris Mentis	121,000	121,000

- 8.28 Assuming that all Performance Rights are exercised (upon satisfaction of all relevant Conditions) by each executive Director, then a total of 914,000 shares may be issued to the executive Directors under the LTI Plan.
- 8.29 The dilution impact of the grant of Performance Rights under the LTI Plan is 0.07%.

Other relevant information

- 8.30 All other information which the Board considers is reasonably required by Shareholders to make a decision and that is known to the Company or any of its Directors is as set out above in paragraphs 6.1 to 6.37.

Glossary

Term	Meaning
AEDT	Australian Eastern Daylight Time
AGM, Annual General Meeting or Meeting	the Annual General Meeting of the Company
Annual Report	the annual report of the Company for the financial year ending 30 June 2021
Article	an Article of the Constitution
ASX	the Australian Securities Exchange
Board	the board of directors of the Company
Company	Harvey Norman Holdings Limited ACN 003 237 545
Conditions	as defined in paragraph 6.6 of the Explanatory Notes
Consolidated Entity	the Company and all controlled entities of the Company
Constitution	the Articles of Association of the Company
Consultant	as defined in paragraph 6.3 of the Explanatory Notes
Corporations Act	the <i>Corporations Act 2001</i> (Cth)
Designated Proxy Holder	has the meaning given to it in the Proxy Form
Director	a director of the Company
Expert Advice	as defined in paragraph 6.3 of the Explanatory Notes
Explanatory Notes	the explanatory notes set out in Attachment B to the Notice of Meeting
Grantee	as defined in paragraph 6.29 of the Explanatory Notes
Listing Rules	the ASX Listing Rules
LTI	as defined in paragraph 6.1 of the Explanatory Notes

Term	Meaning
LTI Plan or Harvey Norman 2016 Long Term Incentive Plan	the 2016 Long Term Incentive Plan implemented by the Company, on the terms and conditions approved by the shareholders of the Company at the AGM held on 24 November 2015
Key Management Personnel or KMP	key management personnel of the Company, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company, details of whose remuneration are included in the 2021 Remuneration Report
NEDs	as defined in paragraph 6.3 of the Explanatory Notes
Notice of Meeting	this notice of meeting in respect of the 2021 AGM
Participant	as defined in paragraph 6.6 of the Explanatory Notes
Performance Rights	as defined in paragraph 6.6 of the Explanatory Notes
Proxy Form	the proxy form in respect of the 2021 AGM, set out in Attachment D to the Notice of Meeting
Remuneration Committee	the remuneration committee of the Company, a sub-committee of the Board
Remuneration Report	the 2021 Remuneration Report as set out in the 2021 Annual Report of the Company
RONA	as defined in paragraph 6.32 of the Explanatory Notes
Shareholder or member	a member of the Company
Tranche FY22	as defined in paragraph 6.15 of the Explanatory Notes

ATTACHMENT C

Details on how to participate at the virtual Meeting

Shareholders and Proxy Holders are encouraged to participate in the AGM online, allowing them to view a live webcast, ask questions (in writing or by audio) and vote.

Shareholders and Proxy Holders will be able to participate in the Meeting online by visiting <https://web.lumiagm.com/316079350> on a smartphone, tablet or computer (using the latest version of CHROME, Safari, Internet Explorer 11, Edge or Firefox).

Online registration will open at 10am AEDT on Wednesday 24 November 2021 (one hour before the Meeting). Information on how to log on, ask questions and vote online are set out below. For further details, please see the User Guide on our website at: www.harveynormanholdings.com.au/2021agm.

Shareholders and Proxy Holders can log in to the Meeting by:

1. Visiting <https://web.lumiagm.com/316079350>
2. Enter your Voting Access Code (VAC), which is located on your proxy form, letter notifying you of the Notice of Meeting or on your notification email.
3. Your password is your postcode, which is the postcode registered to your holding if you are an Australian shareholder. If you are an overseas Shareholder, your password will be your country code which can be found in the Online User Guide available at www.harveynormanholdings.com.au/2021agm.

