

**HARVEY NORMAN
HOLDINGS LIMITED**

A.C.N 003 237 545

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SILVERWATER DC, NSW 1811
AUSTRALIA

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10th October 2017

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

Dear Sir

We enclose a copy of the 2017 Notice of Meeting and Proxy form for Harvey Norman Holdings Limited which will accompany the Annual Report to shareholders.

We expect to have the printed Annual Report, Notice of Meeting and Proxy form forwarded to shareholders today.

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

Yours faithfully



Chris Mentis
Chief Financial Officer / Company Secretary

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of members of Harvey Norman Holdings Limited ACN 003 237 545 will be held at Tattersalls Club, 181 Elizabeth Street, Sydney, New South Wales on **Thursday 16 November 2017 at 11am (AEDT)**.

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 2017.

Note that members 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 2017.

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 Gerald 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 Chris Mentis, 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 Graham Charles Paton, 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."

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 **11am (AEDT) on Tuesday 14 November 2017**.

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

A body corporate which is a shareholder or the proxy of a shareholder may appoint an individual as its representative to exercise all or any of its powers that it could exercise at the AGM. The representative should bring to the AGM, original documentation evidencing his or her appointment, including any authority under which the appointment is signed.

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 Tuesday 14 November 2017**. 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. Proxy Form**

Dated this 10th day of October 2017



Chris Mentis
Company Secretary

ATTACHMENT A
VOTING EXCLUSION STATEMENT

HARVEY NORMAN HOLDINGS LIMITED ACN 003 237 545 ("Company")

On 16 November 2017 at the Annual General Meeting of its members, the Company will disregard any votes cast on the following proposed resolution:

Ordinary Business

Resolution 2 *To adopt the Remuneration Report as included in the Directors' Report for the year ended 30 June 2017.*

- (a) by 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 any 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 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; or
- the vote is not cast on behalf of any Key Management Personnel, or any closely related party of any Key Management Personnel.

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 2017

- 1.1 The Annual Report of the Company has been made available to members and is published on the Company's website (www.harveynormanholdings.com.au/annualreports.htm).
- 1.2 The Chairman will allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Company.
- 1.3 Members 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 Members are not required to vote on the Company's Financial Statements and the reports of the Directors and Auditor.

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 members 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 5 (inclusive)**.

- 2.7 Sections 250U, 250V and 250W of the Corporations Act provide that if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, members will be required to vote at the second of those annual general meetings on a resolution (**Spill Resolution**) that another meeting be held at which all of the directors of the Company, other than the Managing Director, must go up for re-election.
- 2.8 If the Spill Resolution is passed, the Company must convene the extraordinary general meeting within 90 days (**Spill EGM**). All directors, other than the Managing Director, will cease to hold office immediately before the end of the Spill EGM but may stand for re-election at the Spill EGM.

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.

The following Directors retire and submit themselves for re-election.

Resolution 3 – Gerald Harvey

- 3.2 Mr Gerald Harvey was the co-founder of Harvey Norman Holdings Limited in 1982 with Mr Ian Norman. Mr Harvey has overall executive responsibility for the strategic direction of the consolidated entity and in particular, property investments.

Resolution 4 – Chris Mentis

- 4.1 Mr Chris Mentis was appointed a director of the Company on 30 August 2007.

Mr Mentis joined the Company as Financial Controller on 15 December 1997. On 20 April 2006, he became Chief Financial Officer and Company Secretary. Mr Mentis is a Fellow of the Institute of Chartered Accountants and a Fellow of the Governance Institute of Australia, with extensive experience in financial accounting. Mr Mentis has overall executive responsibility for the accounting and financial matters of the consolidated entity.

Resolution 5 – Graham Charles Paton

- 5.1 Mr Graham Charles Paton was appointed a director of the Company on 20 June 2005 and appointed the Senior Independent Director on 16 December 2015. Mr Paton was appointed Chairman of the Nomination Committee on 16 December 2015 and Chairman of the Audit Committee on 9 March 2006 and is a member of the Remuneration Committee.

Mr Paton holds a Bachelor of Economics degree from the University of Sydney. During his twenty-three years as a partner of an international chartered accounting practice, he was involved in the provision of professional services to the retail industry. He retired from public practice in July 2001. Mr Paton is a Fellow and Life Member of CPA Australia and was the National President of that professional accounting body in 1993/1994. In 2001, he was awarded membership of the General Division of the Order of Australia for his services to the accounting profession and for his services to the deaf community through his chairmanship of the Shepherd Centre

for Deaf Children for the decade to 2001.

Mr Paton is an independent non-executive director of Gazal Corporation Limited, a company listed on the ASX.

Glossary

Term	Meaning
AEDT	Australian Eastern Daylight Savings Time
AGM, Annual General Meeting or Meeting	The Annual General Meeting of the Company
Article	An Article of the Constitution
ASX	Australian Securities Exchange
Board	The board of directors of the Company
Company	Harvey Norman Holdings Limited ACN 003 237 545
Consolidated entity	The Company and all controlled entities of the Company
Constitution	Articles of Association of the Company
Corporations Act	<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
Explanatory Notes	The explanatory notes set out in Attachment B to the Notice of Meeting
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 Remuneration Report
Notice of Meeting	This notice of meeting in respect of the 2017 AGM
Proxy Form	The proxy form in respect of the 2017 AGM, set out in Attachment C to the Notice of Meeting
Remuneration Report	The 2017 Remuneration Report as set out in the 2017 Annual Report of the Company

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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 Tuesday 14 November 2017.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/harveynormanagm2017
- 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:

(a) 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.

(b) 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 resolution. 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 resolution 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 resolution, your proxy may vote as he or she chooses. If you mark more than one box on a resolution for all your securities your vote on that resolution 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 Tuesday 14 November 2017**. 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** www.votingonline.com.au/harveynormanagm2017
- 📠 **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

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

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 securityholder) 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 at the **Tattersalls Club, 181 Elizabeth Street, Sydney, NSW 2000 on Thursday 16 November 2017 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.

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 becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 2, I/we expressly authorise the Designated Proxy Holder to exercise my/our proxy in respect of this Resolution even though Resolution 2 is connected with the remuneration of a member of the key management personnel for the Company.

The Designated Proxy Holder will vote all undirected proxies in favour of all Resolutions (including Resolution 2). If you wish to appoint the Designated Proxy Holder as your proxy with a direction to vote against, or to abstain from voting on a Resolution, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that Resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular resolution, 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*
Resolution 2	To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director – Mr Gerald Harvey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Director – Mr Chris Mentis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Re-election of Director – Mr Graham Charles Paton	<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 / / 2017