



October 18, 2024

Dear Shareholder

Annual General Meeting – Notice of Meeting and Proxies

Notice is given that the Annual General Meeting (**Meeting**) of Shareholders of Harvest Technology Group Limited (ACN 149 970 445) (**Company**) will be held as follows:

Time and date: 10:00am (AWST) on Tuesday November 19, 2024

Location:
HLB Mann Judd
Level 4, 130 Stirling Street, Perth WA 6000

Notice of Meeting

In accordance with the Corporations Act 2001 (Cth) the Company will not be dispatching physical copies of the Notice of Meeting unless individual shareholders have made a valid election to receive documents in hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically and can be viewed and downloaded from:

- the Company's website at <https://harvest.technology/investors/>; and
- the ASX market announcements page under the Company's code "HTG".

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting.

Voting at the Meeting or by proxy

Shareholders are encouraged to vote by lodging a proxy form.

Proxy forms can be lodged:

- **Online:** www.investorvote.com.au
- **By mail:** Computershare Investor Services Pty Limited,
GPO Box 242
Melbourne VIC 3001, Australia
- **By fax:** 1800 783 447 within Australia or +61 3 9473 2555 outside Australia



- **By mobile:** Scan the QR Code on your Proxy Form and follow the prompts

Your proxy voting instruction must be received by 10:00am (AWST) on Sunday November 17, 2024, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time **will not** be valid for the Meeting.

The Meeting Materials should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Authorised for release by:

Jack Rosagro

Company Secretary

Harvest Technology Group Limited



**Harvest Technology Group Ltd
ACN 149 970 445**

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held as follows:

Time and date: 10:00am (AWST) on Tuesday, 19 November 2024

Location: HLB Mann Judd
Level 4, 130 Stirling Street, Perth WA 6000

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on + 61 8 6245 9439.

Shareholders are urged to vote by lodging the Proxy Form

Harvest Technology Group Ltd
ACN 149 970 445
(Company)

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of Shareholders of the Company will be held at HLB Mann Judd, Level 4, 130 Stirling Street, Perth, WA 6000 on Tuesday, 19 November 2024 at 10:00am (AWST) (**Meeting**). Whilst the Shareholders will be able to view the Meeting via a live webcast platform, the Shareholders are advised that there they will not be able to participate in the Meeting (including voting) via the live webcast platform.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Sunday, 17 November 2024 at 5:00pm (AWST).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form, form part of the Notice.

Capitalised terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1 Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2024, which includes the Financial Report, the Directors' Report and the Auditors' Report.

Note: There is no requirement for Shareholders to approve the Annual Report.

2 Resolutions

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass with or without amendment, as a non-binding ordinary resolution the following:

'That, the Remuneration Report be adopted by the Shareholders, on the terms and conditions in the Explanatory Memorandum.'

Note: A vote on this Resolution is advisory only and does not bind the Directors or the Company.

Resolution 2 – Election of director – Mr Ilario Faenza

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

'That, for the purpose of ASX Listing Rule 14.4, Article 7.6(b) of the Constitution and for all other purposes, Mr Ilario Faenza, a Director who was appointed as a Director in accordance with Article

7.6(a) of the Constitution on 29 January 2024, retires, and being eligible, is elected as a Director of the Company.'

Resolution 3 – Ratification of issue of Tranche 2 SnapSupport Consideration Shares

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 4,334,783 Tranche 2 SnapSupport Consideration Shares issued on 29 August 2024 at \$0.022 per Share in the capital of the Company on the terms set out in the Explanatory Memorandum.'

Resolution 4 – Approval of 7.1A Mandate

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

'That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities totalling up to 10% of the issued capital of the Company (at the time of issue), calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Memorandum.'

Resolution 5 – Conditional spill

Condition for Resolution 5: Resolution 5 will be considered at the Meeting if at least 25% of the votes cast on Resolution 1 are cast against the adoption of the Remuneration Report for the financial year ended 30 June 2024. The Explanatory Memorandum provides further explanation.

