



HALO TECHNOLOGIES HOLDINGS LIMITED
ACN 645 531 219
NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Shareholders of Halo Technologies Holdings Limited ('HALO or Company') will be held at 10:00 am AEST on Monday, 27 May 2024 via webcast hosted on the Zoom Workplace platform <https://bit.ly/halo2024agm> (Meeting).

The Explanatory Notes to this Notice provide additional information on the matters to be considered at the Meeting. The Explanatory Notes and the Proxy form part of this notice.

AGENDA

A. Welcome by the Chairman

B. Review of the Financial Statements, Directors' Report and Auditor's Report for HALO (and its controlled entities) for the period ending 31 December 2023

To receive and consider the Financial Report, the Directors' Report and Auditor's Report of the Company for the year ended 31 December 2023.

C. Resolutions

Resolution 1: Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company:

"To adopt the Remuneration Report for the year ended 31 December 2023."

Notes:

- In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the Directors or the Company.
- A voting exclusion statement applies to this resolution, as set out in the Explanatory Notes.

Resolution 2 – Re-election of Ms Philippa Lewis

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company:

"That, Philippa Lewis, being a director who is retiring in accordance with Clause 10.2(b) of the Company's Constitution and, being eligible, offers herself for re-election, be elected as a Director of the Company."

Resolution 3 – Re-election of Mr Peter Oxlade

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company:

"That, Peter Oxlade, being a director who is retiring in accordance with Clause 10.2(d) of the Company's Constitution and, being eligible, offers himself for re-election, be elected as a Director of the Company."

Resolution 4: Additional 10% Placement Capacity

To consider and, if thought fit, to pass the following as a **special** resolution of the Company:

"For the purpose of Listing Rule 7.1A and for all other purposes, to approve the issue of additional Equity Securities up to 10% of the issued capital of the Company (at the time of issue), calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 over a 12- month period and on the terms and conditions set out in the Explanatory Memorandum."

Note: A voting exclusion statement applies to this resolution. (See Explanatory Notes for details)

Resolution 5: Renewal of Proportional Takeover Provisions

To consider and, if thought fit, pass the following Resolution as a **special** resolution of the Company:

"That, for the purposes of section 648G of the Corporations Act and for all other purposes, approval is given for the Company to renew the proportional takeover provisions in its Constitution, effective immediately."

Resolution 6: Spill Resolution (conditional item)

That, subject to and conditional on at least 25% of the votes validly cast on the resolution to adopt the Remuneration report for the year ended 31 December 2023 being cast against the adoption of the report:

- (a) An extraordinary general meeting of the Company (the 'spill meeting') be held within 90 days after the passing of this resolution;
- (b) All of the directors who were directors of the Company when the resolution to make the Directors' report for the year ended 31 December 2023 was passed, and who remain in office

- at the time of the spill meeting, cease to hold office immediately before the end of the spill meeting; and
- (c) Resolutions to appoint persons to offices that will be vacated immediately before the end of the spill meeting be put to the vote at the spill meeting.

This resolution will only be put to the AGM if at least 25% of the votes validly cast on Resolution 1 are against that resolution. If you do not want a spill meeting to take place, you should vote 'for' resolution 1. If you want a spill meeting to take place, you should vote 'against' resolution 1.

Note: A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

ENTITLEMENT TO VOTE

The Directors have determined that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7:00 p.m. (AEST) on 25 May 2024 (**Entitlement Time**) subject to any applicable voting exclusion.

This means that if you are not the registered shareholder at the Entitlement Time, you will not be entitled to attend or vote at the Annual General Meeting.

MEETING ATTENDANCE

The Meeting will be held virtually via webcast and hosted on an online platform. Any security holder who wishes to attend the Meeting virtually may do so by accessing the following link: <https://bit.ly/halo2024agm>

When registering into the online platform, those attending the Meeting must enter their Voter Access Code from their shareholder letter, proxy form or meeting notification e-mail.

The Company recommends that Shareholders log in to the online portal at least 15 minutes prior to the start of the Meeting to ensure their internet connections and devices are working and to attend to registration requirements.

If you choose to participate online on the day of the meeting you will be able to view the webcast of the Meeting, ask the Directors questions online or orally and submit your vote in real time.

