



Notice of annual general meeting and explanatory memorandum

Harris Technology Group Limited

ACN 085 545 973

Date: Tuesday 21 November 2017

Time: 3.00 pm (Melbourne time)

Venue: RSM Australia
Level 21, 55 Collins Street
Melbourne, Victoria, 3000

NOTICE OF 2017 ANNUAL GENERAL MEETING

NOTICE is given that the 2017 Annual General Meeting of Harris Technology Group Limited ACN 085 545 973 will be held at RSM Australia, Level 21, 55 Collins Street, Melbourne, Victoria, 3000 on Tuesday 21 November 2017 at 3.00 pm (Melbourne time).

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Annual General Meeting:

1. Financial and related reports

Item 1	Financial and related reports
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2017.

2. Adoption of Remuneration Report (non-binding resolution)

Resolution 1	Adoption of Remuneration Report (non-binding resolution)
Description	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2017 Annual Report and is available from the Company's website (www.ht8.com.au). 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.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2017 be adopted."</i>
Voting Exclusion	The Company will disregard any votes cast on Resolution 1: <ul style="list-style-type: none">by or on behalf of a member of Key Management Personnel (KMP) named in the remuneration report for the year ended 30 June 2017, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast;as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party, unless the vote is cast as a proxy for a person who is entitled to vote on this resolution:<ul style="list-style-type: none">in accordance with their directions of how to vote as set out in the proxy appointment; orby the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form.

3. Re-election of Director

Resolution 2	Re-election of Mr Howard Chen as Director
Description	Mr Howard Chen retires as a Director in accordance with Article 47(b)(ii) of the Constitution, and being eligible, offers himself for election under Article 47(b) of the Constitution.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>“THAT Mr Howard Chen, having retired from his office as a Director in accordance with Article 47(b)(ii) of the Constitution and, being eligible, having offered himself for re-election, be re-elected as a Director of the Company.”</i>
Voting Exclusion	N/A

4. Approval of issue of shares in lieu of Director fees

Resolution 3A	Approval of issue of Gouloupoulos Shares
Description	The Company seeks shareholder approval for the issue of 331,195 fully paid ordinary shares to Mr Mark Gouloupoulos (former Non-Executive Director of the Company) or his nominee(s), in lieu of Director's fees owing to Mr Gouloupoulos by the Company, without using the Company's 15% Placement Capacity under ASX Listing Rule 7.1.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>“THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholder approval is given for the Company to issue 331,195 fully paid ordinary shares to Mr Mark Gouloupoulos or his nominee(s) in lieu of Director's fees, on the terms set out in the Explanatory Memorandum accompanying this Notice.”</i>
Voting Exclusion	<p>The Company will disregard any votes cast on this resolution:</p> <ul style="list-style-type: none"> (a) by Mr Mark Gouloupoulos and his nominees and any of their associates; and (b) as a proxy by a member of KMP named in the remuneration report for the year ended 30 June 2017, or that KMP's Closely Related Party, where the proxy appointment does not specify the way the proxy is to vote. <p>However, the Company will not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> (c) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form that specify how the proxy is to vote on this resolution; or (d) the Chairman of the Meeting, as proxy for a person who is entitled to vote, in accordance with the directions of the Proxy Form that does not specify how the proxy is to vote on this resolution, but expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of KMP.

Resolution 3B	Approval of issue of Chen Shares
Description	The Company seeks shareholder approval for the issue of 346,817 fully paid ordinary shares to Mr Howard Chen (Non-Executive Director of the Company) or his nominee(s), in lieu of Director's fees owing to Mr Chen by the Company accrued during July, August and September 2016, without using the Company's 15% Placement Capacity under ASX Listing Rule 7.1.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholder approval is given for the Company to issue 346,817 fully paid ordinary shares to Mr Howard Chen or his nominee(s) in lieu of Director's fees, on the terms set out in the Explanatory Memorandum accompanying this Notice."</i>
Voting Exclusion	The Company will disregard any votes cast on this resolution: (a) by Mr Howard Chen and his nominees and any of their associates; and (b) as a proxy by a member of KMP named in the remuneration report for the year ended 30 June 2017, or that KMP's Closely Related Party, where the proxy appointment does not specify the way the proxy is to vote. However, the Company will not disregard a vote if it is cast by: (c) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form that specify how the proxy is to vote on this resolution; or (d) the Chairman of the Meeting, as proxy for a person who is entitled to vote, in accordance with the directions of the Proxy Form that does not specify how the proxy is to vote on this resolution, but expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of KMP.

