

**HARVEY NORMAN
HOLDINGS LIMITED**

A.C.N 003 237 545

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6 January 2020

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

Dear Sir / Madam,

Re: Performance Rights – Tranche 2

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

In accordance with the terms of issue relating to the Performance Rights – Tranche 2 granted to certain executive directors of the Company on 28 November 2016, as approved by shareholders at the Company's 2015 AGM:

- 240,000 Performance Rights – Tranche 2 vested on and become exercisable from 1 January 2020;
- 160,000 Performance Rights – Tranche 2 lapsed on 1 January 2020 as certain financial conditions relating those securities were not met.

None of the vested Performance Rights – Tranche 2 have been exercised.

Also attached is an Appendix 3Y for each of the following directors:

- Gerald Harvey
- Kay Lesley Page
- John Eryn Slack-Smith
- David Matthew Ackery
- Chris Mentis

Yours faithfully,



Chris Mentis
Company Secretary

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 number of performance rights on issue following lapsing due to certain financial conditions not being satisfied
1.4b	*Date of previous announcement to this update <i>Mandatory only if "Update" ticked in Q1.4 above.</i>	28 November 2016
1.4c	*Reason for cancellation <i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i>	
1.4d	*Date of previous announcement to this cancellation <i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i>	
1.5	*Date of this announcement	6 January 2020

Part 2 – Type of issue

Question No.	Question	Answer
2.1	<p>*The +securities the subject of this notification are: <i>Select whichever item is applicable.</i> <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] <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)? <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>	
2.2a.2	<p>And the date the options were exercised or other +convertible securities were converted: <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> <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>	
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)? <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>	
2.2b.2	<p>And the date the +securities were fully paid up: <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> <i>Note: If this occurred over a range of dates, enter the date the last of the securities was fully paid up.</i></p>	

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>A total of 400,000 Performance Rights – Tranche 2 were issued on 28 November 2016 (Performance Rights – Tranche 2).</p> <p>On 1 January 2020:</p> <ul style="list-style-type: none"> • 240,000 Performance Rights – Tranche 2 vested after certain financial conditions were satisfied; • 160,000 Performance Rights – Tranche 2 lapsed after certain financial conditions were not satisfied. 																		
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>https://www.asx.com.au/asxpdf/20151022/pdf/4328rfh_cblg6wb.pdf</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="323 1279 1347 1760"> <thead> <tr> <th>Name of KMP</th> <th>Name of registered holder</th> <th>Number of +securities</th> </tr> </thead> <tbody> <tr> <td>Gerald Harvey</td> <td>Same</td> <td>Vested: 37,500; Lapsed: 25,000.</td> </tr> <tr> <td>Kay Lesley Page</td> <td>Same</td> <td>Vested: 67,500; Lapsed: 45,000.</td> </tr> <tr> <td>John Eryn Slack-Smith</td> <td>Same</td> <td>Vested: 45,000; Lapsed: 30,000.</td> </tr> <tr> <td>David Matthew Ackery</td> <td>Same</td> <td>Vested: 45,000; Lapsed: 30,000.</td> </tr> <tr> <td>Chris Mentis</td> <td>Same</td> <td>Vested: 45,000; Lapsed: 30,000.</td> </tr> </tbody> </table>		Name of KMP	Name of registered holder	Number of +securities	Gerald Harvey	Same	Vested: 37,500; Lapsed: 25,000.	Kay Lesley Page	Same	Vested: 67,500; Lapsed: 45,000.	John Eryn Slack-Smith	Same	Vested: 45,000; Lapsed: 30,000.	David Matthew Ackery	Same	Vested: 45,000; Lapsed: 30,000.	Chris Mentis	Same	Vested: 45,000; Lapsed: 30,000.
Name of KMP	Name of registered holder	Number of +securities																		
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Chris Mentis	Same	Vested: 45,000; Lapsed: 30,000.																		