VOTING OPTIONS AND PROXIES

Voting

To vote online during the meeting you will need to register for the meeting <https://bit.ly/halo2024agm>. Following registration, you will receive the meeting link to join the meeting.

on your smartphone, tablet, or computer. You will need the latest versions of Chrome, Safari, Edge, or Firefox. Please ensure your browser is compatible.

If you do not plan to attend the Meeting in person, you are encouraged to lodge your proxy vote online at <https://www.votingonline.com.au/haloagm2024>

Voting by Proxy

A Shareholder who is entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote in place of the Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy

may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company. A body corporate appointed as a shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence (in an electronic format capable of distribution by email) of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Subject to the specific proxy provisions applying to Resolution 1 (see the Explanatory Notes below):

- If a Shareholder has not directed their proxy how to vote, the proxy may vote (or abstain from voting) as the proxy determines; and
- If a Shareholder appoints the Chairman of the Meeting as proxy and does not direct the Chairman how to vote on an item of business, the Chairman will vote in accordance with his voting intention as stated in this Notice of Meeting, namely in favour of each of the proposed resolutions set out in the Notice of Meeting (except the conditional item where the Chairman will vote against the resolution).

Proxy Voting by the Chairman

For Resolution 1 where the Chairman is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chairman is to vote on Resolution 1, the Shareholder is directing the Chairman to vote in accordance with the Chairman's voting intentions for this item of business, even though Resolution 1 is connected directly or indirectly with the remuneration of key management personnel (**KMP**).

The Chairman intends to vote all undirected proxies in favour of the resolutions in the Notice of Meeting, including Resolution 1. (except for resolution 6 (conditional item) where he will vote against the resolution.)

To be effective, an online Proxy vote must be lodged at <https://www.votingonline.com.au/haloagm2024> **no later than** 10:00 a.m. (AEST) on 25 May 2024 (**Proxy Deadline**).

1. Enter your Postcode (if within Australia) OR Country of Residence (if outside Australia)
2. Enter your Voting Access Code (VAC) – As displayed on your shareholder letter.
3. Follow the prompts to vote on each resolution

Proxy Forms

For shareholders who have requested a proxy form, the form must be completed, signed, and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's Share Registry, as an original or by facsimile, **no later than** 10:00 a.m. (AEST) on 25 May 2024 (**Proxy Deadline**).

Proxy forms may be submitted in one of the following ways:

- (i) By mail to Boardroom Pty Limited, GPO Box 3993 Sydney NSW 2001 Australia. Please allow sufficient time so that it reaches Boardroom Pty Limited by the Proxy Deadline;

- (ii) By fax to Boardroom Pty Limited on +61 2 9290 9655 (within Australia);
- (iii) By email to proxy@boardroom.com.au;
- (iv) Online via the Company's Share Registry website at www.votingonline.com.au. Please refer to the Proxy Form for more information; or
- (v) By hand delivery to Boardroom Pty Limited at Level 8, 210 George Street, Sydney NSW 2000.

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

CORPORATE REPRESENTATIVES

Where a shareholding is registered in the name of a corporation, the corporate Shareholder may appoint a person to act as its representative to attend the Meeting by providing that person with:

- (i) a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- (ii) a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

By Order of the Board

Halo Technologies Holdings Limited

Natalie Climo

Company Secretary

26 April 2024

Explanatory Notes

Financial Statements and Reports

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be presented at the Meeting. The Financial Report comprises the consolidated financial report of the Company and its controlled entities.

There is no requirement for a formal resolution on this item.

The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, BDO Audit & Assurance (**BDO**), questions about the Auditor's Report, the conduct of its audit of the Company's Financial Report for the year ended 31 December 2023, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of BDO in relation to the conduct of the audit.

Shareholders may submit written questions to the Company in relation to the above matters. Written questions must be received no later than 5.00 p.m. (AEST) on 15 May 2024.

Resolution 1 – Adoption of Remuneration Report

Reasons for Resolution

In accordance with section 300A of the Corporations Act the Company has proposed a Remuneration Report for the consideration of Shareholders.

As provided by section 250R(3) of the Corporations Act, the resolution on this item of business is advisory only and does not bind the Board or the Company. The objective of the Company's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered.

According to the Act, if at least 25% of the votes validly cast on the resolution to adopt the Remuneration report at two consecutive annual general meetings are against the resolution, Shareholders must be given an opportunity to vote on a 'spill resolution' (as set out in resolution 4) at the second meeting. This is known as the 'two strikes' rule. Due to the two strikes rule, votes against the resolution proposed in resolution 1 may lead to a further meeting to elect directors.