5. Approval of 10% Placement Capacity

Resolution 4	Approval of 10% Placement Capacity
Description	The Company seeks approval of shareholders to be able to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12 month period, in addition to its 15% Placement Capacity under ASX Listing Rule 7.1.
Resolution (Special)	To consider and, if thought fit, pass the following resolution as a special resolution : <i>"THAT for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to an additional 10% of its issued Equity Securities by way of placements over a 12 month period, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."</i>

Voting Exclusion	<p>The Company will disregard any votes cast on this resolution by any person who may participate in the issue of Equity Securities under this resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any associates of those persons.</p> <p>However, the Company need not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or (b) the Chairman of the Meeting, as proxy for a person entitled to vote, in accordance with a direction on a Proxy Form to vote as the proxy decides.
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Dated: 23 October 2017

By order of the Board of Harris Technology Group Limited



Alyn Tai
Company Secretary

QUESTIONS FROM SHAREHOLDERS

In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, RSM Australia, in relation to the conduct of the external audit for the year ended 30 June 2017, or the content of its audit report. Please send your questions to:

The Company Secretary, Harris Technology Group Limited
Via mail: Level 1, 61 Spring Street, Melbourne VIC 3000
Via email: at@ccounsel.com.au

Written questions must be received by no later than **5.00 pm (Melbourne time)** on **Tuesday 14 November 2017**.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Company's Remuneration Report for the year ended 30 June 2017.

During the course of the Annual General Meeting, the Chair will seek to address as many shareholder questions as reasonably practicable, and where appropriate will give a representative of the auditor the opportunity to answer written questions addressed to the auditor. However, there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to shareholders.

VOTING INFORMATION

Entitlement to vote at the Annual General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered shareholders of the Company as at **7.00 pm (Melbourne time)** on **Sunday 19 November 2017**, subject to any applicable voting exclusion.

Voting by proxy

- (a) A shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the shareholder is entitled to cast 2 or more votes at the Meeting, 2 proxies, to attend and vote instead of the shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the Meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the Meeting.
- (c) A proxy need not be a shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the

full name or title of the individual representative of the body corporate for the Meeting.

- (e) A proxy form accompanies this Notice. If a shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this Notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power or authority **by 3.00 pm (Melbourne time) on Sunday 19 November 2017**:

Online www.votingonline.com.au/harristechnologygroupagm2017

by post Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

by personal delivery Boardroom Pty Limited
Level 12, Grosvenor Place
225 George Street
Sydney NSW 2000

by facsimile +61 9290 9655

Proxy voting by the Chair

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth), imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel.

If you complete a Proxy Form that authorises the Chairman of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chairman to exercise your proxy on Resolutions 1, 3A and 3B. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolutions 1, 3A and 3B. If you wish to appoint the Chairman of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the Proxy Form.

The Chairman of the Meeting intends to vote all available undirected proxies in favour of each item of business.

If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolutions 1, 3A and 3B, he will not vote your proxy on that item of business.

EXPLANATORY MEMORANDUM TO NOTICE OF 2017 ANNUAL GENERAL MEETING

1. FINANCIAL AND RELATED REPORTS

Item 1: Financial and related reports	
Explanation	<p>Section 317 of the Corporations Act requires the Company's financial report, Directors' report and auditor's report for the financial year ended 30 June 2017 to be laid before the Company's 2017 Annual General Meeting. There is no requirement for a formal resolution on this item. The financial report contains the financial statements of the consolidated entity consisting of Harris Technology Group and its controlled entities.</p> <p>As permitted by the Corporations Act, a printed copy of the Company's 2017 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2017 Annual Report is available from the Company's website (www.ht8.com.au).</p> <p>The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor RSM Australia questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2017, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of RSM Australia in relation to the conduct of the audit.</p>

2. ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

Resolution 1: Adoption of Remuneration Report (non-binding resolution)	
Explanation	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2017 Annual Report and is available from the Company's website (www.ht8.com.au). The Remuneration Report:</p> <ul style="list-style-type: none"> ▪ describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance; ▪ sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and ▪ explains the differences between the basis for remunerating Non-Executive Directors and senior executives, including the Managing Director. <p>The vote on this item is advisory only and does not bind the Directors. However, the Board will take into account any discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.</p>
Voting Exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice.
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution 1.