If you have been nominated as a third party proxy, please contact Boardroom on 1300 737 760 or proxy@boardroomlimited.com.au for AGM login details. Non-shareholders may login using the guest portal on the Lumi AGM platform.

Attending the Meeting online enables shareholders to view the AGM live and to also ask questions or make comments and cast direct votes whilst the Meeting is in progress.

Voting Online

Once the polls are open, the resolutions and voting choices will appear. Shareholders and Proxy Holders can vote by clicking on one of the applicable voting options that will be displayed on the screen. Shareholders and Proxy holders can change their vote at any time before the Chair closes the polls. Please refer to the Virtual Meeting Guide available at www.harveynormanholdings.com.au/2021agm and on www.investorserve.com.au for a step by step guide to online voting.

Ask a question online



Click this icon for the submission of written questions or to make written comments about the management of the Company. Shareholders may also ask audio questions during the AGM via the Lumi AGM platform. Questions may be moderated or amalgamated if there are multiple questions on the same topic.

To submit a question or make a comment prior to the AGM, please email Boardroom enquiries@boardroomlimited.com.au. The last day to submit questions or comments before the virtual AGM will be Monday 22 November 2021. Shareholders who submit a proxy vote online prior to the Meeting can submit questions using the 'Ask the Board' button at www.votingonline.com.au/hvnagm2021.

Please refer to the Virtual Meeting Guide available at www.harveynormanholdings.com.au/2021agm and on www.investorserve.com.au for a step by step guide to asking questions or making comments online during the AGM.

ATTACHMENT D

[Proxy Form]

For personal use only

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For personal use only

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11.00am (AEDT) on Monday 22 November 2021**

TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/hvnagm2021>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Designated Proxy Holder as your proxy, mark the box. If you wish to appoint someone other than the Designated Proxy Holder as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Designated Proxy Holder will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities, your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person.

Please indicate the office held by signing in the appropriate place.

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11.00am (AEDT) on Monday, 22 November 2021**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

💻 **Online** <https://www.votingonline.com.au/hvnagm2021>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited Level
12, 225 George Street,
Sydney NSW 2000 Australia

Harvey Norman Holdings Limited

ACN 003 237 545

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Harvey Norman Holdings Limited** (Company) and entitled to attend and vote hereby appoint:

☐

The Designated Proxy Holder (**mark box**)

**** Designated Proxy Holder means Geoffrey David Stein, or in his absence, Peter Joseph Wright**

OR if you are **NOT** appointing the Designated Proxy Holder as your proxy, please write the name of the person or body corporate (excluding the registered security holder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Designated Proxy Holder as my/our proxy at the Annual General Meeting of the Company to be held as a virtual meeting via <https://web.lumiagm.com/316079350> **on Wednesday, 24 November 2021 at 11.00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Designated Proxy Holder authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Designated Proxy Holder as my/our proxy or the Designated Proxy Holder of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 2, 6, 7, 8, 9 and 10, I/we expressly authorise the Designated Proxy Holder to exercise my/our proxy in respect of Resolutions 2, 6, 7, 8, 9, and 10, even though each of these Resolutions are connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

The Designated Proxy Holder intends to vote undirected proxies **in favour of all Resolutions.**

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		FOR	AGAINST	ABSTAIN*			FOR	AGAINST	ABSTAIN*
Res 2	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 6	Grant of Performance Rights to Gerald Harvey and permit Gerald Harvey to acquire shares in the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 3	Re-election of Director – Michael John Harvey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 7	Grant of Performance Rights to Kay Lesley Page and permit Kay Lesley Page to acquire shares in the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 4	Re-election of Director – Christopher Herbert Brown	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 8	Grant of Performance Rights to David Matthew Ackery and permit David Matthew Ackery to acquire shares in the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 5	Re-election of Director – John Evyn Slack-Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 9	Grant of Performance Rights to John Evyn Slack-Smith and permit John Evyn Slack-Smith to acquire shares in the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
					Res 10	Grant of Performance Rights to Chris Mentis and permit Chris Mentis to acquire shares in the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2021

**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

20 October 2021

[Shareholder name]
[Shareholder address]

Voter Access Code: [voter access code]

Notice of Annual General Meeting

Dear Shareholder

Virtual Annual General Meeting

Due to the restrictions on public gatherings in response to the ongoing COVID-19 pandemic, and in accordance with Article 41A of the Company's Constitution, the 2021 Annual General Meeting of Harvey Norman Holdings Limited ACN 003 237 545 (**2021 HVN AGM**) will be a virtual meeting held on Wednesday 24 November 2021 at 11am (AEDT).