To consider and, if thought fit, to pass without or without amendment, as an ordinary resolution, the following:

*'Subject to and conditional on at least 25% of the votes validly cast on Resolution 1 being cast against adoption of the Company's Remuneration Report for the financial year ended 30 June 2024, to hold an extraordinary general meeting of the Group (**Spill Meeting**) within 90 days of the passing of this resolution at which:*

- (a) all the non-executive Directors in office when the Directors' Report for the financial year ended 30 June 2024 was approved 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*
- (b) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting are put to the vote.'*

Voting prohibition

Resolution 1: In accordance with section 250BD and 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution 1, but expressly authorises the Chair to exercise the proxy even if this Resolution 1 is connected with the remuneration of a member of the Key Management Personnel.

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) **Resolution 3:** by or on behalf of any person who participated in the issue of the Tranche 2 SnapSupport Consideration Shares that are the subject of Resolution 3, as described further at Section 6 of the Explanatory Memorandum) and any Associate of those persons;
- (b) **Resolution 4:** if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, by or on behalf of any persons who are 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 Shareholder), or any of their respective Associates; and
- (c) **Resolution 5:** by or on behalf of either of the following persons:
 - (i) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
 - (ii) a Closely Related Party of such a member.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as 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;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a Shareholder 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 Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

BY ORDER OF THE BOARD

Jack Rosagro

Company Secretary

Harvest Technology Group Ltd

Dated: 17 October 2024

Harvest Technology Group Ltd
ACN 149 970 445
(Company)

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the place set out above on Tuesday, 19 November 2024 at 10:00am (AWST).

This Explanatory Memorandum forms part of the Notice, which should be read in its entirety. This Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Annual Report
Section 4	Resolution 1 – Adoption of Remuneration Report
Section 5	Resolution 2 – Election of director – Mr Ilario Faenza
Section 6	Resolution 3 – Ratification of issue of Tranche 2 SnapSupport Consideration Shares
Section 7	Resolution 4 – Approval of 7.1A Mandate
Section 8	Resolution 5 – Conditional spill
Schedule 1	Definitions

A Proxy Form is located at the end of the Explanatory Memorandum at Annexure A.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Voting in person

To vote in person, attend the Meeting on the date and at the place set out above.

2.2 Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

In accordance with Articles 5.5 and 6.8 of the Constitution and section 249L(1)(d) of the Corporations Act, please note that:

- (a) a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a Shareholder of the Company; and
- (c) a Shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes in accordance with section 249X(3) of the Corporations Act.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chair of the meeting;

- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

2.3 Voting as a corporate representative

Corporate Shareholders who wish to appoint a representative to attend the Meeting on their behalf must comply with section 250D of the Corporations Act and provide that person with a properly executed letter or other document confirming that they are authorised to act as the corporate Shareholder's representative. To be effective for the Meeting, the Corporate Shareholder must provide a copy of the executed letter or other document to the Company Secretary or at the Company's registered office by no later than the commencement of the Meeting. The authorisation may be effective either for this Meeting only or for all meetings of the Company.

2.4 Voting by power of attorney

The appointment of an attorney for the Meeting is not effective unless the instrument appointing the attorney for the Meeting, and the original or an attested copy of the power of attorney or other authority (if any) under which the instrument is signed, are received by the Company Secretary or delivered to the Company's registered office by no later than the commencement of the Meeting.

2.5 Chair's voting intentions

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1 even though this Resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

2.6 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at info@harvest-tech.com.au by 5:00pm (AWST) on Tuesday, 12 November 2024.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2024.

There is no requirement for Shareholders to approve the Annual Report. At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at <https://harvest.technology/investors>;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

4. Resolution 1 – Adoption of Remuneration Report

4.1 General

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 30 June 2024 in the Annual Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the specified executives and non-executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did receive a Strike at the 2023 annual general meeting held on 28 November 2023, where the Remuneration Report for the financial year ending 30 June 2023 received a vote of 26.85% against the relevant resolution.

In accordance with the Corporations Act, if the Shareholders do not vote in favour of this Resolution 1 (which would mean the Company receives a second strike against its remuneration report), a separate resolution (Resolution 5) is required to be put to Shareholders at the Meeting asking if Shareholders wish to hold a Spill Meeting. If more than 75% of the Shareholders vote in favour of this Resolution 1, no Spill Meeting is required to be held.