At the Company's FY22 AGM held in May 2023, at least 25% of the Shareholders voted against the adoption of the Remuneration Report, resulting in a "first-strike" under sections 250u – w of the Act. The Directors have therefore considered the votes cast at that AGM regarding the acceptability of the FY22 remuneration report by Shareholders and given the rather low number of votes cast at the 2022 AGM the Board does not consider this as a widespread shareholder dissatisfaction rather was indicative of poor shareholder engagement.

If, when the Remuneration Report for FY23 is put to Shareholders at the Meeting, 25% or more of the vote is recorded against the adoption of the report, a "second strike" will be recorded and Shareholders will be required to vote, at the Meeting, on a "spill motion", i.e. a motion to decide whether all directors will be required to stand for re-election within 90 days of the AGM. Directors

and KMP and their closely related parties will not be permitted to vote on this resolution. If the spill motion is passed, as an ordinary resolution, then a meeting must be called within 90 days, to allow for voting on the re-election of the Directors.

The Directors, however, believe that substantial steps have been taken to address the concerns of Shareholders, and believe that the Company's current remuneration structure is appropriate to the circumstances of the business, striking a balance between the interests of Shareholders in value creation and the need to attract, motivate and retain experienced and skilled executives.

Directors' Recommendation

Noting that each Director of the Company has a personal interest in their own remuneration the subject of this resolution, the Board does not consider it appropriate to make a recommendation to Shareholders in relation to voting on this resolution.

Voting Exclusion Statement

As required by the Corporations Act, the Company will disregard any votes cast on resolution 1 by any member of the Company's KMP or a Closely Related Party of any such KMP unless the person:

- (i) votes as a proxy appointed by writing that specifies how the person is to vote on the resolution; or
- (ii) is the Chairman of the Meeting and votes as a proxy appointed by writing that authorises the Chairman to vote on the resolution even though that resolution relates to the remuneration of a member of the Company's KMP.

What this means for Shareholders: If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on Resolution 1. If you intend to appoint the Chairman of the Meeting as your proxy, you can direct him how to vote by marking the boxes for Resolution 1 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Resolution 1 and give the Chairman your express authority to vote your undirected proxy (in which case the Chairman will vote in favour of this item of business).

Shareholders should be aware that the Chairman intends to vote all undirected proxies given to the Chairman in favour of the resolutions of the Annual General Meeting, including this Resolution 1, subject to compliance with the Corporations Act. (except Resolution 6 (conditional item) where he will vote against the resolution).

Resolution 2 – Re-election of Director – Ms Philippa Lewis

In accordance with the Company's Constitution and ASX Listing Rule 14.5, an entity must hold an election of directors at each annual general meeting.

Ms Lewis was appointed as a director on 21 May 2021. Being eligible, she makes herself available for election at this Meeting. Details relevant to the consideration of Ms Lewis's appointment are set out below.

Ms Lewis is a professional company director with over 30 years of global, commercial experience. She has been a director and CEO in the digital, medtech, healthcare and life sciences sectors. As a strategic futurist she has founded multiple companies, led local and North American IPOs, reverse mergers, complex merger and acquisition transactions, raised and managed strategic capital for private and listed entities and has been engaged in multi-lateral joint ventures within North America, Europe and China. Philippa is appointed as Non-Executive Chair of Imunexus Therapeutics Ltd; a public unlisted company in the oncology therapeutics sector and as a Non-Executive Director of Aquitas Pty Ltd, a privately owned residential aged care merger and acquisition consolidation and The Global Centre for Modern Aging

Having regard to the ASX Principles, the Company's Board regards Ms Lewis as an independent director.

Directors' Recommendation

The Directors (with Ms Lewis abstaining) unanimously support the election of Ms Lewis and recommend that Shareholders vote in favour of this resolution.

Resolution 3 – Re-election of Director – Mr Peter Oxlade

In accordance with the Company's Constitution and ASX Listing Rule 14.4, a director appointed by the directors must not hold office past the next annual general meeting of the entity.

Mr Peter Oxlade was appointed as a director on 2 October 2023. Being eligible, Mr Oxlade makes himself available for election at this Meeting. Details relevant to the consideration of Mr Oxlade's appointment are set out below.

