

**HARVEY NORMAN HOLDINGS LIMITED**  
ACN: 002 269 132

**CODE OF CONDUCT**

<i>Policy Owner</i>	<i>Chief Risk Manager</i>
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## **1 Introduction**

Harvey Norman Holdings Limited and its subsidiaries (“Harvey Norman”) is a leading integrated retail and property company with operations in Australia, New Zealand, Singapore, Malaysia, Ireland and Slovenia. Harvey Norman’s mission is to:

- be recognised as a world leader in delivery of retail services in the fast moving consumer goods sector;
- generate superior returns for shareholders;
- create an inspiring workplace; and
- be welcomed in the communities in which we operate.

We will conduct our business with honesty, integrity and fairness so that our continued growth and success will enable us to achieve our mission.

We recognise that our reputation is one of our most valuable assets and is founded largely on the ethical behaviour of the people who represent Harvey Norman.

This Code sets principles for ethical behaviour by all Harvey Norman’s personnel including directors, employees, contractors and consultants. It provides a framework for maintaining and enhancing Harvey Norman’s reputation. It is about establishing common values and setting guidelines for acceptable behaviour.

The principles expressed in this Code govern our conduct wherever we operate and compliance with this Code is a condition of working for Harvey Norman. These principles are not exhaustive nor are they a restatement of the law. Importantly these principles should not serve as a replacement for basic common sense and responsibility.

Breaches of this Code will be treated seriously and will lead to disciplinary action.

## **2 Board Approval**

The Board of Directors has approved this Code. The Board may approve updates and amendments to this Code from time to time.

## **3 ASX Guidelines**

Harvey Norman is listed on the Australian Securities Exchange (“ASX”). Harvey Norman is committed to best practice in corporate governance standards and adheres to the ASX Corporate Governance Council Principles of Good Corporate Governance and Best Practice Recommendations.

## **4 Who does the Code of Conduct apply to?**

This Code applies to all Harvey Norman’s personnel including directors, officers, employees, contractors and consultants who act for us worldwide, within all sectors, regions, areas, and functions.

We expect the companies and individuals we do business with to conduct themselves with honesty, integrity, in compliance with all legal requirements, in an ethical and professional manner.

## **5 What is expected of you?**

You are expected to:

- (a) conduct business with honesty and integrity and in an ethical and professional manner that protects our reputation;
- (b) understand and comply with legal requirements and Harvey Norman policies;
- (c) avoid any activities that could involve or potentially involve any unethical behaviour, unlawful practices or harm to Harvey Norman's reputation;
- (d) avoid actual or potential conflicts of interest;
- (e) safeguard confidential information of Harvey Norman and respect the confidential information of other parties with whom we do business or compete; and
- (f) promptly report to Harvey Norman any breach of law or regulation, ethical principles or Harvey Norman policies.

These requirements are not just about operating within the law, but are also about acting as responsible citizens, being honest and trustworthy and showing respect for others.

Importantly, these expectations extend beyond Harvey Norman premises and normal working hours to personnel fulfilling their roles while on Harvey Norman business at functions, conferences, social events and training courses and while on business trips. It also extends to any other situation where personnel can be associated with Harvey Norman.

## **6 What are Managers' responsibilities?**

Managers have the additional responsibility of serving as role models for these principles by visibly demonstrating support and by consistently encouraging adherence to them.

Managers must be available to provide their personnel with guidance on ethical behaviour and compliance relevant to their role and responsibilities. Managers are also responsible for creating an environment that encourages open discussion about ethical concerns.

## **7 Key Individuals**

The following additional principles govern the conduct of each director and key executive of the company ("Key Individuals"):

- (a) Each Key Individual must disclose to the Board (of Harvey Norman) all situations where the interest of the Key Individual is in conflict with, or appears to be in conflict with the interests of the Company and otherwise act in accordance with the law in relation to that conflict of interest
- (b) Each Key Individual must not take advantage of property, information or position, or opportunities arising from the property, information or position of the Company, for personal gain of the Key Individual or any other person, or to compete with the Company
- (c) Key Individuals (and their associates) must comply with the "Securities Trading Policy".

## **8 Compliance and the Code of Conduct**

All Harvey Norman personnel must observe the spirit and the letter of the law and exercise high standards of ethical conduct when dealing with:

- (a) shareholders, creditors and general community;
- (b) customers, consumers and suppliers;
- (c) employment practices; and
- (d) the community.

One of Harvey Norman's primary mechanisms for ensuring legal compliance and fostering a positive and ethical business environment is Harvey Norman's risk management framework.

The main objectives of the risk management framework is to identify compliance risks, maintain appropriate internal controls that address these risks and provide monitoring systems to detect illegal or unethical conduct.

In addition, the framework provides detailed policies that, together with other Harvey Norman policies, provide a more practical translation of the requirements, values and principles expressed in this Code.

This Code facilitates Harvey Norman's compliance with its legal and regulatory obligations and maintenance of high standards and Harvey Norman's reputation as a good corporate citizen.

## **9 Business Dealings**

You must comply with the spirit and letter of the law, and exercise high standards of ethical conduct, in all business dealings, including those with customers, consumers and suppliers. You must actively promote compliance by Harvey Norman with all laws and regulations affecting Harvey Norman's operations.