3. RE-ELECTION OF DIRECTOR

Resolution 2: Re-Election of Director	
Explanation	<p>Article 47(b) of the Constitution requires that the Director who has held office for the longest period of time since his or her last election or appointment to that office must retire at each annual general meeting of the Company, or if two or more Directors have held office for the same period of time, the Director determined by lot. Article 47(b) provides that a Director so retiring is eligible for re-election at that annual general meeting.</p> <p>Under Article 47(d) of the Constitution, the Managing Director Garrison Huang is not subject to Article 47(b) and is not taken into account in determining the Directors required to retire at an annual general meeting.</p> <p>All other Directors, being Andrew Plympton, Bob Xu and Howard Chen, were last elected to office at the Company's 2016 Annual General Meeting, and accordingly have held office for the same period of time since their last election. The Directors have determined by lot that Mr Howard Chen will retire as a Director at the Company's 2017 Annual General Meeting in accordance with Article 47(b) of the Constitution.</p> <p>Mr Chen, being eligible under Article 47(b), offers himself for re-election as a Director.</p>
About Mr Howard Chen	<p>Mr Chen was appointed to the Board on 19 July 2016 as a Non-Executive Director.</p> <p>Mr Chen holds a Masters of Microelectronics degree from Griffith University, and is a member of the Institution of Engineers Australia. He has a strong background in and deep understanding of electrical and IT products, with years of extensive experience in global product sourcing, development, brand marketing and sales. Prior to the completion of his Masters degree, he worked as the system design engineer in Quanta Computer (Shanghai), the global number one in laptop and hardware manufacturing. Mr Chen is also a graduate of Jiliang University.</p> <p>Mr Chen is currently the managing director of Ultra Imagination Technology Pty Ltd. The company owns mbeat, one of the most dynamic and fast-growing lifestyle tech brands in Australia. mbeat holds a heavyweight presence in the Australian and New Zealand national retailer and online sectors, being retailed through the likes of Harvey Norman, Officeworks, The Warehouse Group, Catchoftheday and Kogan, and is currently breaking into the US market.</p> <p>Mr Chen has not held any directorships of other listed entities during the past three years. He has a relevant interest in 1,502,769 fully paid ordinary shares in the Company, and is considered to be an independent Director of the Company.</p>
Board Recommendation	The Board, with Mr Howard Chen abstaining from making a recommendation on Resolution 2, recommends that shareholders vote in favour of this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 2.

4. APPROVAL OF ISSUE OF SHARES IN LIEU OF DIRECTOR FEES

Resolutions 3A and 3B: Approval of issue of shares in lieu of Director fees	
Explanation	<p>The Company seeks shareholder approval for the issue of shares to Mr Howard Chen (Non-Executive Director) and Mr Mark Gouloupoulos (former Non-Executive Director) or their nominee(s), in lieu of outstanding Director fees, without using the Company's 15% placement capacity under ASX Listing Rule 7.1.</p> <p>As Non-Executive Director, Mr Chen is currently entitled to receive remuneration of \$30,000 per annum. Mr Gouloupoulos resigned as Non-Executive Director of the Company on 13 September 2017. During his tenure as Non-Executive Director, Mr Gouloupoulos was similarly entitled to receive remuneration of \$30,000 per annum.</p> <p>Given the stage of development of the Company, and the necessity for cash resources to be preserved and directed into the growth of the Company's business, Mr Chen and Mr Gouloupoulos had previously agreed to forego cash payment of 100% of their Non-Executive fees, and instead to be issued shares in lieu of these cash payments, subject to shareholder approval being obtained.</p> <p>During the period from 1 October 2016 to his resignation date of 13 September 2017, Mr Gouloupoulos was entitled to receive aggregate Non-Executive fees of \$28,614.</p> <p>In addition, as a result of fee reconciliation adjustments made during the year, outstanding Non-Executive fees of \$1,645 and \$2,040 are owing to Mr Chen and Mr Gouloupoulos respectively, in relation to their period of service between of 1 July 2016 and 30 September 2016.</p> <p>The Company seeks shareholder approval pursuant to ASX Listing Rule 10.11 to issue fully paid ordinary shares in lieu of the outstanding Director fees owed by the Company to Mr Gouloupoulos and Mr Chen, as detailed above.</p> <p>The shares the subject of Resolutions 3A and 3B will be issued at deemed prices which have been calculated on the basis of the volume weighted average price (VWAP) of the Company's shares during each relevant quarter (or such lesser period) to which the outstanding fees relate. Specifically:</p> <ol style="list-style-type: none"> 1. Shares to issued in lieu of fees outstanding for the 1 July 2016 – 30 September 2016 quarter will be issued at a deemed issue price of \$0.1324, being the VWAP of the Company's shares over the same quarter. 2. Shares to issued in lieu of fees accrued over the 1 October 2016 – 31 December 2016 quarter will be issued at a deemed issue price of \$0.11421, being the VWAP of the Company's shares over the same quarter. 3. Shares to issued in lieu of fees accrued over the 1 January 2017 – 31 March 2017 quarter will be issued at a deemed issue price of \$0.08314, being the VWAP of the Company's shares over the same quarter. 4. Shares to issued in lieu of fees accrued over the 1 April 2017 – 30 June 2017 quarter will be issued at a deemed issue price of \$0.07081, being the VWAP of the Company's shares over the same quarter. 5. Shares to issued to Mr Gouloupoulos in lieu of fees accrued over the period of 1 July 2017 to his resignation date of 13 September 2017 will be issued at a deemed issue price of \$0.11324, being the VWAP of the Company's shares over the same period. 6. Shares to issued to Mr Chen in lieu of fees accrued over the 1 July 2017 – 30 September 2017 quarter will be issued at a deemed issue price of \$0.10331, being the VWAP of the Company's shares over the same quarter.