The Board believes that the Company's remuneration arrangements, as set out in the Remuneration Report, are fair, reasonable and appropriate and support the strategic direction of the Company.

The voting exclusion statement for this Resolution is set out on page 6 of this Notice. Please refer to Section 2 in relation to important information relating to voting on this Resolution.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

Resolution 1 is an ordinary resolution and therefore requires approval of a majority of the votes cast by Shareholders present and eligible to vote at the Meeting (though noting a Strike only requires a 'no' vote of 25% or more of such votes).

4.2 Board recommendation

Given the personal interests of all Directors in the outcome of this Resolution, the Board declines to make a recommendation to Shareholders regarding this Resolution.

5. Resolution 2 – Election of director – Mr Ilario Faenza

5.1 General

Article 7.6(a) of the Constitution provides that the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Mr Ilario Faenza was appointed as a Director of the Company on 29 January 2024 as a casual vacancy, in accordance with Article 7.6(a) of the Constitution.

Listing Rule 14.4 and Article 7.6(c) of the Constitution both provide that a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office without re-election past the next annual general meeting of the Company following the Director's appointment. Article 7.6(b) of the Constitution provides that a Director appointed under Article 7.6(a) may retire at the next general meeting and is eligible for election at that meeting.

Furthermore, Mr Faenza was initially appointed as an interim CEO of the Company on 29 January 2024, and has since been appointed as a permanent CEO as of 5 August 2024. However, Mr Faenza was not appointed into the office of managing Director of the Company pursuant to Article 9.1(a) of the Constitution and hence the exception to the retirement by

rotation provided under Article 9.1(d) does not apply. Mr Faenza therefore remains subject to the retirement by rotation provisions set out under Article 7.2 of the Constitution.

Accordingly, Mr Faenza retires at this Meeting and, being eligible and offering himself for election pursuant to Article 7.6(b) of the Constitution, seeks election as a Director pursuant to Resolution 2.

Resolution 2 is an ordinary resolution and therefore requires approval of a majority of the votes cast by Shareholders present and eligible to vote at the Meeting.

5.2 Mr Ilario Faenza

Mr Ilario Faenza is a professional company director and turnaround specialist with substantial experience spanning more than 30 years. Mr Faenza commenced his career as an IT engineer in the 1980's, progressing to various management and senior management roles, culminating in COO and CEO roles over his executive career.

More recently, Mr Faenza has focussed on non-executive and executive board roles, focussed on assisting high growth startup companies to achieve commercialisation and helping guide executives to build sustainable companies.

Mr Faenza is currently:

- (a) Non-executive Chairman of Biome Australia Ltd (ASX:BIO), Australia's leading condition specific probiotics company;
- (b) Non-executive Chairman of TRU Recognition Holdings Ltd, Australia's leading AI Recognition technology company; and
- (c) Strategic advisor to a number of private companies in the technology & pharmaceutical industries.

Mr Faenza does not currently hold any other material directorships other than as disclosed in this Notice.

The Company confirms that it took appropriate checks into Mr Faenza's background and experience and that these checks did not identify any information of concern.

5.3 Effect of Resolution 2 being passed or not passed

If Resolution 2 is passed, Mr Faenza be elected as an executive Director of the Company with effect from the conclusion of the Meeting.

If Resolution 2 is not passed, Mr Faenza will not be elected as an executive Director of the Company and will hold office until the conclusion of the Meeting pursuant to Article 7.6(c) of the Constitution.

5.4 Board recommendation

The Board (other than Mr Ilario Faenza who has a personal interest in the outcome of this Resolution) supports the election of Mr Faenza for the following reasons:

- (a) Mr Faenza's skills and significant experience in technology sector, sales, marketing, and capital raising; and

- (b) particularly given his role as the current interim CEO, Mr Faenza will positively contribute to driving the future and strategy of the Company.

Accordingly, the Board (other than Mr Faenza who has a personal interest in the outcome of this Resolution) recommends that Shareholders vote in favour of Resolution 2.