Relevant laws include competition and consumer protection legislation. For example, in all Harvey Norman's Australian business dealings, you must comply with the Trade Practices Act which:

(a) prohibits many forms of anti-competitive conduct (such as price fixing, boycotts, resale price maintenance, third line forcing and misuse of market power); and

(b) protects consumers (for example, by prohibiting misleading conduct and establishing minimum standards for goods and services).

In particular, we must ensure that all goods and services we supply to customers, consumers and the community meet Harvey Norman's high quality standards as well as those standards required by the law.

In our business dealings, the giving or receiving of unacceptable payments by Harvey Norman personnel, such as inducements, bribes, secret commissions or secret profits, is not permitted under any circumstances.

### **10 Intellectual Property**

In the course of your work you may create items that are protected or protectable under intellectual property laws, such as the laws concerning copyright, patents, trade marks, designs, and circuit layouts.

If you are an employee of Harvey Norman all intellectual property rights created in the course of your work will be owned by Harvey Norman entity that employs you from the time of their creation. You must co-operate in securing those rights for Harvey Norman.

### **11 Confidentiality and Privacy**

In your work, you may have access to information that is confidential to Harvey Norman. Reasonable steps must be taken to maintain its confidentiality. You must not use it or disclose it to any person except in the proper performance of your duties for Harvey Norman, unless you obtain an appropriate manager's prior written consent or unless you are required by law to disclose it.

Your confidentiality obligations:

(a) continue after you cease to be engaged by Harvey Norman; and

(b) do not apply to information that is in the public domain or comes into the public domain other than through a breach of your confidentiality obligations.

Examples of information that you must treat as confidential are your password for accessing any Harvey Norman computer system and any Harvey Norman personnel records to which you have access.

In addition, you must comply with privacy laws, particularly in relation to the collection, use and handling of personal information.

### **12 Inside Information and Securities Trading**

As part of your role you may have access to inside information that is information which is not generally available and which, if the information were generally

available, a reasonable person would expect to have a material effect on the price of Harvey Norman shares.

You must not buy, sell or otherwise deal in Harvey Norman shares while in possession of inside information. In addition, you must not encourage anyone else to deal in Harvey Norman shares while you possess inside information, or pass the inside information to anyone else if you know, or ought reasonably to know, they will deal in Harvey Norman shares or encourage someone else to do so.

Reference should be made to the Harvey Norman Holdings Limited "Securities Trading Policy" for further details on the trading of Harvey Norman securities.

### **13 Our Working Environment**

Workplace safety is a high priority for Harvey Norman. Harvey Norman's Health, Safety and Environment Policy sets objectives of zero harm or injury to employees, neighbours and the environment resulting from Harvey Norman's operations in countries in which it operates.

Harvey Norman is committed to providing a safe and satisfying working environment in which everyone is treated fairly and with respect and where employment decisions are based upon merit. Harvey Norman is also committed to observing the spirit and letter of applicable laws, including its industrial awards and agreements.

Harvey Norman has various workplace standards so that it can meet these commitments:

Anti-Discrimination and Anti-Harassment - Harvey Norman respects the human potential of all personnel and others who work in or visit its workplaces or sites. Harvey Norman values the diversity of its personnel and endeavours to be fair by hiring, training and rewarding its personnel based on merit, experience or other work-related criteria.

Harvey Norman has an Anti-Harassment Policy setting out the requirements of Harvey Norman to facilitate prevention of acts of harassment in the workplace and for incidents, if they occur, to be recorded, investigated, conciliated and resolved in a fair and equitable manner.

Harvey Norman is committed to creating a workplace:

- where everyone is treated fairly and equally;
- in which no-one is discriminated against on the basis of characteristics such as gender, age, race, religion, sexual preference or marital status; and
- in which no personnel or others who work in or visit its workplaces or sites is subject to, or commit an act of harassment while engaged in Harvey Norman's business or on Harvey Norman's premises.

Equal Employment Opportunity - Harvey Norman has an Equal Employment Opportunity Policy setting out what to do if any personnel have been discriminated against and to facilitate fair and equitable treatment of personnel in their working relationship with Harvey Norman.

Workplace Issue Resolution - You are expected to maintain a harmonious workplace and to contribute to the resolution of workplace issues and disagreements in a prompt, fair and impartial manner. Harvey Norman will ensure that workplace issues and disagreements are promptly and properly investigated.

Performance Management - The primary objective of Harvey Norman's performance management process is to improve performance and to correct inappropriate behaviour. Accordingly:

- (a) performance and behaviour requirements will be clearly communicated so they are understood by all Harvey Norman personnel;
- (b) unsatisfactory performance and inappropriate behaviour will be promptly identified;
- (c) Harvey Norman personnel will receive appropriate training in order to properly perform their role; and
- (d) performance management processes will be applied fairly, impartially and with appropriate confidentiality.