	<p>Subject to Resolutions 3A and 3B being passed:</p> <p>7. Mr Gouloupoulos will receive 331,195 fully paid ordinary shares in lieu of his accrued and outstanding fees (up to his resignation date of 13 September 2017) of \$30,654 (Gouloupoulos Shares); and</p> <p>8. Mr Chen will receive 346,817 fully paid ordinary shares in lieu of his accrued and outstanding fees (up to 30 September 2017) of \$ \$31,645 (Chen Shares).</p> <p>If shareholder approval is received for Resolution 3A, and the Company issues the Gouloupoulos Shares, there will be no outstanding fees owed by the Company to Mr Gouloupoulos.</p> <p>If shareholder approval is received for Resolution 3B, and the Company issues the Chen Shares, there will be no outstanding fees owed by the Company to Mr Chen up until 30 September 2017.</p> <p>The Company will seek shareholder approval at the next general meeting following the 2017 Annual General Meeting with respect to any proposed issue of shares in lieu of Mr Chen's Director fees that accrue after 30 September 2017.</p> <p>An alternative to the issue of the shares to Mr Gouloupoulos and Mr Chen would be to make payment of their Directors' fees in cash. Whilst the Board is mindful of the need to minimise dilution to shareholders, the Board considers this share-based payment arrangement to be an appropriate and responsible cash-free method of reducing corporate overhead expenditures, whilst concurrently aligning the interests of Mr Gouloupoulos and Mr Chen with that of shareholders. The Board will continue to assess the suitability of this share-based payment arrangement with regard to the Company's cash flow and general financial position.</p>
ASX Listing Rules	<p>ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of securities to a related party of the company. As a Director, Mr Chen is a related party of the Company by virtue of section 228(2) of the Corporations Act.</p> <p>As Mr Gouloupoulos has been a Director of the Company during the 6-month period prior to the date of this Meeting, he is a related party of the Company by virtue of section 228(5) of the Corporations Act.</p> <p>Accordingly, Resolutions 3A and 3B seek shareholder approval under ASX Listing Rule 10.11 to allow issues of shares to related parties.</p> <p>If shareholder approval is given for the purposes of ASX Listing Rule 10.11, approval will not be required under ASX Listing Rule 7.1, and the shares issued pursuant to Resolutions 3A and 3B will not deplete the Company's 15% Placement Capacity under ASX Listing Rule 7.1.</p>
Approval not sought under Chapter 2E of the Corporations Act	<p>For the purposes of Chapter 2E, Mr Gouloupoulos and Mr Chen are related parties of the Company for the reasons described above.</p> <p>A "financial benefit" is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities. The giving of a financial benefit to a related party of a public company is ordinarily prohibited by Chapter 2E of the Corporations Act. The exceptions to the general prohibition are where the benefit is given with the approval of shareholders or the benefit is given in one or more of the limited circumstances in which the giving of a financial benefit to a related party of a public company is permitted.</p> <p>One exception to the general rule is where the benefit constitutes "reasonable remuneration" in respect of the duties and responsibilities of the related party in the management of the public company.</p>