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>	<input type="checkbox"/> to raise additional working capital <input type="checkbox"/> to fund the retirement of debt <input type="checkbox"/> to pay for the acquisition of an asset <i>[provide details below]</i> <input type="checkbox"/> to pay for services rendered <i>[provide details below]</i> <input type="checkbox"/> other <i>[provide details below]</i> <i>Additional details:</i>
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>	
2.3	<p>*The +securities being issued are:</p> <p><i>Tick whichever is applicable</i></p>	<input checked="" type="checkbox"/> Additional +securities in an existing unquoted class that is already recorded by ASX ("existing class") <input type="checkbox"/> New +securities in an unquoted class that is not yet recorded by ASX ("new class")

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	No new Performance Rights being issued. Lapsing of 160,000 Vesting of 240,000
3A.3a	*Will the +securities being issued rank equally in all respects from their issue date with the existing issued +securities in that class?	Yes, for the Performance Rights which remain on issue and have vested
3A.3b	*Is the actual date from which the +securities will rank equally (non-ranking end date) known? <i>Answer this question if your response to Q3A.3a is "No".</i>	
3A.3c	*Provide the actual non-ranking end date <i>Answer this question if your response to Q3A.3a is "No" and your response to Q3A.3b is "Yes".</i>	
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>	

3A.3e	<p>*Please state the extent to which the +securities do not rank equally:</p> <ul style="list-style-type: none"> • in relation to the next dividend, distribution or interest payment; or • for any other reason <p><i>Answer this question if your response to Q3A.3a is "No".</i></p> <p><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></p>	
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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	
3B.2	<p>*Security type</p> <p><i>Select one item from the list</i></p> <p><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></p>	<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	<p>ISIN code</p> <p><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></p>	
3B.4	*Number of +securities being issued	
3B.5a	*Will all the +securities issued in this class rank equally in all respects from the issue date?	Yes or No
3B.5b	<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 Q3B.5a is "No".</i></p>	Yes or No
3B.5c	<p>*Provide the actual non-ranking end date</p> <p><i>Answer this question if your response to Q3B.5a is "No" and your response to Q3B.5b is "Yes".</i></p>	
3B.5d	<p>*Provide the estimated non-ranking end period</p> <p><i>Answer this question if your response to Q3B.5a is "No" and your response to Q3B.5b is "No".</i></p>	

3B.5e	<p>*Please state the extent to which the +securities do not rank equally:</p> <ul style="list-style-type: none"> • in relation to the next dividend, distribution or interest payment; or • for any other reason <p><i>Answer this question if your response to Q3B.5a is "No".</i></p> <p><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></p>	
3B.6	<p>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</p> <p><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></p>	
3B.7	<p>*Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?</p> <p><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></p> <p><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></p>	Yes or No
3B.8a	<p>Ordinary fully or partly paid shares/units details</p> <p><i>Answer the questions in this section if you selected this security type in your response to Question 3B.2.</i></p>	
	<p>*+Security currency</p> <p><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></p>	
	<p>*Will there be CDIs issued over the +securities?</p>	Yes or No
	<p>*CDI ratio</p> <p><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></p>	X:Y
	<p>*Is it a partly paid class of +security?</p>	Yes or No
	<p>*Paid up amount: unpaid amount</p> <p><i>Answer this question if answered "Yes" to the previous question.</i></p> <p><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></p> <p><i>The unpaid amount represents the unpaid or yet to be called amount on any security considered 'partly paid'.</i></p> <p><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>	X:Y

	<p>*Is it a stapled +security? <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>	Yes or No
3B.8b	<p>Option details <i>Answer the questions in this section if you selected this security type in your response to Question 3B.2.</i></p>	
	<p>*+Security currency <i>This is the currency in which the exercise price is payable.</i></p>	
	<p>*Exercise price <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>	
	<p>*Expiry date <i>The date on which the options expire or terminate.</i></p>	
	<p>*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 <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>	
3B.8c	<p>Details of non-convertible +debt securities, +convertible debt securities, or redeemable preference shares/units <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>*Type of +security <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>
	<p>*+Security currency <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>	
	<p>Face value <i>This is the principal amount of each security.</i> <i>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>	