You can attend the virtual 2021 HVN AGM online at the following website: <https://web.lumiagm.com/316079350>. To login you must have your Voting Access Code (VAC) (which is found at the top of this letter, on your proxy form or on your notification email) and your postcode or country code. You will be able to view the presentations, ask questions, make comments and vote online at the virtual 2021 HVN AGM.

If you are unable to attend the meeting, you may lodge a proxy at www.votingonline.com.au/hvnagm2021. To login, you must have your VAC and your postcode or country code.

Further information about how you can join, ask questions, make comments and vote at the virtual 2021 HVN AGM is set out in the Notice of Meeting and on our AGM website at <https://www.harveynormanholdings.com.au/2021agm>.

Notice of Meeting

The Notice of Meeting is now available online at the link set out below. It was also emailed to shareholders (who have provided an email address) today.

We will not be mailing hard copies of the Notice of Meeting by post to shareholders, except where Shareholders have specifically elected to receive a hard copy by post by contacting our Share Registry, Boardroom Pty Limited. Instead, the Notice of Meeting and accompanying Proxy Form, Explanatory Notes and Attachments (**Meeting Materials**) have been made available to shareholders electronically.

This means that:

- You can access the Meeting Materials online at the HVN website <https://www.harveynormanholdings.com.au/2021agm> or at our Share Registry's website www.investorserve.com.au by logging in and selecting Company Announcements from the main menu.
- A complete copy of the Meeting Materials has been lodged on HVN ASX Market Announcements page.

- If you have provided an email address to our Share Registry and have elected electronic communications, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials.
- If you have contacted our Share Registry and made a specific election to receive a hard copy of the Meeting Materials, these will be delivered to you by post.

Shareholder emails

By choosing to receive communications from HVN by email, we will be able to send you the Meeting Materials electronically. This email will include your personalised shareholder link to the latest details on the virtual 2021 HVN AGM, and instructions on how to participate, ask questions, make comments and vote at the virtual 2021 HVN AGM.

If you would like to receive electronic communications from HVN in the future, please update your communication preferences online at www.investorserve.com.au. If you have not yet registered, you will need your shareholder information including SRN/HIN details.

If you are unable to access the Meeting Materials online please contact our Share Registry, Boardroom Pty Limited at enquiries@boardroomlimited.com.au or 1300 737 760 (within Australia) or +61 2 9290 9600 (Outside Australia) between 8:30am and 5:30pm (AEDT) Monday to Friday.

Important dates

Below are important dates for shareholders regarding the virtual 2021 HVN AGM:

Notice of Meeting and information about the virtual Annual General Meeting (including how to lodge a proxy and vote) available at https://www.harveynormanholdings.com.au/2021agm	Wednesday 20 October 2021
Opening of online voting and submissions of questions or comments before the virtual Annual General Meeting	Wednesday 20 October 2021
Last day to submit questions or comments before the virtual Annual General Meeting ¹	Monday 22 November 2021
Last day to lodge a proxy before the virtual Annual General Meeting at www.votingonline.com.au/hvnagm2021	Monday 22 November 2021 11am (AEDT)
Annual General Meeting (virtual) at https://web.lumiagm.com/316079350	Wednesday 24 November 2021 11am (AEDT) Online registration will commence at 10am (AEDT)

This document was authorised to be provided to the ASX by the Board of Directors of Harvey Norman Holdings Limited.

Yours faithfully,



Chris Mentis
Company Secretary

¹ For the avoidance of doubt, shareholders will also be able to ask questions or make comments about the management of the Company during the virtual Annual General Meeting.