	<p>The share issues proposed under Resolutions 3A and 3B relate to the amounts of Directors' fees referred to above, and are the result of the agreement of Mr Gouloupoulos and Mr Chen to forego cash payments for their normal remuneration as Non-Executive Directors of the Company. Therefore, the shares proposed to be issue pursuant to Resolutions 3A and 3B do not constitute additional payments to them.</p> <p>In the view of the Board, the issue of the shares to Mr Gouloupoulos and Mr Chen in lieu of their foregone cash fees constitutes "reasonable remuneration" and, as the provision of such benefits is expressly permitted by section 211(1) of the Corporations Act, the Board does not consider that the Company is required to seek shareholder approval under Chapter 2E of the Corporations Act in order to give them the financial benefit that is inherent in the issues of shares pursuant to Resolutions 3A and 3B.</p>										
Specific information relating to Resolution 3A – Gouloupoulos Shares											
Specific information required by ASX Listing Rule 10.13	<p>In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided to shareholders:</p> <table> <tr> <td>Identification of recipients of shares</td><td>Mr Mark Gouloupoulos or his nominee(s).</td></tr> <tr> <td>Maximum number of shares to be issued</td><td>331,195 fully paid ordinary shares.</td></tr> <tr> <td>Date for issue and allotment of shares</td><td>If shareholder approval is obtained for Resolution 3A, the Company will issue the Gouloupoulos Shares as soon as is practicable after the Meeting, or in any event no later than 1 month after the date of the Meeting.</td></tr> <tr> <td>Issue price per share</td><td> <p>The Gouloupoulos Shares will be issued at nil cash consideration, at deemed prices which have been calculated on the basis of the VWAP of the Company's shares during each relevant quarter (or such lesser period) to which the outstanding fees relate, as described above. Specifically:</p> <ul style="list-style-type: none"> 15,408 shares will be issued at a deemed price of \$0.1324 65,666 shares will be issued at a deemed price of \$0.11421 90,210 shares will be issued at a deemed price of \$0.08314 105,916 shares will be issued at a deemed price of \$0.07081 53,994 shares will be issued at a deemed price of \$0.11324 </td></tr> <tr> <td>Terms of shares</td><td>The Gouloupoulos Shares will rank equally with all other fully paid ordinary shares currently on issue.</td></tr> </table>	Identification of recipients of shares	Mr Mark Gouloupoulos or his nominee(s).	Maximum number of shares to be issued	331,195 fully paid ordinary shares.	Date for issue and allotment of shares	If shareholder approval is obtained for Resolution 3A, the Company will issue the Gouloupoulos Shares as soon as is practicable after the Meeting, or in any event no later than 1 month after the date of the Meeting.	Issue price per share	<p>The Gouloupoulos Shares will be issued at nil cash consideration, at deemed prices which have been calculated on the basis of the VWAP of the Company's shares during each relevant quarter (or such lesser period) to which the outstanding fees relate, as described above. Specifically:</p> <ul style="list-style-type: none"> 15,408 shares will be issued at a deemed price of \$0.1324 65,666 shares will be issued at a deemed price of \$0.11421 90,210 shares will be issued at a deemed price of \$0.08314 105,916 shares will be issued at a deemed price of \$0.07081 53,994 shares will be issued at a deemed price of \$0.11324 	Terms of shares	The Gouloupoulos Shares will rank equally with all other fully paid ordinary shares currently on issue.
Identification of recipients of shares	Mr Mark Gouloupoulos or his nominee(s).										
Maximum number of shares to be issued	331,195 fully paid ordinary shares.										
Date for issue and allotment of shares	If shareholder approval is obtained for Resolution 3A, the Company will issue the Gouloupoulos Shares as soon as is practicable after the Meeting, or in any event no later than 1 month after the date of the Meeting.										
Issue price per share	<p>The Gouloupoulos Shares will be issued at nil cash consideration, at deemed prices which have been calculated on the basis of the VWAP of the Company's shares during each relevant quarter (or such lesser period) to which the outstanding fees relate, as described above. Specifically:</p> <ul style="list-style-type: none"> 15,408 shares will be issued at a deemed price of \$0.1324 65,666 shares will be issued at a deemed price of \$0.11421 90,210 shares will be issued at a deemed price of \$0.08314 105,916 shares will be issued at a deemed price of \$0.07081 53,994 shares will be issued at a deemed price of \$0.11324 										
Terms of shares	The Gouloupoulos Shares will rank equally with all other fully paid ordinary shares currently on issue.										

	<p>Use of funds raised There will be no funds raised from the issue of the Gouloupoulos Shares; however, upon the issue of the Gouloupoulos Shares, the Company will be relieved from its obligations to pay the corresponding Directors' fees in cash.</p>
<p>Specific information relating to Resolution 3B – Chen Shares</p>	
<p>Specific information required by ASX Listing Rule 10.13</p>	<p>In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided to shareholders:</p> <p>Identification of recipients of shares Mr Howard Chen or his nominee(s).</p> <p>Maximum number of shares to be issued 346,817 fully paid ordinary shares.</p> <p>Date for issue and allotment of shares If shareholder approval is obtained for Resolution 3B, the Company will issue the Chen Shares as soon as is practicable after the Meeting, or in any event no later than 1 month after the date of the Meeting.</p> <p>Issue price per share The Chen Shares will be issued at nil cash consideration, at deemed prices which have been calculated on the basis of the VWAP of the Company's shares during each relevant quarter to which the outstanding fees relate, as described above. Specifically:</p> <ul style="list-style-type: none"> ▪ 12,426 shares will be issued at a deemed price of \$0.1324 ▪ 65,666 shares will be issued at a deemed price of \$0.11421 ▪ 90,210 shares will be issued at a deemed price of \$0.08314 ▪ 105,916 shares will be issued at a deemed price of \$0.07081 ▪ 72,600 shares will be issued at a deemed price of \$0.10331 <p>Terms of shares The Chen Shares will rank equally with all other fully paid ordinary shares currently on issue.</p> <p>Use of funds raised There will be no funds raised from the issue of the Chen Shares; however, upon the issue of the Chen Shares, the Company will be relieved from its obligations to pay the corresponding Directors' fees in cash.</p>

General information	
Voting Exclusions	Voting exclusion statements apply to Resolutions 3A and 3B, as set out in the Notice.
Board Recommendation	<p>Each Director (other than Mr Chen with respect to Resolution 3B) has no interest in the outcome of Resolutions 3A and 3B, other than as existing shareholders.</p> <p>On this basis, each of the Directors (with Mr Chen abstaining from making a recommendation on Resolution 3B) recommends that shareholders vote in favour of Resolutions 3A and 3B.</p>
Chairman's available proxies	The Chairman intends to vote all available proxies in favour of Resolutions 3A and 3B.