	<p>*Interest rate type <i>Select one item from the list</i> <i>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>Frequency of coupon/interest payments per year <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>First interest payment date <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>	
	<p>Interest rate per annum <i>Answer this question if the interest rate type is fixed.</i></p>	<p style="text-align: center;">% p.a.</p>
	<p>*Is the interest rate per annum estimated at this time? <i>Answer this question if the interest rate type is fixed.</i></p>	<p>Yes or No</p>
	<p>If the interest rate per annum 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 fixed and your response to the previous question is "Yes". Answer "Unknown" if the date is not known at this time.</i></p>	
	<p>*Does the interest rate include a reference rate, base rate or market rate (e.g. BBSW or CPI)? <i>Answer this question if the interest rate type is floating or indexed</i></p>	<p>Yes or No</p>
	<p>*What is the reference rate, base rate or market rate? <i>Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".</i></p>	
	<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>	<p>Yes or No</p>
	<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>	<p style="text-align: center;">% p.a.</p>

	<p>*Is the margin estimated at this time? <i>Answer this question if the interest rate type is floating or indexed.</i></p>	Yes or No
	<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". Answer "Unknown" if the date is not known at this time.</i></p>	
	<p>*S128F of the Income Tax Assessment Act status applicable to the +security <i>Select one item from the list 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"> • "s128F exempt" means interest payments are not taxable to non-residents; • "Not s128F exempt" means interest payments are taxable to non-residents; • "s128F exemption status unknown" means the issuer is unable to advise the status; • "Not applicable" means s128F is not applicable to this security 	<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>	Yes or No
	<p>*Maturity date <i>Answer this question if the security is not perpetual</i></p>	
	<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>	Yes or No
	<p>*If yes, what is the first trigger date <i>Answer this question if your response to the previous question is "Yes".</i></p>	

	<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</p> <p><i>Answer this question if the security features include “converting”, “convertible”, “transformable” or “exchangeable”.</i></p> <p><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>	
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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>	160,000 lapsed on 1 January 2020; and 240,000 vested on 1 January 2020 (all originally issued on 28 November 2016)
4.1b	*What is their proposed date of issue? <i>Answer this question if your response to Q4.1 is “No”.</i>	
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.</i> <i>Answer this question if your response to Q4.2 is “Yes”.</i>	
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.</i> <i>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>	
4.2c	Please describe the consideration being provided for the +securities <i>Answer this question if your response to Q4.2 is “No”.</i>	Performance rights lapsed after certain financial conditions set out in their issue terms were not satisfied. Performance rights were originally offered under Company's Long Term Incentive Plan after shareholder approval at the Company's 2015 AGM.

Part 5 – Unquoted +securities on issue

Following the issue of the +securities the subject of this application, the unquoted issued +securities of the entity will comprise:

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.

Restricted securities should be included in table 5.1.

5.1	*ASX +security code and description	*Total number of +securities on issue
	Performance Rights – tranche 2 (vested but unexercised)	240,000
	Performance Rights – tranche 3	400,000
	FY19 Performance Rights	549,500
	FY20 Performance Rights	549,500

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 13¹ 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.

¹ *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).

6.2	<p>*Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1? <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 28 November 2016 given under Listing Rule 10.14
6.2a	<p>*Date of meeting or proposed meeting to approve the issue under listing rule 7.1 <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? <i>Answer this question if the response to Q6.1 is "No" and the response to Q6.2 is "No".</i></p>	No.
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? <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> <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>	
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)? <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? <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> <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>	

Introduced 01/12/19

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).

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.

Name of entity	Harvey Norman Holdings Limited
ABN	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.

Name of Director	Gerald Harvey
Date of last notice	17 December 2019

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.

