

**HARVEY NORMAN  
HOLDINGS LIMITED**

A.C.N 003 237 545

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AUSTRALIA

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7<sup>th</sup> October 2016

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

Dear Sir

We enclose a copy of the 2016 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

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# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of members of Harvey Norman Holdings Limited A.C.N. 003 237 545 will be held at Tattersalls Club, 181 Elizabeth Street, Sydney, New South Wales on **Monday 14 November 2016 at 11am (AEDT)**.

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## A G E N D A

### 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 2016.

#### Remuneration Report

2. To adopt the Remuneration Report as included in the Directors' Report for the year ended 30 June 2016.

*Note the vote on this resolution is advisory only and does not bind the directors or the Company.*

#### Dividends

3. To declare a dividend as recommended by the Board.

#### Election of Directors

4. To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That Ms. Kay Lesley Page, 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 Kenneth William Gunderson-Briggs, 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".

6. To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That Mr David Matthew Ackery, 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**

### **Changes to the Constitution – Variation of Rights**

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

"That Article 4(3) of the Constitution of Harvey Norman Holdings Limited be amended with effect from the close of the 2016 Annual General Meeting of Harvey Norman Holdings Limited in the manner outlined in the Explanatory Notes to this Notice of Meeting and set out in the amended Constitution tabled by the Chairman of the meeting and signed for the purposes of identification."

### **Changes to the Constitution – Alteration of Capital**

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

"That Article 37 of the Constitution of Harvey Norman Holdings Limited be amended with effect from the close of the 2016 Annual General Meeting of Harvey Norman Holdings Limited in the manner outlined in the Explanatory Notes to this Notice of Meeting and set out in the amended Constitution tabled by the Chairman of the meeting and signed for the purposes of identification."

### **Changes to the Constitution – Dividends**

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

"That Articles 86, 87 and 89 of the Constitution of Harvey Norman Holdings Limited be amended with effect from the close of the 2016 Annual General Meeting of Harvey Norman Holdings Limited in the manner outlined in the Explanatory Notes to this Notice of Meeting and set out in the amended Constitution tabled by the Chairman of the meeting and signed for the purposes of identification."

### **Changes to the Constitution – Capitalisation of Profits**

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

"That Article 94 of the Constitution of Harvey Norman Holdings Limited be amended with effect from the close of the 2016 Annual General Meeting of Harvey Norman Holdings Limited in the manner outlined in the Explanatory Notes to this Notice of Meeting and set out in the amended Constitution tabled by the Chairman of the meeting and signed for the purposes of identification."

### **Changes to the Constitution – Other Amendments**

11. To consider, and if thought fit, pass the following resolution as a special resolution with or without amendment:

"That the Constitution of Harvey Norman Holdings Limited be amended with effect from the close of the 2016 Annual General Meeting of Harvey Norman Holdings Limited in the manner outlined in the Explanatory Notes to this Notice of Meeting and set out in the amended Constitution tabled by the Chairman of the meeting and signed for the purposes of identification (excluding amendments referred to in Resolutions 7-10)."

## **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 Saturday 12 November 2016**.

## **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 **11 am (AEDT) on Saturday 12 November 2016**. 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 7<sup>th</sup> day of October 2016



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Chris Mentis, Company Secretary

## ATTACHMENT A

### VOTING EXCLUSION STATEMENT

#### HARVEY NORMAN HOLDINGS LIMITED A.C.N 003 237 545 ("Company")

On 14 November 2016 at the Annual General Meeting of its members, 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 2016.*

- (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 Glossary included at the end of these Explanatory Notes.

#### **Resolution 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 2016.**

- 1.1 The Annual Report of the Company has been made available to shareholders and is published on the Company's website ([www.harveynormanholdings.com.au/annualreports.htm](http://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.

#### **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 1 to 11 (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.