5. APPROVAL OF 10% PLACEMENT CAPACITY

Resolution 4: Approval of 10% Placement Capacity	
General	<p>Under ASX Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12 month period. ASX Listing Rule 7.1A permits eligible small and mid-cap ASX-listed entities, subject to shareholder approval, to issue Equity Securities of up to an additional 10% of their issued capital by way of placements over a 12 month period, in addition to their ability to issue Equity Securities under ASX Listing Rule 7.1 (10% Placement Capacity).</p> <p>The Company seeks shareholder approval under ASX Listing Rule 7.1A for the 10% Placement Capacity. The effect of this resolution will be to allow the Directors, subject to the conditions set out below, to issue Equity Securities under the 10% Placement Capacity without using the Company's 15% Placement Capacity under ASX Listing Rule 7.1.</p> <p>Resolution 4 is a special resolution. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote (in person or by proxy) at the meeting must be in favour of this resolution for it to be passed.</p>
Eligibility	<p>ASX-listed entities which have a market capitalisation of \$300 million or less, and which are not included in the S&P/ASX 300 Index will be considered eligible to seek shareholder approval under ASX Listing Rule 7.1A.</p> <p>As at the date of this Notice, the Company, which has a market capitalisation of less than \$300 million, is not included in the S&P/ASX 300 Index. Accordingly, the Company is considered eligible to seek shareholder approval under ASX Listing Rule 7.1A.</p>
Formula	<p>The exact number of additional Equity Securities that the Company may issue under the 10% Placement Capacity will be determined by a formula set out ASX Listing Rule 7.1A.2 as follows:</p> <p style="text-align: center;">$(A \times D) - E$</p> <p>Where:</p> <p>A is the number of ordinary shares on issue 12 months before the date of issue or agreement:</p> <ul style="list-style-type: none"> ▪ plus the number of fully paid shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;

	<ul style="list-style-type: none"> plus the number of partly paid shares that became fully paid in the previous 12 months (there are presently no partly paid shares on issue in the Company); plus the number of shares issued in the previous 12 months with approval of shareholders under ASX Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the Company's 15% Placement Capacity without shareholder approval; and less the number of shares cancelled in the previous 12 months. <p><i>'A' has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% Placement Capacity</i></p> <p>D is 10%.</p> <p>E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rule 7.1 or 7.4.</p>
Conditions of issue under the 10% Placement Capacity	<p>There are a number of conditions applicable to the issue of Equity Securities under ASX Listing Rule 7.1A, including a limitation on the discount to prevailing market price at which they may be issued, and additional disclosure requirements. A summary of these conditions are as follows:</p> <p>(a) Equity Securities issued under the 10% Placement Capacity can only be in a class of securities already quoted. At the date of this Notice, the Company only has one class of securities which are quoted, being ordinary shares.</p> <p>(b) The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the volume weighted average market price (VWAP) for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:</p> <ol style="list-style-type: none"> the date on which the price at which the Equity Securities are to be issued is agreed; or if the Equity Securities are not issued within 5 trading days of the date in paragraph (i), the date on which the Equity Securities are issued.
Period of validity of shareholder approval	<p>In the event that the Company obtains shareholder approval for Resolution 4, such approval will cease to be valid upon the earlier of:</p> <p>(a) 12 months after the date of the 2017 Annual General Meeting, being 20 November 2018; or</p> <p>(b) if applicable, the date on which the Company's shareholders approve a change to the nature or scale of the Company's activities under ASX Listing Rule 11.1.2, or the disposal of the Company's main undertaking under ASX Listing Rule 11.2.</p> <p>(7.1A Placement Period)</p>
Information to be provided to shareholders under ASX Listing Rule 7.3A	
Minimum issue price	<p>The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the VWAP for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:</p> <ol style="list-style-type: none"> the date on which the price at which the Equity Securities are to be issued is agreed; or if the Equity Securities are not issued within 5 trading days of the date in paragraph (i), the date on which the Securities are issued.

Risk of dilution to shareholders

If Resolution 4 is approved by shareholders, any issue of Equity Securities under the 10% Placement Capacity may present a risk of economic and voting dilution of existing shareholders, including the risk that:

- the market price of the Company's Equity Securities may be significantly lower on the relevant issue date than on the date of the 2017 Annual General Meeting; and
- the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date.

The table below shows the potential dilution of existing shareholders under various scenarios on the basis of:

- an issue price of \$0.075 per share, which was the closing price of the Company's shares on the ASX on 28 September 2017; and
- the variable 'A' being calculated as the number of fully paid ordinary shares on issue on the date of this Notice, being 138,476,998.

The table also shows:

- (a) two examples where variable 'A' has increased by 50% and 100%. The number of shares on issue in the Company may increase as a result of the issue of shares that do not require approval of shareholders (for example, pro-rata entitlement issues or scrip issues under takeover offers) or future placements of shares under ASX Listing Rule 7.1 of up to 15% of issued capital that are approved at future general meetings of shareholders; and
- (b) two examples of where the issue price of shares has decreased by 50% and increased by 100%.