Direct or indirect interest	Direct Interest
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	1 January 2020
No. of securities held prior to change	(A) 101,277,994 Fully paid ordinary shares (B) 125,000 Performance Rights (C) 65,500 FY19 Performance Rights (D) 65,500 FY20 Performance Rights
Class	(A) Fully paid ordinary shares (B) Performance Rights (C) FY19 Performance Rights (D) FY20 Performance Rights
Number acquired	(A) Not Applicable (B) Not Applicable (C) Not Applicable (D) Not Applicable

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Number disposed	(A) Not Applicable (B) 25,000 Performance Rights (C) Not Applicable (D) Not Applicable
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(A) Not applicable (B) Nil (C) Not applicable (D) Not Applicable
No. of securities held after change	(A) 101,277,994 Fully paid ordinary shares (B) 100,000 Performance Rights (C) 65,500 FY19 Performance Rights (D) 65,500 FY20 Performance Rights
Nature of change 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) Lapsing of 25,000 unvested Tranche 2 Performance Rights (C) Not applicable (D) Not applicable

Direct or indirect interest	Indirect Interest
Nature of indirect interest (including registered holder) 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) Sargon CT Pty Ltd (formerly named 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)
Date of change	Not applicable
No. of securities held prior to change	(Ai) 11,896,529 fully paid ordinary shares (Aii) 158,084,624 fully paid ordinary shares (B) 373,701 fully paid ordinary shares (C) 19,432,137 fully paid ordinary shares (D) 96,281,936 fully paid ordinary shares (E) 4,182,844 fully paid ordinary shares (F) Nil

+ See chapter 19 for defined terms.

Class	(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
Number acquired	(Ai) Not Applicable (Aii) Not Applicable (B) Not Applicable (C) Not Applicable (D) Not Applicable (E) Not Applicable (F) Not Applicable
Number disposed	(A) Not Applicable (Aii) Not Applicable (B) Not Applicable (C) Not Applicable (D) Not Applicable (E) Not Applicable (F) Not Applicable
Value/Consideration 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) Not Applicable (F) Not Applicable
No. of securities held after change	(Ai) 11,896,529 fully paid ordinary shares (Aii) 158,084,624 fully paid ordinary shares (B) 373,701 fully paid ordinary shares (C) 19,432,137 fully paid ordinary shares (D) 96,281,936 fully paid ordinary shares (E) 4,182,844 fully paid ordinary shares (F) Nil
Nature of change 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) Not Applicable (F) Not Applicable

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.

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Detail of contract	(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.
Nature of interest	(A) Security interest over 29,485,000 fully paid ordinary shares held by Mr Harvey
Name of registered holder (if issued securities)	(A) Gerald Harvey
Date of change	(A) Not applicable
No. and class of securities to which interest related prior to change <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
Interest acquired	(A) Not applicable
Interest disposed	(A) Not applicable
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	(A) Not applicable
Interest after change	(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

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

+ See chapter 19 for defined terms.

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.

Name of entity	Harvey Norman Holdings Limited
ABN	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.

Name of Director	Kay Lesley Page
Date of last notice	2 December 2019

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.

Direct or indirect interest	Direct Interest
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	
Date of change	1 January 2020
No. of securities held prior to change	(A) 9,421,397 Fully paid ordinary shares (B) 225,000 Performance Rights (C) 183,000 FY19 Performance Rights (D) 183,000 FY20 Performance Rights
Class	(A) Fully paid ordinary shares (B) Performance Rights (C) FY19 Performance Rights (D) FY20 Performance Rights
Number acquired	(A) Not applicable (B) Not applicable (C) Not applicable (D) Not applicable

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Number disposed	(A) Not applicable (B) 45,000 Performance Rights (C) Not applicable (D) Not applicable
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(A) Not applicable (B) Nil (C) Not applicable (D) Not applicable
No. of securities held after change	(A) 9,421,397 Fully paid ordinary shares (B) 180,000 Performance Rights (C) 183,000 FY19 Performance Rights (D) 183,000 FY20 Performance Rights
Nature of change 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) Lapsing of 45,000 unvested Tranche 2 Performance Rights (C) Not applicable (D) Not applicable