Mr Oxlade is a highly experienced Senior Executive with more than 40 years' experience in financial markets, specialising in derivatives and leveraged products. He gained his initial experience working in stockbroking and foreign exchange broking before moving into senior management roles. Peter has successfully established retail and institutional business units for several global financial companies and helped pioneer the popularisation of Contracts of Difference (CFDs) in Australia and the Asia Pacific. Mr Oxlade held executive director positions at CGS CIMB Securities Singapore Pte Ltd and CGS CIMB Financial Services Pte Ltd.

Having had regard to the ASX Principles, the Company's Board regards Mr Oxlade as an independent director.

Directors' Recommendation

The Directors (with Mr Oxlade abstaining) unanimously support the election of Mr Oxlade and recommend that Shareholders vote in favour of this resolution.

Resolution 4 – Additional 10% placement capacity

ASX Listing Rule 7.1A provides that an eligible entity (as defined below) may seek security holder approval by special resolution at its Annual General Meeting to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue over a period of 12 months after the Annual General Meeting (**10% Placement Capacity**). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1.

Resolution 4 is a Special Resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 4 for it to be passed.

If Resolution 4 is approved, the number of equity securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out below).

If Resolution 4 is not approved any further issues of securities in excess of the Company's remaining issuing capacity under Listing Rule 7.1 will require Shareholder approval.

An eligible entity is one that, as at the date of the relevant Annual General Meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$15,430,000 million (based on the number of Shares on issue which excludes restricted securities and the closing price of Shares on ASX on 25 March 2024).

Any equity securities issued must be in the same class as an existing class of quoted equity securities. The Company currently has the following classes of securities, being:

- 128,649,415 quoted fully paid ordinary shares (ASX Code: HAL);

The number of equity securities that the Company may issue under the approval sought by Resolution 4 will be calculated in accordance with the following formula as set out in ASX Listing Rule 7.1A:

$$(A \times D) - E$$

Where:

A = the number of fully paid Shares on issue at the commencement of the relevant period:

- (i) *plus, the number of Shares issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9,16 or 17;*

- (ii) *plus, the number of Shares issued in the relevant period on the conversion of convertible securities under rule 7.2 exception 9 where:*
 - a. *the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or*
 - b. *the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4;*
- (iii) *plus, the number of Shares issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:*
 - a. *The agreement was entered into before the commencement of the relevant period; or*
 - b. *the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or 7.4;*
- (iv) *plus, the number of fully paid Shares issued in the relevant period with approval under Listing Rules 7.1 and 7.4;*
- (v) *Plus, the number of partly paid Shares that became fully paid in the relevant period;*
- (vi) *less the number of fully paid Shares cancelled in the relevant period.*

D = 10%.

E = *the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement to issue has not been subsequently approved by Shareholders under Listing Rules 7.4; and*

“relevant period” *means the 12-month period immediately preceding the date of the issue or agreement.*

Specific information required by Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to Resolution 4:

Minimum price

Under the ASX Listing Rules, the securities may only be issued for cash consideration per security which is not less than 75% of the volume weighted average price of securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the equity securities are to be issued is agreed; by the Company and the recipient of the securities; or
- (b) if the securities are not issued within 10 ASX trading days of the date in paragraph (i) above, the date on which the securities are issued.

Risk of voting dilution

Shareholders should be aware there is a risk of economic and voting dilution that may result from an issue of equity securities under the 10% Placement Capacity, including the risk that:

- the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Meeting where approval is being sought; and
- the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the date of issue.

Any issue of equity securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any equity securities under the issue.

If Resolution 4 is approved and the Company issues the maximum number of equity securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the potential dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the current market price of the Shares and the current number of Shares on issue as at the date of this Notice of Meeting. The table also assumes that no options on issue are exercised into Shares before the date of issue of the equity securities.