6. **Resolution 3 – Ratification of issue of Tranche 2 SnapSupport Consideration Shares**

6.1 **General**

As initially outlined in the announcements released to the market on 23 April 2021 and then subsequently on 15 June 2021, the Company entered into a binding term sheet and then a formal stock purchase agreement for the acquisition of a Silicon Valley-based software-as-a-service company, SnapSupport Inc (**SnapSupport Acquisition**).

The Company calculated, based on the formula in the SnapSupport Acquisition term sheet, it would be required to issue 7,033,316 Shares in order to complete the SnapSupport Acquisition.

The consideration pursuant to the SnapSupport Acquisition was to be satisfied by the Company issuing an aggregate of \$2.59 million worth of its Shares (based on the 5-day VWAP of its Shares prior to closing). These Shares were comprised of the following two tranches:

- (a) **Tranche 1:** \$1,298,701 worth of Shares (being 4,334,783 Shares as calculated as at the date of completion of the acquisition) issued on completion of the SnapSupport Acquisition on 22 June 2021; and
- (b) **Tranche 2:** a further \$1,298,701 worth of Shares (being 4,334,783 Shares as calculated as at the date of completion of the acquisition) issued on 29 August 2024 (**Tranche 2 SnapSupport Consideration Shares**).

The Tranche 2 SnapSupport Consideration Shares were initially agreed to be issued on 22 June 2022 (ie 12 months after completion of the SnapSupport Acquisition) to the sellers of SnapSupport, however as outlined in the announcement released to the market on 30 August 2024, the Company only issued the Tranche 2 SnapSupport Consideration Shares on 29 August 2024.

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the Tranche 2 SnapSupport Consideration Shares. Resolution 3 is an ordinary resolution and therefore requires approval of a majority of the votes cast by Shareholders present and eligible to vote at the Meeting.

6.2 **Application of Listing Rules 7.1 and 7.4**

Broadly speaking, Listing Rule 7.1 limits the ability of a listed entity from issuing or agreeing to issue Equity Securities over a 12-month period which exceeds 15% of the number of fully paid ordinary Shares it had on issue at the start of the 12-month period (**Placement Capacity**).

Listing Rule 7.4 provides an exception to Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

The Tranche 2 SnapSupport Consideration Shares were issued on 29 August 2024. The issue of the Tranche 2 SnapSupport Consideration Shares did not breach Listing Rule 7.1 at the time of the issue.

The effect of Shareholders passing Resolution 3 will be to allow the Company to ratify the issue of the Tranche 2 SnapSupport Consideration Shares issued on 29 August 2024 and otherwise retain the flexibility to issue Equity Securities in the future up to its full 15% Placement Capacity available pursuant to Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

6.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Tranche 2 SnapSupport Consideration Shares:

- (a) The Tranche 2 SnapSupport Consideration Shares were issued to the prior shareholders of SnapSupport (or their respective nominees), none of whom is a Material Investor.
- (b) A total of 4,334,783 Tranche 2 SnapSupport Consideration Shares were issued within the Company's Placement Capacity, without the need for Shareholder approval.
- (c) The Tranche 2 SnapSupport Consideration Shares are fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Tranche 2 SnapSupport Consideration Shares were issued on 29 August 2024.
- (e) The Tranche 2 SnapSupport Consideration Shares were issued for nil cash consideration as they were issued as part consideration for the SnapSupport Acquisition. Accordingly, no funds were raised from their issue.
- (f) There are no other material terms to the agreement for the subscription of the Tranche 2 SnapSupport Consideration Shares, other than those disclosed in Section 6.1.
- (g) A voting exclusion statement is included in the Notice.

6.4 Effect of Resolution 3 being passed or not passed

If Resolution 3 is passed, the issue of the Tranche 2 SnapSupport Consideration Shares will be excluded in calculating the Company's 15% Placement Capacity in Listing Rules 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue of the Tranche 2 SnapSupport Consideration Shares.

If Resolution 3 is not passed, the Tranche 2 SnapSupport Consideration Shares will included in the Company's 15% Placement Capacity under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval over the 12 month period following the issue of the Tranche 2 SnapSupport Consideration Shares.

6.5 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 3.