Direct or indirect interest	Indirect Interest
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	(A) K Page Pty Limited (B) Sargon CT Pty Ltd (formerly named AET Corporate Trust Pty Ltd, AET Structured Finance Services Pty Limited) (interest held by K L Page as trustee for Page 2003 Option Trust (Shares)) (C) K L Page Superannuation Fund Pty Limited (D) HVN Rights Plan Pty Ltd (beneficial interest held by K Page)
Date of change	Not applicable
No. of securities held prior to change	(A) 9,027,529 Fully paid ordinary shares (B) 373,703 Fully paid ordinary shares (C) 882,556 Fully paid ordinary shares (D) Nil
Class	(A) Fully paid ordinary shares (B) Fully paid ordinary shares (C) Fully paid ordinary shares (D) Fully paid ordinary shares
Number acquired	(A) Not applicable (B) Not applicable (C) Not applicable (D) Not applicable
Number disposed	(A) Not applicable (B) Not applicable (C) Not applicable (D) Not applicable

+ See chapter 19 for defined terms.

Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	(A) Not applicable (B) Not applicable (C) Not applicable (D) Not applicable
No. of securities held after change	(A) 9,027,529 Fully paid ordinary shares (B) 373,703 Fully paid ordinary shares (C) 882,556 Fully paid ordinary shares (D) Nil
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	(A) Not applicable (B) Not applicable (C) Not applicable (D) Not applicable

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.

Detail of contract	Not applicable
Nature of interest	Not applicable
Name of registered holder (if issued securities)	Not applicable
Date of change	Not applicable
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	Not applicable
Interest acquired	Not applicable
Interest disposed	Not applicable
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not applicable
Interest after change	Not applicable

Part 3 – +Closed period

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

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

⁺ See chapter 19 for defined terms.

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 30/09/01 Amended 01/01/11

Name of entity Harvey Norman Holdings Limited
ABN 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.

Name of Director	John Evyn Slack-Smith
Date of last notice	2 December 2019

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.

Direct or indirect interest	Direct Interest
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	
Date of change	1 January 2020
No. of securities held prior to change	(A) 327,925 fully paid ordinary shares (B) 150,000 Performance Rights (C) 109,000 FY19 Performance Rights (D) 109,000 FY20 Performance Rights
Class	(A) Fully Paid Ordinary Shares (B) Performance Rights (C) FY19 Performance Rights (D) FY20 Performance Rights
Number acquired	(A) Not Applicable (B) Not Applicable (C) Not Applicable (D) Not Applicable
Number disposed	(A) Not Applicable (B) 30,000 Performance Rights (C) Not Applicable (D) Not Applicable

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(A) Not Applicable (B) Nil (C) Not Applicable (D) Not Applicable
No. of securities held after change	(A) 327,925 fully paid ordinary shares (B) 120,000 Performance Rights (C) 109,000 FY19 Performance Rights (D) 109,000 FY20 Performance Rights
Nature of change 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) Lapsing of 30,000 unvested Tranche 2 Performance Rights (C) Not applicable (D) Not applicable

Direct or indirect interest	Indirect Interest
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	(A) J E Slack-Smith as trustee for Slack-Smith 2003 Option Trust (Shares) (B) Sargon CT Pty Ltd (formerly named AET Corporate Trust Pty Ltd, AET Structured Finance Services Pty Limited) (interest held by J E Slack-Smith as trustee for Slack-Smith 2003 Option Trust (Shares)) (C) Whitewoods Investments Pty Ltd as trustee for Whitewoods Trust (interest held by J E Slack-Smith as sole director of Whitewoods Investments Pty Ltd)) (D) HVN Rights Plan Pty Ltd (beneficial interest held by J E Slack-Smith)
Date of change	Not applicable
No. of securities held prior to change	(A) 13,252 Fully paid ordinary shares (B) 67,266 Fully paid ordinary shares (C) 648,000 Fully paid ordinary shares (D) Nil
Class	(A) Fully paid ordinary shares (B) Fully paid ordinary shares (C) Fully paid ordinary shares (D) Fully paid ordinary shares
Number acquired	(A) Not applicable (B) Not applicable (C) Not applicable (D) Not applicable
Number disposed	(A) Not applicable (B) Not applicable (C) Not applicable (D) Not applicable

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(A) Not applicable (B) Not applicable (C) Not applicable (D) Not applicable
No. of securities held after change	(A) 13,252 Fully paid ordinary shares (B) 67,266 Fully paid ordinary shares (C) 648,000 Fully paid ordinary shares (D) Nil
Nature of change 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) Not applicable (C) Not applicable (D) Not applicable

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.

