



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

An Extraordinary General Meeting of Shareholders of Halo Technologies Holdings Limited ('HALO or Company') will be held at 9:00 a.m. AEDT on Friday, 9 December 2022 via webcast hosted on the following platform web.lumiagm.com/369969055 and at Level 12, 3 Spring Street, Sydney, NSW, 2000 (Meeting).

AGENDA

Resolution 1: Amendment of Constitution

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

"That pursuant to, and in accordance with, section 136(2) of the Corporations Act, and for all other relevant purposes, approval is given for the Company to repeal its existing Constitution and adopt a new Constitution in its place in the form initialed by the Chairman for identification purposes, with effect from the close of the Meeting."

Notes:

Pursuant to the Corporations Act, the Company's Constitution may only be amended or repealed by special resolution, that is, by a resolution that has been passed by at least 75% of the votes cast by Shareholders entitled to vote on the resolution.

Resolution 1 is a special resolution to amend the Company's existing Constitution (**Existing Constitution**) and adopt an amended Constitution (**Amended Constitution**) amending clause 9.7 to permit the use of technology at general meetings, including wholly virtual meetings, to the extent permitted under the Corporations Act, Listing Rules and applicable law. The Existing Constitution was adopted in October 2020. A copy of the Amended Constitution is available for review by Shareholders at the office of the Company. A copy of the Amended Constitution can also be sent to Shareholders.

The changes to the Existing Constitution are set out below.

Directors' Recommendation

The Directors unanimously recommends that shareholders vote in favour of this resolution.

Clause 9.7

The Company may hold a general meeting (including an annual general meeting) at two or more venues using any technology that gives the Shareholders as a whole a reasonable opportunity to participate.

At a meeting held in two or more venues using technology, a quorum is taken to be present if the minimum number of Shareholders required to form a quorum specified in clause 81.1 or, if applicable, clause 81.3, is present in person or by proxy, attorney or Corporate Representative in aggregate at all of the venues at which the meeting is held.

To the extent permitted under the Corporations Act, Listing Rules and any other applicable law, a general meeting (including an annual general meeting) may be convened and held on a virtual basis only by using any technology that gives the Shareholders as a whole a reasonable opportunity to attend and participate.

The provisions of this Constitution relating to general meetings apply, so far as they can and with any necessary changes to ensure compliance with the Corporations Act, Listing Rules and any other applicable law, to general meetings held using technology.

Where a general meeting is held using virtual technology only or at two or more venues using any form of technology:

a Shareholder participating in the meeting is taken to be present in person at the meeting;

any documents required or permitted to be tabled at the meeting will be taken to have been tabled at the meeting if the document is given, or made available, to the persons entitled to attend the meeting (whether physically or using technology) before or during the meeting; and

the meeting is taken to be held at the physical venue set out in the notice of meeting, or at the registered office of the Company if the meeting is held using virtual technology only.

To the extent permitted under the Corporations Act, Listing Rules and any other applicable law, any document that is required or permitted to be given to a Shareholder that relates to a Shareholders' meeting (including, but not limited to, the notice of meeting) may be distributed:

by means of electronic communication; or

by giving the Shareholder (by means of an electronic communication or otherwise) sufficient information to allow the person to access the document electronically,

in accordance with the Corporations Act.

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 p.m. (AEDT) on 7 December 2022 (**Entitlement Time**).

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 Extraordinary General Meeting.

MEETING ATTENDANCE

In recognition of the ongoing Covid-19 pandemic and based upon the most up to date health advice that we have received, in the interests of shareholder safety we would prefer you to attend virtually where possible. We will have the ability to accommodate some shareholders in person, but we ask that if you can attend virtually, you do so, and that if you are experiencing any illness whatsoever, please do not attend in person.

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: web.lumiagm.com/369969055

When signing into the online platform, those attending the Meeting must enter their Voter Access Code from their proxy form or meeting notification e-mail, and the postcode (or country code for those outside Australia) recorded on the register for their holding.

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 visit: web.lumiagm.com/369969055 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 complete and return the Proxy Form, which accompanies this Notice of Extraordinary General Meeting.

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.

Please note:

- 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 the proposed resolution set out in the Notice of Meeting.

Proxy Voting by the Chairman

The Chairman intends to vote all undirected proxies in favour of the resolution in the Notice of Meeting.

Proxy Forms

To be effective, the Proxy 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 9:00 a.m. (AEDT) on 7 December 2022 (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

Matthew Roberts

Managing Director

3 November 2022

Glossary

Extraordinary General Meeting or **GM** or **Meeting** means the Extraordinary General Meeting of the Company to be held on 9 December 2022, notice of which is set out herein.

Board means the board of directors of the Company.

Chair 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 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.

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 9:00am (AEDT) on Wednesday 7 December 2022.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/halegm2022>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the 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 **9:00am (AEDT) on Wednesday 7 December 2022.** 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/halegm2022>
- 📠 **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

Halo Technologies Holdings Limited

ACN 645 531 219

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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:

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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 Extraordinary General Meeting of the Company to be held **Virtually on <https://web.lumiagm.com/369969055> and at Level 12, 3 Spring Street, Sydney, NSW, 2000 on Friday 9 December 2022 at 9:00 am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting will vote all undirected proxies in favour of all Resolutions of business.

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.

Resolution 1 Amendment of Constitution

For Against Abstain*

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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 / / 2022