7. Resolution 4 – Approval of 7.1A Mandate

7.1 General

As outlined about in Section 7.1 above, broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 restricts the amount of Equity Securities that a listed entity can issue without the approval of its shareholders over any 12 month period to a Placement Capacity of 15% of the fully paid ordinary shares which were on issue at the start of that period.

Listing Rule 7.1A enables an eligible entity to issue Equity Securities of up to a further 10% of its issued ordinary share capital through placements over a 12 month period following special resolution of shareholders passed at its annual general meeting. The additional 10% Placement Capacity is in addition to the Company's 15% Placement Capacity under Listing Rule 7.1 (**7.1A Mandate**).

For the purposes of Listing Rule 7.1A, the Company is an 'eligible entity' as at the date of this Notice and is expected to be an 'eligible entity' as at the time of the Meeting, as:

- (a) it is not included in the S&P/ASX 300 Index; and
- (b) it has a market capitalisation of \$300,000,000 or less. As at the date of this Notice, the Company has a current market capitalisation of \$13.9million (based on the number of Shares on issue and the closing price of Shares on the ASX on 8 October 2024).

Resolution 4 seeks Shareholder approval to enable the Company to issue Equity Securities under the additional 10% Placement Capacity under Listing Rule 7.1A. Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote at the Meeting.

7.2 Specific information required by Listing Rule 7.3A

Pursuant to the information requirements of Listing Rule 7.3A, the following information is provided to the Shareholders in relation to Resolution 4:

- (a) Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

- (b) Minimum issue price

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 7.2(b)(i), the date on which the Equity Securities are issued.

(c) Use of funds raised under the 7.1A Mandate

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for cash consideration in order to raise funds for continued investment in the Company's technology platform, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital.

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

(d) Dilution

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for those Shares on the date of issue,

which may have an effect on the amount of funds raised by the issue of Equity Securities.

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The below table shows the potential dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 (**Variable A**):

- (i) two examples where Variable A has increased, by 50% and 100%; and
- (ii) two examples where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Dilution			
		Shares issued – 10% voting dilution	Issue Price		
			\$0.0085	\$0.017	\$0.034
			50% decrease	Issue Price	100% increase
			Funds Raised		
Current	816,742,621 Shares	81,674,262 Shares	\$694,231	\$1,388,462	\$2,776,924
50% increase	1,225,113,932 Shares	122,511,393 Shares	\$1,041,346	\$2,082,693	\$4,165,387
100% increase	1,633,485,242 Shares	163,348,524 Shares	\$1,388,462	\$2,776,924	\$5,553,849

**The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.*

The table above uses the following assumptions:

- (i) There are currently 816,742,624 Shares on issue.
- (ii) The issue price set out above is the closing market price of the Shares on the ASX on 8 October 2024.
- (iii) The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
- (iv) The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
- (v) The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options or other convertible securities are exercised into Shares before the date of issue of the Equity Securities.
- (vi) The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- (vii) This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
- (viii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (ix) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

(e) Allocation policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Capacity have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.

(f) Previous approval under Listing Rule 7.1A

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 28 November 2023 (**Previous Approval**).

In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has not issued or agreed to issue Equity Securities under Listing Rule 7.1A.

At the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.

However, in the event that between the date of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

(g) Voting exclusion statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and therefore no voting exclusion is likely to apply to Resolution 4.

7.3 Effect of Resolution 4 being passed or not passed

If Resolution 4 is passed, the Company will be able to issue Equity Securities up to the combined 25% Placement Capacity in Listing Rules 7.1 and 7.1A without seeking any further Shareholder approval (subject to meeting the requirements for any issue pursuant to the 7.1A Mandate). The exact number of Equity Securities that the Company may issue under the combined 25% Placement Capacity will be determined in accordance with the formulae

prescribed in Listing Rule 7.1 and Listing Rule 7.1A2.

If Resolution 4 is not passed, the Company will not be able to access the additional 10% Placement Capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% Placement Capacity on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

7.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 4

8. Resolution 5 – Conditional spill

8.1 General

At the Company's 2023 annual general meeting conducted on 28 November 2023, the remuneration report of the Company received a vote of 26.85% against the relevant resolution, and the Company has therefore recorded a first strike in relation to the remuneration report.