The table also shows the voting dilution impact where the number of Shares on issue (Variable "A" in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.¹

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$ 0.06 50% decrease in Issue Price	\$ 0.12 Issue Price	\$ 0.24 100% increase in Issue Price
Current Variable A 128,649,415.00	10% Voting dilution	12,864,942	12,864,942	12,864,942
	Funds Raised	\$771,896.49	\$1,543,792.98	\$3,087,585.96
50% increase in current Variable A 192,974,122.50	10% Voting dilution	19,297,412	19,297,412	19,297,412
	Funds Raised	\$1,157,844.74	\$2,315,689.47	\$4,631,378.94
100% increase in current Variable A 257,298,830.00	10% Voting dilution	25,729,883	25,729,883	25,729,883
	Funds Raised	\$1,543,792.98	\$3,087,585.96	\$6,175,171.92

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Notes:

¹ The table has been prepared on the following assumptions:

- (a) The Company issues the maximum number of shares available under ASX Listing Rule 7.1A;
- (b) The table shows only the effect of shares issued under ASX Listing Rule 7.1A and does not factor in the Company's ability to issue up to 15% of its issued capital under ASX Listing Rule 7.1;
- (c) The current issue price is \$0.120, being the closing price of the Shares on ASX on 25 March 2024.
- (d) The current number of securities on issue is the Shares on issue as at 25 March 2024, being 128,649,415.

The table shows:

- two examples where Variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of Shares that do not require approval (for example, a pro rata entitlements issue) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of shares has decreased by 50% and increased by 100% as against the current market price.

Period for which the approval will be valid

If Shareholder approval is granted for Resolution 5, then that approval will expire on the earlier of:

- (a) 27 May 2025, being 12 months from the date of the Meeting;
- (b) the time and date of the Company's next Annual General Meeting; or
- (c) the date Shareholder approval is granted to a transaction under ASX Listing Rule 11.1.2 (proposed change to nature and scale of activities) or ASX Listing Rule 11.2 (change involving main undertaking).

The approval under ASX Listing Rule 7.1A will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 or 11.2.

Purpose of Issue under 10% Placement Capacity

The Company may issue equity securities under the 10% Placement Capacity for various purposes including general working capital purposes and to raise funds to further develop the Company's product offering. It is contemplated that Halo UK will make a small acquisition to obtain FUM and subscribers as a means of launching or supplementing the fledgling UK business. For this, additional capital will be required.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.

Allocation under the 10% Placement Capacity

The allottees of the equity securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of equity securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (a) the purpose of the issue;
- (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (c) the effect of the issue of the equity securities on the control of the Company;
- (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (e) prevailing market conditions; and
- (f) advice from corporate, financial, and broking advisers (if applicable).

Securities issued or agreed to be issued under rule 7.1A.2 in the 12 months preceding the date of Meeting

The Company issued nil Shares under ASX Listing Rule 7.1A.2 over the 12 months preceding the date of the Meeting.

Director's Recommendation

The directors unanimously recommend that Shareholders vote in favour of Resolution 4.

Voting Exclusion Statement

The Company will disregard any votes cast on the Resolution by or on behalf of:

- a person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person or those persons.

However, the Company need not disregard a vote if it is cast by:

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

Note: In accordance with ASX Listing Rule 14.11.1, as at the date of this Notice of Meeting it is not known who may participate in any placement utilising the 10% Placement Capacity (if any). On that basis, no Shareholders are currently excluded from voting on this Resolution.

Resolution 5: Renewal of proportional takeover provisions

The Company wishes to renew the proportional takeovers provisions in its current Constitution, which was last adopted by Shareholders on 30 October 2020. Further details in relation to this renewal are set out as follows:

Renewal of proportional takeover provisions

The Company's Constitution contains provisions concerning "Proportional Takeover Bid Approval" in Clause 22 (Proportional Takeover Approval Provisions). The Proportional Takeover Provisions provide that the Company can refuse to register Shares acquired under a proportional takeover bid unless an approving resolution is passed by Shareholders.

Section 648G(1) of the Corporations Act provides that a company's Proportional Takeover Provisions will cease to have effect at the end of three years from the date of adoption (or renewal, as the case may be). Clause 22 of the Company's Constitution was adopted on 30 October 2020. The Company accordingly seeks the Shareholder approval of this Resolution for the renewal of the Proportional Takeover Provisions, which, for the purposes of the Corporations Act, requires the same process to amend or adopt a new constitution for the purposes of 136(2) of the Corporations Act. Shareholder approval will not result in a change to the wording of Clause 22 of the Company's current Constitution.

The following information is provided for the purposes of Section 648G of the Corporations Act.

Proportional takeover bid

A proportional takeover bid is a takeover bid where the offer made to each Shareholder is only for a proportion of the Shareholder's Shares. If a Shareholder accepts, in full, an offer under a proportional takeover bid, the Shareholder will only dispose of a specified portion of their Shares in the Company and retain the balance of the Shares.