### **Resolution 3 - Declaration of Dividend**

- 3.1 Article 86(1) of the Constitution of the Company provides that the Company in a general meeting may declare a dividend if, and only if, the directors of the Company have recommended a dividend. Article 86(2) provides that a dividend shall not exceed the amount recommended by the directors of the Company.
- 3.2 The recommended final dividend is \$0.17 per share, fully franked, to be paid on Thursday 1 December 2016 to members registered at 5:00pm (AEDT) on Wednesday 2 November 2016. The total dividend for the year will be \$0.30 per share fully franked.

### **Resolutions 4 to 6 - Election of Directors**

- 4.1 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 4 -Kay Lesley Page***

- 4.2 Ms. Page joined Harvey Norman in 1983 and was appointed a director of Harvey Norman Holdings Limited in 1987. Ms. Page became the Chief Executive Officer of the Company in February 1999 and has overall executive responsibility for the consolidated entity.
- 4.3 Ms. Page is a member of the NSW Public Service Commission Advisory Board. Ms. Page is a director of the Retail Council and the Trustee of the Sydney Cricket and Sports Ground Trust.

#### ***Resolution 5 - Kenneth William Gunderson-Briggs***

- 5.1 Mr. Gunderson-Briggs was appointed a director of Harvey Norman Holdings Limited on 30 June 2003. Mr. Gunderson-Briggs is a chartered accountant and a registered company auditor. Mr. Gunderson-Briggs has been involved in public practice since 1982 and a partner in a chartered accounting firm since 1990. Mr. Gunderson-Briggs' qualifications include a Bachelor of Business from the University of Technology, Sydney and he is a Fellow of the Institute of Chartered Accountants. Mr. Gunderson-Briggs is a member of the Audit, Remuneration and Nomination Committees.
- 5.2 Mr Gunderson-Briggs is a non-executive director of API Limited and the Chairman of Glenaeon Rudolph Steiner School Limited.

#### ***Resolution 6 David Matthew Ackery***

- 6.1 Mr. Ackery was appointed a director of Harvey Norman Holdings Limited on 20 December 2005. Mr. Ackery has overall executive responsibility for the relationship between the consolidated entity and Harvey Norman home appliances, home entertainment and technology franchisees and strategic partners.
- 6.2 Mr. Ackery is a director of the public company, St. Joseph's College Foundation Limited.

## **Resolutions 7-11 - Changes to the Constitution**

- 7.1 Resolutions 7-11 propose changes to the Constitution which are aimed at ensuring that:
- (a) the Board's powers to issue securities other than shares and options are confirmed;
  - (b) the Board has sufficient power to deal with the share capital of the Company;
  - (c) the Board is able to declare and pay dividends without requiring shareholder approval;
  - (d) processes for dealing with shares and declaring dividends are streamlined; and
  - (e) the Constitution is generally up to date and consistent with the Corporations Act 2001 (Cth) and with the Listing Rules of the ASX.
- 7.2 Resolutions 7 through to 10 separately address amendments proposing that the requirement for shareholder approval be removed. Specifically, these resolutions seek to remove the requirement for shareholder approval in relation to:
- (a) the variation of rights attaching to shares by the issue of further shares;
  - (b) the alteration of share capital;
  - (c) the payment of dividends; and
  - (d) the capitalisation of profits.
- 7.3 Resolution 11 addresses a number of other changes which are proposed which do not concern any requirements in relation to shareholder approval.
- 7.4 An explanation of the proposed amendments is set out below.
- 7.5 A copy of the Constitution showing the proposed amendments is available on the Company's website at: [www.harveynormanholdings.com.au](http://www.harveynormanholdings.com.au). A printed copy of the Constitution showing the proposed amendments can be obtained by calling +61 2 9201 6104.
- 7.6 The Board unanimously recommends that shareholders vote in favour of the proposed changes to the Constitution.