VARIABLE 'A'		Dilution		
		50% decrease in issue price \$0.0375	Issue price \$0.075	100% increase in issue price \$0.15
Current Variable 'A' 138,476,998 shares	10% voting dilution	13,847,700 shares	13,847,700 shares	13,847,700 shares
	Funds raised	\$519,288.74	\$1,038,577.49	\$2,077,154.97
50% increase in current Variable 'A' 207,715,497 shares	10% voting dilution	20,771,550 shares	20,771,550 shares	20,771,550 shares
	Funds raised	\$778,933.11	\$1,557,866.23	\$3,115,732.46
100% increase in current Variable 'A' 276,953,996 shares	10% voting dilution	27,695,400 shares	27,695,400 shares	27,695,400 shares
	Funds raised	\$1,038,577.49	\$2,077,154.97	\$4,154,309.94

The table has been prepared on the following assumptions:

- (a) the Company issues the maximum number of shares available under the 10% Placement Capacity;
- (b) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;

	<p>(c) the table does not show an example of dilution that may be caused to a particular shareholder as a result of placements under the 10% Placement Capacity based on that shareholder's holding at the date of the Meeting;</p> <p>(d) the table shows only the effect of issues of Equity Securities under the 10% Placement Capacity in accordance with ASX Listing Rule 7.1A and not under the 15% Placement Capacity under ASX Listing Rule 7.1;</p> <p>(e) the issue of Equity Securities under the 10% Placement Capacity consists only of shares; and</p> <p>(f) the issue price is \$0.075, being the closing price of the Company's shares on the ASX on 28 September 2017.</p>
Period of validity	<p>The Company will only issue and allot the Equity Securities during the 7.1A Placement Period. The approval under the Resolution 4 for the issue of the Equity Securities will cease to be valid in the event that shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).</p>
Reason for issue of shares under 10% Placement Capacity	<p>The Company may seek to issue the Equity Securities for the following purposes:</p> <ul style="list-style-type: none"> (a) non-cash consideration for the acquisition of new assets, businesses or investments, in which event the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3; or (b) cash consideration, the proceeds of which will be applied to fund the Company's existing and future activities, appraisal of corporate opportunities, investment in new businesses (if any), the costs incurred in undertaking placement(s) of shares under ASX Listing Rule 7.1.A and for general working capital. <p>The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.</p>
Allocation policy	<p>The Company may not issue any or all of the Equity Securities for which approval is given and may issue the Equity Securities progressively as the Company places the Equity Securities with investors.</p> <p>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 factors such as:</p> <ul style="list-style-type: none"> 1. fund raising options (and their viability) available to the Company at the relevant time; 2. the effect of the issue of the Equity Securities on the control of the Company; 3. the financial situation of the Company and the urgency of the requirement for funds; and 4. advice from the Company's corporate, financial, legal and broking advisers. <p>The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice. It is intended that the allottees will be suitable professional and sophisticated investors, and other investors not requiring a disclosure document under section 708 of the Corporations Act, that are known to the Company and/or introduced by third parties.</p> <p>The allottees may include existing substantial shareholders and/or new shareholders, but the allottees will not be related parties of the Company.</p>