The Proportional Takeover Provisions are designed to assist Shareholders to receive proper value for their Shares if a proportional takeover bid is made for the Company by providing, in the Constitution that:

- (a) in the event of a proportional takeover bid being made for Shares in the Company, Shareholders are required to vote and collectively decide whether to accept or reject the offer; and
- (b) the majority decision of the Company's members will be binding on all Shareholders.

Effect of the proposed provisions

Where offers have been made under a proportional takeover bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional takeover bid is prohibited unless and until a resolution to approve the proportional takeover bid is passed by Shareholders or otherwise, as pursuant to the terms of the Proportional Takeover Provisions.

In more detail, the effect of the Proportional Takeover Provisions is as follows:

- (a) if a proportional takeover bid is made for Securities of the Company, the Directors must ensure that a meeting of Shareholders is convened to vote on a resolution to approve that bid;

- (b) the bidder and persons associated with the bidder may not vote;
- (c) approval of the bid will require a simple majority of the votes cast;
- (d) the meeting must take place more than 14 days before the last day of the bid period (Resolution Deadline);
- (e) if the resolution is rejected before the Resolution Deadline, the bid cannot proceed and any transfers giving effect to takeover contracts for the bid will not be registered;
- (f) the bid will be taken to have been approved if, as at the end of the day before the Resolution Deadline, the resolution has not been voted on;
- (g) if the resolution is approved, the transfers must be registered (subject to other provisions of the Corporations Act and the Constitution); and
- (h) the Directors will breach the Corporations Act if they fail to ensure the resolution is voted on. However, the bid will still be taken to have been approved if it is not voted on within the Resolution Deadline.

The Proportional Takeover Provisions do not apply to full takeover bids. If the Proportional Takeover Provisions are renewed, they will cease to apply at the end of three years after renewal unless renewed by a Special Resolution of Shareholders.

Reasons for the proposed provisions

In the absence of the Proportional Takeover Provisions, a proportional takeover bid may result in control of the Company changing without Shareholders having an opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders could be exposed to the risks of passing control to the bidder without payment of an adequate control premium for all their Shares and being left with a minority interest in the Company. Such Shareholders could suffer potential further loss if the takeover bid were to cause a decrease in the Share price or otherwise make the Shares less attractive and, therefore, more difficult to sell.

Knowledge of any acquisition proposals

As at the date of this Notice of Meeting, no Director is aware of any proposal to acquire, or to increase the extent of, a substantial interest in the Company.

Advantages and disadvantages during the period in which they have been in effect.

The Directors consider that the Proportional Takeover Provisions had no advantages or disadvantages for them during the period in which they have been in effect.

The advantages and disadvantages of the Proportional Takeover Provisions for Shareholders include those set out below, which were applicable during the period in which they have been in effect.

Potential advantages and disadvantages

The renewal of the Proportional Takeover Provisions will enable the Directors to formally ascertain the views of the Shareholders in respect of a proportional takeover bid. Without such provisions, the Directors are dependent upon their perception of the interests and views of Shareholders. Other than this advantage, the Directors consider that the Proportional Takeover Provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted. The potential advantages of the Proportional Takeover Provisions for Shareholders include:

- (a) providing the right to discuss, in a meeting called specifically for that purpose, and then decide, by majority vote, whether an offer under a proportional takeover bid should proceed;
- (b) assisting the prevention of Shareholders being locked in as a minority;
- (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced;
- (d) potentially increasing the likelihood of a full takeover bid rather than a proportional takeover bid; and/or
- (e) enabling individual Shareholders to better assess the likely outcome of the proportional takeover bid, by knowing the view of the majority of Shareholders, which may assist in deciding whether to accept or reject an offer under the bid;

The potential disadvantages of the Proportional Takeover Provisions for Shareholders include:

- (a) imposing a hurdle to, and potentially discouraging the making of, provisional takeover bids which, in turn, may reduce any takeover speculation element in the price of Shares;
- (b) potentially reducing the likelihood of success of a proportional takeover bid;
- (c) possible reduction or loss of opportunities for Shareholders sell some or all of their Shares at a premium; and/or
- (d) potentially causing some Shareholders to form the view that the Proportional Takeover Provisions impose an unreasonable restriction on their ability to freely deal with their Shares.