Detail of contract	Not applicable
Nature of interest	Not applicable
Name of registered holder (if issued securities)	Not applicable
Date of change	Not applicable
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	Not applicable
Interest acquired	Not applicable
Interest disposed	Not applicable
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Not applicable
Interest after change	Not applicable

Part 3 – ⁺Closed period

⁺ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

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

⁺ See chapter 19 for defined terms.

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 30/09/01 Amended 01/01/11

Name of entity Harvey Norman Holdings Limited
ABN 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.

Name of Director	David Matthew Ackery
Date of last notice	2 December 2019

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.

Direct or indirect interest	Direct Interest
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	
Date of change	1 January 2020
No. of securities held prior to change	(A) 424,115 Fully paid ordinary shares (B) 150,000 Performance Rights (C) 109,000 FY19 Performance Rights (D) 109,000 FY20 Performance Rights
Class	(A) Fully Paid Ordinary Shares (B) Performance Rights (C) FY19 Performance Rights (D) FY20 Performance Rights
Number acquired	(A) Not Applicable (B) Not Applicable (C) Not Applicable (D) Not Applicable

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Number disposed	(A)Not Applicable (B)30,000 Performance Rights (C)Not Applicable (D)Not Applicable
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(A) Not Applicable (B) Nil (C)Not Applicable (D)Not Applicable
No. of securities held after change	(A) 424,115 Fully paid ordinary shares (B) 120,000 Performance Rights (C) 109,000 FY19 Performance Rights (D) 109,000 FY20 Performance Rights
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back(9)	(A) Not Applicable (B) Lapsing of 30,000 unvested Tranche 2 Performance Rights (C) Not Applicable (D) Not Applicable

Direct or indirect interest	Indirect Interest
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	(A) D M Ackery as trustee for Ackery 2005 Option Trust (Shares) (B) Sargon CT Pty Ltd (formerly named AET Corporate Trust Pty Ltd, AET Structured Finance Services Pty Limited) (interest held by D M Ackery as trustee for Ackery 2005 Option Trust (Shares)) (C) HVN Rights Plan Pty Ltd (interest held by D M Ackery)
Date of change	Not Applicable
No. of securities held prior to change	(A) 22,423 Fully paid ordinary shares (B) 149,483 Fully paid ordinary shares (C) Nil
Class	(A) Fully paid ordinary shares (B) Fully paid ordinary shares (C) Fully paid ordinary shares
Number acquired	(A) Not Applicable (B) Not Applicable (C) Not Applicable
Number disposed	(A) Not Applicable (B) Not Applicable (C) Not Applicable

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(A) Not Applicable (B) Not Applicable (C) Not Applicable
No. of securities held after change	(A) 22,423 Fully paid ordinary shares (B) 149,483 Fully paid ordinary shares (C) Nil
Nature of change 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) Not Applicable (C) Not Applicable

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.

Detail of contract	Not applicable
Nature of interest	Not applicable
Name of registered holder (if issued securities)	Not applicable
Date of change	Not applicable
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	Not applicable
Interest acquired	Not applicable
Interest disposed	Not applicable
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Not applicable
Interest after change	Not applicable

Part 3 – ⁺Closed period

⁺ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

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

⁺ See chapter 19 for defined terms.

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 30/09/01 Amended 01/01/11

Name of entity Harvey Norman Holdings Limited
ABN 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.

Name of Director	Chris Mentis
Date of last notice	2 December 2019

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.