	<p>In the event that the shares under the 10% Placement Capacity are issued as consideration for the acquisition of businesses, assets or investments, it is likely that the allottees will be the vendors of such businesses, assets or investments.</p>																															
Previous approval	<p>The Company previously obtained approval under ASX Listing Rule 7.1A at its 2016 AGM on 10 November 2016.</p> <p>In accordance with ASX Listing Rule 7.3A.6, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1A, the following information is provided to shareholders:</p> <p>As at 20 November 2016, being the date that is 12 months prior to the Meeting, the Company had the following Equity Securities on issue:</p> <table><tr><th>Class of Equity Securities</th><th>Number</th></tr><tr><td>Ordinary shares</td><td>131,204,270</td></tr><tr><td>TOTAL</td><td>131,204,270</td></tr></table> <p>The table below shows the number and type of Equity Securities issued by the Company in the 12 months preceding the date of the Meeting, and the percentage they represent of the total number of Equity Securities on issue at 20 November 2016 (being 131,204,270).</p> <table><tr><th>Item</th><th>Date of issue</th><th>Class of Equity Securities</th><th>No. issued</th><th>% of total number of Equity Securities</th></tr><tr><td>1</td><td>09/01/17</td><td>Ordinary shares</td><td>7,272,728</td><td>5.54%</td></tr><tr><td>2</td><td>05/07/17</td><td>Performance Rights</td><td>1,020,000</td><td>0.78%</td></tr><tr><td>3</td><td>12/09/17</td><td>Performance Rights</td><td>50,000</td><td>0.04%</td></tr><tr><td></td><td>TOTAL</td><td></td><td>8,342,728</td><td>6.36%</td></tr></table> <p>All ordinary shares issued by the Company in the 12 months preceding the date of the Meeting have the same terms and rank equally in all respects with existing shares in the Company.</p> <p>The Performance Rights issued by the Company in the 12 months preceding the date of the Meeting were issued to employees under the Company's Long Term Incentive Plan (Plan).</p> <p>The Performance Rights will each vest into one fully paid ordinary share in the Company, subject to the relevant holder's continued employment with the Company during a vesting period of 3 years from date of issue.</p> <p>No cash consideration is payable for the issue of the Performance Rights, or on the issue of the underlying shares upon the vesting of the Performance Rights.</p> <p>The Performance Rights are not listed on ASX and will not be transferable, except as permitted under the Plan.</p> <p>The Performance Rights do not rank equally with any class of quoted securities. However, fully paid ordinary shares issued upon vesting of the Performance Rights will be quoted, and will rank equally with all other ordinary shares then on issue in the Company.</p> <p>Specific information in relation to each issue of Equity Securities in the 12 months preceding the date of the Meeting is as follows:</p>	Class of Equity Securities	Number	Ordinary shares	131,204,270	TOTAL	131,204,270	Item	Date of issue	Class of Equity Securities	No. issued	% of total number of Equity Securities	1	09/01/17	Ordinary shares	7,272,728	5.54%	2	05/07/17	Performance Rights	1,020,000	0.78%	3	12/09/17	Performance Rights	50,000	0.04%		TOTAL		8,342,728	6.36%
Class of Equity Securities	Number																															
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2	05/07/17	Performance Rights	1,020,000	0.78%																												
3	12/09/17	Performance Rights	50,000	0.04%																												
	TOTAL		8,342,728	6.36%																												

	Item	Reason for issue	Recipient	Use of funds	Issue price per share	Discount/premium to market price	Total cash consideration /current value
	1	Capital raising placement	Sophisticated investors who participated in the placement	Working capital	\$0.11	10% premium to market price on date of issue	Total cash consideration of \$800,000
	2	Long Term Incentives issued to employees under LTIP	Employees	N/A, none raised	N/A, issued under LTIP	N/A	N/A
	3	Long Term Incentives issued to employees under LTIP	Employees	N/A, none raised	N/A, issued under LTIP	N/A	N/A
	The Company has raised a total of \$800,000 through the issue of ordinary shares in the 12 months prior to the 2017 Annual General Meeting (see the tables above). The Company has applied these funds towards its working capital requirements.						
Ranking of shares	Any shares issued under the 10% Placement Capacity will rank equally with all other existing shares on issue in the Company.						
General information							
Voting Exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice.						
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of this resolution.						
Chairman’s available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.						

DEFINITIONS

10% Placement Capacity	Means the Company's capacity to issue Equity Securities under ASX Listing Rule 7.1A.
15% Placement Capacity	Means the Company's capacity to issue Equity Securities under ASX Listing Rule 7.1.
Board	Means the board of Harris Technology Group Limited.
Company or Harris Technology Group	Means Harris Technology Group Limited ACN 085 545 973.
Constitution	Means the constitution of Harris Technology Group Limited.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Closely Related Party (of a member of KMP of an entity)	Has the definition given to it by section 9 of the Corporations Act, and means: <ul style="list-style-type: none"> (a) a spouse or child of the member; or (b) a child of the member's spouse; or (c) a dependant of the member or of the member's spouse; or (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or (e) a company the member controls; or (f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage).
Director	Means a director of the Board of Harris Technology Group Limited
Equity Security	Means: <ul style="list-style-type: none"> a) a share; b) a right to a share or option; c) an option over an issued or unissued security; d) a convertible security; e) any security that ASX decides to classify as an equity security.
Key Management Personnel or KMP	Means those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.
LTIP	Means the Company's Long Term Incentive Plan.
Meeting	Means the Company's 2017 Annual General Meeting.
Notice	Means this Notice of Meeting.

-ENDS-

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 3.00 pm (Melbourne time) on Sunday 19 November 2017.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/harristechnologygroupagm2017
- 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:

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

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

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

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

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

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

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

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **3.00 pm (Melbourne time) on Sunday, 19 November 2017**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

- 🖥 **Online** www.votingonline.com.au/harristechnologygroupagm2017
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Harris Technology Group Limited

ACN 085 545 973

☐

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 **Harris Technology Group 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 at **RSM Australia, Level 21, 55 Collins Street, Melbourne, Victoria 3000 on Tuesday, 21 November 2017 at 3.00 pm (Melbourne time)** 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, 3A and 3B, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1, 3A and 3B 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 all Items of business (including Resolutions 1, 3A and 3B). 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 (non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Mr Howard Chen as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3A	Approval of issue of Gouloupoulos Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3B	Approval of issue of Chen Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 / / 2017