Accordingly, the Company has prepared an updated Constitution (New Constitution) which renews Clause 22, which prescribes the procedure to be followed when a proportional off-market bid is made.

Prior to the Meeting, a copy of the New Constitution is available for review by Shareholders at the Company's registered office during normal business hours. A copy of the New Constitution can also be sent to Shareholders of the Company upon a request being made to the Company Secretary. A complete signed copy of the New Constitution is available on the Company's website.

Pursuant to section 136(2) of the Corporations Act, a modification to the Company's Constitution (which includes renewal of the Proportional Takeover Provisions) can only be affected by way of a Special Resolution passed by its Shareholders. Therefore, this Resolution is a Special Resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

Professional Advice

If you have any doubt or do not understand this Resolution, it is strongly recommended that you seek advice from a solicitor or other professional advisor.

Directors' Recommendation

The directors unanimously recommend that Shareholders vote in favour of Resolution 5.

Resolution 6 – Spill Resolution

This is a conditional item of business. In accordance with the Act, the ordinary resolution set out in Resolution 6 ('spill resolution') will only be put to the AGM if the Company receives a 'second strike' on its Remuneration report with at least 25% of the votes validly cast on Resolution 1 to adopt the 2023 Remuneration report being cast against that resolution. If less than 25% of the votes validly cast on Resolution 1 are against the resolution, the spill resolution will not be put to the AGM.

If the spill resolution is put to the vote and passed at the AGM, it will have the following effect:

The Company will be required to hold another meeting of Shareholders ('spill meeting') within 90 days after the spill resolution is passed, to consider the composition of the Board. If a spill meeting is required, details of the meeting will be notified to Shareholders in due course.

If a spill meeting is held, the following directors would automatically cease to hold office at the end of the spill meeting unless they are willing to stand for re-election and are re-elected, at that meeting:

- Ivan Oshry
- George Paxton
- Nicolas Bryon
- Philippa Lewis*
- Peter Oxlade*

**This assumes that both Ms Lewis and Mr Oxlade are re-elected at the AGM under resolutions 2 & 3.*

The directors listed above are those who held office on 28 February 2024 when the Director's report (including the Remuneration report) for the year ended 31 December 2023 was approved.

Each of the listed directors would be eligible to seek re-election at any spill meeting. However, there is no assurance that any or all of them would do so.

If Philippa Lewis and Peter Oxlade are re-elected at the AGM, they would still need to be re-elected at any spill meeting to remain in office after that time. If any additional directors were to be appointed before the spill meeting, they would not need to stand for election at the spill meeting to remain in office.

Resolutions to appoint individuals to the offices that would be vacated immediately before the end of the spill meeting would be put to the vote at that meeting. Eligibility for election as a director at any spill meeting would be determined in accordance with the Company's constitution.

For the spill resolution to be passed at the spill meeting, more than 50% of the votes validly cast on the resolution would need to be in favour of the resolution.

Voting Exclusion Statement

As required by the Act, the Company will disregard any votes cast on Resolution 6 by any KMP or a Closely Related Party of any such member unless the person:

- (i) votes as a proxy appointed by writing that specifies how the person is to vote on the resolution; or
- (ii) is the Chairman of the Meeting and votes as a proxy appointed by writing that authorises the Chairman to vote on the resolution even though that resolution is connected with the remuneration of a member of the Company's KMP.

What this means for Shareholders: If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on the proposed resolution in Resolution 6. If you intend to appoint the Chairman of the Meeting as your proxy, you can direct him how to vote by marking the boxes for Resolution 6 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Resolution 6 and give the Chairman your express authority to vote your undirected proxy (in which case the Chairman will vote against this item of business).

Chairman's Voting Intention

The Chairman of the Meeting intends to vote all available undirected proxies in favour of all Resolutions, except Resolution 6 (conditional item) where he will vote against the resolution.

Glossary

Annual General Meeting or AGM or Meeting means the Annual General Meeting of the Company to be held on 27 May 2024, notice of which is set out herein.

Board means the board of directors of the Company.

Chairman means the chairperson of the general meeting.

Company or Halo means Halo Technologies Holding Limited ACN 645 531 219

Corporations Act means the *Corporations Act 2001 (Cth)*.

Constitution means the Company's constitution, which is the set of rules that govern a company.

Directors means the directors of Halo Technologies Holdings Limited, and Director means any one of them.