### **Resolution 7 Amendments to Articles 4(3) of the Constitution (Variation of Rights)**

- 7.7 Currently, shareholder approval is required for the Company to issue further shares in a class of shares where the Company has more than one class of shares on issue pursuant to Article 4(3) of the Constitution. This is due to such an issue being deemed to be a variation of the rights attaching to existing shares.
- 7.8 Resolution 7 proposes that Article 4(3) of the Constitution be amended so that issues of further shares are not deemed to alter rights attaching to existing shares. This amendment would allow the Company to issue shares in any class of shares without seeking approval from members.
- 7.9 While Article 4(3) presently has no application to the Company as the Company's share capital is not split into different classes of shares, this amendment will provide the Company the flexibility to issue shares in all available classes of shares in future, in accordance with what the Board determines to be in the best interests of the Company.
- 7.10 The Board considers the proposed amended provisions to be appropriate and usual for an ASX listed company in the circumstances of the Company.



## **Resolution 8 Amendments to Article 37 of the Constitution (Alteration of Share Capital)**

- 8.1 The Corporations Act and the ASX Listing Rules set out various requirements for companies wishing to alter their share capital, including, in many cases, the approval of members of the company or the approval of members holding particular shares. In addition, Article 37 currently provides a further blanket requirement that the Company pass a resolution of members to alter the Company's share capital in certain ways, including to consolidate or subdivide the Company's issued share capital or to cancel shares.
- 8.2 Resolution 8 proposes that Article 37 of the Constitution be amended to allow the Company to alter its share capital in any manner permitted by the Corporations Act and the ASX Listing Rules.
- 8.3 If the amendment is passed, member approval for alterations of share capital will only be required if provided for in the Corporations Act or in the ASX Listing Rules.
- 8.4 It is also proposed that Article 37 be amended so that the requirement for shareholders to approve increases in the authorised share capital of the company is removed. The Board considers authorised share capital to be an outdated concept and not appropriate for a company in the position of Harvey Norman Holdings Limited. If Resolution 8 is passed the concept of an authorised share capital will be removed from the Constitution.

## **Resolution 9 Amendments to Articles 86, 87 and 89 of the Constitution (Dividends)**

- 9.1 At present a final dividend can only be paid by the Company where the Company in general meeting declares a dividend in accordance with the recommendation of the Board. This means that the Board cannot declare or pay final dividends unless shareholder approval is obtained.
- 9.2 It is proposed that that Articles 86 and 89 of the Constitution are amended to allow the Board to declare, determine and pay final dividends without shareholder approval being required.
- 9.3 In paying dividends, the Board and the Company will still be required to comply with the Corporations Act which sets out the circumstances in which a dividend can be paid.
- 9.4 A minor amendment is also proposed to Article 87 which currently provides that Board can pay interim dividends as justified by the profits of the company. It is proposed that reference to 'profits' of the Company in this Article is replaced with a reference to the 'financial position' of the Company. This proposed amendment responds to recent changes to the Corporations Act which mean that dividends no longer need to be declared out of company profits, but that the overall solvency and financial position of the Company needs to be assessed instead.
- 9.5 The amendments proposed in Resolution 9 are intended to streamline the process for declaring and determining dividends and remove restriction on the Company in being able to declare dividends.

## **Resolution 10 Amendments to Article 94 of the Constitution (Capitalisation of Profits)**

- 10.1 Resolution 10 proposes changes to Article 94 of the Constitution concerning the capitalisation of profits. Capitalisation of profits involves the Company converting its profits into capital, for instance via the issue of bonus shares to shareholders.
- 10.2 Currently, the Board requires shareholder approval to capitalise the profits of the Company. Resolution 10 proposes that Article 94 of the Constitution is amended to remove the requirement for shareholder approval.
- 10.3 This amendment is sought to generally facilitate the Boards ability to manage the Company in what the Board considers to be in the best interests of shareholders.