Direct or indirect interest	Direct Interest
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	
Date of change	1 January 2020
No. of securities held prior to change	(A) 985,278 Fully paid ordinary shares (B) 150,000 Performance Rights (C) 83,000 FY19 Performance Rights (A) 83,000 FY20 Performance Rights
Class	(A) Fully paid ordinary shares (B) Performance Rights (C) FY19 Performance Rights (D) FY20 Performance Rights
Number acquired	(A) Not applicable (B) Not applicable (C) Not applicable (D) Not applicable

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Number disposed	(A) Not applicable (B) 30,000 Performance Rights (C) Not applicable (D) Not applicable
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(A) Not applicable (B) Nil (C) Not applicable (D) Not applicable
No. of securities held after change	(A) 985,278 Fully paid ordinary shares (B) 120,000 Performance Rights (C) 83,000 FY19 Performance Rights (D) 83,000 FY20 Performance Rights
Nature of change 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) Lapsing of 30,000 unvested Tranche 2 Performance Rights (C) Not applicable (D) Not applicable

Direct or indirect interest	Indirect Interest
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	(A) Prey Mantis Pty Ltd (Interest held by Prey Mantis Pty Ltd as trustee for The Mentis Superannuation Fund) (B) HVN Rights Plan Pty Ltd (beneficial interest held by C Mentis)
Date of change	Not applicable
No. of securities held prior to change	(A) 88,569 Fully paid ordinary shares (B) Nil
Class	(A) Fully paid ordinary shares (B) Fully paid ordinary shares
Number acquired	(A) Not applicable (B) Not applicable
Number disposed	(A) Not applicable (B) Not applicable
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(A) Not applicable (B) Not applicable
No. of securities held after change	(A) 88,569 Fully paid ordinary shares (B) Nil

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

<p>Nature of change 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 (B) Not applicable</p>
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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.

<p>Detail of contract</p>	<p>(A) Loan agreement and security deed between Mr Mentis and NMPG Pty Limited, ATF Mentis Family Trust to fund the exercise of options secured by resultant fully paid ordinary shares.</p> <p>(B) Loan agreement and security deed between Mr Mentis and NMPG Pty Limited, ATF Mentis Family Trust to fund the purchase of fully paid ordinary shares, secured by resultant fully paid ordinary shares.</p> <p>(C) Loan agreement and security deed between Mr Mentis and NMPG Pty Limited, ATF Mentis Family Trust to fund the purchase of fully paid ordinary shares, secured by resultant fully paid ordinary shares.</p>
<p>Nature of interest</p>	<p>(A) Security interest over 567,000 fully paid ordinary shares held by Mr Mentis in relation to loan advanced to Mr Mentis by NMPG Pty Limited ATF Mentis Family Trust pursuant to loan agreement</p> <p>(B) Security interest over 49,197 fully paid ordinary shares held by Mr Mentis in relation to loan advanced to Mr Mentis by NMPG Pty Limited ATF Mentis Family Trust pursuant to loan agreement</p> <p>(C) Security interest over 54,740 fully paid ordinary shares held by Mr Mentis in relation to loan advanced to Mr Mentis by NMPG Pty Limited ATF Mentis Family Trust pursuant to loan agreement</p>
<p>Name of registered holder (if issued securities)</p>	<p>(A) Chris Mentis (B) Chris Mentis (C) Chris Mentis</p>
<p>Date of change</p>	<p>(A) Not applicable (B) Not applicable (C) Not applicable</p>
<p>No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed</p>	<p>(A) 567,000 Fully paid ordinary shares (B) 49,197 Fully paid ordinary shares (C) 54,740 Fully paid ordinary shares</p>

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Interest acquired	(A) Not applicable (B) Not applicable (C) Not applicable
Interest disposed	(A) Not applicable (B) Not applicable (C) Not applicable
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	(A) Not applicable (B) Not applicable (C) Not applicable
Interest after change	(A) Security interest over 567,000 fully paid ordinary shares held by Mr Mentis in relation to loan advanced to Mr Mentis by NMPG Pty Limited ATF Mentis Family Trust pursuant to loan agreement (B) Security interest over 49,197 fully paid ordinary shares held by Mr Mentis in relation to loan advanced to Mr Mentis by NMPG Pty Limited ATF Mentis Family Trust pursuant to loan agreement (C) Security interest over 54,740 fully paid ordinary shares held by Mr Mentis in relation to loan advanced to Mr Mentis by NMPG Pty Limited ATF Mentis Family Trust pursuant to loan agreement

Part 3 – +Closed period

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

+ See chapter 19 for defined terms.