Explanatory Memorandum means this Explanatory Memorandum as modified or varied by any supplementary Memorandum issued by the Company from time to time;

Notice or Notice of Meeting means this notice convening the annual general meeting of the Company which accompanies this Explanatory Memorandum.

Proxy Form means the proxy form that is enclosed with and forms part of this Notice.

Resolution means a formal decision passed by Shareholders at a general meeting in the form proposed in the Notice of meeting. There are two types of Resolution, Ordinary and Special. An

Ordinary Resolution is a Resolution passed by a simple majority of Shareholders (i.e., by more than 50% of the vote). A **Special Resolution** is a Resolution passed by 75% or more of the vote. There are no Special Resolutions being put forward at this Meeting.

Share means an ordinary fully paid share in the Company.

Shareholder means a registered holder of a Share in the Company.

26 April 2024

Dear Shareholder

Annual General Meeting – 27 May 2024

The Annual General Meeting of shareholders of Halo Technologies Holdings Limited (**Company**) will be held via webcast hosted on the Zoom meeting platform.

Meeting time: **10.00 a.m. (AEST)**

Meeting Date: **Monday, 27 May 2024 (Meeting)**.

Shareholders can register in advance of the AGM by completing the registration form. Once registered, the platform will send the meeting link and passcode to attend the meeting.

A Voting Access Code (VAC) shown below is required while completing the registration for the meeting. Halo Technologies Holdings Limited will use the VAC code to validate votes submitted at the meeting.

Zoom meeting Registration Link: <https://bit.ly/halo2024agm>

Voting Access Code (VAC):

Alternatively, please scan the QR code to access the link:



In accordance with the Corporations Act 2001, the Company will not be dispatching physical copies of the Notice. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically.

- You can access the Meeting Materials including the Halo Technologies Limited **Annual Report** online at our share registry's website <https://www.investorserve.com.au/> by logging in and selecting Company Announcements from the main menu.
- A complete copy of the Meeting Materials has been posted to the Company's ASX Market announcements page - <https://www.halo-technologies.com/investors/asx-announcements/>.

HOW TO SUBMIT YOUR VOTE IN ADVANCE OF THE MEETING

Proxy votes may be submitted online:

1. Visit the Company's Share Registry Proxy voting portal at <https://www.votingonline.com.au/halagm2024>.
2. Enter your Postcode (if within Australia) OR Country of Residence (if outside Australia)
3. Enter your Voting Access Code (VAC) -
4. Follow the prompts to vote on each resolution

To be valid, please ensure your voting instructions are received **no later than 10.00 am (AEST) on Saturday, 25 May 2024**. Any voting instructions received after that time will not be valid for the scheduled meeting. If you would like a paper Proxy Form to complete, please contact our share registry on the details below.

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

We look forward to your participation at the AGM and thank you for your continued support.

Yours sincerely

Natalie Climo

Company Secretary

All Correspondence to:

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

📠 **By Fax:** +61 2 9290 9655

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

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

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (AEST) on Saturday, 25 May 2024.**

🖥 TO APPOINT A PROXY ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/halagm2024>

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

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



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 Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting 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 Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

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

To appoint a second proxy you must:

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

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

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

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

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

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

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (AEST) on Saturday, 25 May 2024**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

💻 **Online** <https://www.votingonline.com.au/halagm2024>

📠 **By Fax** + 61 2 9290 9655

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

👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

☐

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 Halo Technologies Holdings Limited (Company) and entitled to attend and vote hereby appoint:

☐

the Chair of the Meeting (mark box)

OR if you are NOT appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held virtually on Zoom Workplace platform on Monday, 27 May, 2024 at 10:00am (AEST) 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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1&6, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1&6 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of Item 1 of business and Against Item 6. If you wish to appoint the Chair of the Meeting 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.

		For	Against	Abstain*
Resolution 1	To Adopt the Remuneration Report	☐	☐	☐
Resolution 2	To re-elect Ms Philippa Lewis as a Director	☐	☐	☐
Resolution 3	To re-elect Mr Peter Oxlade as a Director	☐	☐	☐
Resolution 4	Additional 10% Placement Capacity	☐	☐	☐
Resolution 5	Renewal of Proportional Takeover Provisions	☐	☐	☐
	<u>Conditional Item</u>			
Resolution 6	Spill Resolution	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2024