## **Resolution 11 Other amendments to the Constitution**

- 11.1 Resolution 11 proposes further changes to the Constitution with a view to generally updating the Constitution. These additional amendments are proposed in light of developments in the use of technology, changes in regulatory requirements and trends in corporate governance practices among other major ASX listed companies since the Constitution was originally adopted in 1987 and last amended on 23 November 2010.
- 11.2 Some of the proposed amendments confirm existing powers of the Company under the law and current Company practice. Other proposed amendments align the Company's constitution with restrictions or requirements contained in the ASX Listing Rules or the Corporations Act.
- 11.3 The proposed amendments are summarised below. A copy of the Constitution showing the proposed amendments is available on the Company's website at [www.harveynormanholdings.com.au](http://www.harveynormanholdings.com.au).
- 11.4 A hard copy of the Constitution showing the proposed amendments can be obtained by calling +61 2 9201 6104.

### **Consistency with the Listing Rules and Corporations Act**

- 11.5 Various amendments are proposed to the Constitution to ensure consistency with the Corporations Act and ASX Listing Rules, including to:
  - (a) add new Article 1A which requires the Constitution to be consistent with the ASX Listing Rules);
  - (b) amend Article 8 to change the circumstances in which the Company has a lien over shares to only those circumstances permitted under the ASX Listing Rule;
  - (c) amend Article 22 to change the circumstances in which the Board may suspend the registration of transfers to only those circumstances permitted under the ASX Listing Rules;
  - (d) delete Articles 33-36 dealing with the conversion of shares into stock as such conversion is no longer permitted under the Corporations Act;
  - (e) amend Articles 42, 42A and 55 to align the requirements for the provision of notice of meetings of members and the requirements in relation to proxy instruments with the requirements of the Corporations Act, including that the Company is to provide at least 28 days' notice of a meeting of its members;

- (f) amend the number of members that can demand that a vote on a resolution be conducted by poll pursuant to Article 47(1) of the Constitution, from a member or members holding at least 10% of voting rights or representing at least 10% of total paid up capital, to a member or members holding at least 5% of voting rights or representing at least 5% of total paid up capital in the Company, in accordance with the provision of the Corporations Act;
- (g) amend Article 50 to change the voting rights attaching to partly paid shares from one vote per partly paid share to a fraction of a vote equivalent to the amount paid up on the share, as required by the ASX Listing Rules;
- (h) amend Articles 58(2) and 63A so as to reflect additional requirements of the ASX Listing Rules in relation to the retirement and election of directors;
- (i) amend Article 71(i) to expressly require that directors who are precluded from voting on a matter due to a material interest are also not present while the matter is being considered by the Board as required by the Corporations Act;
- (j) amend Article 71(i) to allow a director to vote on a matter he or she would otherwise be precluded from voting on due to a material interest where voting is permitted under the Corporations Act - such permitted circumstance including where the other directors pass a resolution stating that the directors should not be disqualified from voting or where ASIC makes a declaration or order permitting the director to vote on the matter; and
- (k) amend Article 90 to ensure that the calculation of dividend entitlements on partly paid shares is consistent with the terms of issue of the partly paid shares and the ASX Listing Rules.

#### **Issues of securities and rights attaching to shares**

- 11.6 The following amendments to the Constitution are proposed to confirm and make explicit the ability of the Board to issue securities and deal with shares:
- (a) Article 2 is amended to explicitly provide for the issue of options over Company shares;
  - (b) new Articles 3 and 3A are inserted to explicitly provide that the Board may issue partly paid shares and other types of securities in the Company; and
  - (c) new Article 3C is inserted to explicitly allow the Board to deal with fractions of shares;
  - (d) Article 12 is amended to allow the Board to make calls on partly paid shares in any amount as permitted by the terms upon which the shares are issued, rather than only up to one quarter of the nominal values of the shares as currently provided for; and
  - (e) Article 90 is amended to allow the Board to issue shares with restricted dividend rights.
- 11.7 It is also proposed that Article 29 is amended to allow the liability of holders of forfeited shares to be released upon shareholder approval being obtained in general meeting.