Protection of the Company's Assets - Harvey Norman has many business systems in place to help it operate effectively, including internet and e-mail facilities. Harvey Norman allows access to and use of e-mail and/or internet for legitimate work-related purposes and will not tolerate inappropriate use of its computer facilities. Harvey Norman will regularly audit material viewed and down-loaded by personnel as well as information sent from and received by Harvey Norman's computer systems.

You must protect Harvey Norman property and the belongings of others from theft, misappropriation and misuse. Assets of Harvey Norman must be used properly for the legitimate business purposes of Harvey Norman.

Health, Safety and Environment - You are expected to protect your health and safety and that of all Harvey Norman personnel and other persons who work in or visit our workplaces. We require all operations to comply with legal requirements and Harvey Norman's Health, Safety and Environment Policy.

Our systems and procedures, together with our Health, Safety and Environment Manual, provide for the identification, assessment and management of risks relating to Harvey Norman's workplaces, sites and business operations. Harvey Norman is committed to providing support and training for personnel so that they understand their occupational health and safety obligations and have practical guidance for managing risks.

Drugs and Alcohol - It is essential that all personnel who work in or visit Harvey Norman's workplaces or sites can safely and competently perform their work duties. Your ability to perform your job properly may be affected if you take alcohol or drugs. Taking drugs and alcohol, or misusing medications, may also affect your safety, the safety of others and affect Harvey Norman's business operations.

Harvey Norman is committed to having systems and procedures in place so that personnel are fit for work at all times and understand their obligations in relation to alcohol, drugs and prescription medications.

#### **14 Conflicts of Interest**

You should avoid placing yourself in situations or entering arrangements involving an actual or potential conflict between your personal interests and those of Harvey Norman.

Examples of conflicts of interest include:

- (a) actively participating in outside business activities which compete with Harvey Norman;
- (b) utilising commercially sensitive or confidential information of Harvey Norman for purposes other than those of Harvey Norman;
- (c) taking a personal advantage of a business opportunity you became aware of through your role in Harvey Norman; and
- (d) engaging in conduct or activities that conflicts with your ability to perform your duties and responsibilities to Harvey Norman.

Harvey Norman personnel must disclose to the Board all situations where the interest of the individual is in conflict with, or appears to be in conflict with the interests of Harvey Norman, and otherwise act in accordance with the law in relation to that conflict of interest.

#### **15 Transactions with Harvey Norman and Disclosure**

If you are a director or member of Senior Management, any transactions with Harvey Norman involving you, your immediate family or any companies or other entities controlled by you or them or in which they have a substantial interest, must first be disclosed to the Harvey Norman Board who will decide whether it is appropriate for the transaction to proceed. Examples of transactions requiring disclosure include:

- (a) you entering a consulting agreement with a Harvey Norman company; and
- (b) you, or a company you or your family controls, entering into a contract to supply goods or services to a Harvey Norman company.

#### **16 How do I report wrongdoing?**

All personnel are responsible for promptly raising concerns about any possible serious misconduct or unethical behaviour within Harvey Norman. This includes the potential misconduct of directors, employees, consultants and contract or temporary workers. Ideally, you should raise concerns before problems develop. By stepping forward and raising concerns, you are fulfilling one of your responsibilities to Harvey Norman.

You should consider reporting serious misconduct or unethical behaviour to your immediate supervisor and should look to address your concerns through normal internal channels. If this does not result in a satisfactory outcome, or if it is not possible or appropriate to make a report to your immediate supervisor, you should make a report under Harvey Norman's "Whistleblower Policy". You can make a report under Harvey Norman's "Whistleblower Policy" by e-mailing it to the Head of Audit at [whistleblower@au.harveynorman.com](mailto:whistleblower@au.harveynorman.com) or by delivering it to the Head of Audit's office.

All reports made under Harvey Norman's "Whistleblower Policy" will be thoroughly investigated. The types of things you should report may include any actual or suspected:

- (a) breach of the law;
- (b) breach of ethics, this Code of Conduct or other Harvey Norman policies;
- (c) corrupt activities;
- (d) significant mismanagement or waste of funds or resources;
- (e) abuse of authority;
- (f) serious harm to public health, safety or environment or the health and safety of you or any Harvey Norman personnel; and
- (g) action taken against, or harm suffered by, Harvey Norman personnel as a result of making a report under Harvey Norman's "Whistleblower Policy".

You will not be disadvantaged in your employment with Harvey Norman for making a report in accordance with Harvey Norman's "Whistleblower Policy". You should refer to the Harvey Norman "Whistleblower Policy" for more details.

### **17 How should I handle a situation not covered in this Code?**

If you have any questions that are not specifically addressed, please speak with your manager, local Human Resources representative, or Chief Risk Manager. Never hesitate to ask questions, raise concerns, or seek the guidance or assistance you need.

### **18 What happens if I breach this Code?**

All Harvey Norman personnel are expected to comply with this Code. Breaches of this Code will lead to disciplinary action.

### **19 Where can I get further information?**

Harvey Norman personnel can direct their questions about this Code to their manager or supervisor and, where necessary, Human Resources will be consulted. Shareholders, consumers and members of the community can contact:

The Company Secretary  
Harvey Norman Holdings Limited  
Locked Bag 2  
Silverwater DC NSW 1211