This Resolution is a conditional item of business and will only be put to the Meeting if at least 25% of the votes cast on Resolution 1 to adopt the Remuneration Report are cast against its adoption.

If fewer than 25% of the votes cast are cast against its adoption, then there will be no "second strike" and this Resolution will not be put to the Meeting.

If this Resolution 5 is put to the AGM, it will be considered as an ordinary resolution.

If passed, an extraordinary general meeting of Shareholders must be held within 90 days of the Meeting (**Spill Meeting**).

The following non-executive Directors who remain in office at the time of the Spill Meeting will cease to hold office immediately before the end of the Spill Meeting unless they are willing to stand for re-election and are re-elected at the Spill Meeting:

- (a) Mr Ilario Faenza;
- (b) Mr Jeffrey Sengelman;
- (c) Mr Marcus Machin; and
- (d) Mr Ross McKinnon.

The Directors listed above are those who held office on the date when the Directors' Report (which included the Remuneration Report) was approved.

Even if Mr Faneza is elected at the Meeting, he will need to be re-elected at the Spill Meeting to remain in office.

8.2 Effect of Resolution 5 being passed or not passed

If Resolution 5 is passed, the Spill Meeting will take place, in accordance with section 250W of the Corporations Act.

If Resolution 5 is not passed, the Spill Meeting will not take place.

8.3 **Board recommendation**

The Board recommends that Shareholders vote against Resolution 5.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ or A\$	means Australian Dollars.
7.1A Mandate	has the meaning given in Section 7.1 of the Explanatory Memorandum.
Annual Report	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2024.
ASIC	means the Australian Securities and Investments Commission.
Associate	has the meaning given in the Listing Rules.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor's Report	means the auditor's report contained in the Annual Report.
AWST	means Australian Western Standard Time.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Closely Related Party	(a) a spouse or child of the member; (b) a child of the member's spouse; (c) a dependent of the member or the member's spouse; (d) anyone else who is part of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity; (e) a company the member controls; or (f) a person prescribed by the <i>Corporations Regulations 2001</i> (Cth).
Company	means Harvest Technology Group Ltd (ACN 149 970 445).
Constitution	means the constitution of the Company effective from 8 November 2022.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth), as amended.
Director	means a director of the Company.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which accompanies and forms part of the Notice.

Financial Report	means the financial report contained in the Annual Report.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Listing Rules	means the listing rules of ASX.
Material Investor	means, in relation to the Company: (a) a Related Party; (b) Key Management Personnel; (c) a substantial holder (as that term is defined in the Listing Rules); (d) an advisor; or (e) any Associate of the above persons, who received or will receive Equity Securities in the Company that will constitute more than 1% of the Company's issued capital as at the date of issue.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice	means this notice of annual general meeting.
Option	means an option to acquire a Share.
Placement Capacity	has the meaning given in Section 6.2 of the Explanatory Memorandum.
Proxy Form	means the proxy form attached to the Notice at Annexure A.
Related Party	has the meaning given in the Listing Rules.
Remuneration Report	means the remuneration report contained in the Annual Report.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Spill Meeting	has the meaning given in Section 8.1 of the Explanatory Memorandum.



Harvest Technology Group Ltd
ABN 77 149 970 445

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Sunday, 17 November 2024.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 184267

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Harvest Technology Group Ltd hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Harvest Technology Group Ltd to be held at HLB Mann Judd, Level 4, 130 Stirling Street, Perth WA 6000 on Tuesday, 19 November 2024 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 5 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business with the exception of Item 5 where the Chairman of the Meeting intends to vote against.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 5 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	☐	☐	☐
Resolution 2 Election of director – Mr Ilario Faenza	☐	☐	☐
Resolution 3 Ratification of issue of Tranche 2 SnapSupport Consideration Shares	☐	☐	☐
Resolution 4 Approval of 7.1A Mandate	☐	☐	☐
Resolution 5 Conditional spill	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Resolution 5 where the Chairman of the Meeting intends to vote against. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