## **Share Transfers, Registers and Certificates**

- 11.8 Amendments are also proposed to the Constitution to reflect the status of the Company's shares as CHESS approved securities and the applicability of ASX Listing Rules in relation to the transfer and of shares including to:
- (a) amend Articles 19, 20 and 21 and add new clause 21A to explicitly provide for the transfer of the Company's shares on market or otherwise in accordance with the procedures of the ASX;
  - (b) amend Article 7 to explicitly allow holding statements to be provided to members in place of share certificates, as permitted by the Corporations Act and the ASX Listing Rules;
  - (c) add new Article 21A to provide for restrictions on securities subject to escrow or ASX restriction agreements, as specifically required by the ASX Listing Rules; and
  - (d) add new Article 22A to allow different forms of registers to be kept and permit other actions to be taken by the Board to facilitate electronic or computerised trading of the Company's shares in each case as permitted under the Corporations Act and the ASX Listing Rules.

## **Company Administration**

- 11.9 Amendments are proposed to the Constitution to facilitate the administration of the Company, including to:
- (a) add new Article 84(5) confirming the Company's ability to execute documents without using the common seal;
  - (b) add new Article 95(5) to allow the Company to serve notices to members electronically where an electronic address for notices has been nominated by a member;
  - (c) amend Article 20 to allow for holder identification to be required upon a paper-based transfer of securities and to permit higher fees to be charged (in line with standard share registry practice).

## **Other Matters**

- 11.10 Other minor and incidental amendments to the Constitution are also proposed to clarify wording, remove reference to legislation no longer in force and convert various references in the Constitution to gender neutral language.

## 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	ASX Limited, or the market it operates, as the context requires
ASX Listing Rules	The listing rules of ASX Limited and other rules of ASX Limited which are applicable to the Company
Board	The board of directors of the Company
Company	Harvey Norman Holdings Limited A.C.N. 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
NED	Non-executive director of the Company
Notice of Meeting	This notice of meeting in respect of the 2016 AGM
Proxy Form	The proxy form in respect of the 2016 AGM, set out in Attachment C to the Notice of Meeting
Remuneration Report	The 2016 Remuneration Report as set out in the 2016 Annual Report of the Company

## 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](http://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 Saturday 12 November 2016.**

### 🖨 TO VOTE ONLINE

- STEP 1: VISIT [www.votingonline.com.au/harveynormanagm2016](http://www.votingonline.com.au/harveynormanagm2016)
- 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 security holder 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 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 Saturday 12 November 2016**. 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/harveynormanagm2016](http://www.votingonline.com.au/harveynormanagm2016)
- 📠 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.

☐

## 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 shareholder) 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 **Tattersalls Club, 181 Elizabeth Street, Sydney, NSW 2000 on Monday 14 November 2016 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 Items of business (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 an item, 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 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.

Ordinary Business		FOR	AGAINST	ABSTAIN*	Special Business		FOR	AGAINST	ABSTAIN*
Res 1	To receive the Company's Financial Statements, the Directors' Declaration and Directors' Report and Independent Audit Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 7	Amendments to Articles 4(3) of the Constitution (Variation of Rights)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 2	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 8	Amendments to Article 37 of the Constitution (Alteration of Share Capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 3	Declaration of Dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 9	Amendments to Articles 86, 87 and 89 of the Constitution (Dividends)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 4	Re-election of Director – Kay Lesley Page	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 10	Amendments to Article 94 of the Constitution (Capitalisation of Profits)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 5	Re-election of Director – Kenneth William Gunderson-Briggs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 11	Other amendments to the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 6	Re-election of Director – David Matthew Ackery	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

### STEP 3 SIGNATURE OF SHAREHOLDERS

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 / / 2016